

# **Aisamitsu**®



Hisamitsu Pharmaceutical Co., Inc.

### **Company Mission**

# Promoting Patch Treatment Culture Worldwide

"To bring the benefits of patch treatment to the world" "To convey the surprise, relief, and moving of patches"

We have placed our hopes and dreams in the word, "Salonpathy®", and have been using our world-class transdermal treatment systems to develop pain relieving and anti-inflammation products, introducing them globally, and contributing to personal health all over the world.

To meet the people's need for a "healthy, safe, and comfortable livelihood", we will concentrate and specialize in creating new medicinal products and formulations based on transdermal drug delivery systems (TDDS), the core of our competitive strength. We set "improving quality of life of people around the world" as our basic principle and will make the best effort to expand our business operations worldwide. Our mission is to "bring patch culture to the world".

#### Forward-looking statements:

Statements in this financial report concerning current plans, forecasts, strategies, beliefs, and other forward-looking information related to Hisamitsu Pharmaceutical Co., Inc., other than those of historical fact, are forecasts of future business performance based on the judgments of management at Hisamitsu Pharmaceutical Co., Inc. in light of currently available information. Accordingly, please refrain from making investment decisions based solely on forecasts of business performance in this financial report. Actual business performance may differ significantly from these forecasts due to changes in a variety of factors.

#### Note:

Amounts in US dollars are included solely for convenience and are translated at a rate of ¥107.37=U.S.\$1.00, the approximate rate of exchange on February 28, 2018.

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# **Consolidated Financial Highlights**

Years ended the last day of February

|   |                | (Thousands of U.S. dollars) |                |                |                |             |
|---|----------------|-----------------------------|----------------|----------------|----------------|-------------|
|   | Fiscal 2014    | Fiscal 2015                 | Fiscal 2016    | Fiscal 2017    | Fiscal 2018    | Fiscal 2018 |
| Net sales   | 150,635        | 156,743                     | 161,852        | 145,925        | 147,870        | 1,377,200   |
| Operating profit                                    | 19,123         | 20,527                      | 27,730         | 26,306         | 26,345         | 245,366     |
| Ordinary profit                                     | 28,910         | 28,489                      | 28,008         | 28,179         | 28,245         | 263,062     |
| Profit attributable to owners of parent             | 21,357         | 18,784                      | 17,784         | 20,395         | 19,119         | 178,066     |
| Comprehensive income                                | 34,448         | 32,244                      | 15,299         | 21,156         | 22,852         | 212,834     |
| Net assets  | 196,308        | 222,054                     | 226,095        | 229,205        | 245,227        | 2,283,943   |
| Total assets  | 251,852        | 285,440                     | 284,954        | 278,820        | 299,913        | 2,793,266   |
| Net assets per share (yen and dollars)              | 2,281.40       | 2,580.02                    | 2,657.41       | 2,724.00       | 2,912.83       | 27.13       |
| Profit per share (yen and dollars)                  | 249.30         | 219.28                      | 208.81         | 241.27         | 228.52         | 2.13        |
| Diluted profit per share (yen and dollars)          | _              | _                           | 208.76         | 241.15         | 228.35         | 2.13        |
| Shareholders' equity ratio (%)                      | 77.6           | 77.4                        | 79.0           | 81.7           | 81.3           |             |
| Return on equity (ROE) (%)                          | 11.8           | 9.0                         | 8.0            | 9.0            | 8.1            |             |
| Price-earnings ratio (PER) (times)                  | 19.1           | 20.4                        | 23.6           | 25.0           | 33.9           | —           |
| Net cash provided by operating activities           | 35,845         | 23,232                      | 30,923         | 19,910         | 30,453         | 283,627     |
| Net cash (used in) provided by investing activities | (5,843)        | (8,945)                     | (3,912)        | 1,070          | (1,378)        | (12,834)    |
| Net cash used in financing activities               | (6,476)        | (7,036)                     | (11,616)       | (18,402)       | (7,153)        | (66,620)    |
| Cash and cash equivalents at end of period          | 77,780         | 88,614                      | 103,940        | 105,610        | 126,569        | 1,178,812   |
| Number of employees<br>[average temporary staff]    | 2,949<br>[625] | 2,942<br>[626]              | 2,900<br>[583] | 2,751<br>[630] | 2,823<br>[899] | _<br>[—]    |

Notes: 1. Net sales do not include consumption tax.

2. Diluted profit per share for fiscal 2014 and fiscal 2015 is not listed due to the absence of residual securities.

### **To Our Investors**

We would like to express our sincere appreciation for our investors' continued patronage and support.

We hereby report the overview of operations and financial results for the 116th fiscal year (from March 1, 2017 to February 28, 2018).

Ethical pharmaceuticals in the domestic market posted a decrease in revenue, as our mainstay product, MOHRUS<sub>®</sub> TAPE, was affected by government measures to control medical costs. In the OTC pharmaceuticals business, sales increased mainly for our mainstay product, SALONPAS<sub>®</sub>, and new products, namely Feitas<sub>®</sub> Z Dicsas<sub>®</sub> Shippu, Nobinobi<sub>®</sub> Salonsip<sub>®</sub> FH, and Allegra<sup>®</sup> FX Junior also made a contribution, thus leading to an increase in revenue.

In overseas markets, ethical pharmaceuticals suffered a decrease in revenue due to such factors as a drop in sales of Minivelle<sup>®</sup>. The OTC pharmaceuticals business posted an increase in revenue thanks to aggressive sales promotion, especially of the Salonpas<sub>®</sub> brand.

During the fiscal year under review, the popularity of Salonpas<sub>®</sub> rose to a new height: Euromonitor International certified Salonpas<sub>®</sub> as the worldwide leading brand in terms of share of sales in the category of analgesic anti-inflammatory adhesive patches in the OTC pharmaceuticals market, and in the United States as well, the Salonpas<sub>®</sub> brand won the top share of sales in the OTC pharmaceutical topical analgesic anti-inflammatory patch market.

These business activities led to consolidated results as follows. Net sales increased 1.3% year on year to ¥147,870 million, operating profit increased 0.2% year on year to ¥26,345 million, ordinary profit increased 0.2% year on year to ¥28,245 million, and profit attributable to owners of parent decreased 6.3% year on year to ¥19,119 million.

We ask for our investors' continued support and encouragement.

NAKATOMI, Hirotaka Chairman & CEO

NAKATOMI, Kazuhide President & COO



Medical Products



Products for Oversea Markets



Over the Counter Products

#### **Operating results**

The Japanese economy during the fiscal year under review remained on a gradual recovery track due to strong corporate earnings, backed by a stable global economy despite increasing uncertainty in the international situation.

The operating environment for the ethical pharmaceutical industry in Japan became even more severe as policies to curtail healthcare spending were promoted against the backdrop of growing social security expenditures.

We have responded to the changes by engaging in our business with a focus on our mainstay transdermal patches and providing medical institutions with scientific information that precisely corresponds to their needs.

Regarding the OTC pharmaceuticals in Japan, we have worked to launch and promote sales of new products, as tough competition continues.

Our research and development concentrated its resources in transdermal patches, a mainstay product, and strove to develop new products with novel topical or systemic effects.

Additionally, in research and development activities carried out with overseas subsidiary Noven Pharmaceuticals, Inc. (hereinafter referred to as "Noven") we have strengthened cooperation that includes personnel exchanges and strived to speed up the development of pharmaceutical products.

As for our production facilities, Kyushu head office and Utsunomiya factory carried on initiatives to help protect the global environment as "ISO 14001" (International Environmental Management Standard) certified business sites.

Specifically, in compliance with environment-related laws and conventions, we reduced waste and energy usage including the usage of electricity and heavy oil by improving the efficiency of our manufacturing processes, method of product transport and air conditioning equipment, while at the same time making efforts to reduce our environmental footprint through maintaining 99% or more recycle rate and manufacturing environmentally friendly products.

The Energy Management Committee also monitored the changes in our energy usage and proactively promoted energy conservation activities at our factories and offices to reduce the emission of greenhouse gases (GHG).

As for CSR activities, the Company and employees jointly took part in community service programs such as the yearend collection drive for overseas. The Company also provided support to a total of 47 organizations through the "Hisamitsu Pharmaceutical Co., Inc. Hot Heart Club" program, in which the Company makes matching donations deducted from employees' and directors' salaries.

In the aftermath of the Northern Kyushu Heavy Rainfall in July 2017, we engaged in support activities such as donating relief money, as well as calling for charity through events organized by the Company.

Hisamitsu Springs, a women's volleyball team, concluded a partnership agreement with Saga Prefecture with the aim of creating a shared sense of unity and a vibrant environment in the community through Hisamitsu Springs, based on the concept of "Super League" that was announced by Japan Volleyball League Organization. The Hisamitsu Springs is the first V Premier League women's team to conclude the partnership agreement since the announcement of the concept.

In February 2018, Hisamitsu Pharmaceutical Co., Inc. signed a Tokyo 2020 Official Partner agreement in the category of External Pain Relief Products with the Tokyo Organising Committee of the Olympic and Paralympic Games. For the coming Olympic and Paralympic Games Tokyo 2020, we will continue our support for further development and improvement of sports culture.

"Pharmaceuticals" is the Company's sole reportable segment, whose performance is as follows.

#### **Pharmaceuticals**

The Pharmaceuticals segment, particularly the ethical pharmaceuticals business in Japan, faced an uncertain environment during FY2018 due to further measures to curb healthcare expenditures.

We responded to the situation by providing medical institutions with appropriate and detailed scientific information about our products, particularly our transdermal patches. While collecting and supplying information on efficacy and safety, we engaged in activities to promote the proper use of our products, including MOHRUS<sub>®</sub> TAPE, MOHRUS<sub>®</sub> PAP XR and MOHRUS<sub>®</sub> PAP, Transdermal, Pain relief and anti-inflammatory patch containing ketoprofen; ESTRANA<sub>®</sub> TAPE, Transdermal, Estradiol patch; Fentos<sub>®</sub> Tape, Transdermal, Pain Management patch containing fentanyl citrate that has significant analgesic effects; NORSPAN<sub>®</sub> TAPE, Transdermal, Pain Management patch containing buprenorphine; and NEOXY<sub>®</sub> TAPE, Transdermal, Overactive bladder treatment patch containing oxybutynin hydrochloride.

In the OTC pharmaceuticals business in Japan, we launched new products, in addition to engaging in sales of our transdermal pain relief and anti-inflammatory patches, targeting new users.

We began marketing the transdermal pain relief and anti-inflammatory patch, Feitas<sub>®</sub> Z Dicsas<sub>®</sub> Shippu, which is better fit and easier to peel off, in July 2017; Transdermal, pain relief and anti-inflammatory patch, Nobinobi<sub>®</sub> salonsip<sub>®</sub> FH with increased I-menthol and capsicum extract in September 2017; and a switch OTC allergic nasal inflammation medicine for internal use Allegra<sup>®</sup> FX Junior in November 2017.

In the overseas business, Salonpas<sub>®</sub> brand was certified as having the number one share of sales worldwide in the OTC pharmaceuticals market pain relief and anti-inflammatory patch category by Euromonitor International and we were awarded the certificate on May 18, 2017.

Salonpas<sub>®</sub> brand is engaged in active sales promotion overseas as well, achieving the largest share of sales in the OTC pain relief and anti-inflammatory patch market of the U.S. (Information Resources, Inc., based on the total sales during January to December 2017.)

Furthermore, we established Hisamitsu Pharmaceutical (China) Co., Ltd. in August 2017 and Hisamitsu Pharmaceutical (Hong Kong) Co., Ltd. in February 2018 in order to strengthen sales of our products, including Salonpas<sub>®</sub>.

As a result of these business activities, net sales of our group increased 1.3% year on year, or ¥1,945 million, to ¥147,870 million. Operating profit increased 0.2% year on year, or ¥39 million, to ¥26,345 million. Ordinary profit increased 0.2% year on year, or ¥66 million, to ¥28,245 million; and profit attributable to owners of parent decreased 6.3% year on year, or ¥1,275 million, to ¥19,119 million.

#### Sales results

Our sales results broken down by business segment are as follows:

|                  | (Millions of yen) | YoY (%)              | (Thousands of U.S. dollars) |
|------------------|-------------------|----------------------|-----------------------------|
| Business segment |                   | Sales<br>Fiscal 2018 |                             |
| Pharmaceuticals  | 144,481           | 1.3                  | 1,345,637                   |
| Other businesses | 3,389             | 4.7                  | 31,564                      |
| Total            | 147,870           | 1.3                  | 1,377,200                   |

Notes: 1. Sales breakdown by main customers and percentage of sales to main customers.

|                              |                      | (Thousands of U.S. dollars)                       |        |                      |         |
|------------------------------|----------------------|---|--------|----------------------|---------|
| Customer                     | Sales<br>Fiscal 2017 | Sales<br>% of total <b>Fiscal 2018</b> % of total |        | Sales<br>Fiscal 2018 |         |
| Alfresa Holdings Corporation | 22,072               | 15.1  | 22,003 | 14.9                 | 204,927 |
| MEDIPAL HOLDINGS CORPORATION | 22,416               | 15.4  | 21,944 | 14.8                 | 204,377 |

2. The foregoing figures do not include consumption tax.

#### Management Policy, Business Environment, Key Challenges, etc.

Any forward looking statements are based on our judgments at the end of FY2/18.

#### (1) Basic management policy

The Group has actively pursued its business activities under the basic policy of "customer first" since its establishment and upholds the corporate philosophy of "Delivering a Better QOL (Quality of Life) to the World" through creating, formulating, manufacturing and marketing pharmaceuticals and other products. Under this philosophy, in Japan as well as overseas, we provide products that precisely meet customer needs, actively seek to create new customers and strive to enhance enterprise value.

#### (2) Management targets

Under the "6th Medium-term Management Policy for FY2017-FY2021" announced on April 7, 2017, we have set our targets for fiscal 2021 of achieving a return on equity (ROE) of 8% or more by making: 1) strategic investment; 2) investment in growth; 3) capital investments; and 4) investment to improve capital efficiency in the next five years.

#### (3) Medium- to long-term management strategy and key challenges

We expect the ethical pharmaceuticals business in Japan to witness continued efforts to curb healthcare expenditures, including strengthened measures to promote the use of generic drugs and additional National Health Insurance drug reimbursement price cuts for long listed products, against a backdrop of a rapidly aging population. In response to this difficult business environment, we are stepping up efforts to provide medical institutions with scientific information and seek to develop new topical and systemic pharmaceutical products that meet the needs of medical institutions and their patients. Furthermore, we strive to grow further with an aim to improve our profitability as well as enhance our sales, production and R&D capabilities.

For OTC pharmaceuticals in Japan, amid a prolonged market slump and intensifying competition, we seek to expand sales of Pain relief and anti-inflammatory patches and respond to the needs of our customers by improving existing products and developing new products.

In overseas business, we are working to establish our brand in terms of intellectual property, manufacturing technology, and quality control technology, and to further augment overseas production facilities and promote overseas clinical trials.

Especially, in the U.S. ethical pharmaceutical market, we plan to enhance our R&D function at our business base Noven by combining our areas of strength in technology, as well as strengthening our manufacturing.

Continuing to recognize our mission and responsibility as a pharmaceutical company, we aim to create a more robust business base and manufacturing structure, and to accelerate the development of new products by concentrating management resources more in our specialty area of transdermal patches.

#### **Important Business Agreements**

#### Joint sales agreement

(1) We concluded an agreement with Kyowa Hakko Kirin Co., Ltd. (headquarters: Chiyoda-ku, Tokyo) on June 18, 2008 on joint sales in Japan of Fentos<sub>®</sub> Tape, Transdermal, Pain Management patch.

#### 1) Counterparty to the agreement

Kyowa Hakko Kirin Co., Ltd.

#### 2) Agreement details

Contract on the joint sales within Japan with Kyowa Hakko Kirin Co., Ltd. of Fentos<sub>®</sub> Tape, Transdermal, Pain Management patch that Hisamitsu Pharmaceutical has acquired manufacturing and marketing approval for.

#### 3) Compensation

Compensation commensurate with a one-time contract payment.

#### **Distribution agreement**

(1) We concluded an exclusive contract with Mundipharma K.K. on August 6, 2007, for the Japanese distribution rights to NORSPAN<sub>®</sub> TAPE, Transdermal, Pain Management patch.

