

July 21, 2022

Name of listed company: Chugai Pharmaceutical Co., Ltd.
Code number: 4519 (Prime Market of Tokyo Stock Exchange)
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Partial Revision of the Basic Alliance Agreement with Roche

Chugai Pharmaceutical Co., Ltd. (hereafter “Chugai”) announced that it resolved at the Board of Directors Meeting held today to partially revise the basic agreement for the strategic alliance (hereafter “Basic Alliance Agreement”) between Chugai [Head Office: Tokyo, Japan. CEO: Osamu Okuda] and Roche Holding Ltd (hereafter “Roche”) [Head Office: Basel, Switzerland. CEO: Severin Schwan], and that it has been concluded and put into effect as of today.

Although Chugai is majority-owned and subject to the consolidated results of Roche, as an independent, publicly listed company, Chugai makes all decisions based on the principles of self-governance. With regard to the trading of Chugai shares, the two companies had agreed to maintain Chugai shares to be listed on the first section of the Tokyo Stock Exchange even after ten years (from October 1, 2012) following the merger.

Following the revision of the market classification on the Tokyo Stock Exchange, new listing criteria were established for the Prime Market, which commenced operations on April 4, 2022. Accordingly, Chugai and Roche have made relevant revisions in light of the current situation while inheriting the basic spirit of the agreement.

The main revisions to the Basic Alliance Agreement are as follows:

- Roche will cooperate in maintaining Chugai’s listing on the Prime Market¹ of the Tokyo Stock Exchange.
- In the event that Chugai issues shares, etc., Roche has the pre-emptive right to acquire the shares at the same price and under the same conditions as a third party, in order to maintain its current and future shareholding ratio in Chugai².

1: Revised from "first section"

2: Revised from "50.1%"

Under the WIN-WIN strategic alliance with Roche, Chugai is promoting the growth strategy "TOP I 2030" with the aim of becoming a top innovator in the global healthcare industry as a listed company on the Prime Market of the Tokyo Stock Exchange. This matter has no impact on Chugai’s consolidated financial results for the fiscal year ending December 2022.

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