



April 8, 2026

For Immediate Release

Company Name:	Sumitomo Chemical Co., Ltd.
Representative:	Nobuaki Mito Representative Director & President
Securities Code:	4005
Stock Exchange Listings:	Prime Section of the Tokyo Stock Exchange
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Notice Regarding the Issuance of New Shares by a Subsidiary

Sumitomo Pharma Co., Ltd. (“Sumitomo Pharma,” a subsidiary in which Sumitomo Chemical holds a 51.76% ownership stake) has filed a shelf registration for the issuance of new shares as previously announced on March 2, 2026. Following this, at a Board of Directors meeting held today, Sumitomo Pharma resolved to proceed with the issuance of new shares (“the Public Offering of New Shares”). For more information, please see the attached document.

Sumitomo Pharma will issue a maximum of 59 million shares as a result of the Public Offering of New Shares. This issuance, however, will not result in any changes to the status of Sumitomo Pharma as a consolidated subsidiary of Sumitomo Chemical.

Press Release

April 8, 2026

Sumitomo Pharma Co., Ltd.

Notice Regarding Issuance of New Shares and Secondary Offering of Shares

Sumitomo Pharma Co., Ltd. (Head Office: Osaka, Japan; Representative Director, President and CEO: Toru Kimura; Securities Code: 4506, Prime Market of TSE; the “Company”) announced today that its Board of Directors resolved at a meeting held on April 8, 2026, to issue new shares (the “Public Offering”) and the secondary offering of shares as set forth below.

Purpose of the Public Offering

The Company aims to secure funds that will strengthen both its earnings base and financial base, thereby contributing to the medium- to long-term enterprise and shareholder value.

1. Issuance of New Shares by way of the Public Offering

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| (1) Class and Number of Shares to be Offered | 51,304,400 shares of common stock of the Company which are the sum of (i) and (ii) described below.
(i) 24,754,400 new shares of common stock of the Company, issued for purchase by the Japanese Underwriters in the Japanese Public Offering, described in (4)(i) below.
(ii) 26,550,000 new shares of common stock of the Company, issued for purchase by the International Underwriters in the International Offering, described in (4)(ii) below. |
| (2) Method of Determination of Amount to be Paid In | The amount to be paid in will be determined on a day (the “Pricing Date”) within the period from April 20, 2026 (Mon) to April 23, 2026 (Thu) in accordance with the method set forth in Article 25 of the Rules Concerning Underwriting, Etc. of Securities promulgated by the Japan Securities Dealers Association (“JSDA”). |

Note:	This press release is a general release regarding the issuance of new shares and the secondary offering of shares of common stock of the Company, and is not prepared for the purpose of investment solicitation or the like in Japan or elsewhere. This press release does not constitute an offer to sell or solicitation of any offer to buy securities in the United States. The shares of common stock of the Company have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “Securities Act”). The shares of common stock of the Company may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act. No public offering of the shares of common stock of the Company will take place in the United States.
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- (3) Amount of Capital Stock and Capital Surplus to be Increased
- Capital stock will increase by the amount which is 50% of the maximum permitted increase in capital stock, as calculated in accordance with the provisions of Article 14, Paragraph 1 of the Rules of Account Settlement of Corporations, rounding up any fraction of less than one yen resulting from such calculation to the next whole yen. Capital surplus will increase by the remainder of the maximum permitted increase in capital stock after deducting the amount of increase in capital stock.
- (4) Method of Offering
- The Japanese Public Offering and the International Offering shall be made simultaneously.
- (i) Japanese Public Offering:
- The offering to be made in Japan shall be a public offering (the “Japanese Public Offering”), and several Japanese underwriters (the “Japanese Underwriters”) shall underwrite and purchase all of the new shares with respect to the Japanese Public Offering.
- (ii) International Offering:
- The international offering shall be conducted in overseas markets (in the United States, restricted to sales to Qualified Institutional Buyers under Rule 144A of the U.S. Securities Act of 1933) (the “International Offering”), whereby the international underwriters (the “International Underwriters” and collectively with the Japanese Underwriters, the “Underwriters”) shall, severally, but not jointly purchase all of the shares related to the International Offering.
- With regard to the number of shares to be offered mentioned in (i) and (ii) above, the number of shares to be issued is planned to be 24,754,400 shares for the Japanese Public Offering and 26,550,000 shares for the International Offering. However, the final breakdown shall be determined on the Pricing Date by taking into account market demand and other conditions.
- The issue price (the offer price) with regard to each of the offerings mentioned in (i) and (ii) above shall be determined in accordance with the method set forth in Article 25 of the Rules Concerning Underwriting, Etc. of Securities promulgated by the JSDA, on the