#### 1) Counterparty to the agreement

Mundipharma K. K.

#### 2) Agreement details

Contract acquiring the exclusive rights for distribution of NORSPAN<sub>®</sub> TAPE, Transdermal, Pain Management patch, in Japan.

#### 3) Compensation

Compensation commensurate with a one-time contract payment and subsequent milestone payments based on development progress and sales.

#### **Research and Development**

#### Pharmaceuticals

Our R&D program is centered on the development of patch products that targets the needs of medical institutions.

For ethical pharmaceuticals in Japan, approval has been received for ALLESAGA<sub>®</sub> TAPE, Transdermal, Allergic rhinitis treatment patch (development code: HP-3060, active pharmaceutical ingredient: emedastine fumarate) on January 19, 2018. On August 31, 2017, we submitted the supplemental new drug application for the addition of a new 0.5 mg dose of Fentos<sub>®</sub> Tape, Transdermal, Pain Management patch. We completed the phase 3 clinical trials of HP-3000 (active pharmaceutical ingredient: ropinirole hydrochloride), Transdermal, Parkinson's disesase treatment patch and are preparing for submission of an application. We are also preparing for phase 3 clinical trials of HP-3000 as treatment for idiopathic restless legs syndrome. We have commenced phase 3 clinical trials of HP-3150, Transdermal, Pain Treatment NSAID patch for cancer pain relief. We are also preparing to for phase 3 clinical trials of HP-3150 for lower back pain.

For the U.S. ethical pharmaceuticals, application for generic approval have been submitted for HP-1010 (active pharmaceutical ingredient: lidocaine), Transdermal, postherpetic neuralgia treatment patch. We have completed the phase 3 clinical trials of HP-3070 (active pharmaceutical ingredient: asenapine maleate), Transdermal, Schizophrenia treatment patch, and are preparing for submission of an application. We have commenced phase 2 clinical trials of HP-5000 (active pharmaceutical ingredient: Diclofenac), Transdermal, Pain Treatment NSAID patch. We are preparing for phase 3 clinical trials for ATS (active pharmaceutical ingredient: d-amphetamine), Transdermal, Attention Deficit Hyperactivity Disorder treatment patch. We have suspended generic development of HP-1030 (active pharmaceutical ingredient: rivastigmine), Transdermal, dementia of the Alzheimer's type treatment patch.

For OTC pharmaceuticals both in Japan and overseas, we are developing new products and improving existing products for the purpose of improving effectiveness, safety, and user satisfaction.

In addition to the development of our own fundamental technologies, we are promoting the utilization of Noven's transdermal drug delivery system (TDDS) technology as well as joint development with external organizations, to expand the possibilities of TDDS.

#### Other businesses

We conduct some research and development in other businesses, but because the amount is limited, it does not merit special mention.

As a result of the foregoing, research and development expenses totaled ¥15,076 million in FY2/18.

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#### **Corporate Governance**

### (1) Basic approach to corporate governance

#### 1) Corporate governance structure

We consider corporate governance as the framework for transparent, fair, prompt and resolute decision-making with due consideration to the interests of its stakeholders including shareholders, customers, employees and local communities and position the improvement of corporate governance to be an important task. To this end, we have placed priority on creating an organization capable of responding quickly to changes in the business environment and have implemented structural reforms.

With this in mind, we have adjusted the number of directors to an appropriate level with the goals of enhancing the performance of the board of directors and speeding up decision making. We have also introduced an executive officer system to clarify roles and responsibilities in business execution.

Going forward, we seek to create a stronger bond of trust with our stakeholders as a good corporate citizen by improving transparency, ensuring compliance, and upholding corporate ethics in our business activities.

#### Overview of our corporate governance structure and reasons for adopting the structure

We are structured as a company with a board of corporate auditors, comprising 12 directors (including 2 outside directors) and 4 corporate auditors (including 2 outside corporate auditors) as of May 25, 2018.

In the area of corporate governance, we reduced the number of directors as a way to clarify the responsibilities and authority of management and speed up decision-making and business execution. But in order to further reinforce and enhance our management structure in conjunction with the expansion of the organization, we changed the articles of incorporation to increase the number of directors from 10 or less to 12 or less, at the annual general meeting of shareholders held on May 23, 2013. Furthermore, we appointed 2 outside directors at the annual general meeting of shareholders held on May 21, 2015 to further reinforce corporate governance.

In addition, we introduced an executive officer system in March 2003 to improve the speed, transparency, and strategic focus of business decisions. Moreover, to clarify management responsibilities of directors and construct a management structure that can respond to changes in management environments, the term of directors was changed from 2 years to 1 year at the annual general meeting of shareholders held on May 26, 2011.

Important management decisions are made based on the deliberation by the Management Advisory Council comprising key directors and executive officers as needed, and particularly important resolutions are debated and decided by the board of directors.

As we stated above, we have worked to enhance management oversight and to separate, decentralize, and strengthen decision making functions and business execution functions.

To better facilitate fair auditing, we switched to an auditing system in which 2 of the 4 corporate auditors comprise outside corporate auditors at the annual general meeting of shareholders held on May 26, 2004.

Corporate auditors attend meetings of the board of directors, regularly convene meetings of the board of corporate auditors, and receive audit reports from the independent auditor as needed. The independence of our 2 outside corporate auditors from the company has been ensured and we believe that a structure sufficiently capable of monitoring management has been established.

# Systems to ensure appropriate operations of the corporate group comprising Hisamitsu Pharmaceutical and group companies

We have requested group companies to prepare and observe their own rules regarding compliance, equivalent to the Hisamitsu Corporate Charter, and are making the best efforts to foster the compliance awareness of directors and employees of the Group as a whole.

We are monitoring the business status of each subsidiary through compliance of the Operation Manuals for Overseas and Domestic Group Corporations, reporting at meetings of the subsidiaries' presidents and group audit by the Company's corporate auditors, and also working on sharing information through exchanging opinions between corporate auditors of the subsidiaries and the Company.

Directors, executive officers, division managers of the Company and presidents of group companies have authority and responsibility for establishment and operations of internal control system to ensure appropriate business execution in each business division.

The Internal Audit Department of the Company carries out internal audits of Hisamitsu Pharmaceutical and group companies, reports results to relevant business division managers and directors in charge, and provides guidance on improvement measures for internal control as well as support and advice on their implementation as needed.

#### Internal auditing and audit by board of corporate auditors

We established the Internal Audit Department (3 persons in charge) as an internal audit division. The Internal Audit Department is responsible for auditing the business activities of Hisamitsu Pharmaceutical and group companies to ensure that these activities are effective and appropriate and that they comply with relevant laws and the articles of incorporation, reporting to the board of directors and the board of corporate auditors, promoting mutual cooperation, reporting to relevant business division managers and directors, and providing support and advice as needed to improve internal control.

In addition to conducting audits based on predetermined audit guidelines and plans, the Board of Corporate Auditors also regularly holds individual hearings with directors, executive officers, division managers and key staff from each business division.

#### Outside directors and outside corporate auditors

Although we have not established selection criteria regarding the independence of outside officers, we do select our outside officers based on the criteria of independence set forth by the Financial Instruments Exchange.

We have entered into agreements, in accordance with Article 427-1 of the Companies Act, with outside directors and outside corporate auditors to limit their liability for damages to the minimum amount stipulated in Article 425-1 of the Companies Act, provided that their duties have been carried out in good faith and with no gross negligence.

Our 2 outside directors are ICHIKAWA Isao and FURUKAWA Teijiro. ICHIKAWA Isao has gained overall management experience and knowledge through his past career experience such as executive vice president and representative director of a listed company. FURUKAWA Teijiro has gained deep insight with regard to our particular business through his experience in important positions at the Ministry of Health, Labour and Welfare.

Although FURUKAWA Teijiro concurrently serves as Executive Chairman of Imperial Gift Foundation Boshi-Aiiku-Kai, the company does not have any special conflict of interests in this Foundation.

Our 2 outside corporate auditors are ONO Keinosuke and TOKUNAGA Tetsuo. ONO Keinosuke has gained scholarly knowledge related to management through his past career experience such as professor of a graduate school of business. TOKUNAGA Tetsuo has gained overall management experience and knowledge through his past career experience such as executive vice president and representative director of a listed company.

Outside corporate auditors regularly attend meetings of the board of directors and meetings of the board of corporate auditors. We believe that a structure sufficiently capable of auditing management has been established.

Although ONO Keinosuke concurrently serves as an outside director of YKK Corporation and Professor Emeritus of Chubu University, the company does not have any special conflict of interests in YKK Corporation or Chubu University. Additionally, ONO Keinosuke serves as Professor Emeritus of Keio University and the company outsources research to Keio University, although the transaction amounts are minimal.

Apart from the information stated above, there are no special cases of conflict of interest between our outside directors and outside corporate auditors and the company.

#### 2) Risk management systems

To respond to a variety of business risks, we have sought to enhance risk management and corporate governance by establishing a variety of internal committees.

#### Compliance Promotion Committee and Compliance Promotion Office (Chair and head of office: Director)

We prepared the Hisamitsu Corporate Charter in June 2002 and established the Compliance Promotion Committee and Compliance Promotion Office, where the director serves as chair of the committee and head of office, to promote thorough and ethical compliance. We have distributed handbooks to officers and employees to promote a recognition and sustained awareness of the importance of compliance, and have worked to ensure behavior based on high ethical and moral standards.

Going forward, we will continue our efforts to bolster compliance related to social responsibility, including corporate ethics, the environment, and privacy protection, at Hisamitsu Pharmaceutical and group companies.

#### Crisis Management Committee (Chair: Chief Executive Officer (CEO))

We established a Crisis Headquarters to help prevent risk and prepare for times of crisis, standing as a permanent Crisis Management Committee to operate in normal times, and conduct training of committee members as needed.

#### Privacy Protection Committee (Chair: Director)

We established the Privacy Protection Committee in April 2005 to fully comply with the Personal Information Protection Act. We have called personal information administrators together and held committee meetings as needed to create an organization to protect individual rights and interests and to ensure that this organization is safely managed.

#### Disclosure Policy Team (Chair: Chief Executive Officer (CEO))

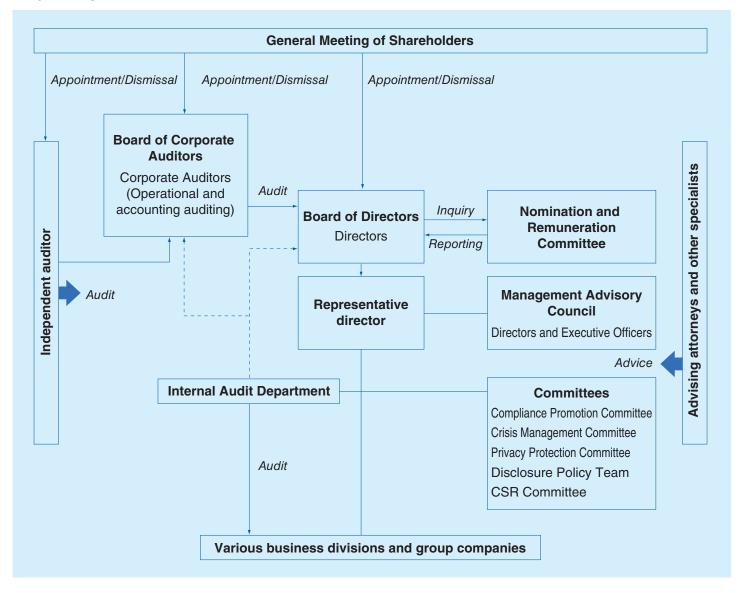
We established the Disclosure Policy Team in April 2001 to provide the timely and appropriate disclosure of corporate information. All officers and employees work toward timely disclosure based on our Disclosure Policy Rules.

We strive to actively disclose information to enhance management transparency and seek to promote smooth communication with shareholders and investors through our investor relations activities.

#### CSR Committee (Chair: Director)

We have set up the CSR Committee to progress our environmental and community service programs. Headed by the Cultural Program and CSR Promoting Department, the CSR Committee is made up of CSR committee members in each business division and engages in CSR programs.

#### Corporate governance structure



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#### 3) Executive compensation

# a) Total compensations by classification of executives and by type of compensations, and number of executives by category of the filing company

|  |                            |                    | (Millions     | of yen) |                     |                               |
|--|----------------------------|--------------------|---------------|---------|---------------------|-------------------------------|
|  |                            |                    | Fiscal        | 2018    |                     |                               |
|  | Total compensation by type |                    |               |         |                     |                               |
| Category   | Total compensation         | Basic compensation | Stock options | Bonuses | Retirement benefits | Number of officers to be paid |
| Directors (Excluding Outside Directors)                      | 388                        | 292                | 95            |         | —                   | 10                            |
| Corporate Auditors<br>(Excluding Outside Corporate Auditors) | 38                         | 38                 | —             | —       | —                   | 2                             |
| Outside Officers   | 34                         | 34                 | _             | _       | _                   | 4                             |

|  |                    |                    | (Thousands o  | f U.S. dollars) |                     |                               |
|--|--------------------|--------------------|---------------|-----------------|---------------------|-------------------------------|
|  |                    |                    | Fiscal        | 2018            |                     |                               |
|  |                    |                    | Total compens | sation by type  |                     |                               |
| Category   | Total compensation | Basic compensation | Stock options | Bonuses         | Retirement benefits | Number of officers to be paid |
| Directors (Excluding Outside Directors)                      | 3,614              | 2,720              | 885           | _               | _                   | 10                            |
| Corporate Auditors<br>(Excluding Outside Corporate Auditors) | 354                | 354                | _             | —               | —                   | 2                             |
| Outside Officers   | 317                | 317                | _             | _               | _                   | 4                             |

#### b) Total consolidated compensation paid to executive of the filing company

|  | (Millions of yen)         |                        |                    |               |                |                     |
|--|---------------------------|------------------------|--------------------|---------------|----------------|---------------------|
|  |                           |                        | Fiscal 2           | 2018          |                |                     |
|  | Total                     |                        |                    | Total compens | sation by type |                     |
| Name<br>(Category of executive)        | consolidated compensation | Category of<br>company | Basic compensation | Stock options | Bonuses        | Retirement benefits |
| NAKATOMI, Hirotaka<br>(Chairman & CEO) | 178                       | The filing company     | 126                | 52            | _              | _                   |

|  | (Thousands of U.S. dollars) |                        |                            |               |         |                     |
|--|-----------------------------|------------------------|----------------------------|---------------|---------|---------------------|
|  |                             |                        | 2018                       |               |         |                     |
|  | Total                       |                        | Total compensation by type |               |         |                     |
| Name<br>(Category of executive)        | consolidated compensation   | Category of<br>company | Basic compensation         | Stock options | Bonuses | Retirement benefits |
| NAKATOMI, Hirotaka<br>(Chairman & CEO) | 1,658                       | The filing company     | 1,174                      | 484           | _       | —                   |

#### c) Material disclosures on employee salaries for directors who also serve as employees

Not applicable.

#### d) Policy on deciding amount of executive compensation

Directors' compensation is determined at the board of directors meeting within the range approved at the annual general meeting of shareholders in consideration of the company's business performance, as well as the position, job specifications, and individual performance of each director.

Corporate auditors' compensation is determined at the board of corporate auditors meeting within the range approved at the annual general meeting of shareholders.

#### 4) Accounting auditing

The company has concluded an auditing contract with KPMG AZSA LLC to serve as an independent auditor responsible for accounting auditing, and by providing accurate business information and taking other steps, we provide an environment conductive to fair auditing. There are no special interests between the company and KPMG AZSA LLC and their designated limited liability partner and engagement partners.

#### Audit company providing auditing services

| Audit company | Certified public accountants providing auditing             | Assisting personnel |                     |
|---------------|---|---------------------|---------------------|
| KPMG AZSA LLC | Designated limited liability partner and engagement partner | TAJIMA Yoshiro      | 10 CPAs & 15 others |
|               | Designated limited liability partner and engagement partner | KOBAYASHI Atsushi   |                     |

Note: A statement on the years of continuous audit service is omitted because all of the above accounting auditors have served less than seven years.

