



## News Release

### Notice Regarding Pricing of JPY Hybrid Bonds

**OSAKA, Japan, June 7, 2024** – Takeda Pharmaceutical Company Limited (Head Office: Chuo-ku, Osaka; ([TSE:4502/NYSE:TAK](#)), “Takeda”) announced that its 2<sup>nd</sup> Unsecured, Interest Deferrable and Early Redeemable Subordinated Bonds (“the 2<sup>nd</sup> Hybrid Bonds”) with an aggregate principal amount of JPY 460 billion were priced today.

The proceeds from the 2<sup>nd</sup> Hybrid Bonds will be applied towards the redemption of Takeda’s 1<sup>st</sup> Unsecured, Interest Deferrable and Early Redeemable Subordinated Bonds (“the 1<sup>st</sup> Hybrid Bonds”) on their First Call Date of October 6, 2024.

#### Overview of the 2<sup>nd</sup> Hybrid Bonds:

<b>1. Issue Amount</b>	JPY 460 billion
<b>2. Interest Rate</b>	1.934% per annum (See Note (i) below)
<b>3. Issue Date</b>	June 25, 2024
<b>4. Maturity Date</b>	June 25, 2084
<b>5. Interest Payment Dates</b>	December 25, 2024, for the first payment and thereafter semi-annually on June 25 and December 25 of each year (or, in the case of an early redemption, the early redemption date).
<b>6. Early Redemption</b>	Takeda may redeem the 2 <sup>nd</sup> Hybrid Bonds at its discretion on each interest payment date from and including June 25, 2029 or in case where a Tax Event or an Equity Credit Change Event occurs.
<b>7. Deferral of Interest Payment</b>	Takeda may, at its discretion, defer all or some of the payment of interest on the 2 <sup>nd</sup> Hybrid Bonds, subject to mandatory payment clauses.
<b>8. Subordination</b>	In liquidation proceedings, bankruptcy proceedings, reorganization proceedings, rehabilitation proceedings and similar proceedings in accordance with laws other than the laws of Japan, the 2 <sup>nd</sup> Hybrid Bonds will be subordinate to all senior indebtedness of Takeda and will rank substantially <i>pari passu</i> with the most senior preferred shares of Takeda and senior to the ordinary shares of Takeda.
<b>9. Equity Credit</b>	50% (Japan Credit Rating Agency, Ltd. and S&P Global Ratings Japan Inc.)
<b>10. Offering Format</b>	Public Offering in Japan

**Note:**

- (i) Subject to step-ups from the day immediately following June 25, 2034 and 2049.

**Disclaimer**

This announcement has been prepared to publicly disclose the proposed offering of the 2<sup>nd</sup> Hybrid Bonds and is not intended to, and does not, constitute, represent or form part of any offer, invitation or solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities whether pursuant to this announcement or otherwise.

This document does not constitute an offer to sell or a solicitation of an offer to purchase any securities within the United States. The 2<sup>nd</sup> Hybrid Bonds have not been and will not be registered under the U.S. Securities Act of 1933 (the “Act”) and may not be offered or sold in the United States, absent registration or an applicable exemption from the registration requirements. No 2<sup>nd</sup> Hybrid Bonds will be offered in the United States.

**About Takeda**

Takeda is focused on creating better health for people and a brighter future for the world. We aim to discover and deliver life-transforming treatments in our core therapeutic and business areas, including gastrointestinal and inflammation, rare diseases, plasma-derived therapies, oncology, neuroscience and vaccines. Together with our partners, we aim to improve the patient experience and advance a new frontier of treatment options through our dynamic and diverse pipeline. As a leading values-based, R&D-driven biopharmaceutical company headquartered in Japan, we are guided by our commitment to patients, our people and the planet. Our employees in approximately 80 countries and regions are driven by our purpose and are grounded in the values that have defined us for more than two centuries. For more information, visit [www.takeda.com](http://www.takeda.com).

**Contacts****Investor Relations**

Christopher O’Reilly

[christopher.oreilly@takeda.com](mailto:christopher.oreilly@takeda.com)

+81 (0) 3-3278-2543

**Media Relations**

Brendan Jennings

[brendan.jennings@takeda.com](mailto:brendan.jennings@takeda.com)

+81 (0) 80-2705-8259

**Important Notice**

For the purposes of this notice, “press release” means this document, any oral presentation, any question and answer session and any written or oral material discussed or distributed by Takeda Pharmaceutical Company Limited (“Takeda”) regarding this release. This press release (including any oral briefing and any question-and-answer in connection with it) is not intended to, and does not constitute, represent or form part of any offer, invitation or solicitation of any offer to purchase, otherwise acquire, subscribe for, exchange, sell or otherwise dispose of, any securities or the solicitation of any vote or approval in any jurisdiction. No shares or other securities are being offered to the public by means of this press release. No offering of securities shall be made in the United States except pursuant to registration under the U.S. Securities Act of 1933, as amended, or an exemption therefrom. This press release is being given (together with any further information which may be provided to the recipient) on the condition that it is for use by the recipient for information purposes only (and not for the evaluation of any investment, acquisition, disposal or any other transaction). Any failure to comply

with these restrictions may constitute a violation of applicable securities laws. The companies in which Takeda directly and indirectly owns investments are separate entities. In this press release, “Takeda” is sometimes used for convenience where references are made to Takeda and its subsidiaries in general. Likewise, the words “we”, “us” and “our” are also used to refer to subsidiaries in general or to those who work for them. These expressions are also used where no useful purpose is served by identifying the particular company or companies.

### **Forward-Looking Statements**

This press release and any materials distributed in connection with this press release may contain forward-looking statements, beliefs or opinions regarding Takeda’s future business, future position and results of operations, including estimates, forecasts, targets and plans for Takeda. Without limitation, forward-looking statements often include words such as “targets”, “plans”, “believes”, “hopes”, “continues”, “expects”, “aims”, “intends”, “ensures”, “will”, “may”, “should”, “would”, “could”, “anticipates”, “estimates”, “projects”, “forecasts”, “outlook” or similar expressions or the negative thereof. These forward-looking statements are based on assumptions about many important factors, including the following, which could cause actual results to differ materially from those expressed or implied by the forward-looking statements: the economic circumstances surrounding Takeda’s global business, including general economic conditions in Japan and the United States; competitive pressures and developments; changes to applicable laws and regulations; challenges inherent in new product development, including uncertainty of clinical success and decisions of regulatory authorities and the timing thereof; uncertainty of commercial success for new and existing products; manufacturing difficulties or delays; fluctuations in interest and currency exchange rates; claims or concerns regarding the safety or efficacy of marketed products or product candidates; the impact of health crises, like the novel coronavirus pandemic; the success of our environmental sustainability efforts, in enabling us to reduce our greenhouse gas emissions or meet our other environmental goals; the extent to which our efforts to increase efficiency, productivity or cost-savings, such as the integration of digital technologies, including artificial intelligence, in our business or other initiatives to restructure our operations will lead to the expected benefits; and other factors identified in Takeda’s most recent Annual Report on Form 20-F and Takeda’s other reports filed with the U.S. Securities and Exchange Commission, available on Takeda’s website at: <https://www.takeda.com/investors/sec-filings-and-security-reports/> or at [www.sec.gov](http://www.sec.gov). Takeda does not undertake to update any of the forward-looking statements contained in this press release or any other forward-looking statements it may make, except as required by law or stock exchange rule. Past performance is not an indicator of future results and the results or statements of Takeda in this press release may not be indicative of, and are not an estimate, forecast, guarantee or projection of Takeda’s future results.

###