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Pricing Date based on the preliminary pricing terms calculated by multiplying the closing price in regular trading of the shares of common stock of the Company on the Tokyo Stock Exchange, Inc. on the Pricing Date (or, if no closing price is quoted, the closing price of the immediately preceding date) by between 0.90 and 1.00 (with any fraction less than 0.5 yen being rounded down to the nearest 0.5 yen), taking into account market demand and other conditions.

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| (5) Compensation for the Underwriters | The Company shall not pay any underwriting commissions to the Underwriters; instead, the aggregate amount of the difference between (a) the issue price (the offer price) in each offering and (b) the amount to be paid in to the Company by the Underwriters shall constitute proceeds to the Underwriters. |
| (6) Subscription Period (in the Japanese Public Offering) | The subscription period shall be from the business day immediately following the Pricing Date to the second business day following the Pricing Date. |
| (7) Payment Date | The payment date shall be any day in the period from April 24, 2026 (Fri) to April 30, 2026 (Thu), provided, however, that such day shall be the fourth business day following the Pricing Date. |
| (8) Delivery Date | The delivery date shall be the business day immediately following the payment date mentioned above. |
| (9) Deposit for Subscription | Same as the issue price (the offer price) per share. |
| (10) Subscription Unit | 100 shares |
| (11) The amount to be paid in, the amount of capital stock and capital surplus to be increased, the issue price (the offer price), and any other matters necessary for the Public Offering will be determined at the discretion of Toru Kimura, Representative Director, President and CEO. | |

2. Secondary Offering of Shares (Offering by way of Over-allotment) (See 1. of “Reference” below)

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| (1) Class and Number of Shares to be Offered | 7,695,600 shares of common stock of the Company
The number of shares mentioned above is the maximum number of shares to be sold. The above number may be decreased, or this offering by way of over-allotment itself may be cancelled, depending on market demand and other conditions for the Japanese Public Offering. Furthermore, the number of shares to be sold shall be determined on the Pricing Date, taking into account market demand and other conditions in the Japanese Public Offering. |
| (2) Selling Price | Undetermined (The selling price shall be determined on the Pricing Date; provided, however, that such selling price shall be the same as the issue price (the offer price) in the Japanese Public Offering and the International Offering.) |
| (3) Method of Offering | Taking into account market demand and other conditions for the Japanese Public Offering, the designated Japanese Underwriter will make a secondary offering in Japan of the maximum of 7,695,600 shares that it will borrow from certain shareholder of the Company, Sumitomo Chemical Co., Ltd. (the "Share Lender"). |
| (4) Subscription Period | The subscription period shall be the same as the subscription period in the Japanese Public Offering. |
| (5) Delivery Date | The delivery date shall be the same as the delivery date in the Japanese Public Offering. |
| (6) Deposit for Subscription | The same as the amount in the Japanese Public Offering. |
| (7) Subscription Unit | 100 shares |
| (8) The selling price and any other matters necessary for this offering by way of over-allotment shall be determined at the discretion of Toru Kimura, Representative Director, President and CEO. | |
| (9) If the Japanese Public Offering is cancelled, this offering by way of over-allotment shall also be cancelled. | |

3. Issuance of New Shares by way of Third-party Allotment (See 1. of "Reference" below)

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| (1) Class and Number of Shares to be Offered | 7,695,600 shares of common stock of the Company |
| (2) Method of | The amount to be paid in shall be determined on the Pricing Date; |

