



May 20, 2026

To whom it may concern,

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### **Notice regarding Resolutions to Approve Share Consolidation, Abolition of Provision on Share Units, and Partial Amendment of the Articles of Incorporation**

Takara Bio Inc. (the “Company”) hereby announces as follows that, as announced in the press release dated April 27, 2026 and titled “Notice of the Convening of an Extraordinary General Meeting of Shareholders Regarding the Share Consolidation, Abolition of the Provision on Share Units and Partial Amendment of the Articles of Incorporation” (the “Press Release Dated April 27, 2026”), the Company submitted to the extraordinary general meeting of shareholders held today (the “Extraordinary General Meeting”) proposals for the share consolidation, the abolition of the provision on share units, and the partial amendment of the Articles of Incorporation, and resolutions were adopted to approve the proposals as proposed.

As a result, the common shares of the Company (the “Company Shares”) will fall under the delisting criteria prescribed in the Securities Listing Regulations of the Tokyo Stock Exchange, Inc. (the “TSE”). Accordingly, after being designated as stock to be delisted between May 20, 2026 and June 11, 2026, the Company Shares will be delisted on June 12, 2026. Please note that, after being delisted, the Company Shares will no longer be traded on the Prime Market of the TSE.

#### **I . Proposal No.1: Share Consolidation**

At the Extraordinary General Meeting, the Company obtained shareholders’ approval for the share consolidation on the following terms and conditions (the “Share Consolidation”). The details of the Share Consolidation are as described in the Press Release Dated April 27, 2026.

1. Class of shares subject to share consolidation  
Common Shares
2. Share consolidation ratio  
The Company will consolidate 15,332,374 shares of the Company Shares into one share.
3. Decrease in the total number of issued shares  
120,415,294 shares

Note1: The Company resolved, at a meeting of its Board of Directors held on April 27, 2026, to cancel all shares of treasury stock held by the Company on June 15, 2026 (the number of shares of treasury stock owned by the Company as of April 15, 2026 being 300 shares). Accordingly, the “Decrease in the total number of issued shares” is stated on the assumption of the number of issued shares outstanding after such cancellation.

4. Total number of issued shares before the share consolidation takes effect  
120,415,300 shares

Note2: The Company resolved, at a meeting of its Board of Directors held on April 27, 2026, to cancel all shares of treasury stock held by the Company on June 15, 2026 (the number of shares of treasury stock owned by the Company as of April 15, 2026 being 300 shares). Accordingly, the “Total number of issued shares before the share consolidation takes effect” is stated on the assumption of the number of issued shares outstanding after such cancellation.

5. Total number of issued shares after the effective date  
6 shares
6. Total number of shares authorized to be issued as of the effective date  
24 shares
7. Treatment of fractional shares arising from the Share Consolidation and amount of proceeds expected to be delivered to shareholders as a result of that treatment
  - (a) Whether fractions will be handled in accordance with the provisions of Article 235, paragraph (1) of the Companies Act or of Article 234, paragraph (2) of the Companies Act that apply mutatis mutandis through Article 235, paragraph (2) of the Companies Act, and reason for that handling

As a result of the Share Consolidation, the number of Company Shares held by shareholders other than Takara Holdings (the “Tender Offeror”) is expected to fall below one share, resulting in fractional shares.

Fractional shares resulting from the Share Consolidation will be aggregated, and if the total number includes a fractional share, that portion will be rounded down pursuant to Article 235, paragraph (1) of the Companies Act (Act No. 86 of 2005, as amended; hereinafter the same). The number of whole shares equivalent to the aggregate will be sold in accordance with Article 235 of the Companies Act and other applicable laws and regulations, and the proceeds from that sale will be distributed to the shareholders in proportion to their respective fractional shares.

Given that (a) the Share Consolidation is being implemented as part of the transactions to ultimately make the Tender Offeror the sole shareholder of the Company, (b) the Company Shares are expected to be delisted as of June 12, 2026 and will cease to have a market price, and (c) it is unlikely that a buyer would emerge through an auction, the Company plans to sell the number of Company Shares equivalent to the aggregate of the fractional shares to the Tender Offeror, subject to court approval, in accordance with Article 234, paragraph (2) as applied mutatis mutandis under Article 235, paragraph (2) of the Companies Act.

If the necessary court approval is obtained as scheduled, the sale price is expected to be set at a level that will enable the Company to deliver to shareholders an amount of cash equivalent to the number of the Company Shares owned by each shareholder listed or recorded in the Company’s final shareholders’ register as of June 15, 2026, the day immediately preceding the effective date of the Share Consolidation, multiplied by the purchase price per share of the Company’s shares in the tender offer for the Company’s shares, which is 1,150yen per share. However, the actual amount delivered might differ from the above amount if court approval is not obtained or if rounding adjustments are required.