#### 5) Annual general meeting of shareholders resolution items that can be decided at the board of directors meeting Acquisition of treasury stock

To enable the flexible execution of capital policy, the articles of incorporation stipulate that the company can repurchase shares in the open market or through other means based on a board of directors' resolution in accordance with Article 165-2 of the Companies Act.

#### Interim dividends

To flexibly return profits to shareholders, the articles of incorporation stipulate that interim dividends from retained earnings, as defined in Article 454-5 in the Companies Act, can be paid based on a board of directors resolution to shareholders or pledgees listed or registered in the final shareholder registry at the end of August each year.

#### 6) Resolutions to appoint or remove directors

The articles of incorporation stipulate that resolutions to appoint directors require a majority vote of at least one-third of shareholders capable of executing voting rights. Cumulative voting is not provided for.

The articles of incorporation stipulate that resolutions to remove directors require a minimum two-third vote of shareholders owning a majority of the voting rights of shareholders capable of executing voting rights.

#### 7) Special resolutions of the general meeting of shareholders

To facilitate the smooth administration of general meetings of shareholders, the articles of incorporation stipulate that resolutions based on Article 309-2 of the Companies Act require a minimum two-third vote of shareholders owning a minimum one-third of the voting rights of shareholders capable of executing voting rights, except as otherwise provided for by the articles of incorporation.

#### (2) Compensation for auditing

#### 1) Breakdown of compensation for certified public accountants providing auditing services, etc.

|                    | (Millions of yen)                                   |  |   |  | (Thousands of U.S. dollars)                         |  |  |
|--------------------|---|--|---|--|---|--|--|
|                    | Fiscal  | cal 2017 Fiscal 2018                         |   |  | Fiscal 2018   |  |  |
| Category           | Compensation for<br>audit certification<br>services | Compensation<br>for non-auditing<br>services | Compensation for<br>audit certification<br>services | Compensation<br>for non-auditing<br>services | Compensation for<br>audit certification<br>services | Compensation<br>for non-auditing<br>services |  |
| The filing company | 50  |  | 50  | 22   | 466   | 205  |  |
| Subsidiaries       | 3   |  | 3   | _  | 28  | —  |  |
| Total              | 53  | _  | 53  | 22   | 494   | 205  |  |

#### 2) Breakdown of other important compensation

#### FY2017

The Company and most of its overseas consolidated subsidiaries paid the KPMG Group, which belongs to the same network as our certified public accountants providing auditing services for audit certification services.

#### FY2018

The Company and most of its overseas consolidated subsidiaries paid the KPMG Group, which belongs to the same network as our certified public accountants providing auditing services for audit certification services.

#### 3) Details of non-auditing services provided by certified public accountants to the company

#### FY2017

Not applicable.

#### FY2018

The Company has entrusted the accounting auditor with accounting advisory services, etc., that are other than the services set forth in Article 2-1 of the Certified Public Accountants Act (non-auditing services).

#### 4) Policy on setting compensation for auditing services

Not applicable.

#### Analysis of Financial Position, Operating Results, and Cash Flows

#### (1) Analysis of financial position in Fiscal 2018

#### 1) Assets

Assets totaled ¥299,913 million at the end of FY2/18, an increase of ¥21,093 million from the previous year, due mainly to an increase in cash and deposits of ¥36,909 million, a decrease in securities of ¥18,008 million, and an increase in investment securities of ¥7,180 million.

#### 2) Liabilities

Liabilities totaled ¥54,686 million at the end of FY2/18, an increase of ¥5,071 million from the previous year, due mainly to increases in income taxes payable of ¥2,332 million, and in deferred tax liabilities of ¥2,242 million.

#### 3) Net assets

Net assets totaled ¥245,227 million at the end of FY2/18, an increase of ¥16,022 million from the previous year, due mainly to increases in retained earnings of ¥12,127 million, and in valuation difference on available-for-sale securities of ¥4,569 million.

#### (2) Analysis of operating results in Fiscal 2018

#### 1) Net sales

Net sales increased 1.3% year on year to ¥147,870 million. This increase is due mainly to an increase in revenue of the OTC pharmaceuticals business overseas backed by active sales promotion.

#### 2) Operating profit

Operating profit increased 0.2% year on year to ¥26,345 million. This increase is attributable mainly to the increase in net sales.

#### 3) Ordinary profit

Ordinary profit increased 0.2% year on year to ¥28,245 million. This is attributable mainly to the increase in royalty income.

#### 4) Profit attributable to owners of parent

Profit attributable to owners of parent decreased 6.3% year on year to ¥19,119 million. This decrease is due mainly to the posting of gain on discontinuation of joint sales agreement and gain on transfer of manufacturing and marketing approval under extraordinary income in the previous term. Consequently, profit per share totaled ¥228.52 in FY2/18, and return on equity was 8.1%.

#### (3) Analysis of cash flows in Fiscal 2018

Cash and cash equivalents at the end of the FY2/18 totaled ¥126,569 million, an increase of ¥20,959 million from the end of the previous fiscal year.

#### 1) Cash flows from operating activities

Net cash provided by operating activities totaled ¥30,453 million (¥19,910 million provided in the previous fiscal year), due mainly to profit before income taxes (¥27,694 million), depreciation (¥6,005 million), and income taxes paid (¥6,935 million).

#### 2) Cash flows from investing activities

Net cash used in investing activities totaled ¥1,378 million (¥1,070 million provided in the previous fiscal year), due mainly to purchase of property, plant and equipment (¥3,131 million) and decrease in short-term investment securities (¥2,072 million).

#### 3) Cash flows from financing activities

Net cash used in financing activities totaled ¥7,153 million (¥18,402 million used in the previous fiscal year), due mainly to cash dividends paid (¥6,855 million).

#### **Capital Expenditures**

Capital investment totaled ¥2,548 million in FY2/18.

In the Pharmaceutical segment, we mainly invested in the building and manufacturing equipment, etc. of the Tosu and Utsunomiya factory resulting in capital investment of ¥955 million.

In other businesses, we mainly invested to expand bandwidth to provide digital capabilities to our subscribers, resulting in capital investment of ¥106 million.

In FY2/18, there was no disposal or removal of equipment that could impact production capacity.

#### **Dividend Policy**

Our basic policy is to continue paying stable dividends to shareholders. We pay special and commemorative dividends in light of earnings and other factors in an effort to return profits to shareholders.

We also implement various other financial measures, such as company share buybacks, as effective means for returning profits to shareholders.

Our basic policy is to pay dividends from retained earnings twice yearly through interim dividends and year-end dividends. The General Meeting of Shareholders is responsible for deciding on year-end dividends and the Board of Directors decides on interim dividends.

In FY2/18, we paid a year-end dividend of ¥41 per share including an interim dividend of ¥41 per share, which makes an annual dividend of ¥82 per share.

We work to improve our business base through the targeted investment of internal reserves into research and development, manufacturing facilities, overseas business development, and other areas.

Our Articles of Incorporation stipulate that interim dividends can be paid based on a Board of Directors' resolution to shareholders or pledgees listed or registered in the final shareholder registry at the end of August each year.

Note: Dividends from retained earnings with a record date in Fiscal 2018 are as follows.

|   | (Millions of yen) | (Yen)               | (Thousands of<br>U.S. dollars) | (U.S. dollars)      |  |
|---|-------------------|---------------------|--------------------------------|---------------------|--|
| Resolution date                                   | Total dividends   | Dividends per share | Total dividends                | Dividends per share |  |
| October 10, 2017                                  | 0.401             | 44.0                | 04.055                         | 0.00                |  |
| Board of directors resolution                     | 3,431             | 41.0                | 31,955                         | 0.38                |  |
| May 24, 2018                                      | 0.401             | 41.0                | 01.055                         | 0.00                |  |
| Annual general meeting of shareholders resolution | 3,431             | 41.0                | 31,955                         | 0.38                |  |

#### **Business and Other Risks**

The following risks associated with our group's business activities could have a significant impact on the decisions of investors.

Any forward-looking statements are based on our judgments at the end of FY2/18.

#### 1) Legal and regulatory risks

Our mainstay pharmaceuticals and related products business is affected by a variety of regulations, including the national health insurance drug price system and the healthcare insurance system. For example, the revision of national health insurance drug prices every two years places regular downward pressure on selling prices, and this could have a negative impact on earnings. We are similarly affected by a variety of regulations overseas.

#### 2) Risks from side effects

Unforeseen side effects could force our mainstay pharmaceuticals and related products business to recall products or cancel product launches, which could have a negative impact on earnings.

#### 3) Research and development risks

We conduct research and development into new products and new technologies. However, earnings could be adversely affected by the suspension of research and development activities for a variety of reasons, including failure to produce anticipated results, or by the inability to recover research and development investment through sales.

#### 4) Manufacturing and procurement risks

We manufacture products using independent technology at our own plants. We rely on specific vendors to supply certain products and raw materials. Consequently, earnings could be adversely affected by the suspension of manufacturing or purchasing of these products and raw materials for some reason.

#### 5) Environmental risks

Some of the chemicals used in our research and development activities and manufacturing processes can have an adverse impact on human health and the surrounding environment. Although we take sufficient safeguards, earnings could be adversely affected if these substances are judged to be having a negative impact on the surrounding environment.

#### 6) Intellectual property risks

Our business activities could possibly be suspended or lead to litigation if they violate the patents or other intellectual property rights of another company. We may also initiate litigation if another company violates our intellectual property rights. Earnings could be adversely affected by the process and outcome of such actions.

#### 7) Litigation risks

Our business activities could possibly lead to litigation related to pharmaceutical side effects and product liability. Earnings could be adversely affected by the process and outcome of such actions.

#### 8) Other risks

In addition to the foregoing, other potential risks include natural disasters and the security of computer systems.

### **Consolidated Balance Sheets**

February 28, 2017 and February 28, 2018

|  | (Millions of yen) |             | (Thousands of U.S. dollars |
|--|-------------------|-------------|----------------------------|
|  | Fiscal 2017       | Fiscal 2018 | Fiscal 2018                |
| Assets   |                   |             |                            |
| Current assets   |                   |             |                            |
| Cash and deposits                                      | 80,280            | 117,189     | 1,091,450                  |
| Notes and accounts receivable - trade                  | 36,087            | 35,185      | 327,699                    |
| Securities   | 32,767            | 14,759      | 137,459                    |
| Merchandise and finished goods                         | 10,615            | 10,142      | 94,458                     |
| Work in process  | 441               | 453         | 4,219                      |
| Raw materials and supplies                             | 6,631             | 6,375       | 59,374                     |
| Deferred tax assets                                    | 2,960             | 3,840       | 35,764                     |
| Other  | 2,628             | 2,359       | 21,971                     |
| Allowance for doubtful accounts                        | (315)             | (239)       | (2,226)                    |
| Total current assets                                   | 172,097           | 190,065     | 1,770,187                  |
| Non-current assets                                     |                   |             |                            |
| Property, plant and equipment                          |                   |             |                            |
| Buildings and structures, net (Notes 2 and 3)          | 16,979            | 15,955      | 148,598                    |
| Machinery, equipment and vehicles, net (Notes 2 and 3) | 8,178             | 6,869       | 63,975                     |
| Tools, furniture and fixtures, net (Notes 2 and 3)     | 1,972             | 1,909       | 17,780                     |
| Land (Notes 2 and 4)                                   | 13,138            | 12,628      | 117,612                    |
| Leased assets, net                                     | 42                | 81          | 754                        |
| Construction in progress                               | 2,718             | 2,619       | 24,392                     |
| Total property, plant and equipment                    | 43,031            | 40,064      | 373,140                    |
| Intangible assets                                      |                   |             |                            |
| Sales rights   | 2,612             | 1,596       | 14,864                     |
| Software   | 572               | 359         | 3,344                      |
| Other  | 2,788             | 2,144       | 19,968                     |
| Total intangible assets                                | 5,973             | 4,100       | 38,186                     |
| Investments and other assets                           |                   |             |                            |
| Investment securities (Note 1)                         | 49,989            | 57,169      | 532,449                    |
| Long term-bank cash                                    | 200               | 210         | 1,956                      |
| Net defined benefit asset                              | 2,284             | 3,090       | 28,779                     |
| Deferred tax assets                                    | 512               | 353         | 3,288                      |
| Other  | 4,948             | 5,076       | 47,276                     |
| Allowance for doubtful accounts                        | (216)             | (216)       | (2,012)                    |
| Total investments and other assets                     | 57,718            | 65,683      | 611,744                    |
| Total non-current assets                               | 106,722           | 109,847     | 1,023,070                  |
| Total assets   | 278,820           | 299,913     | 2,793,266                  |

|  | (Millions of yen) |             | (Thousands of U.S. dollars) |  |
|--|-------------------|-------------|-----------------------------|--|
|  | Fiscal 2017       | Fiscal 2018 | Fiscal 2018                 |  |
| Liabilities  |                   |             |                             |  |
| Current liabilities                                    |                   |             |                             |  |
| Notes and accounts payable - trade                     | 8,005             | 7,709       | 71,798                      |  |
| Electronically recorded obligations - operating        | 6,375             | 6,202       | 57,763                      |  |
| Short-term loans payable (Note 2)                      | 1,561             | 1,461       | 13,607                      |  |
| Lease obligations                                      | 22                | 29          | 270                         |  |
| Accounts payable - other                               | 6,264             | 7,278       | 67,784                      |  |
| Income taxes payable                                   | 2,559             | 4,891       | 45,553                      |  |
| Provision for sales returns                            | 134               | 106         | 987                         |  |
| Provision for bonuses                                  | 1,708             | 1,674       | 15,591                      |  |
| Other  | 5,793             | 5,584       | 52,007                      |  |
| Total current liabilities                              | 32,425            | 34,938      | 325,398                     |  |
| Non-current liabilities                                |                   |             |                             |  |
| Long-term loans payable (Note 2)                       | 576               | 504         | 4,694                       |  |
| Lease obligations                                      | 32                | 64          | 596                         |  |
| Deferred tax liabilities for land revaluation (Note 4) | 1,614             | 1,670       | 15,554                      |  |
| Deferred tax liabilities                               | 3,911             | 6,153       | 57,307                      |  |
| Net defined benefit liability                          | 7,028             | 7,297       | 67,961                      |  |
| Other  | 4,025             | 4,055       | 37,767                      |  |
| Total non-current liabilities                          | 17,189            | 19,747      | 183,915                     |  |
| Total liabilities                                      | 49,614            | 54,686      | 509,323                     |  |
| Vet assets   |                   |             |                             |  |
| Shareholders' equity                                   |                   |             |                             |  |
| Capital stock  | 8,473             | 8,473       | 78,914                      |  |
| Capital surplus  | 5,914             | 5,914       | 55,081                      |  |
| Retained earnings                                      | 224,214           | 236,342     | 2,201,192                   |  |
| Treasury shares  | (34,705)          | (34,709)    | (323,265)                   |  |
| Total shareholders' equity                             | 203,897           | 216,021     | 2,011,931                   |  |
| Accumulated other comprehensive income                 |                   |             |                             |  |
| Valuation difference on available-for-sale securities  | 14,531            | 19,101      | 177,899                     |  |
| Revaluation reserve for land (Note 4)                  | 3,685             | 3,814       | 35,522                      |  |
| Foreign currency translation adjustment                | 6,904             | 5,088       | 47,388                      |  |
| Remeasurements of defined benefit plans                | (1,115)           | (325)       | (3,027)                     |  |
| Total accumulated other comprehensive income           | 24,007            | 27,679      | 257,791                     |  |
| Subscription rights to shares                          | 203               | 299         | 2,785                       |  |
| Non-controlling interests                              | 1,097             | 1,227       | 11,428                      |  |
| Total net assets                                       | 229,205           | 245,227     | 2,283,943                   |  |
| Fotal liabilities and net assets                       | 278,820           | 299,913     | 2,793,266                   |  |

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### **Consolidated Statements of Income**

