

June 9, 2026

Company Name: HEALIOS K.K.
Representative: Hardy TS Kagimoto, Chairman & CEO
(TSE Growth Code: 4593)
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Notice Regarding the Filing of a Counterclaim in Response to a Lawsuit Filed Against Healios

HEALIOS K.K. ("Healios") announce that we have filed a counterclaim regarding the lawsuit against Healios by AND medical group ("AND medical"), as previously disclosed in our "[Notice Regarding the Filing of a Lawsuit Against Healios](#)" dated December 29, 2025. Details are as follows.

1. Court and Date of Filing

- 1) Court: Tokyo District Court
- 2) Date Filed: June 9, 2026

2. Overview of the Entity against whom a Counterclaim has been filed (Counter-defendant)

Name: AND medical group
Address: 6F Roppongi Trinity Building, 7-14-7 Roppongi, Minato-ku, Tokyo
Representative's Title and Name: Representative Director Masaomi Kusano

3. Details of the Counterclaim

- 1) Nature: Claim for Payment
- 2) Amount Claimed: 66,000,000 yen plus delay damages

4. Cause of Action and Background Leading to the Filing of the Counterclaim

- 1) Healios entered into a joint research agreement ("this Agreement") with AND medical on April 9, 2024. The purpose of this Agreement is to conduct joint research ("this Research") to explore the potential use of our Healios' proprietary cultured supernatant and to establish the manufacturing process and production framework for the cultured supernatant. Under this Agreement, it was stipulated that AND medical would pay a total of 180 million yen (excluding tax) in three installments of 60 million yen each as compensation for our company's activities in this Research.
- 2) AND medical made payments to Healios based on the terms of this Agreement, including 60 million yen at the time of the Agreement's execution and another 60 million yen at the start of the analysis of the characteristics of the culture medium. However, regarding the final payment of 60 million yen (the final milestone), which was to be made upon Healios notifying AND medical,

among other triggers, that the method for manufacturing the cultured supernatant for technology transfer to the CPC had been established, the payment was not made even after the payment deadline of May 31, 2025, had passed.

- 3) Since August 2025, AND medical has hardly responded to Healios regarding this Research and has also failed to cooperate in scheduling regular meetings. As a result, opportunities to send various report materials and to issue notifications related to this Research have been lost.
- 4) Despite these circumstances, on November 27, 2025 (with the complaint being delivered to Healios on December 26, 2025), AND medical filed a lawsuit against our company (“this Lawsuit”), claiming that we were in a state of delay in performance and incomplete performance regarding this Agreement, and seeking damages for breach of contract. In response, Healios recognizes that we have appropriately fulfilled our obligations under this Agreement and considers AND medical claims to be lacking in merit. We are continuing to respond to this Lawsuit in order to assert and clarify the legitimacy of our position.
- 5) Healios, through the delivery of this counterclaim, notifies AND medical that the method for manufacturing the cultured supernatant for technology transfer to the CPC has been established. Furthermore, through the delivery of this counterclaim, we are seeking payment of the final milestone payment of 60 million yen (excluding tax) along with delay damages at an annual rate of 3% from the day following the delivery of this counterclaim until the payment is completed.

5. Future Outlook

We will promptly announce any matters that should be disclosed in the future.