- (b) Name of the buyer expected to purchase the shares subject to sale  
Takara Holdings (the Tender Offeror)
- (c) Method by which the expected buyer will secure funds for payment and the appropriateness thereof

The Tender Offeror intends to make payment of the consideration for the acquisition of the Company's shares corresponding to the total number of fractional shares arising from the Share Consolidation using funds to be borrowed from Mizuho Bank, Ltd. The Company has confirmed the method of securing such funds by the Tender Offeror by confirming the tender offer registration statement submitted by the Tender Offeror on February 16, 2026. In addition, according to the Tender Offeror, there have been no events that would be likely to hinder the payment of the consideration for the sale of the Company's shares corresponding to the aggregate number of fractional shares resulting from the Share Consolidation, nor is the Tender Offeror currently aware of any such events that may occur in the future. Therefore, the Company determined that the method for securing the funds necessary for the payment of the consideration for the purchase of shares corresponding to fractional shares by the Tender Offeror is reasonable.

- (d) Expected timing of the sale and distribution of proceeds to shareholders

Following the effective date of the Share Consolidation, the Company plans to file a petition with the court in mid July 2026, seeking approval under Article 234, paragraph (2) of the Companies Act, as applied mutatis mutandis under Article 235, paragraph (2), to sell to the Tender Offeror the number of Company Shares equivalent to the total number of fractional shares resulting from the Share Consolidation. The timing of such court approval may vary depending on the court's schedule. However, the Company expects to sell the shares to the Tender Offeror between late July and early September 2026, and, after completing the necessary preparations for the distribution, expects to distribute the proceeds to shareholders, with the target timing being approximately two months after obtaining such court approval. Taking into account the time required for the procedures from the effective date of the Share Consolidation through the sale process, the Company believes that the sale of the number of Company Shares equivalent to the total number of fractional shares resulting from the Share Consolidation and the distribution of the proceeds to shareholders will occur during the respective periods described above. The proceeds of the distribution will be delivered to the shareholders listed or recorded in the Company's final shareholders' register as of June 15, 2026, the day immediately preceding the effective date of the Share Consolidation, in accordance with the method of delivery of dividend assets by the Company.

## **II. Proposal No.2: Partial Amendments to the Articles of Incorporation**

At the Extraordinary General Meeting, the Company obtained shareholders' approval for the partial amendment to the Articles of Incorporation on the following terms and conditions. The details of the amendments are as described in the Press Release Dated April 27, 2026. The amendments are scheduled to take effect on June 16, 2026, the effective date of the Share Consolidation, subject to the Share Consolidation taking effect.

1. If Proposal No. 1 is approved and adopted as originally proposed at the Extraordinary General Meeting and the Share Consolidation becomes effective, the Company's total number of shares authorized to be issued will be 24 shares in accordance with the provisions of Article 182, Paragraph 2 of the Companies Act. For the sake of clarity, the Company proposes to amend the provision of Article 6 (Total Number of Authorized Shares) of the Articles of Incorporation on the condition that the Share Consolidation becomes effective.

2. If Proposal No. 1 is approved and adopted as originally proposed at the Extraordinary General Meeting and the Share Consolidation becomes effective, the total number of issued shares of the Company will be 6 shares, and there will be no need to provide for the number of shares in one unit. Therefore, on the condition that the Share Consolidation becomes effective, in order to abolish the provisions regarding the number of shares in one unit of the Company Share, which specifies that the number of shares in one unit shall be 100 shares, the Company proposes to entirely delete Article 7 (Number of Shares in One Unit) of the Articles of Incorporation and renumber the subsequent articles accordingly.
  
3. If Proposal No. 1 is approved and adopted as originally proposed at the Extraordinary General Meeting and the Share Consolidation becomes effective, the Tender Offeror will be the sole shareholder of the Company and the provisions concerning the record date for annual general meeting of shareholders will no longer be necessary. Therefore, on the condition that the Share Consolidation becomes effective, the Company proposes to entirely delete Article 12 (Record Date of Annual General Meeting of Shareholders) of the Articles of Incorporation and renumber the subsequent articles accordingly.
  
4. If Proposal No. 1 is approved and adopted as originally proposed at the Extraordinary General Meeting and the Share Consolidation becomes effective, the Tender Offeror will be sole shareholder of the Company and the provisions concerning the system for providing materials for a shareholders' meeting in electric format will no longer be necessary. Therefore, on the condition that the Share Consolidation becomes effective, the Company proposes to entirely delete Article 14 (Measures for Providing Information in Electric Format, etc.) of the Articles of Incorporation and renumber the subsequent articles accordingly.
  
5. If Proposal No. 1 is approved and adopted as originally proposed at the Extraordinary General Meeting and the Share Consolidation becomes effective, the Tender Offeror will be the sole shareholder of the Company and the Company Shares will be delisted due to implementation of the Share Consolidation, and thereby the provisions concerning the acquisition of treasury shares by a resolution of the Board of Directors in accordance with the provision of Article 165, Paragraph 2 of the Companies Act will no longer be necessary. Therefore, on the condition that the Share Consolidation becomes effective, the Company proposes to entirely delete Article 38 (Acquisition of Treasury Shares) of the Articles of Incorporation and renumber the subsequent articles accordingly.

### III. Schedule of the Share Consolidation

Date of the Extraordinary General Meeting	May 20, 2026
Designation as securities to be delisted	May 20, 2026
Final trading date of the Company Shares	June 11, 2026 (tentative)
Delisting date of the Company Shares	June 12, 2026 (tentative)
Effective date of the Share Consolidation	June 16, 2026 (tentative)

(End)