Years ended February 28, 2017 and February 28, 2018

|   | (Millions of yen) |             | (Thousands of U.S. dollars) |  |
|---|-------------------|-------------|-----------------------------|--|
|   | Fiscal 2017       | Fiscal 2018 | Fiscal 2018                 |  |
| Net sales   | 145,925           | 147,870     | 1,377,200                   |  |
| Cost of sales (Notes 2 and 3)                                 | 53,155            | 55,688      | 518,655                     |  |
| Gross profit  | 92,770            | 92,182      | 858,545                     |  |
| Selling, general and administrative expenses (Notes 1 and 2)  | 66,464            | 65,836      | 613,169                     |  |
| Operating profit  | 26,306            | 26,345      | 245,366                     |  |
| Non-operating income  |                   |             |                             |  |
| Interest income   | 292               | 493         | 4,592                       |  |
| Dividend income   | 675               | 724         | 6,743                       |  |
| Royalty income  | 37                | 595         | 5,542                       |  |
| Share of profit of entities accounted for using equity method | 471               | 129         | 1,201                       |  |
| Other   | 557               | 456         | 4,247                       |  |
| Total non-operating income                                    | 2,034             | 2,398       | 22,334                      |  |
| Non-operating expenses  |                   |             |                             |  |
| Interest expenses   | 39                | 32          | 298                         |  |
| Foreign exchange losses                                       | 8                 | 426         | 3,968                       |  |
| Loss on sales of accounts receivable                          | 21                | 18          | 168                         |  |
| Other   | 91                | 20          | 186                         |  |
| Total non-operating expenses                                  | 160               | 498         | 4,638                       |  |
| Ordinary profit   | 28,179            | 28,245      | 263,062                     |  |
| Extraordinary income  |                   |             |                             |  |
| Gain on disposal of non-current assets (Note 4)               | 13                | 0           | 0                           |  |
| Gain on sales of investment securities                        | 0                 | 487         | 4,536                       |  |
| Gain on discontinuation of joint sales agreement              | 1,303             | _           | _                           |  |
| Gain on transfer of manufacturing and marketing approval      | 2,914             | _           | —                           |  |
| Total extraordinary income                                    | 4,231             | 487         | 4,536                       |  |
| Extraordinary losses  |                   |             |                             |  |
| Loss on disposal of non-current assets (Note 5)               | 71                | 15          | 140                         |  |
| Impairment loss (Note 6)                                      | 2,354             | 1,023       | 9,528                       |  |
| Total extraordinary losses                                    | 2,426             | 1,038       | 9,668                       |  |
| Profit before income taxes                                    | 29,984            | 27,694      | 257,931                     |  |
| Income taxes - current  | 7,287             | 9,261       | 86,253                      |  |
| Income taxes - deferred                                       | 2,155             | (893)       | (8,317)                     |  |
| Total income taxes  | 9,443             | 8,367       | 77,927                      |  |
| Profit  | 20,541            | 19,327      | 180,004                     |  |
| Profit attributable to non-controlling interests              | 146               | 207         | 1,928                       |  |
| Profit attributable to owners of parent                       | 20,395            | 19,119      | 178,066                     |  |

### Consolidated Statements of Comprehensive Income

Years ended February 28, 2017 and February 28, 2018

|   | (Millions of yen) |             | (Thousands of U.S. dollars) |
|---|-------------------|-------------|-----------------------------|
|   | Fiscal 2017       | Fiscal 2018 | Fiscal 2018                 |
| Profit  | 20,541            | 19,327      | 180,004                     |
| Other comprehensive income  |                   |             |                             |
| Valuation difference on available-for-sale securities                             | 1,119             | 4,453       | 41,473                      |
| Revaluation reserve for land  | 85                | _           | _                           |
| Foreign currency translation adjustment   | (1,454)           | (1,833)     | (17,072)                    |
| Remeasurements of defined benefit plans, net of tax                               | 838               | 791         | 7,367                       |
| Share of other comprehensive income of entities accounted for using equity method | 26                | 113         | 1,052                       |
| Total other comprehensive income (Note 1)   | 614               | 3,525       | 32,830                      |
| Comprehensive income  | 21,156            | 22,852      | 212,834                     |
| Comprehensive income attributable to  |                   |             |                             |
| Comprehensive income attributable to owners of parent                             | 21,008            | 22,662      | 211,065                     |
| Comprehensive income attributable to non-controlling interests                    | 147               | 189         | 1,760                       |

## Consolidated Statements of Changes in Shareholders' Equity

Years ended February 28, 2017 and February 28, 2018

|  |                      |                 | (Millions of yen) |                 |                                  |  |  |  |
|--|----------------------|-----------------|-------------------|-----------------|----------------------------------|--|--|--|
|  | Shareholders' equity |                 |                   |                 |                                  |  |  |  |
|  | Capital stock        | Capital surplus | Retained earnings | Treasury shares | Total<br>shareholders'<br>equity |  |  |  |
| Balance as at March 1, 2016                          | 8,473                | 8,396           | 210,725           | (26,033)        | 201,561                          |  |  |  |
| Changes of items during period                       |                      |                 |                   |                 |                                  |  |  |  |
| Dividends of surplus                                 |                      |                 | (6,943)           |                 | (6,943)                          |  |  |  |
| Profit attributable to owners of parent              |                      |                 | 20,395            |                 | 20,395                           |  |  |  |
| Reversal of revaluation reserve for land             |                      |                 | 37                |                 | 37                               |  |  |  |
| Purchase of treasury shares                          |                      |                 |                   | (11,153)        | (11,153)                         |  |  |  |
| Disposal of treasury shares                          |                      | (2,482)         |                   | 2,483           | 1                                |  |  |  |
| Net changes of items other than shareholders' equity |                      |                 |                   |                 | _                                |  |  |  |
| Total changes of items during period                 |                      | (2,482)         | 13,489            | (8,671)         | 2,335                            |  |  |  |
| Balance as at February 28, 2017                      | 8,473                | 5,914           | 224,214           | (34,705)        | 203,897                          |  |  |  |

|  |  |             |             | (Millions  | s of yen)           |                        |                                  |                     |
|--|--|-------------|-------------|--|---------------------|------------------------|----------------------------------|---------------------|
|  | Ac   | cumulated o | ther compre | hensive inco                                       | me                  |                        |                                  | -                   |
|  | Valuation<br>difference on<br>available-for-<br>sale securi-<br>ties | Revaluation | translation | Remeasure-<br>ments of<br>defined<br>benefit plans | other<br>comprehen- | Subscription rights to | Non-<br>controlling<br>interests | Total<br>net assets |
| Balance as at March 1, 2016                          | 13,367   | 3,637       | 8,360       | (1,934)  | 23,430              | 101                    | 1,000                            | 226,095             |
| Changes of items during period                       |  |             |             |  |                     |                        |                                  |                     |
| Dividends of surplus                                 |  |             |             |  |                     |                        |                                  | (6,943)             |
| Profit attributable to owners of parent              |  |             |             |  |                     |                        |                                  | 20,395              |
| Reversal of revaluation reserve for land             |  |             |             |  |                     |                        |                                  | 37                  |
| Purchase of treasury shares                          |  |             |             |  |                     |                        |                                  | (11,153)            |
| Disposal of treasury shares                          |  |             |             |  |                     |                        |                                  | 1                   |
| Net changes of items other than shareholders' equity | 1,164  | 48          | (1,456)     | 819  | 576                 | 101                    | 96                               | 774                 |
| Total changes of items during period                 | 1,164  | 48          | (1,456)     | 819  | 576                 | 101                    | 96                               | 3,110               |
| Balance as at February 28, 2017                      | 14,531   | 3,685       | 6,904       | (1,115)  | 24,007              | 203                    | 1,097                            | 229,205             |

|  | (Millions of yen)    |                 |                   |                 |                                  |  |  |  |
|--|----------------------|-----------------|-------------------|-----------------|----------------------------------|--|--|--|
|  | Shareholders' equity |                 |                   |                 |                                  |  |  |  |
|  | Capital stock        | Capital surplus | Retained earnings | Treasury shares | Total<br>shareholders'<br>equity |  |  |  |
| Balance as at March 1, 2017                          | 8,473                | 5,914           | 224,214           | (34,705)        | 203,897                          |  |  |  |
| Changes of items during period                       |                      |                 |                   |                 |                                  |  |  |  |
| Dividends of surplus                                 |                      |                 | (6,862)           |                 | (6,862)                          |  |  |  |
| Profit attributable to owners of parent              |                      |                 | 19,119            |                 | 19,119                           |  |  |  |
| Reversal of revaluation reserve for land             |                      |                 | (128)             |                 | (128)                            |  |  |  |
| Purchase of treasury shares                          |                      |                 |                   | (3)             | (3)                              |  |  |  |
| Disposal of treasury shares                          |                      |                 |                   |                 | _                                |  |  |  |
| Net changes of items other than shareholders' equity |                      |                 |                   |                 | _                                |  |  |  |
| Total changes of items during period                 |                      | —               | 12,127            | (3)             | 12,124                           |  |  |  |
| Balance as at February 28, 2018                      | 8,473                | 5,914           | 236,342           | (34,709)        | 216,021                          |  |  |  |

|  |  |             |             | (Millions  | s of yen)           |                                     |                                  |                     |
|--|--|-------------|-------------|--|---------------------|-------------------------------------|----------------------------------|---------------------|
|  | Ac   | cumulated o | ther compre | hensive incor                                      | me                  |                                     |                                  |                     |
|  | Valuation<br>difference on<br>available-for-<br>sale securi-<br>ties | Revaluation | translation | Remeasure-<br>ments of<br>defined<br>benefit plans | other<br>comprehen- | Subscription<br>rights to<br>shares | Non-<br>controlling<br>interests | Total<br>net assets |
| Balance as at March 1, 2017                          | 14,531   | 3,685       | 6,904       | (1,115)  | 24,007              | 203                                 | 1,097                            | 229,205             |
| Changes of items during period                       |  |             |             |  |                     |                                     |                                  |                     |
| Dividends of surplus                                 |  |             |             |  |                     |                                     |                                  | (6,862)             |
| Profit attributable to owners of parent              |  |             |             |  |                     |                                     |                                  | 19,119              |
| Reversal of revaluation reserve for land             |  |             |             |  |                     |                                     |                                  | (128)               |
| Purchase of treasury shares                          |  |             |             |  |                     |                                     |                                  | (3)                 |
| Disposal of treasury shares                          |  |             |             |  |                     |                                     |                                  |                     |
| Net changes of items other than shareholders' equity | 4,569  | 128         | (1,815)     | 789  | 3,672               | 95                                  | 129                              | 3,897               |
| Total changes of items during period                 | 4,569  | 128         | (1,815)     | 789  | 3,672               | 95                                  | 129                              | 16,022              |
| Balance as at February 28, 2018                      | 19,101   | 3,814       | 5,088       | (325)  | 27,679              | 299                                 | 1,227                            | 245,227             |

|  | (Thousands of U.S. dollars) |                 |                   |                 |                                  |  |  |  |
|--|-----------------------------|-----------------|-------------------|-----------------|----------------------------------|--|--|--|
| Shareholders' equity                                 |                             |                 |                   |                 |                                  |  |  |  |
|  | Capital stock               | Capital surplus | Retained earnings | Treasury shares | Total<br>shareholders'<br>equity |  |  |  |
| Balance as at March 1, 2017                          | 78,914                      | 55,081          | 2,088,237         | (323,228)       | 1,899,013                        |  |  |  |
| Changes of items during period                       |                             |                 |                   |                 |                                  |  |  |  |
| Dividends of surplus                                 |                             |                 | (63,910)          |                 | (63,910)                         |  |  |  |
| Profit attributable to owners of parent              |                             |                 | 178,066           |                 | 178,066                          |  |  |  |
| Reversal of revaluation reserve for land             |                             |                 | (1,192)           |                 | (1,192)                          |  |  |  |
| Purchase of treasury shares                          |                             |                 |                   | (28)            | (28)                             |  |  |  |
| Disposal of treasury shares                          |                             |                 |                   |                 |                                  |  |  |  |
| Net changes of items other than shareholders' equity |                             |                 |                   |                 | _                                |  |  |  |
| Total changes of items during period                 |                             | _               | 112,946           | (28)            | 112,918                          |  |  |  |
| Balance as at February 28, 2018                      | 78,914                      | 55,081          | 2,201,192         | (323,265)       | 2,011,931                        |  |  |  |

|  |         |                                    | (           | Thousands o  | f U.S. dollar       | s)                                  |                                  |                     |
|--|---------|------------------------------------|-------------|--|---------------------|-------------------------------------|----------------------------------|---------------------|
|  | Ac      | cumulated o                        | ther compre | hensive incor                                      | me                  |                                     |                                  |                     |
|  |         | Revaluation<br>reserve for<br>land | translation | Remeasure-<br>ments of<br>defined<br>benefit plans | other<br>comprehen- | Subscription<br>rights to<br>shares | Non-<br>controlling<br>interests | Total<br>net assets |
| Balance as at March 1, 2017                          | 135,336 | 34,321                             | 64,301      | (10,385)   | 223,591             | 1,891                               | 10,217                           | 2,134,721           |
| Changes of items during period                       |         |                                    |             |  |                     |                                     |                                  |                     |
| Dividends of surplus                                 |         |                                    |             |  |                     |                                     |                                  | (63,910)            |
| Profit attributable to owners of parent              |         |                                    |             |  |                     |                                     |                                  | 178,066             |
| Reversal of revaluation reserve for land             |         |                                    |             |  |                     |                                     |                                  | (1,192)             |
| Purchase of treasury shares                          |         |                                    |             |  |                     |                                     |                                  | (28)                |
| Disposal of treasury shares                          |         |                                    |             |  |                     |                                     |                                  | —                   |
| Net changes of items other than shareholders' equity | 42,554  | 1,192                              | (16,904)    | 7,348  | 34,199              | 885                                 | 1,201                            | 36,295              |
| Total changes of items during period                 | 42,554  | 1,192                              | (16,904)    | 7,348  | 34,199              | 885                                 | 1,201                            | 149,222             |
| Balance as at February 28, 2018                      | 177,899 | 35,522                             | 47,388      | (3,027)  | 257,791             | 2,785                               | 11,428                           | 2,283,943           |

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### **Consolidated Statements of Cash Flows**

