

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.



June 27, 2024

Company	Takara Bio Inc. (Securities code: 4974; Prime Market)
Headquarters	Nojihigashi 7-4-38, Kusatsu, Shiga, Japan
Representative	Koichi Nakao, President & CEO
Contact	Takuya Kakemi, Executive Officer, in charge of PR & IR Department
Telephone	(+81)77-565-6970
Website	<a href="https://www.takara-bio.co.jp/">https://www.takara-bio.co.jp/</a>

### Matters Concerning Controlling Shareholders

Takara Bio Inc. (the “Company”) hereby announces that, with regard to Takara Holding Inc., which is a parent company of the Company, the matters concerning controlling shareholders, etc. are as described below.

- Trade name, etc. of the parent company, controlling shareholder (excluding the parent company) or other affiliated companies, etc.

(As of March 31, 2024)

Name	Attribute	Ratio of voting rights held (%)			Financial instruments exchange, etc. on which the issued shares, etc. are listed
		Voting rights directly held	Voting rights subject to aggregation	Total	
Takara Holdings Inc.	Parent company	60.93	—	60.93	Prime market of Tokyo Stock Exchange, Inc.

- Positioning of the Company in the corporate group centering on the parent company, etc. and the relationships between other listed companies and the parent company, etc.

(1) Position of the Company within the Takara Holding Group (Takara Holding and its group companies)  
 Takara Shuzo Co., Ltd. (currently Takara Holdings Inc.) established Takara Shuzo Co., Ltd. and the Company on April 1, 2002, as a 100% subsidiary of Takara Holdings Inc. based on the approval resolution of a split plan for the liquor, food, and biotechnology divisions with the aim of creating a business environment that maximizes the business characteristics of the liquor, food, and biotechnology businesses operated by Takara Shuzo Co., Ltd. (currently Takara Holding Inc.) and enhances their respective growth capabilities and competitiveness at the extraordinary general shareholders' meeting held on February 15, 2002. The parent company's voting rights ratio of the Company has been 60.93% due to a third-party allotment of shares and a public offering of new shares etc. since the establishment of the Company.

The Takara Holdings Group consists of Takara Holdings Inc., which is a pure holding company, and its 68 group companies (66 subsidiaries and two affiliates). Within the Group, the Company is positioned as an operating subsidiary specializing in biotechnology, and conducts biotechnology business along with the Company's eight group companies (subsidiaries).

(2) Management of Group companies by Takara Holdings Inc.

Takara Holdings Inc. has established and operates the Takara Holdings Group Company Management Rules from the standpoint of consolidated business management. Its objective is to maintain the independence and autonomy of Takara Holdings Group Companies while seeking to maximize the corporate value to the entire Takara Holding Group. The Company is also subject to these regulations and reports to Takara Holdings Inc. on matters resolved by its Board of Directors. However, since prior approval for its Board of Director's resolution is not required, the Company is left to operate as an independent business.

Furthermore, Takara Holdings Inc. has established various meeting structures within the Takara Holdings Group, and those related to the Company are as follows.

Name of the meeting structure	Main attendees	Details	Frequency of meetings
Group Strategy Committee	Officers and Executive Officers of Takara Holdings Inc. Directors and Executive Officers of the Company Directors and Executive Officers of Takara Shuzo Co., Ltd. Directors and Executive Officers of Takara Shuzo International Co.Ltd.	Confirmation of matters related to the entire Group	In principle Once every two months
Takara Bio Coordination Committee	Officers of Takara Holdings Inc. Officers and Executive Officers of the Company	Reporting on the status of the Company's activities	In principle Once a month

The purpose of the above meeting structures is for reporting among Group companies, and they do not impede the autonomy or independence of the Company.

The following officers held concurrent positions in Takara Holdings Inc. and the Company as of the date of this announcement.

Name	Position at the Company	Position at Takara Holdings Inc.
Mutsumi Kimura	Director	President and Representative Director

The above concurrent positions arose because Mutsumi Kimura was appointed by the Company based on the determination that he would be able to strengthen the Company's corporate functions and realize sustained growth of the Company and enhancement of medium-term corporate value because he had extensive experience in areas such as the Company's corporate planning, finance, accounting, public relations, general affairs and personnel in the past, and had exhibited leadership as the Company's Representative Director and Vice President. Takara Holdings Inc. does not intend to control the Company through such concurrent positions.

3. Matters concerning transactions with controlling shareholders, etc.

Company name (Location)	Transaction details	Trade amount	Transaction conditions, etc.
Takara Holdings Inc. (Shimogyo-ku, Kyoto City)	Licensing of trademark rights	6	Agreement format: Trademark licensing agreement (concluded on March 29, 2004) Basis for calculation of licensing fee: Cost of application, registration, and maintenance and management of trademark rights including the future Monthly license fee for one category of one trademark in one country: ¥8,500 for registered trademark, ¥1,700 for unregistered trademark
	Outsourcing of computer- related services, leasing of equipment, etc.	380	Agreement format: Basic agreement on outsourcing of services and leasing of equipment Details of services: Accounting system operational support, client-server system operational support, leasing of personal computers, purchasing of consumables, etc.

(NOTE) Transaction values for the year ended March 31, 2024 are rounded down to the nearest million yen.

4. Status of implementation of measures to protect minority shareholders in transactions, etc. with controlling shareholders

The Company is engaged in business operations which maintain our uniqueness and independence in the Takara Holdings Group. The Company does not conduct transactions with the parent company which benefits the parent company and harms the Company or minority shareholders. Regarding the transactions noted above, the Company maintains a basic policy of deciding transaction details, including monetary sum, after discussing and negotiating based on the individual case and market values, as it does when conducting transactions with other companies.

To protect the interests of minority shareholders, the Company seeks the advice and recommendations of the Special Committee, which is a voluntary committee, on matters relating to significant transactions and acts in which the interests of the parent company or its subsidiaries conflict with those of the minority shareholders.

---

Forward-Looking Statements

Statements contained in these materials with respect to the Company's current plans, forecasts, strategies and beliefs that are not historical facts are forward-looking statements about the further performance of the Company and its consolidated subsidiaries. These statements are based on management's assumptions and beliefs in light of information currently available to it, but are based on a number of assumptions and beliefs derived from information that contains significant risks and uncertainties. Actual results may differ materially from these forecasts due to various factors. Factors that could influence actual results include, but are not limited to, economic conditions, especially trends in consumer spending, as well as exchange rate fluctuations, changes in laws and government systems, pressure from competitors' prices and product strategies, declines in selling power of the Company's existing and new products, disruptions to production, violations of our intellectual property rights, rapid advances in technology, and unfavorable verdicts in major litigation.