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| Determination of the Amount to be Paid In | provided, however, that such amount to be paid in shall be the same as the amount to be paid in at the issuance of new shares by way of the Japanese Public Offering and the International Offering. |
| (3) Amount of Capital Stock and Capital Surplus to be Increased | Capital stock will increase by the amount which is 50% of the maximum permitted increase in capital stock, as calculated in accordance with the provisions of Article 14, Paragraph 1 of the Rules of Account Settlement of Corporations, rounding up any fraction of less than one yen resulting from such calculation to the next whole yen. Capital surplus will increase by the remainder of the maximum permitted increase in capital stock after deducting the amount of increase in capital stock. |
| (4) Allottee | The designated Japanese Underwriter |
| (5) Subscription Period (Subscription Date) | The subscription date shall be any day in the period from May 25, 2026 (Mon) to May 28, 2026 (Thu), provided, however, that such day shall be the business day following the 30th day (or, if the 30th day is not a business day, the preceding business day) counting from the day after the last day of the subscription period for the Japanese Public Offering and the offering by way of over-allotment. |
| (6) Payment Date | The payment date shall be any day in the period from May 26, 2026 (Tue) to May 29, 2026 (Fri), provided, however, that such day shall be the second business day following the 30th day (or, if the 30th day is not a business day, the preceding business day) counting from the day after the last day of the subscription period for the Japanese Public Offering and the offering by way of over-allotment. |
| (7) Subscription Unit | 100 shares |
| (8) The amount to be paid in, the amount of capital stock and capital surplus to be increased, and any other matters necessary for the Capital Increase by way of Third-Party Allotment (as defined in “Reference” item 1. below) shall be determined at the discretion of Toru Kimura, Representative Director, President and CEO. | |
| (9) Shares not subscribed for within the subscription period (by the subscription date) in (5) above shall not be issued. | |
| (10) The above items shall be subject to the registration taking effect under the Financial Instruments and Exchange Act of Japan. If the Japanese Public Offering is cancelled, the issuance of new shares by way of Third-Party Allotment shall also be cancelled. | |

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Reference

1. The Offering by way of Over-allotment

The secondary offering by way of over-allotment (the “Secondary Offering by way of Over-allotment”) in Japan may be conducted for shares of common stock of the Company in a number not exceeding 7,695,600 shares, that will be borrowed by the designated Japanese Underwriter, from the Share Lender in relation to the Japanese Public Offering, taking into account market demand and other conditions therefor; provided, however, that the above-mentioned number of shares to be offered in the Secondary Offering by way of Over-allotment is the maximum number of shares to be sold and such number may be decreased or the Secondary Offering by way of Over-allotment may be cancelled entirely, depending on market demand and other conditions.

In connection with the Secondary Offering by way of Over-allotment, the Board of Directors of the Company has resolved, at the meeting held on April 8, 2026 (Wed), the issuance of new shares by way of Third-Party Allotment (the “Capital Increase by way of Third-Party Allotment”) to enable the designated Japanese Underwriter to acquire shares necessary to return the shares of common stock of the Company that will be borrowed by the designated Japanese Underwriter from the Share Lender (the “Borrowed Shares”).

Furthermore, the designated Japanese Underwriter may also purchase shares of common stock of the Company on the Tokyo Stock Exchange, Inc., up to the number of shares (the “Maximum Number of Shares”) to be offered in the Secondary Offering by way of Over-allotment (the “Syndicate Cover Transactions”) to return the Borrowed Shares. Such the Syndicate Cover Transactions would be made during the period beginning on the date immediately following the last day of the subscription period for the Japanese Public Offering and the Secondary Offering by way of Over-allotment, up to and including the 30th day (or, if the 30th day is not a business day, the preceding business day) counting from such day (the “Syndicate Cover Transaction Period”) (Note). Shares of common stock of the Company purchased through the Syndicate Cover Transactions shall be used to return the Borrowed Shares. During the Syndicate Cover Transaction Period, the designated Japanese Underwriter may elect to not conduct any Syndicate Cover Transactions or may terminate Syndicate Cover Transactions before the number of shares purchased through such transactions reaches the number of shares offered in the Secondary Offering by way of Over-allotment.

The designated Japanese Underwriter may conduct stabilizing transactions as it conducts the Japanese Public Offering and the Secondary Offering by way of Over-allotment. The shares of common stock of the Company acquired through such stabilizing transactions may be used, in

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whole or in part, to return the Borrowed Shares.