Years ended February 28, 2017 and February 28, 2018

|  | (Millions of yen) |             | (Thousands of U.S. dollar |
|--|-------------------|-------------|---------------------------|
|  | Fiscal 2017       | Fiscal 2018 | Fiscal 2018               |
| ash flows from operating activities                                  |                   |             |                           |
| Profit before income taxes   | 29,984            | 27,694      | 257,931                   |
| Depreciation   | 6,438             | 6,005       | 55,928                    |
| Amortization of goodwill   | 930               | _           | _                         |
| Impairment loss  | 2,354             | 1,023       | 9,528                     |
| Increase (decrease) in net defined benefit liability                 | 288               | 284         | 2,645                     |
| Increase (decrease) in provision for bonuses                         | (186)             | (13)        | (121)                     |
| Increase (decrease) in allowance for doubtful accounts               | 29                | (71)        | (661)                     |
| Increase (decrease) in provision for sales returns                   | 7                 | (27)        | (251)                     |
| Interest and dividend income   | (967)             | (1,217)     | (11,335)                  |
| Interest expenses  | 39                | 32          | 298                       |
| Foreign exchange losses (gains)                                      | 5                 | 69          | 643                       |
| Gain on transfer of manufacturing and marketing approval             | (2,914)           | _           | _                         |
| Share of (profit) loss of entities accounted for using equity method | (471)             | (129)       | (1,201)                   |
| Loss (gain) on sales of investment securities                        | 0                 | (487)       | (4,536)                   |
| Loss (gain) on disposal of non-current assets                        | 58                | 15          | 140                       |
| Decrease (increase) in notes and accounts receivable-trade           | 1,371             | 667         | 6,212                     |
| Decrease (increase) in inventories                                   | (2,262)           | 485         | 4,517                     |
| Decrease (increase) in other current assets                          | (586)             | (41)        | (382)                     |
| Increase (decrease) in notes and accounts payable-trade              | 421               | (316)       | (2,943)                   |
| Increase (decrease) in other current liabilities                     | (4,677)           | 1,795       | 16,718                    |
| Other, net   | 330               | 412         | 3,837                     |
| Subtotal   | 30,194            | 36,180      | 336,966                   |
| Interest and dividend income received                                | 984               | 1,240       | 11,549                    |
| Interest expenses paid   | (39)              | (32)        | (298)                     |
| Income taxes paid  | (11,228)          | (6,935)     | (64,590)                  |
| Net cash provided by (used in) operating activities                  | 19,910            | 30,453      | 283,627                   |

|  | (Millions of yen) |             | (Thousands of U.S. dollars) |  |
|--|-------------------|-------------|-----------------------------|--|
|  | Fiscal 2017       | Fiscal 2018 | Fiscal 2018                 |  |
| Cash flows from investing activities                           |                   |             |                             |  |
| Decrease (increase) in time deposits                           | 582               | (300)       | (2,794)                     |  |
| Decrease (increase) in long term-time deposits                 | (73)              | (22)        | (205)                       |  |
| Purchase of property, plant and equipment                      | (3,125)           | (3,131)     | (29,161)                    |  |
| Proceeds from sales of property, plant and equipment           | 54                | 82          | 764                         |  |
| Purchase of intangible assets                                  | (74)              | (209)       | (1,947)                     |  |
| Decrease (increase) in short-term investment securities        | 909               | 2,072       | 19,298                      |  |
| Purchase of investment securities                              | (493)             | (691)       | (6,436)                     |  |
| Proceeds from sales and redemption of investment securities    | 3                 | 804         | 7,488                       |  |
| Collection of loans receivable                                 | 7                 | 6           | 56                          |  |
| Collection of investments in capital                           | _                 | 11          | 102                         |  |
| Proceeds from transfer of manufacturing and marketing approval | 3,280             | _           | _                           |  |
| Net cash provided by (used in) investing activities            | 1,070             | (1,378)     | (12,834)                    |  |
| Cash flows from financing activities                           |                   |             |                             |  |
| Increase (decrease) in short-term loans payable                | (115)             | (100)       | (931)                       |  |
| Repayments of long-term loans payable                          | (78)              | (71)        | (661)                       |  |
| Dividends paid to non-controlling interests                    | (50)              | (59)        | (550)                       |  |
| Purchase of treasury shares                                    | (11,153)          | (2)         | (19)                        |  |
| Proceeds from disposal of treasury shares                      | 1                 | _           | _                           |  |
| Cash dividends paid  | (6,944)           | (6,855)     | (63,845)                    |  |
| Other, net   | (60)              | (64)        | (596)                       |  |
| Net cash provided by (used in) financing activities            | (18,402)          | (7,153)     | (66,620)                    |  |
| Effect of exchange rate change on cash and cash equivalents    | (909)             | (963)       | (8,969)                     |  |
| Net increase (decrease) in cash and cash equivalents           | 1,669             | 20,959      | 195,204                     |  |
| Cash and cash equivalents at beginning of period               | 103,940           | 105,610     | 983,608                     |  |
| Cash and cash equivalents at end of period (Note 1)            | 105,610           | 126,569     | 1,178,812                   |  |

#### **Basis of Preparation of Consolidated Financial Statements**

The Company has prepared consolidated financial statements in accordance with the Regulations Concerning the Terminology, Forms and Preparation Methods of Consolidated Financial Statements (Ministry of Finance Ordinance No. 28, 1976).

#### Significant Accounting Policies Concerning the Preparation of Consolidated Financial Statements

#### Fiscal 2018 (March 1, 2017 – February 28, 2018)

#### 1. Scope of consolidation

Consolidated subsidiaries: 18

Names of consolidated subsidiaries: CRCC Media Co., Ltd. Saga City-Vision Co., Ltd. Taiyo Co., Ltd Kyudo Co., Ltd Hisamitsu Agency Co., Ltd. Hisamitsu U.S., Inc. Hisamitsu America, Inc. Noven Pharmaceuticals, Inc. Hisamitsu Farmaceutica do Brasil Ltda. Hisamitsu UK Ltd. Hisamitsu Vietnam Pharmaceutical Co., Ltd. Hisamitsu Pharmaceutical Technology Consulting (Beijing) Co., Ltd. Hisamitsu Pharmaceutical (China) Co., Ltd. Hisamitsu Pharmaceutical (Hong Kong) Co., Ltd. P.T. Hisamitsu Pharma Indonesia 3 other companies Change in the scope of consolidation

Hisamitsu Pharmaceutical (China) Co., Ltd and Hisamitsu Pharmaceutical (Hong Kong) Co., Ltd have been included in the scope of consolidation due to their establishment.

#### 2. Investments accounted for under the equity method

#### Equity-method affiliates: 3

Names of companies:

SANOFI-HISAMITSU K.K. Yutoku Pharmaceutical Ind. Co., Ltd. Maruto Sangyo Co., Ltd.

#### 3. Information concerning fiscal years, etc., of consolidated subsidiaries

The fiscal years of the 13 overseas consolidated subsidiaries end on December 31. Since there is less than three months' difference between that date and the end of the consolidated fiscal year, we use financial statements as of the date of the end of the fiscal years of the consolidated subsidiaries. We make the required consolidated adjustments if any major transactions occur between the end of the fiscal years of the consolidated subsidiaries and end of the consolidated fiscal year.

#### 4. Accounting policies

#### (1) Valuation standards and methods for significant assets

#### 1) Securities

#### a) Held-to-maturity bonds

Valued under amortized cost method (straight-line method).

- b) Available-for-sale securities
  - i) Securities with market value

Valued at market price, using the market price at the balance sheet date.

All valuation differences are directly charged or credited to shareholders' equity, and costs of securities sold are computed using the moving average method.

ii) Securities without market value

Valued at cost, determined by the moving average method.

#### 2) Inventories

Calculated by the average cost method (book value on the balance sheet is written down according to the decline in profitability).

#### (2) Depreciation methods for significant depreciable assets

#### 1) Property, plant and equipment (excluding leased assets)

- a) Company and domestic consolidated subsidiaries Mainly the declining balance method.
- *b)* Overseas consolidated subsidiaries Mainly the straight-line method.

#### 2) Intangible assets (excluding leased assets) and long-term prepaid expenses

Measured by the straight-line method.

Within intangible assets, software for internal use is depreciated over its useful life (five years) using the straight-line method.

#### 3) Leased assets

For finance lease transactions other than those for which the right of ownership of the leased assets transfers to the lessee at the end of the lease period, depreciation is calculated by the straight-line method based on the assumption that the useful life equals the lease term and the residual value equals zero.

#### (3) Standards for significant reserves and allowances

#### 1) Allowance for doubtful accounts

In order to provide against losses from doubtful receivables, estimated irrecoverable amounts are recorded.

- a) General receivables Based on historical bad debt experience.
- b) Receivables at risk of default and in bankruptcy reorganization Based on an assessment of the financial position.

#### 2) Provision for sales returns

In order to provide against losses from product returns after the balance sheet date, the company makes a provision up to the maximum amount allowed under the Corporation Tax Law.

#### 3) Provision for bonuses

To provide for the payment of bonuses to employees, the Company and its certain subsidiaries record a provision equal to the portion of expected future bonus payments incurred during the term under review.

#### (4) Accounting method for retirement benefits

The Company and certain subsidiaries, to prepare for the payment of retirement benefits to employees, record a provision at an amount deemed to arise at the end of the fiscal year under review based on estimated retirement benefit obligations and pension assets at the end of the consolidated fiscal year.

#### 1) Method of attributing estimated retirement benefits to periods

In the calculation of retirement benefit obligations, estimated retirement benefits are attributed to the periods up to the end of the consolidated fiscal year using the benefit formula basis.

#### 2) Treatment of actuarial differences

Actuarial differences are amortized starting in the next consolidated fiscal year using the straight-line method over a fixed number of years (five years) that is less than the average remaining years of service of employees when incurred.

#### 3) Simplified method for small companies

Certain consolidated subsidiaries apply the simplified method to calculate net defined benefit liability and retirement benefit expenses, where retirement benefit obligations are assumed to be equal to the benefits payable upon the voluntary retirement of all employees at fiscal year-end.

#### (5) Translation of significant foreign currency denominated assets and liabilities

Assets and liabilities denominated in foreign currencies are translated into yen using the spot exchange rate for final day of the fiscal year, and translation differences are booked as gains or losses. Note that the assets and liabilities of overseas consolidated subsidiaries and other like entities are translated into yen using the spot exchange rate for final day of the fiscal year, while revenues and expenses are translated using the average exchange rate for the period, and these translation differences are booked on "Foreign currency translation adjustment" and "Non-controlling interests" under Net assets.

#### (6) Scope of funds in the Consolidated Statements of Cash Flows

Funds (cash and cash equivalents) in the Consolidated Statements of Cash Flows consist of cash in hand, demand deposits and easily realizable short-term investments with high liquidity and maturity dates not more than three months from the date of purchase, and which carry negligible risks of price fluctuation.

# (7) Other significant accounting policies used in the preparation of the consolidated financial statements

#### Treatment of Consumption Tax etc.

The accounts are prepared excluding Consumption Tax and Local Consumption Tax.

#### Unapplied Accounting Standards, etc.

- "Accounting Standard for Revenue Recognition" (ASBJ Statement No. 29, March 30, 2018)
- "Implementation Guidance on Accounting Standard for Revenue Recognition" (ASBJ Guidance No. 30, March 30, 2018)

#### (1) Outline

A comprehensive accounting standard for revenue recognition. Revenue is recognized by applying the following five steps.

Step 1: Identify the contract with the customer

Step 2: Identify the performance obligations in the contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations

Step 5: Recognize revenue when or as the performance obligation is satisfied

#### (2) Scheduled date of adoption

We are currently considering the adoption date.

#### (3) Impact of adoption of this accounting standard and guidance

The impact of adoption is currently being evaluated in preparing consolidated financial statements.

#### **Additional Information**

• Application of Implementation Guidance on Recoverability of Deferred Tax Assets

The Company has adopted the "Implementation Guidance on Recoverability of Deferred Tax Assets" (ASBJ Guidance No. 26, March 28, 2016) from the fiscal year under review.

### Notes to Consolidated Financial Statements

#### Fiscal 2017 (March 1, 2016 – February 28, 2017) and Fiscal 2018 (March 1, 2017 – February 28, 2018)

#### **CONSOLIDATED BALANCE SHEETS**

(Note 1) Investment securities for unconsolidated subsidiaries and affiliated companies are as follows.

|                                | (Millio     | (Thousands of U.S. dollars) |             |
|--------------------------------|-------------|-----------------------------|-------------|
|                                | Fiscal 2017 | Fiscal 2018                 | Fiscal 2018 |
| Investment securities (stocks) | 5,544       | 5,810                       | 54,112      |

#### (Note 2) Assets pledged as collateral are as follows.

|  | (Millions of yen) |                  | (Thousands of U.S. dollars) |
|--|-------------------|------------------|-----------------------------|
|  | Fiscal 2017       | Fiscal 2018      | Fiscal 2018                 |
| Pledged assets                                       |                   |                  |                             |
| Buildings and structures                             | 794 (book value)  | 734 (book value) | 6,836 (book value)          |
| Machinery, equipment and vehicles                    | 1 (book value)    | 1 (book value)   | 9 (book value)              |
| Tools, furniture and fixtures                        | 86 (book value)   | 65 (book value)  | 605 (book value)            |
| Land   | 59 (book value)   | 59 (book value)  | 550 (book value)            |
| Total  | 941 (book value)  | 859 (book value) | 8,000 (book value)          |
| Assets provided for factory foundation mortgage      |                   |                  |                             |
| Buildings and structures                             | 766 (book value)  | 708 (book value) | 6,594 (book value)          |
| Machinery, equipment and vehicles                    | 1 (book value)    | 1 (book value)   | 9 (book value)              |
| Tools, furniture and fixtures                        | 86 (book value)   | 65 (book value)  | 605 (book value)            |
| Total  | 855 (book value)  | 775 (book value) | 7,218 (book value)          |
| Liabilities related to the above assets              |                   |                  |                             |
| Short-term loans payable                             | 249               | 149              | 1,388                       |
| Long-term loans payable                              | 398               | 349              | 3,250                       |
| Total  | 647               | 498              | 4,638                       |
| Liabilities provided for factory foundation mortgage |                   |                  |                             |
| Short-term loans payable                             | 244               | 144              | 1,341                       |
| Long-term loans payable                              | 360               | 315              | 2,934                       |
| Total  | 605               | 460              | 4,284                       |

(Note 3) Advanced depreciation of government subsidies is ¥5,832 million in both FY2/17 and FY2/18. These figures are deducted from the consolidated balance sheets.

#### (Note 4) Application of the Land Revaluation Law

Land used for business purposes has been revalued in accordance with the "Act on revaluation of land" (Law 34 of 1998, promulgated on March 31, 1998) and the "Law Partially Amending the Act on Revaluation of Land" (revision of March 31, 1999). The portion of the revaluation gain equivalent to corporation tax and other taxes with tax bases linked to corporate profits has been presented under liabilities as "Deferred tax liabilities for land revaluation," while the net sum after this transfer to the deferred tax liability account is presented under Net assets as "Revaluation reserve for land."

### **Revaluation method**

The land value used as the basis for calculation of the tax base under the Land Value Tax, stipulated in Article 16 of the Land Value Tax Law (Law No. 69 of 1991), has been calculated by making rational adjustments to the price calculated by the method determined and publicly announced by the Commissioner of the National Tax Agency, as stipulated in Article 2.4 of the "Regulations for Applying the Land Revaluation Law" (Government Ordinance No. 119 of 1998, promulgated March 31, 1998).

#### **Revaluation date**

February 28, 2001

The market value of commercial land revalued in accordance with Article 10 of the Land Revaluation Law at the end of FY2/17 and FY2/18 was ¥3,644 million and ¥3,366 million lower than the book value after revaluation.

### **CONSOLIDATED STATEMENTS OF INCOME**

(Note 1) Main items and the amounts under "Selling, general and administrative expenses" are as follows.

| (Millions of yen) |   | (Thousands of U.S. dollars)  |  |
|-------------------|---|--|--|
| Fiscal 2017       | Fiscal 2018   | Fiscal 2018  |  |
| 9,661             | 10,987  | 102,328  |  |
| 13,740            | 13,227  | 123,191  |  |
| 2,687             | 2,681   | 24,970   |  |
| 16                | (27)  | (251)  |  |
| 8,553             | 7,598   | 70,765   |  |
| 836               | 863   | 8,038  |  |
| 691               | 604   | 5,625  |  |
| 930               | _   | _  |  |
| 443               | 335   | 3,120  |  |
| 14,378            | 15,076  | 140,412  |  |
| 346               | 360   | 3,353  |  |
| 233               | 208   | 1,937  |  |
|                   | Fiscal 2017<br>9,661<br>13,740<br>2,687<br>16<br>8,553<br>836<br>691<br>930<br>443<br>14,378<br>346 | Fiscal 2017         Fiscal 2018           9,661         10,987           13,740         13,227           2,687         2,681           16         (27)           8,553         7,598           836         863           691         604           930         —           443         335           14,378         15,076           346         360 |  |

(Note 2) General and administrative expenses include research and development expenses of ¥14,378 million and ¥15,076 million in FY2/17 and FY2/18, respectively.

Manufacturing costs do not include research and development expenses.

(Note 3) In FY2/17 and FY2/18, manufacturing costs include provision for bonuses of ¥437 million and ¥460 million and retirement benefit expenses of ¥404 million and ¥325 million, respectively.

#### (Note 4) Breakdown of gain on disposal of non-current assets

|                                   | (Million    | (Millions of yen) |             |
|-----------------------------------|-------------|-------------------|-------------|
|                                   | Fiscal 2017 | Fiscal 2018       | Fiscal 2018 |
| Buildings and structures          | 0           | —                 | _           |
| Machinery, equipment and vehicles | _           | 0                 | 0           |
| Land                              | 12          | _                 | _           |
| Total                             | 13          | 0                 | 0           |

### (Note 5) Breakdown of loss on disposal of non-current assets

|                                   | (Million    | (Thousands of U.S. dollars) |             |
|-----------------------------------|-------------|-----------------------------|-------------|
| Loss on retirement                | Fiscal 2017 | Fiscal 2018                 | Fiscal 2018 |
| Buildings and structures          | 25          | 5                           | 47          |
| Machinery, equipment and vehicles | 32          | 1                           | 9           |
| Tools, furniture and fixtures     | 1           | 0                           | 0           |
| Loss on sales                     |             |                             |             |
| Buildings and structures          | 0           | _                           | _           |
| Land                              | 12          | 8                           | 75          |
| Total                             | 71          | 15                          | 140         |

### (Note 6) The Group recorded impairment loss on the following assets.

The Group's business assets are grouped based on business units on which the Group can reasonably perform profit and loss management, and rental assets and idle assets are grouped by individual assets. For determining an indication of impairment loss, each consolidated subsidiary is determined as one unit.

