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March 27, 2025

Company name: Takara Bio Inc. (Securities code: 4974;  
Prime Market)  
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### **Notice Concerning the Absorption-type Merger (Simplified Merger) of the Wholly Owned Subsidiary**

Takara Bio Inc. (“Takara Bio”) hereby announces that it resolved, at a meeting of the Board of Directors held on March 27, 2025, to absorb and merge its wholly owned subsidiary, ViSpot, Inc. (“ViSpot”), with the effective date of the merger being May 1, 2025.

Certain disclosures and content have been omitted because of merging a wholly owned subsidiary.

#### **1. Purpose of the Absorption-type Merger**

Takara Bio acquired 100% of the shares of ViSpot, which provides virus safety evaluation testing services in Japan, on February 28, 2025. The merger aims to rationalize management and accelerate business expansion.

#### **2. Summary of the Merger**

##### **(1) Schedule**

Date of the meeting of the Board of Directors : March 27, 2025

Date of conclusion of the merger agreement : March 27, 2025

Effective date of the merger : May 1, 2025

This merger is a simplified merger pursuant to Article 796, Paragraph 2 of the Companies Act, and therefore, no shareholders' meeting will be held to approve the merger agreement.

##### **(2) Merger Type**

The merger will be conducted as an absorption-type merger with Takara Bio as the surviving company, and ViSpot will be dissolved. ViSpot was in a state of insolvency as of December 31, 2024, and the insolvency was resolved as of February 28, 2025.

##### **(3) Details of allotment**

There will be no issuance of new shares, no increase in capital stock, and no payment of merger consideration as a result of this merger.

##### **(4) Handling of share acquisition rights and bonds with share acquisition rights in connection**

Not applicable.

### 3. Overview of companies involved in the Absorption-type Merger

	Company surviving the absorption-type merger	Company disappearing in the absorption-type merger
(1) Name	Takara Bio Inc.	ViSpot, Inc.
(2) Location	Nojihigashi 7-4-38, Kusatsu, Shiga, Japan	KCMI, 6-3-5, Minatojimaminami-machi, Chuo-ku, Kobe, Hyogo, JAPAN
(3) Job title and name of representative	Koichi Nakao, President & CEO	Yuko Mori, President & CEO
(4) Description of business	Manufacturing and sales of reagents and instruments, CDMO, Gene therapy business	Viral safety testing services
(5) Share capital	14,965 million yen (as of the end of February 2025)	40 million yen (as of the end of February 2025)
(6) Date of establishment	April, 2002	September, 2017
(7) Number of issued shares	120,415,600 shares (as of the end of February 2025)	800 shares (as of the end of February 2025)
(8) Fiscal year-end	March 31	December 31
(9) Major shareholders and ownership ratios	Takara Holdings Inc., 60.91%	Takara Bio Inc., 100%
(10) Operating results and financial positions for the last three years		
As of / Fiscal year ended	Takara Bio Inc. (Consolidated)	ViSpot, Inc.
	March 31, 2024	December 31, 2024
Net assets	111,784 million yen	▲761 million yen
Total assets	121,252 million yen	553 million yen
Net assets per share	926.00 yen	—
Net sales	43,505 million yen	236 million yen
Operating profit	3,003 million yen	▲181 million yen
Ordinary profit	3,405 million yen	▲189 million yen
Net income ( attributable to owners of parent )	1,480 million yen	▲189 million yen
Net income per share	12.30 yen	—

### 4. Status after the Merger

There will be no changes to company's name, location, representative's title and name, business content, capital stock, or fiscal year as a result of this merger.

### 5. Future outlook

The impact on the consolidated business performance will be minor.

(Reference)

1. Consolidated financial results forecasts for the current fiscal year (released on February 13, 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)	45,500	3,000	3,000	1,000
Actual consolidated results for the previous fiscal year (Fiscal year ended March 31, 2024)	43,505	3,003	3,405	1,480