Only with respect to the number of shares obtained by deducting (a) the number of shares purchased through the Syndicate Cover Transactions and the stabilizing transactions that are to be used to return the Borrowed Shares from (b) the number of shares to be offered in the Secondary Offering by way of Over-allotment, the designated Japanese Underwriter will accept the allotment under the Capital Increase by way of Third-Party Allotment. Accordingly, all or a part of the shares to be issued under the Capital Increase by way of Third-Party Allotment may not be subscribed for, which may result in a decrease in the number of shares to be finally issued under the Capital Increase by way of Third-Party Allotment or in the cancellation of the issuance of new shares, due to forfeiture.

(Note) The Syndicate Cover Transaction Period is as follows:

- (1) If the Pricing Date is April 20, 2026 (Mon), it shall be from April 23, 2026 (Thu) to May 22, 2026 (Fri).
- (2) If the Pricing Date is April 21, 2026 (Tue), it shall be from April 24, 2026 (Fri) to May 22, 2026 (Fri).
- (3) If the Pricing Date is April 22, 2026 (Wed), it shall be from April 25, 2026 (Sat) to May 22, 2026 (Fri).
- (4) If the Pricing Date is April 23, 2026 (Thu), it shall be from April 28, 2026 (Tue) to May 27, 2026 (Wed).

2. Change in the Total Number of Issued Shares with Respect to the Issuance of New Shares by ways of the Public Offering

Total number of issued shares at present	397,900,154 Shares	(As of April 8, 2026)
Increase in number of shares as a result of the Public Offering	51,304,400 Shares	
Total number of issued shares after the Public Offering	449,204,554 Shares	
Increase in the number of shares as a result of the Capital Increase by way of Third-Party Allotment	7,695,600 Shares	(Note)
Total number of issued shares after the Capital Increase by way of Third-	456,900,154 Shares	(Note)

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Party Allotment

(Note) These figures are based on the assumption that the number of shares to be offered set forth in (1) of “3. Issuance of New Shares by way of Third-party Allotment” are all subscribed for by the designated Japanese Underwriter and issued and thus indicates the Maximum Number of Shares to be issued.

3. Use of Proceeds

The estimated net proceeds of up to 116,490,277,000 yen from the Public Offering are expected to be applied to:

- (1) The Company plans to use 30 billion yen by the end of March 2029 for R&D expenses in oncology area, primarily for the clinical trials of the two oncology compounds.
- (2) The Company plans to use 10 billion yen by the end of March 2029 for R&D expenses in neurodegenerative diseases and infectious diseases to strengthen R&D infrastructure and to expand its pipeline and portfolio.
- (3) The Company plans to use 10 billion yen by the end of March 2029 for R&D expenses and capital expenditures in the regenerative medicine/cell therapy business, through investments and loans to RACTHERA and S-RACMO.
- (4) The Company plans to use 10 billion yen by the end of March 2029 for the capital expenditures aimed at strengthening production and quality systems at its facilities and research laboratories, as well as IT system investments and strategic investments for alliances and licensing agreements primarily related to the development and sales of other companies' products.
- (5) The Company plans to use the remaining funds by the end of March 2029 for the repayment of interest-bearing debt.

We will properly manage the proceeds in the Company's bank deposit account until the proceeds are applied for each of the aforementioned purposes.

4. Lock-up

In relation to the Public Offering, the shareholder of the Company, Sumitomo Chemical Co., Ltd., has agreed with the joint global coordinators that, during the period commencing on the Pricing Date and ending on the date 180 days from and including the delivery date in respect of the Public Offering (the “Lockup Period”), it will not sell, or otherwise dispose (except for the lending of our common stock for the purpose of the Secondary Offering by way of Over-allotment) of, the shares of common stock of the Company, or securities convertible or exchangeable into the shares of

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common stock of the Company, without the prior written consent of the joint global coordinators. Furthermore, the Company has agreed with the joint global coordinators that, during the Lockup Period, it will not issue or sell, or otherwise dispose of, the shares of common stock of the Company, or securities convertible or exchangeable into the shares of common stock of the Company (except for the issuance of new shares by way of the Japanese Public Offering, the International Offering and the Capital Increase by way of Third-Party Allotment, and the issuance of new shares in relation to a stock split, etc.), without the prior written consent of the joint global coordinators.

In either of the aforementioned cases, the joint global coordinators have the right to waive the substance of the agreement, in whole or in part, or to shorten the Lockup Period at their discretion.

End.

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