### Fiscal 2017 (March 1, 2016–February 28, 2017)

| Purpose of use  | Location | Туре     | Amount<br>(Millions of yen) |
|-----------------|----------|----------|-----------------------------|
| Business assets | U.S.     | Goodwill | 2,354                       |

For the goodwill recorded with the acquisition of Noven Pharmaceuticals, Inc., our U.S. subsidiary, as a result of the impairment test during the review of the business structure of the company, the entire amount of goodwill was impaired. The recoverable amount was measured based on the value in use and calculated by discounting future cash flows by 10.7%.

### Fiscal 2018 (March 1, 2017–February 28, 2018)

| Purpose of use | Location             | Location Type   |     | Amount<br>(Thousands of U.S. dollars) |
|----------------|----------------------|---|-----|---------------------------------------|
| Idle assets    | Tosu-shi, Saga       | u-shi, Saga Buildings and construction<br>in progress |     | 5,579                                 |
| Idle assets    | Tsukuba-shi, Ibaraki | Buildings and land                                    | 423 | 3,940                                 |

The above idle assets were written down to their recoverable amounts, as it became clear during the fiscal year under review that there were no prospects of future use. The idle assets in Tosu-shi, Saga Prefecture have been valued at their memorandum values, due to the difficulty of diverting or selling the assets. The recoverable amount of the idle assets in Tsukuba-shi, Ibaraki Prefecture is the net realizable value and has been measured based on a reasonably calculated value (e.g., real estate appraisal value).

### CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Note 1) Reclassification adjustments amount and tax effect amount relating to other comprehensive income

|  | (Millions of yen) |             | (Thousands of U.S. dollars) |
|--|-------------------|-------------|-----------------------------|
| —  | Fiscal 2017       | Fiscal 2018 | Fiscal 2018                 |
| Valuation difference on available-for-sale securities:                             |                   |             |                             |
| Amount arising during fiscal year under review                                     | 1,046             | 7,018       | 65,363                      |
| Reclassification adjustment amount:  | (0)               | (487)       | (4,536)                     |
| Before tax effect adjustment   | 1,045             | 6,531       | 60,827                      |
| Tax effect amount  | 74                | (2,077)     | (19,344)                    |
| Valuation difference on available-for-sale securities                              | 1,119             | 4,453       | 41,473                      |
| Revaluation reserve for land:  |                   |             |                             |
| Tax effect amount  | 85                | _           | _                           |
| Foreign currency translation adjustment:   |                   |             |                             |
| Amount arising during fiscal year under review                                     | (1,454)           | (1,833)     | (17,072)                    |
| Remeasurements of defined benefit plans, net of tax:                               |                   |             |                             |
| Amount arising during fiscal year under review                                     | 611               | 759         | 7,069                       |
| Reclassification adjustment amount:  | 645               | 379         | 3,530                       |
| Before tax effect adjustment   | 1,256             | 1,138       | 10,599                      |
| Tax effect amount  | (418)             | (346)       | (3,223)                     |
| Remeasurements of defined benefit plans, net of tax                                | 838               | 791         | 7,367                       |
| Share of other comprehensive income of entities accounted for using equity method: |                   |             |                             |
| Amount arising during fiscal year under review                                     | 26                | 113         | 1,052                       |
| Total other comprehensive income   | 614               | 3,525       | 32,830                      |

### CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

Fiscal 2017 (March 1, 2016–February 28, 2017)

| Shares issued  |                          | res)     |          |                    |
|----------------|--------------------------|----------|----------|--------------------|
| Type of shares | Beginning of fiscal 2017 | Increase | Decrease | End of fiscal 2017 |
| Common stock   | 95,164,895               | —        | _        | 95,164,895         |

| 2. Treasury shares |                          | (Sha      | res)      |                    |
|--------------------|--------------------------|-----------|-----------|--------------------|
| Type of shares     | Beginning of fiscal 2017 | Increase  | Decrease  | End of fiscal 2017 |
| Common stock       | 10,498,786               | 2,000,794 | 1,000,000 | 11,499,580         |

#### **Reasons for changes**

Shares increased for the following main reasons:

| Increase from acquisition of treasury shares by resolution of the board of directors           | 2,000,000 shares |
|--|------------------|
| Increase from purchasing shares in less than one unit  | 573 shares       |
| The Company portion of treasury shares acquired by equity method affiliates                    | 221 shares       |
| Decrease from disposal of treasury shares by resolution of the general meeting of shareholders | 1,000,000 shares |

### 3. Subscription rights to shares

|                    |   |                | Number of shares            |          |          |                       | Balance at the         |
|--------------------|---|----------------|-----------------------------|----------|----------|-----------------------|------------------------|
| Name of company    | Breakdown   | Type of shares | Beginning of<br>fiscal 2017 | Increase | Decrease | End of<br>fiscal 2017 | end of the fiscal 2017 |
| The filing company | Subscription<br>rights to shares<br>as stock option | _              | _                           | _        | _        | _                     | 203                    |

### 4. Dividends

| (1) Dividends paid  |                | (Millions of yen) | (Yen)               |                   |                  |
|---|----------------|-------------------|---------------------|-------------------|------------------|
| Resolution  | Type of shares | Total dividends   | Dividends per share | Record date       | Payment date     |
| May 26, 2016<br>Annual general meeting of<br>shareholders | Common stock   | 3,472             | 41.0                | February 29, 2016 | May 27, 2016     |
| October 11, 2016<br>Board of Directors meeting            | Common stock   | 3,470             | 40.5                | August 31, 2016   | November 8, 2016 |

### (2) Dividends with a record date in fiscal 2017 but a payment date in fiscal 2018

|   |                |                    | (Millions of yen) | (Yen)               |                   |              |
|---|----------------|--------------------|-------------------|---------------------|-------------------|--------------|
| Resolution  | Type of shares | Source of dividend | Total dividends   | Dividends per share | Record date       | Payment date |
| May 25, 2017<br>Annual general meeting of<br>shareholders | Common stock   | Retained earnings  | 3,431             | 41.0                | February 28, 2017 | May 26, 2017 |

### Fiscal 2018 (March 1, 2017–February 28, 2018)

| 1. Shares issued |                          | (Sha     | res)     |                    |
|------------------|--------------------------|----------|----------|--------------------|
| Type of shares   | Beginning of fiscal 2018 | Increase | Decrease | End of fiscal 2018 |
| Common stock     | 95,164,895               | _        | _        | 95,164,895         |

| 2. Treasury shares |                          | (Sha     | ares)    |                    |
|--------------------|--------------------------|----------|----------|--------------------|
| Type of shares     | Beginning of fiscal 2018 | Increase | Decrease | End of fiscal 2018 |
| Common stock       | 11,499,580               | 579      | —        | 11,500,159         |

### **Reasons for changes**

Shares increased for the following main reasons:

| Increase from purchasing shares in less than one unit                       | 362 shares |
|---|------------|
| The Company portion of treasury shares acquired by equity method affiliates | 217 shares |

### 3. Subscription rights to shares

|                    |   |                |                             | Number   | of shares |                       | Balance at the         |
|--------------------|---|----------------|-----------------------------|----------|-----------|-----------------------|------------------------|
| Name of<br>company | Breakdown   | Type of shares | Beginning of<br>fiscal 2018 | Increase | Decrease  | End of<br>fiscal 2018 | end of the fiscal 2018 |
| The filing company | Subscription<br>rights to shares<br>as stock option | _              | _                           | _        | _         | _                     | 299                    |

### 4. Dividends

| (1) Dividends paid  |                | (Millions of yen) | (Yen)               |                   |                  |
|---|----------------|-------------------|---------------------|-------------------|------------------|
| Resolution  | Type of shares | Total dividends   | Dividends per share | Record date       | Payment date     |
| May 25, 2017<br>Annual general meeting of<br>shareholders | Common stock   | 3,431             | 41.0                | February 28, 2017 | May 26, 2017     |
| October 10, 2017<br>Board of Directors meeting            | Common stock   | 3,431             | 41.0                | August 31, 2017   | November 7, 2017 |

|   |                | (Thousands of U.S. dollars) | (U.S. dollars)      |                   |                  |
|---|----------------|-----------------------------|---------------------|-------------------|------------------|
| Resolution  | Type of shares | Total dividends             | Dividends per share | Record date       | Payment date     |
| May 25, 2017<br>Annual general meeting of<br>Shareholders | Common stock   | 31,955                      | 0.38                | February 28, 2017 | May 26, 2017     |
| October 10, 2017<br>Board of Directors meeting            | Common stock   | 31,955                      | 0.38                | August 31, 2017   | November 7, 2017 |

### (2) Dividends with a record date in fiscal 2018 but a payment date in fiscal 2019

|   |                |                    | (Millions of yen) | (Yen)               |                   |              |
|---|----------------|--------------------|-------------------|---------------------|-------------------|--------------|
| Resolution  | Type of shares | Source of dividend | Total dividends   | Dividends per share | Record date       | Payment date |
| May 24, 2018<br>Annual general meeting of<br>shareholders | Common stock   | Retained earnings  | 3,431             | 41.0                | February 28, 2018 | May 25, 2018 |

|   | (Thousands of U.S. dollars) (U.S. dollars) |                    |                 |                     |                   |              |  |
|---|--|--------------------|-----------------|---------------------|-------------------|--------------|--|
| Resolution  | Type of shares                             | Source of dividend | Total dividends | Dividends per share | Record date       | Payment date |  |
| May 24, 2018<br>Annual general meeting of<br>shareholders | Common stock                               | Retained earnings  | 31,955          | 0.38                | February 28, 2018 | May 25, 2018 |  |

### **CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Note 1) Relationship between year-end balances of cash and cash equivalents and amounts stated in the consolidated balance sheets

|   | (Millions of yen) |             | (Thousands of U.S. dollars) |  |
|---|-------------------|-------------|-----------------------------|--|
|   | Fiscal 2017       | Fiscal 2018 | Fiscal 2018                 |  |
| Cash and deposits   | 80,280            | 117,189     | 1,091,450                   |  |
| Cash equivalents included in short-term investment securities | 28,419            | 12,631      | 117,640                     |  |
| Total   | 108,699           | 129,820     | 1,209,090                   |  |
| Term deposits longer than three months                        | (3,089)           | (3,251)     | (30,278)                    |  |
| Cash and cash equivalents                                     | 105,610           | 126,569     | 1,178,812                   |  |

### **FINANCIAL INSTRUMENTS**

### 1. Outline of financial instruments

### (1) Policy for financial instruments

Our Group raises funds necessary to conduct mainly the manufacturing and sales of pharmaceuticals through bank loans or issuance of bonds in light of the business plan. Temporary cash surpluses are invested in low risk financial assets. Derivatives are used within the scope of actual requirements and not for speculative purposes.

#### (2) Nature and extent of risks arising from financial instruments, and risk management for financial instruments

Although operating receivables such as notes and accounts receivable—trade are exposed to customer credit risk, this risk is managed through regular checks on the business and credit position of customers.

Short-term investment securities and investment securities, mainly consisting of stocks of corporations that the Company has business relationships with, are exposed to the risk of market price fluctuations. This risk is managed through periodic monitoring of market value and the financial status of the related issuers. With respect to stocks in companies that have a business relationship, the Company checks necessity for holding them, taking into account the business relationship.

Payment terms of operating payables, such as notes and accounts payable—trade, electronically recorded obligations operating, accounts payable—other, and income taxes payable are less than one year. Borrowings are mainly for funding required for corporate acquisitions and capital investment. Although operating payables and borrowings are exposed to liquidity risk, this risk is managed through methods such as preparing cash flow planning on a monthly basis.

Derivatives transactions are undertaken by the Finance Department after authorization by the Board of Directors or the General Manager of the Finance Department, depending on the importance of the transaction, and details are appropriately reported to the Board of Directors.

### 2. Market values of financial instruments

Carrying amount, market value and unrealized gain/loss of the financial instruments are as follows: Financial instruments whose market values are not readily determinable are excluded from the following table (See (Note 2)):

### Fiscal 2017 (February 28, 2017)

|   | (Millions of yen) |              |                           |  |  |
|---|-------------------|--------------|---------------------------|--|--|
|   | Carrying amount   | Market value | Unrealized gain<br>(loss) |  |  |
| (1) Cash and deposits   | 80,280            | 80,280       |                           |  |  |
| (2) Notes and accounts receivable—trade                         | 36,087            | 36,087       | _                         |  |  |
| (3) Short-term investment securities and investment securities: |                   |              |                           |  |  |
| (i) Available-for-sale securities                               | 76,472            | 76,472       | _                         |  |  |
| (ii) Stock of affiliated companies                              | 1,949             | 1,894        | (55)                      |  |  |
| (4) Long-term deposits  | 200               | 205          | 5                         |  |  |
| Total assets  | 194,990           | 194,940      | (49)                      |  |  |
| (1) Notes and accounts payable—trade                            | 8,005             | 8,005        |                           |  |  |
| (2) Electronically recorded obligations—operating               | 6,375             | 6,375        | _                         |  |  |
| (3) Short-term loans payable                                    | 1,490             | 1,490        | _                         |  |  |
| (4) Accounts payable—other                                      | 6,264             | 6,264        | _                         |  |  |
| (5) Income taxes payable  | 2,559             | 2,559        | _                         |  |  |
| (6) Long-term loans payable (*)                                 | 647               | 647          | _                         |  |  |
| Total liabilities   | 25,343            | 25,343       |                           |  |  |
| Derivative transactions   | _                 |              |                           |  |  |

(\*) Includes current portion of long-term loans payable.

### Fiscal 2018 (February 28, 2018)

|   | (Millions of yen) |              |                           | (Thousands of U.S. dollars) |              |                           |
|---|-------------------|--------------|---------------------------|-----------------------------|--------------|---------------------------|
|   | Carrying amount   | Market value | Unrealized gair<br>(loss) | n<br>Carrying amount        | Market value | Unrealized gain<br>(loss) |
| (1) Cash and deposits   | 117,189           | 117,189      |                           | 1,091,450                   | 1,091,450    |                           |
| (2) Notes and accounts receivable—<br>trade                     | 35,185            | 35,185       | _                         | 327,699                     | 327,699      | _                         |
| (3) Short-term investment securities and investment securities: | ł                 |              |                           |                             |              |                           |
| ( i ) Held-to-maturity bonds                                    | 5,028             | 5,025        | (2)                       | 46,829                      | 46,801       | (19)                      |
| (ii) Available-for-sale securities                              | 60,352            | 60,352       | _                         | 562,094                     | 562,094      | _                         |
| (iii) Stock of affiliated companies                             | 2,235             | 1,870        | (364)                     | 20,816                      | 17,416       | (3,390)                   |
| (4) Long-term deposits  | 210               | 220          | 9                         | 1,956                       | 2,049        | 84                        |
| Total assets  | 220,201           | 219,844      | (357)                     | 2,050,862                   | 2,047,537    | (3,325)                   |
| (1) Notes and accounts payable—trade                            | 7,709             | 7,709        | _                         | 71,798                      | 71,798       | _                         |
| (2) Electronically recorded obligations—<br>operating           | 6,202             | 6,202        | _                         | 57,763                      | 57,763       | _                         |
| (3) Short-term loans payable                                    | 1,390             | 1,390        | _                         | 12,946                      | 12,946       | _                         |
| (4) Accounts payable—other                                      | 7,278             | 7,278        | _                         | 67,784                      | 67,784       | _                         |
| (5) Income taxes payable  | 4,891             | 4,891        | _                         | 45,553                      | 45,553       | _                         |
| (6) Long-term loans payable (*)                                 | 576               | 576          | _                         | 5,365                       | 5,365        | _                         |
| Total liabilities   | 28,049            | 28,049       | _                         | 261,237                     | 261,237      | _                         |
| Derivative transactions   | _                 | _            |                           | _                           | _            | _                         |

(\*) Includes current portion of long-term loans payable.

