June 25, 2026

To Whom It May Concern

Company Name: Sawai Group Holdings Co., Ltd.
Representative: Mitsuo Sawai
President and Representative Director
(Securities Code: 4887 Prime Market of Tokyo Stock Exchange)
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General Manager, Group Finance Department
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Notice Regarding Company Split (Simple Absorption-type Company Split)

Sawai Group Holdings Co., Ltd. (the "Company") hereby announces that its Board of Directors has resolved today to transfer the rights and obligations held by the Company regarding its therapeutic application business for NASH* (the "DTx for NASH Business") to its wholly-owned subsidiary, Sawai Pharmaceutical Co., Ltd. ("Sawai Pharmaceutical"), through a company split (the "Company Split"), effective as of September 1, 2026 (scheduled), as detailed below.
Certain disclosure items and details have been omitted from this announcement as the Company Split is a simple absorption-type company split pursuant to Article 784, Paragraph 2 of the Companies Act, in which businesses are transferred from the Company to its wholly-owned subsidiary.

* NASH: Non-Alcoholic Steatohepatitis / Although the disease name has been updated to MASH (metabolic dysfunction-associated steatohepatitis) in the 'MASLD Clinical Practice Guidelines 2026' and other relevant publications, the term 'NASH' is continuously used in our disclosure materials in accordance with clinical trial protocols and related documents.

1. Purpose of the Company Split

・The purpose of the Company Split is to transfer the DTx [Digital Therapeutics] for NASH business, a product developed by the Company, to its core subsidiary, Sawai Pharmaceutical. By doing so, the Company aims to accelerate commercialization under an efficient promotional framework, thereby striving for the sustainable enhancement of corporate value as a comprehensive healthcare company.

2. Summary of the Company Split

(1) Schedule of the Company Split

Resolution by the Board of Directors	June 25, 2026
Execution of the Absorption-type Company Split Agreement	June 26, 2026 (Scheduled)
Effective Date of the Company Split	September 1, 2026 (Scheduled)

(Note) The Company Split will be executed without obtaining approval at the General Meeting of Shareholders of either company, because it qualifies as a simple absorption-type company split for the Company under Article 784, Paragraph 2 of the Companies Act, and as a short-form absorption-type company split for Sawai Pharmaceutical under Article 796, Paragraph 1 of the Companies Act.

(2) Method of the Company Split

・An absorption-type company split with the Company as the splitting company and Sawai Pharmaceutical as the succeeding company.

(3) Allocation of Details Regarding the Company Split

・Since the Company Split is conducted between the Company and its wholly-owned subsidiary, no allocation of shares or other consideration will be provided.

(4) Treatment of Share Acquisition Rights and Bonds with Share Acquisition Rights Accompanying the Company Split

・Not applicable.

(5) Increase or Decrease in Capital Stock Due to the Company Split

・There will be no change in the Company's capital stock due to the Company Split.

(6) Rights and Obligations to be Succeeded by the Succeeding Company

・Sawai Pharmaceutical will succeed to the assets, liabilities, and contractual statuses, as well as other rights and obligations, related to the DTx for NASH Business held by the Company as of the effective date of the Company Split, to the extent specified in the absorption-type company split agreement.

(7) Capability of Fulfilling Financial Obligations

・The Company has determined that there are no concerns regarding the capability of the Company and Sawai Pharmaceutical to fulfill their respective financial obligations that fall due after the effective date of the Company Split.

3. Overview of the Parties Involved in the Company Split (As of June 25, 2026)

		Splitting Company	Succeeding Company
(1)	Name	Sawai Group Holdings Co., Ltd.	Sawai Pharmaceutical Co., Ltd.
(2)	Location	5-2-30 Miyahara, Yodogawa-ku, Osaka	5-2-30 Miyahara, Yodogawa-ku, Osaka
(3)	Title and Name of Representative	Mitsuo Sawai, President and Representative Director	Toshiomi Nakate, President and Representative Director
(4)	Business Description	Formulation of group management strategies and management control	Manufacturing and sales of ethical pharmaceuticals, primarily generic drugs
(5)	Capital Stock	10.0 billion yen	41.2 billion yen
(6)	Date of Establishment	April 1, 2021	July 1, 1948
(7)	Number of Shares Issued	115,487,137 shares	43,791,339 shares
(8)	Fiscal Year-End	March 31	March 31
(9)	Major Shareholders and Shareholding Ratios (Note 1)	The Master Trust Bank of Japan, Ltd. (Trust Account) 17.21% Custody Bank of Japan, Ltd. (Trust Account) 11.89% Mitsuo Sawai 2.74% BNYM AS AGT/CLTS 10 PERCENT (Standing proxy: MUFG Bank, Ltd.) 2.57% NORTHERN TRUST CO. (AVFC) RE SILCHESTER INTERNATIONAL INVESTORS INTERNATIONAL VALUE EQUITY TRUST (Standing proxy: The Hongkong and Shanghai Banking Corporation Limited, Tokyo Branch) 2.54%	Sawai Group Holdings Co., Ltd. 100%
(10)	Financial Position and Operating Results for the Most Recent Fiscal Year	Fiscal Year Ended March 31, 2026 (Consolidated) (IFRS)	Fiscal Year Ended March 31, 2026 (Non-consolidated) (Japanese GAAP)
	Total Equity / Total Net Assets	178,556 million yen	108,060 million yen
	Total Assets	359,919 million yen	299,994 million yen
	Equity attributable to owners of the parent per share / Net assets per share	1,546.13 yen	2,467.62 yen
	Revenue / Net Sales (Note 2)	201,676 million yen	200,860 million yen
	Operating Profit (Note 2)	15,894 million yen	22,027 million yen
	Profit before tax / Ordinary loss (Note 2)	14,273 million yen	(110) million yen
	Profit attributable to owners of the parent / Net income (Note 2)	10,438 million yen	875 million yen
	Basic earnings per share / Net income per share	90.39 yen	19.97 yen

(Note 1) The major shareholders and shareholding ratios of the splitting company are based on the status of

major shareholders of Sawai Group Holdings Co., Ltd. as of March 31, 2026.

(Note 2) For the fiscal year ended March 31, 2026 (consolidated), the U.S. business has been classified as discontinued operations; accordingly, revenue, operating profit, and profit before tax present amounts from continuing operations excluding the discontinued operations. Profit attributable to owners of the parent represents the aggregate total of continuing and discontinued operations.

4. Overview of the Business Unit to be Transferred

(1) Business Description of the Unit to be Transferred

・DTx for NASH Business

(2) Operating Results of the Unit to be Transferred

・There are no net sales attributable to this business unit.

(3) Items and Book Values of Assets and Liabilities to be Transferred (As of March 31, 2026)

・Total Assets: - million yen

・Total Liabilities: 100 million yen (Breakdown: Current liabilities 100 million yen)

(Note) The actual amounts of assets and liabilities to be split will be determined after adjusting for any increase or decrease that occurs up to the effective date.

5. Status After the Company Split

・There will be no changes to the Company's name, location, title and name of representative, business description, capital stock, or fiscal year-end as a result of the Company Split.

6. Future Outlook

・Since the Company Split is conducted between the Company and its wholly-owned subsidiary, the impact of the Company Split on the Company's consolidated operating results will be immaterial.

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