

April 3, 2023

Sumitomo Pharma Co., Ltd.

**Sumitomo Pharma Announces the Combination of Group Companies
in the U.S.**

Sumitomo Pharma Co., Ltd. (Head Office: Osaka, Japan; Representative Director, President, and CEO: Hiroshi Nomura; Securities Code: 4506, Prime Market of TSE) announces today that it has resolved on April 3, 2023, to combine its Group companies in the U.S. (hereinafter, “the Combination”), as described below.

Because the Combination is a merger of Sumitomo Pharma’s wholly owned subsidiary companies, some disclosure items and details are partially omitted in this announcement.

1. Purpose and Outline of the Combination

As part of efforts to achieve sustained growth after the loss of exclusivity for LATUDA[®], one of the core products of the Sumitomo Pharma Group in the U.S., the Group will merge and combine seven of its subsidiaries in the U.S. into a single company, with Sunovion Pharmaceuticals Inc. as the remaining company:

1. Sunovion Pharmaceuticals Inc.
2. Sumitomo Pharma America Holdings, Inc.
3. Sumitomo Pharma Oncology, Inc.
4. Sumitovant Biopharma, Inc.
5. Myovant Sciences, Inc.
6. Urovant Sciences, Inc.
7. Enzyvant Therapeutics, Inc.

The Combination aims to improve profitability in Sumitomo Pharma’s North American operations and strengthen its business foundation in the region by creating a more robust subsidiary with a strong portfolio, in terms of the scale of operations, talents and product lines, and by pursuing efficiencies, cost synergies and global governance.

To unify the corporate brand as one of the Group companies, the name of the remaining company will be changed from Sunovion Pharmaceuticals Inc. to Sumitomo Pharma America, Inc.

2. Schedule for the Combination

Date of resolution: April 3, 2023 (Sumitomo Pharma Co., Ltd.)

Date of merger (effective date): July 1, 2023 (planned)

Date of change of the remaining company’s name: July 1, 2023 (planned)

3. Summary of Company Involved in the Combination (Remaining Company) (as of March 31, 2023)

Company Name	Sunovion Pharmaceuticals Inc.	
Head Office	Marlborough, MA, U.S.A.	
Representative	Antony Loebel, President and Chief Executive Officer	
Description of Business	Manufacturing and sale of pharmaceuticals	
Capital	US\$0.01	
Date of Establishment	January 1984	
Major Shareholder and Shareholding Ratio	Sumitomo Pharma America Holdings, Inc. 100% (100% sub-subsidiary of Sumitomo Pharma Co., Ltd.)	
Financial conditions and business results for the most recent fiscal year (ended March 2022)		
Unit: thousand US dollar		
	Net assets	1,743,942
	Total assets	3,784,047
	Net assets per share	3,784,047
	Net sales	2,564,067
	Operating income	301,413
	Net income	300,731
	Net income per share	300,731

4. Summary of Companies Involved in the Combination (Non-Remaining Companies) (as of March 31, 2023)

Company Name	Sumitomo Pharma America Holdings, Inc.	Sumitomo Pharma Oncology, Inc.	Sumitovant Biopharma, Inc.	Myovant Sciences, Inc.	Urovant Sciences, Inc.	Enzyvant Therapeutics, Inc.
Head Office	Marlborough, MA, U.S.A.	Marlborough, MA, U.S.A.	New York, NY, U.S.A.	Brisbane, CA, U.S.A.	Irvine, CA, U.S.A.	Cary, NC, U.S.A.
Representative	Koji Ishida, Chair of the Board and Chief Executive Officer	Patricia S. Andrews, Chief Executive Officer and Global Head of Oncology	Myrtle Potter, Chief Executive Officer	Dave Marek, Chief Executive Officer	James Robinson, Chief Executive Officer	Bill Symonds, President and Chief Executive Officer
Description of Business	Holding company and providing general	R&D in the oncology area	Management of Sumitovant group companies	Manufacturing and sale of pharmaceuticals in	Manufacturing and sale of pharmaceuticals in	R&D, manufacturing and sale of pharmaceuticals

	and administrative services with its subsidiaries		and formulation and promotion of business strategies, etc.	the women's health and prostate cancer area	the urology area	tics in the pediatrics and respiratory rare diseases area
Capital	US\$1,000	US\$1	US\$0	US\$0	US\$0	US\$0
Date of Establishment	July 2009	November 2006	October 2019	February 2016	November 2016	March 2015
Major Shareholder and Shareholding Ratio	100% subsidiary of Sumitomo Pharma	100% sub-sub-subsidiary of Sumitomo Pharma	100% sub-sub-subsidiary of Sumitomo Pharma	100% sub-sub-subsidiary of Sumitomo Pharma	100% sub-sub-subsidiary of Sumitomo Pharma	100% sub-sub-subsidiary of Sumitomo Pharma
Financial conditions and business results for the most recent fiscal year (ended March 2022)						
Unit: thousand US dollar						
Net assets	1,683,754	(983,759)	109,406	86,403	36,670	8,108
Total assets	2,993,866	75,478	150,681	129,347	93,398	9,202
Net assets per share	1,530.69	(9,837.59)	109.19	86.40	36.67	8.11
Net sales	73,846	22,664	45,858	374,064	253,286	28,878
Operating income	5,044	(134,204)	(13,126)	45,458	(190)	2,425
Net income	3,811	(139,529)	(13,126)	40,391	(415)	1,492
Net income per share	3.46	(1,395.29)	(13.10)	40.39	(0.42)	1.49

5. Summary of Remaining Company after Combination (effective July 1, 2023)

Company Name	Sumitomo Pharma America, Inc.
Head Office	Cambridge, MA, U.S.A.
Representative	Myrtle Potter, President and Chief Executive Officer
Description of Business	Manufacturing and sale of pharmaceuticals
Capital	US\$0.01
Date of Establishment	January 1984
Fiscal Year End	March 31
Number of Employees	TBD
Major Shareholder and Shareholding Ratio	Sumitomo Pharma UK Holdings, Ltd. 100% (100% sub-sub-subsidiary of Sumitomo Pharma Co., Ltd.)

6. Financial Impact on Business Performance

Temporary costs arising out of the Combination will have a negative effect on Sumitomo Pharma's consolidated financial results for the fiscal year ending March 31,

2023. The Company is currently calculating the effects. If it is necessary to revise the consolidated financial forecasts for the fiscal year ending March 31, 2023, the Company will make a prompt announcement.

The Company is also currently investigating the expected effects of the Combination on the consolidated financial results for the fiscal year ending March 31, 2024 and thereafter.

(Reference)

Post-Combination organizational chart of UK holding company and subsidiaries in North America and Switzerland (effective July 1, 2023)



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