Note 1: Calculation method of market values of financial instruments and securities

### Assets

(1) Cash and deposits and (2) Notes and accounts receivable-trade

These assets are recorded using book values because market values approximate book values because of their short-term maturities.

(3) Short-term investment securities and investment securities

The market values of these assets are based on the quoted market price on applicable stock exchanges or the prices obtained from financial institutions. MMFs are recorded using book values because market values approximate book values because of their short-term maturities.

(4) Long-term deposits

Long-term deposits are stated using the quoted prices obtained from financial institutions.

#### Liabilities

- (1) Notes and accounts payable-trade, (2) Electronically recorded obligations-operating, (3) Short-term loans payable,
- (4) Accounts payable—other, and (5) Income taxes payable These payables are recorded using book values because market values approximate book values because of their shortterm maturities.
- (6) Long-term loans payable (including current portion of long-term loans payable)

Long-term loans payable with floating interest rates are recorded using book values because market values approximate book values as these rates reflect market interest rates over the short-term.

Note 2: Carrying amounts of financial instruments whose market values are not readily determinable

|                            | (Millions         | (Millions of yen) |                   |  |
|----------------------------|-------------------|-------------------|-------------------|--|
| Category                   | February 28, 2017 | February 28, 2018 | February 28, 2018 |  |
| Unlisted equity securities | 4,334             | 4,312             | 40,160            |  |

These items are not included in "(3) Short-term investment securities and investment securities," because there is no market price, and it is very difficult to identify market values.

Note 3: Redemption schedule of monetary assets and securities with contractual maturities after the balance sheet date Fiscal 2017 (February 28, 2017)

|   |                     | (Millions                                      | s of yen)                                       |                        |
|---|---------------------|--|---|------------------------|
|   | Due within one year | Due after one<br>year but within<br>five years | Due after five<br>years but within<br>ten years | Due after<br>ten years |
| Cash and deposits   | 80,280              | _  |   | _                      |
| Notes and accounts receivable-trade                         | 36,087              | _  |   | _                      |
| Short-term investment securities and investment securities: |                     |  |   |                        |
| Available-for-sale securities with contractual maturities   | 4,348               | _  |   | _                      |
| Long-term deposits  | _                   | 200  |   | _                      |
| Total   | 120,716             | 200  |   | _                      |

### Fiscal 2018 (February 28, 2018)

|   |            | (Millions  | s of yen)                             |           | (Thousands of U.S. dollars) |            |           |           |
|---|------------|------------|---------------------------------------|-----------|-----------------------------|------------|-----------|-----------|
|   | Due within |            | Due after<br>five years<br>but within |           | Due within                  |            |           |           |
|   | one year   | five years | ten years                             | ten years | one year                    | tive years | ten years | ten years |
| Cash and deposits   | 117,189    | —          | —                                     | —         | 1,091,450                   | —          | —         | —         |
| Notes and accounts receivable—trade                         | 35,185     | —          | —                                     | —         | 327,699                     | _          | —         | _         |
| Short-term investment securities and investment securities: |            |            |                                       |           |                             |            |           |           |
| Held-to-maturity bonds                                      | 4,857      | 170        | _                                     | _         | 45,236                      | 1,583      | _         | _         |
| Long-term deposits  |            | 210        | _                                     | _         | _                           | 1,956      | _         | _         |
| Total   | 157,232    | 381        | _                                     | _         | 1,464,394                   | 3,548      | _         | _         |

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Note 4: Redemption schedule of short-term loans payable and long-term loans payable after the balance sheet date Fiscal 2017 (February 28, 2017)

|                         |                     | (Millions of yen)                           |  |                        |  |  |  |
|-------------------------|---------------------|---|--|------------------------|--|--|--|
|                         | Due within one year | Due after one year but<br>within five years | Due after five years but<br>within ten years | Due after<br>ten years |  |  |  |
| Long-term loans payable | 71                  | 285   | 290  | —                      |  |  |  |
| Total                   | 71                  | 285   | 290  | —                      |  |  |  |

### Fiscal 2018 (February 28, 2018)

|                         |    | (Millions of yen)      |     |   | (Thousands of U.S. dollars) |                        |       |   |
|-------------------------|----|------------------------|-----|---|-----------------------------|------------------------|-------|---|
|                         |    | one year<br>but within |     |   | Due within<br>one year      | one year<br>but within |       |   |
| Long-term loans payable | 71 | 285                    | 219 | _ | 661                         | 2,654                  | 2,040 | _ |
| Total                   | 71 | 285                    | 219 | _ | 661                         | 2,654                  | 2,040 | _ |

### **SECURITIES**

### 1. Held-to-maturity bonds

Fiscal 2017 (February 28, 2017)

Not applicable.

### Fiscal 2018 (February 28, 2018)

|  | (Millions of yen) |              |            | (Thousands of U.S. dollars) |              |            |
|--|-------------------|--------------|------------|-----------------------------|--------------|------------|
| Category                                 | Carrying amount   | Market value | Difference | Carrying amount             | Market value | Difference |
| Market value higher than carrying amount | 226               | 226          | 0          | 2,105                       | 2,105        | 0          |
| Market value lower than carrying amount  | 4,801             | 4,799        | (2)        | 44,715                      | 44,696       | (19)       |
| Total                                    | 5,028             | 5,025        | (2)        | 46,829                      | 46,801       | (19)       |

### 2. Available-for-sale securities

### Fiscal 2017 (February 28, 2017)

|   |                 | (Millions of yen) |            |
|---|-----------------|-------------------|------------|
| Category                                      | Carrying amount | Acquisition cost  | Difference |
| Carrying amount higher than acquisition cost: |                 |                   |            |
| (1) Stocks                                    | 42,902          | 23,096            | 19,805     |
| (2) Bonds                                     | _               | —                 | —          |
| (3) Other                                     |                 | _                 | _          |
| Subtotal                                      | 42,902          | 23,096            | 19,805     |
| Carrying amount lower than acquisition cost:  |                 |                   |            |
| (1) Stocks                                    | 802             | 838               | (35)       |
| (2) Bonds                                     | _               | _                 | _          |
| (3) Other                                     | 32,767          | 32,767            | _          |
| Subtotal                                      | 33,570          | 33,606            | (35)       |
| Total   | 76,472          | 56,702            | 19,769     |

### Fiscal 2018 (February 28, 2018)

|   | (N                               | lillions of yen) |            | (Thousands of U.S. dollars) |                  |            |  |
|---|----------------------------------|------------------|------------|-----------------------------|------------------|------------|--|
| Category                                      | Carrying amount Acquisition cost |                  | Difference | Carrying amount A           | Acquisition cost | Difference |  |
| Carrying amount higher than acquisition cost: |                                  |                  |            |                             |                  |            |  |
| (1) Stocks                                    | 50,142                           | 23,825           | 26,316     | 467,002                     | 221,896          | 245,096    |  |
| (2) Bonds                                     | _                                | _                | _          | _                           | _                | _          |  |
| (3) Other                                     | —                                | _                | _          | _                           | _                | _          |  |
| Subtotal                                      | 50,142                           | 23,825           | 26,316     | 467,002                     | 221,896          | 245,096    |  |
| Carrying amount lower than acquisition cost:  |                                  |                  |            |                             |                  |            |  |
| (1) Stocks                                    | 309                              | 316              | (7)        | 2,878                       | 2,943            | (65)       |  |
| (2) Bonds                                     | _                                | _                | _          | _                           | _                | _          |  |
| (3) Other                                     | 9,901                            | 9,901            | _          | 92,214                      | 92,214           | _          |  |
| Subtotal                                      | 10,210                           | 10,218           | (7)        | 95,092                      | 95,166           | (65)       |  |
| Total   | 60,352                           | 34,044           | 26,308     | 562,094                     | 317,072          | 245,022    |  |

### 3. Available-for-sale securities sold during the fiscal year

Fiscal 2017 (March 1, 2016–February 28, 2017)

|                    |       | (Millions of yen)       |                       |  |  |  |
|--------------------|-------|-------------------------|-----------------------|--|--|--|
| Category           | Sales | Total gains<br>on sales | Total losses on sales |  |  |  |
| Category<br>Stocks | 1     | 0                       | _                     |  |  |  |
| Bonds              | _     | —                       | —                     |  |  |  |
| Other              | —     | _                       | —                     |  |  |  |
| Total              | 1     | 0                       | —                     |  |  |  |

### Fiscal 2018 (March 1, 2017–February 28, 2018)

|          |       | (Millions of yen)    |                          |       | (Thousands of U.S. dollars) |                          |  |
|----------|-------|----------------------|--------------------------|-------|-----------------------------|--------------------------|--|
| Category | Sales | Total gains on sales | Total losses<br>on sales | Sales | Total gains on sales        | Total losses<br>on sales |  |
| Stocks   | 801   | 487                  | —                        | 7,460 | 4,536                       | _                        |  |
| Bonds    | _     | _                    | _                        | _     | _                           | _                        |  |
| Other    | _     | _                    | _                        | _     | _                           | _                        |  |
| Total    | 801   | 487                  |                          | 7,460 | 4,536                       | _                        |  |

### **RETIREMENT BENEFITS**

#### 1. Overview of retirement benefit plans

The Company and consolidated subsidiaries have adopted funded and unfunded defined benefit plans, in order to prepare for the payment of retirement benefits to employees.

### Corporate pension plan

The Company previously used the Hisamitsu Pharmaceutical Welfare Pension Plan to cover a portion of retirement benefits starting on July 1, 1995, but it switched to the Hisamitsu Pharmaceutical Corporate Pension Plan on July 1, 2005.

The Company previously used a qualified pension plan to augment its retirement benefit plans from March 1, 1966, but this plan was terminated on April 1, 2007 and integrated into the corporate pension plan.

#### Lump sum retirement allowance

The Company and domestic consolidated subsidiaries provide lump sum retirement allowances based on retirement benefit regulations. In some cases, employees may receive an additional retirement allowance upon retirement.

For lump sum retirement allowance system of some consolidated subsidiaries, net defined benefit liability and retirement benefits expenses are calculated using the simplified method.

### 2. Defined benefit plans

(1) Reconciliation of beginning and ending balances of retirement benefit obligations

|  | (Millions of yen) |             | (Thousands of U.S. dollars) |
|--|-------------------|-------------|-----------------------------|
|  | Fiscal 2017       | Fiscal 2018 | Fiscal 2018                 |
| Beginning balance of retirement benefit obligations: | 17,290            | 17,448      | 162,503                     |
| Service costs  | 966               | 907         | 8,447                       |
| Interest costs                                       | 68                | 68          | 633                         |
| Actuarial differences incurred                       | (366)             | (572)       | (5,327)                     |
| Payment of retirement benefits                       | (538)             | (435)       | (4,051)                     |
| Other  | 28                | (21)        | (196)                       |
| Ending balance of retirement benefit obligations     | 17,448            | 17,395      | 162,010                     |

#### (2) Reconciliation of beginning and ending balances of pension assets

|                                      | (Million    | (Millions of yen) |             |
|--------------------------------------|-------------|-------------------|-------------|
|                                      | Fiscal 2017 | Fiscal 2018       | Fiscal 2018 |
| Beginning balance of pension assets: | 12,074      | 12,704            | 118,320     |
| Expected return on plan assets       | 350         | 215               | 2,002       |
| Actuarial differences incurred       | 245         | 186               | 1,732       |
| Employer contributions               | 352         | 359               | 3,344       |
| Payment of retirement benefits       | (317)       | (278)             | (2,589)     |
| Ending balance of pension assets     | 12,704      | 13,188            | 122,828     |

(3) Reconciliation of ending balance of retirement benefit obligations and pension assets with net defined benefit liability and net defined benefit asset recorded in the consolidated balance sheets

|   | (Millions of yen) |             | (Thousands of U.S. dollars) |
|---|-------------------|-------------|-----------------------------|
|   | Fiscal 2017       | Fiscal 2018 | Fiscal 2018                 |
| Retirement benefit obligations for funded plans                     | 10,419            | 10,097      | 94,039                      |
| Pension assets  | (12,704)          | (13,188)    | (122,828)                   |
|   | (2,284)           | (3,090)     | (28,779)                    |
| Retirement benefit obligations for unfunded plans                   | 7,028             | 7,297       | 67,961                      |
| Net amount of liabilities and assets in consolidated balance sheets | 4,743             | 4,207       | 39,182                      |
| Net defined benefit liability                                       | 7,028             | 7,297       | 67,961                      |
| Net defined benefit asset   | (2,284)           | (3,090)     | (28,779)                    |
| Net amount of liabilities and assets in consolidated balance sheets | 4,743             | 4,207       | 39,182                      |

#### (4) Breakdown of retirement benefit expenses

|   | (Millions of yen) |             | (Thousands of U.S. dollars) |  |
|---|-------------------|-------------|-----------------------------|--|
|   | Fiscal 2017       | Fiscal 2018 | Fiscal 2018                 |  |
| Service costs   | 966               | 907         | 8,447                       |  |
| Interest costs  | 68                | 68          | 633                         |  |
| Expected return on plan assets                        | (350)             | (215)       | (2,002)                     |  |
| Amortization of actuarial differences                 | 645               | 379         | 3,530                       |  |
| Retirement benefit expenses for defined benefit plans | 1,329             | 1,138       | 10,599                      |  |

### (5) Remeasurements of defined benefit plans, net of tax

Items recorded in remeasurements of defined benefit plans (before related tax effects) are as follows:

|                       | (Millions of yen) |             | (Thousands of U.S. dollars) |
|-----------------------|-------------------|-------------|-----------------------------|
|                       | Fiscal 2017       | Fiscal 2018 | Fiscal 2018                 |
| Actuarial differences | 1,256             | 1,138       | 10,599                      |

#### (6) Remeasurements of defined benefit plans

Items recorded in remeasurements of defined benefit plans (before related tax effects) are as follows:

|                                    | (Millions of yen) |             | (Thousands of U.S. dollars) |
|------------------------------------|-------------------|-------------|-----------------------------|
|                                    | Fiscal 2017       | Fiscal 2018 | Fiscal 2018                 |
| Unrecognized actuarial differences | 1,577             | 439         | 4,089                       |

### (7) Pension assets

1) Breakdown by main items of pension assets

The proportions of main items to the total pension assets are as follows:

|                 | Fiscal 2017 | Fiscal 2018 |
|-----------------|-------------|-------------|
| Bonds           | 54%         | 54%         |
| Stocks          | 31%         | 27%         |
| General account | 10%         | 10%         |
| Other           | 5%          | 9%          |
| Total           | 100%        | 100%        |

### 2) Long-term expected rate of return on plan assets

Long-term expected rate of return on plan assets is determined considering the current and projected pension asset allocations and the current and future long-term return rates expected from various assets that compose pension assets.

#### (8) Basis for actuarial calculation

|  | Fiscal 2017 | Fiscal 2018 |
|--|-------------|-------------|
| Discount rate                                    | 0.4%        | 0.4%        |
| Long-term expected rate of return on plan assets | 2.9%        | 1.7%        |

### MATTERS RELATED TO STOCK OPTIONS, ETC

### 1. Expenses related to stock options and its items

|   | (Million:   | (Millions of yen) |             |
|---|-------------|-------------------|-------------|
|   | Fiscal 2017 | Fiscal 2018       | Fiscal 2018 |
| Expenses for stock option as compensation of selling, general and administrative expenses | 101         | 95                | 885         |

### 2. Description, scale and transition of stock options

(1) Description of stock options

|  | Hisamitsu Pharmaceutical                   | Hisamitsu Pharmaceutical                    | Hisamitsu Pharmaceutical                |
|--|--|---|---|
|  | Co., Inc.                                  | Co., Inc.                                   | Co., Inc.                               |
|  | The first subscription rights to<br>shares | The second subscription<br>rights to shares | The third subscription rights to shares |
| Resolution date                                    | July 10, 2015                              | July 8, 2016                                | July 7, 2017                            |
| Classification and number of persons to be granted | 10 directors of the Company                | 10 directors of the Company                 | 10 directors of the Company             |
| Class and number of shares                         | Common stock of 35,800 shares              | Common stock of 17,900 shares               | Common stock of 21,900 shares           |
| Date of grant                                      | July 27, 2015                              | July 25, 2016                               | July 25, 2017                           |
| Vesting conditions                                 | No vesting conditions are applied.         | No vesting conditions are applied.          | No vesting conditions are applied.      |
| Requisite service period                           | _  | _   | _                                       |
| Exercise period                                    | From July 28, 2015 to July 27, 2065        | From July 26, 2016 to July 25, 2066         | From July 26, 2017 to July 25, 2067     |
|  |  |   |   |

#### (2) Scale and transition of stock options

The following is applicable to the stock options prevalent in the fiscal year under review (FY2/18), whereby the number of stock options is converted into number of shares.

