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January 27, 2025

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Prime Market)
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Notice Concerning Acquisition of Shares of ViSpot, Inc. (to Make It a Subsidiary)

Takara Bio Inc.(the “Company”) hereby announces that it resolved, at a meeting of the Board of Directors held on January 27, 2025, to conclude a share transfer contract with Sunstar Inc., which owns the shares of ViSpot, Inc. (“ViSpot”), to acquire all the share of ViSpot and make it a subsidiary. As this matter does not fall under the timely disclosure standard, some disclosure items and contents are omitted.

1. Reasons for acquisition of shares

Takara Bio provides one-stop support as its CDMO services for the development, manufacturing, and quality testing of biopharmaceuticals, mainly cell and gene therapy products from the initial development to post-launch phase by utilizing our proprietary platform technology and the Center for Gene and Cell Processing, one of the largest manufacturing facilities in Japan. Last year, Takara Bio started the new services that is related to antibody drug development/manufacturing, and is expanding its business to more various modalities.

ViSpot is a start-up company that provides contract services of viral safety evaluation services in Japan, which are essential to ensure the safety of biopharmaceuticals such as antibody drugs. There have been virtually no facilities in Japan capable of conducting viral safety evaluation, and domestic pharmaceutical companies have outsourced most of the essential tests to overseas companies in Europe, the US and elsewhere. It has been a long-standing issue for domestic biopharmaceutical development in terms of speed, cost and convenience. ViSpot aims to contribute to the development of biopharmaceuticals by addressing these issues as a leading company in Japan.

By involving ViSpot in Takara Bio group and incorporating the viral safety evaluation service into the CDMO service, Takara Bio expands its quality testing capability and its one-stop service, which has been one of Takara’s strengths to date. In addition, Takara Bio is confident of achieving a high level of synergy by combining ViSpot's high level of expertise in viral safety evaluation with Takara’s proprietary technology, and by leveraging the know-how of both companies to improve the efficiency and the quality of their services.

Takara Bio Group will continue to contribute to people's health by providing products and services based on innovative technologies in the medical and life sciences fields.

2. Overview of the subsidiary (ViSpot, Inc.) subject to change

(1)	Name	ViSpot, Inc.		
(2)	Location	KCMI, 6-3-5, Minatojimaminami-machi, Chuo-ku, Kobe, Hyogo, JAPAN		
(3)	Job title and name of representative	Yuko Mori		
(4)	Description of business	Commissioned viral safety evaluations		
(5)	Share capital	40 million yen		
(6)	Date of establishment	September, 2017		
(7)	Major shareholders and ownership ratios	Sunstar Inc., 90% Science and Technology Entrepreneurship Co., Ltd., 10%		
(8)	Relationship between the Company and said company	Capital relationship	Not Applicable	
		Personnel relationship	Not Applicable	
		Business relationship	Not Applicable	
(9)	Total assets of said company for the last three years (*1)			
	As of / Fiscal year ended	December 31, 2021	December 31, 2022	December 31, 2023
	Total assets	221 Million yen	374 Million yen	518 Million yen

3. Overview of the counterparty to the acquisition of shares

(1)	Name	Sunstar, Inc.		
(2)	Location	3-1 Asahi-cho, Takatsuki, Osaka, JAPAN		
(3)	Job title and name of representative	Mutsuhisa Miyamoto, CEO		
(4)	Description of business	Manufacture and sale of oral care products such as toothpaste and toothbrushes, and other health and beauty related products		
(5)	Date of establishment	November, 1950		
(7)	Major shareholders and ownership ratios	Sunstar Suisse S.A.		
(8)	Relationship between the Company and said company	Capital relationship	Not Applicable	
		Personnel relationship	Not Applicable	
		Business relationship	Not Applicable	
		Related party relationship	Not Applicable	

4. Acquisition costs, and ratio of voting rights held before and after acquisition

(1)	Ratio of voting rights held before the change	0 shares
(2)	Number of shares to be acquired	800 shares (Number of voting rights: 800 units)
(3)	Acquisition costs	The acquisition price was determined after conducting due diligence in each area by an external agency and discussing with shareholders through an intermediary company, but is undisclosed due to the other party's intention. The acquisition price is less than 15% of the consolidated net assets as of the end of the immediately preceding consolidated fiscal year and the net assets as of the end of the immediately preceding fiscal year, and thus does not meet the disclosure criteria.
(4)	Ratio of voting rights held after the change	800 shares (Number of voting rights: 800 units)

(Ratio of voting rights held: 100%)

(*) In this stock transfer, Sunstar Inc., with a 90% shareholding will acquire such shares from Science and Technology Entrepreneurship Co., Ltd., with a 10% shareholding, and then the Company will receive all shares from Sunstar Inc.

5. Timetable

(1)	Date of resolution at the meeting of the Board of Directors	January 27, 2025
(2)	Date of conclusion of the agreement	January 27, 2025
(3)	Date of commencement of share transfer	February 28, 2025 (scheduled)

6. Future outlook

The impact of this transaction on the Company's consolidated financial results for the fiscal year ending March 31, 2025 is expected to be minimal. If the need for new disclosure arises in the future, we will promptly make an announcement.

(Reference)

1. Consolidated financial results forecasts for the current fiscal year (released on March 31, 2025) and actual consolidated results for the previous fiscal year

	Consolidated net sales (million yen)	Consolidated operating profit (million yen)	Consolidated ordinary profit (million yen)	Profit attributable to owners of parent (million yen)
Consolidated financial results forecasts for the current fiscal year (Fiscal year ending March 31, 2025)	48,900	5,000	5,200	3,400
Actual consolidated results for the previous fiscal year (Fiscal year ended March 31, 2024)	43,505	3,003	3,405	1,480