(i) Number of stock options

|                               |  |   | (Shares)  |
|-------------------------------|--|---|---|
|                               | Hisamitsu Pharmaceutical<br>Co., Inc.<br>The first subscription rights<br>shares | Hisamitsu Pharmaceutical<br>Co., Inc.<br>to The second subscription<br>rights to shares | Hisamitsu Pharmaceutical<br>Co., Inc.<br>The third subscription rights<br>to shares |
| Date of resolution            | July 10, 2015  | July 8, 2016  | July 7, 2017  |
| Prior to vesting:             |  |   |   |
| End of fiscal 2017            | _  | _   | _   |
| Granted                       | _  | _   | 21,900  |
| Expired                       | _  | _   | _   |
| Vested                        | _  | _   | 21,900  |
| Outstanding prior to vesting  | _  | _   | —   |
| Post-vesting:                 |  |   |   |
| End of fiscal 2017            | 35,800   | 17,900  | _   |
| Vested                        | _  | _   | 21,900  |
| Exercised                     | _  | _   | _   |
| Expired                       | _  | _   | _   |
| Outstanding prior to exercise | 35,800   | 17,900  | 21,900  |

(Shares)

#### (ii) Unit price information

|  |  |  | (Yen)                                   |
|--|--|--|---|
|  | Hisamitsu Pharmaceutical                   | Hisamitsu Pharmaceutical                 | Hisamitsu Pharmaceutical                |
|  | Co., Inc.                                  | Co., Inc.                                | Co., Inc.                               |
|  | The first subscription rights to<br>shares | The second subscription rights to shares | The third subscription rights to shares |
| Date of resolution                             | July 10, 2015                              | July 8, 2016                             | July 7, 2017                            |
| Exercise price                                 | 1  | 1  | 1                                       |
| Average share price at the time of exercise    | _  | _  | —                                       |
| Fair valuation unit price as at the grant date | 3,796                                      | 5,032                                    | 4,463                                   |

# 3. Method for estimating fair valuation unit price of the stock options granted during the fiscal year under review

- (1) Valuation method used: Black-Scholes model
- (2) Main base number and the method for the estimation thereof

| Share price volatility (Note 1)    | 27.662%         |
|------------------------------------|-----------------|
| Expected remaining period (Note 2) | 10 years        |
| Expected dividends (Notes 3)       | ¥81.5 per share |
| Risk-free interest rate (Note 4)   | 0.065%          |

Notes: 1. Calculated based on the actual share price over a ten-year period (from July 2007 to July 2017).

2.Period from the grant date up to the estimated average timing of exercise.

3.Based on the actual dividend paid for FY2/17.

4. Japanese government bond yields corresponding to the expected remaining period.

### TAX EFFECT ACCOUNTING

### 1. Main reasons for deferred tax assets and deferred tax liabilities

|   | (Millions of yen) |             | (Thousands of U.S. dollars) |  |
|---|-------------------|-------------|-----------------------------|--|
| -   | Fiscal 2017       | Fiscal 2018 | Fiscal 2018                 |  |
| Deferred tax assets:  |                   |             |                             |  |
| Net defined benefit liability   | 1,901             | 2,066       | 19,242                      |  |
| Provision for directors' retirement benefits (long-term accounts payable) | 398               | 398         | 3,707                       |  |
| Accrued enterprise tax  | 178               | 281         | 2,617                       |  |
| Allowance for doubtful accounts   | 156               | 128         | 1,192                       |  |
| Inventories   | 233               | 100         | 931                         |  |
| Excess depreciation   | 625               | 744         | 6,929                       |  |
| Intangible assets   | 170               | 51          | 475                         |  |
| Valuation losses on memberships   | 186               | 186         | 1,732                       |  |
| Loss on valuation of investment securities                                | 784               | 780         | 7,265                       |  |
| Provision for bonuses   | 547               | 449         | 4,182                       |  |
| Outsourced research and development                                       | 1,263             | 2,377       | 22,138                      |  |
| Other   | 4,903             | 4,243       | 39,518                      |  |
| Sub-total deferred tax assets   | 11,349            | 11,808      | 109,975                     |  |
| Valuation allowance   | (2,737)           | (3,214)     | (29,934)                    |  |
| Total deferred tax assets   | 8,611             | 8,594       | 80,041                      |  |
| Deferred tax liabilities:   |                   |             |                             |  |
| Net defined benefit asset   | (966)             | (929)       | (8,652)                     |  |
| Valuation difference on available-for-sale securities                     | (5,513)           | (7,598)     | (70,765)                    |  |
| Other   | (2,570)           | (2,026)     | (18,869)                    |  |
| Total deferred tax liabilities  | (9,050)           | (10,554)    | (98,296)                    |  |
| Net deferred tax assets   | (438)             | (1,960)     | (18,255)                    |  |

Note: The net value of deferred tax assets are included in the following consolidated balance sheet categories:

|   | (Millions of yen) |             | (Thousands of U.S. dollars |  |
|---|-------------------|-------------|----------------------------|--|
|   | Fiscal 2017       | Fiscal 2018 | Fiscal 2018                |  |
| Current assets: deferred tax assets               | 2,960             | 3,840       | 35,764                     |  |
| Non-current assets: deferred tax assets           | 512               | 353         | 3,288                      |  |
| Non-current liabilities: deferred tax liabilities | (3,911)           | (6,153)     | (57,307)                   |  |

2. Breakdown by main items that caused major differences in statutory tax rate and income tax rate after application of tax effect accounting

Because the difference in the statutory tax rate and the income tax after the application of tax effect accounting is less than five percent of the statutory tax rate, notes for Fiscal 2017 and Fiscal 2018 are omitted.

# 3. Revisions to the amount of deferred tax assets and deferred tax liabilities due to changes in the rate of income taxes

In the US, on December 22, 2017, the tax reform bill to reduce the federal corporate income tax rate from 35% to 21% from January 1, 2018 was passed. In conjunction with this, the deferred tax assets and liabilities of U.S. subsidiaries for fiscal 2018 have been calculated using the statutory effective tax rates based on the tax rates after the reform.

As a result, deferred tax assets (after the deduction of deferred tax liabilities) decreased ¥389 million and income taxes - deferred increased ¥386 million.

### **INVESTMENT AND RENTAL PROPERTY**

Because the total amount of investment and rental property is not material, this item is not stated.

### **SEGMENT INFORMATION**

#### 1. Outline of reportable segments

The Company engages in business activities primarily in research and development, manufacturing, purchase, and sales of pharmaceuticals, where "Pharmaceuticals" is the concerned reportable segment. "Pharmaceuticals" is conducting business related to ethical and OTC pharmaceuticals both in Japan and overseas.

### 2. Method to calculate the amounts of net sales, profit or loss, assets, liabilities and other items by reportable segment

Because the reportable segment of the Company is "Pharmaceuticals" only, this item is not stated.

3. Information regarding the amounts of net sales, profit or loss, assets, liabilities and other items by reportable segment

Because the reportable segment of the Company is "Pharmaceuticals" only, this item is not stated.

4. Difference between the aggregate of all reportable segments and the consolidated financial statements amount, and the details of such difference (items concerning the adjustment of difference)

Because the reportable segment of the Company is "Pharmaceuticals" only, this item is not stated.

### **RELATED INFORMATION**

#### Fiscal 2017 (March 1, 2016 – February 28, 2017)

### 1. Information by product/service segment

This information is omitted, as net sales to external customers in single product/service segment accounts for more than 90% of net sales in the consolidated statements of income.

### 2. Information by geographic segment

### (1) Net sales

|         | (Millions of                    | of yen) |         |  |  |
|---------|---------------------------------|---------|---------|--|--|
| Japan   | Japan North America Other Total |         |         |  |  |
| 104,957 | 27,790                          | 13,177  | 145,925 |  |  |

Note: Net sales are segmented into countries or territories according to the location of the customer.

### (2) Property, plant and equipment

|                                 | (Millions of yen) |       |        |  |  |
|---------------------------------|-------------------|-------|--------|--|--|
| Japan North America Other Total |                   |       |        |  |  |
| 33,153                          | 6,643             | 3,234 | 43,031 |  |  |

#### 3. Information by significant customer

|                              | (Millions of yen) |                 |
|------------------------------|-------------------|-----------------|
| Name of customers            | Net sales         | Related segment |
| MEDIPAL HOLDINGS CORPORATION | 22,416            | Pharmaceuticals |
| Alfresa Holdings Corporation | 22,072            | Pharmaceuticals |

#### Fiscal 2018 (March 1, 2017 – February 28, 2018)

### 1. Information by product/service segment

This information is omitted, as net sales to external customers in single product/service segment accounts for more than 90% of net sales in the consolidated statements of income.

#### 2. Information by geographic segment

### (1) Net sales

|         | (Millions of yen)               |        |         |  |  |
|---------|---------------------------------|--------|---------|--|--|
| Japan   | Japan North America Other Total |        |         |  |  |
| 103,764 | 27,877                          | 16,229 | 147,870 |  |  |

| (Thousands of U.S. dollars)       |  |  |  |  |
|-----------------------------------|--|--|--|--|
| Japan North America Other Total   |  |  |  |  |
| 966,415 259,635 151,150 1,377,200 |  |  |  |  |

Note: Net sales are segmented into countries or territories according to the location of the customer.

### (2) Property, plant and equipment

|         | (Millions of              | of yen)       |         |  |  |  |  |
|---------|---------------------------|---------------|---------|--|--|--|--|
| Japan   | North America             | Other         | Total   |  |  |  |  |
| 30,596  | 30,596 6,670 2,798 40,064 |               |         |  |  |  |  |
|         |                           |               |         |  |  |  |  |
|         | (Thousands of             | U.S. dollars) |         |  |  |  |  |
| Japan   | North America             | Other         | Total   |  |  |  |  |
| 284,959 | 62,122                    | 26,059        | 373,140 |  |  |  |  |

### 3. Information by significant customer

|                              | (Millions of yen) |                 |
|------------------------------|-------------------|-----------------|
| Name of customers            | Net sales         | Related segment |
| Alfresa Holdings Corporation | 22,003            | Pharmaceuticals |
| MEDIPAL HOLDINGS CORPORATION | 21,944            | Pharmaceuticals |

|                              | (Thousands of U.S. dollars) |                 |
|------------------------------|-----------------------------|-----------------|
| Name of customers            | Net sales                   | Related segment |
| Alfresa Holdings Corporation | 204,927                     | Pharmaceuticals |
| MEDIPAL HOLDINGS CORPORATION | 204,377                     | Pharmaceuticals |

#### Information on the impairment loss of non-current assets by reportable segment

Because the reportable segment of the Company is "Pharmaceuticals" only, this item is not stated.

#### Information on the amortization of goodwill and unamortized balance by reportable segment

Because the reportable segment of the Company is "Pharmaceuticals" only, this item is not stated.

### Information on the gain on negative goodwill by reportable segment

Because the reportable segment of the Company is "Pharmaceuticals" only, this item is not stated.

### **RELATED PARTY INFORMATION**

Fiscal 2017 (March 1, 2016–February 28, 2017)

### Transactions with related parties

| Туре  | Name of company, etc. | Location | Capital or investment<br>(Millions of yen) | Business activities or<br>occupation  | Holding (held) of voting rights, etc. (%) |
|---|-----------------------|----------|--|---|---|
| Executive and<br>their close family<br>member | NAKATOMI Hirotaka     | _        | _  | Chairman & CEO of the<br>Company<br>Chairman of the<br>Nakatomi Memorial<br>Foundation, an<br>incorporated foundation | _   |
|   |                       |          |  |   |   |

| Relationship with related party                     | Description of transaction   | Amount of transaction<br>(Millions of yen) | Item | Balance at end of the fiscal<br>year<br>(Millions of yen) |
|---|--|--|------|---|
| Concurrently served as the chairman of a foundation | Disposal of treasury<br>shares through third-party<br>allotment (Note) | 1  | _    | _   |

Note: Disposal of treasury shares through third-party allotment was performed in order to generate funds for the social contribution activities of the Nakatomi Memorial Foundation, an incorporated foundation, with the dividend of the Company (¥1 million for 1 million shares). As the issuance amount of ¥1 per share corresponds to advantageous placement, the issuance was performed with the approval at the Company's 114th annual general meeting of shareholders held on May 26, 2016.

### Fiscal 2018 (March 1, 2017–February 28, 2018)

Because the item is not material, this item is not stated.

### PER SHARE INFORMATION

|                          | (Y          | (Yen)       |             |
|--------------------------|-------------|-------------|-------------|
|                          | Fiscal 2017 | Fiscal 2018 | Fiscal 2018 |
| Net assets per share     | 2,724.00    | 2,912.83    | 27.13       |
| Profit per share         | 241.27      | 228.52      | 2.13        |
| Diluted profit per share | 241.15      | 228.35      | 2.13        |

Notes: 1. The basis for the calculation of profit per share and diluted profit per share is as follows.

|  | (Millions of yen) |             | (Thousands of U.S. dollars) |
|--|-------------------|-------------|-----------------------------|
| -  | Fiscal 2017       | Fiscal 2018 | Fiscal 2018                 |
| Profit per share:  |                   |             |                             |
| Profit attributable to owners of parent  | 20,395            | 19,119      | 178,066                     |
| Amount not attributable to common shareholders   | _                 | _           | _                           |
| Profit attributable to owners of parent attributable to common stock   | 20,395            | 19,119      | 178,066                     |
| Average common stock during year (Thousands of shares)   | 84,532            | 83,665      | _                           |
| Diluted profit per share:  |                   |             |                             |
| Adjusted profit attributable to owners of parent   | _                 | _           | _                           |
| Increase in common stock (Thousands of shares)   | 44                | 64          | _                           |
| (Subscription rights to shares (Thousands of shares))  | (44)              | (64)        | _                           |
| Outline of residual securities that were not included in calculating diluted profit per share as they had no dilutive effect |                   | _           | _                           |

### 2. The basis for the calculation of net assets per share is as follows.

|  | (Millions of yen) |             | (Thousands of U.S. dollars) |  |
|--|-------------------|-------------|-----------------------------|--|
| —  | Fiscal 2017       | Fiscal 2018 | Fiscal 2018                 |  |
| Total net assets   | 229,205           | 245,227     | 2,283,943                   |  |
| Amount deducted from total net assets:   | 1,301             | 1,526       | 14,213                      |  |
| (Subscription rights to shares)  | (203)             | (299)       | (2,785)                     |  |
| (Non-controlling interests)  | (1,097)           | (1,227)     | (11,428)                    |  |
| Net assets attributable to common stock as at the end of the fiscal year                                     | 227,904           | 243,700     | 2,269,722                   |  |
| Common stock used in calculating net assets per share as at the end of the fiscal year (Thousands of shares) | 83,665            | 83,664      | _                           |  |

### SIGNIFICANT SUBSEQUENT EVENTS

Not applicable.

### Supplementary Schedule

### Supplementary schedule of bonds payable

Not applicable.

### Supplementary schedule of loans payable

|   | (Millions                                  | s of yen)                            | (Thousands o                               | f U.S. dollars)                      | (%)                   |                                 |
|---|--|--------------------------------------|--|--------------------------------------|-----------------------|---------------------------------|
| Category  | Balance at the beginning<br>of Fiscal 2018 | Balance at the end<br>of Fiscal 2018 | Balance at the beginning<br>of Fiscal 2018 | Balance at the end<br>of Fiscal 2018 | Average interest rate | Due date                        |
| Short-term loans                                | 1,490                                      | 1,390                                | 13,877                                     | 12,946                               | 0.38                  | —                               |
| Current portion of long-term loans              | 71   | 71                                   | 661  | 661                                  | 0.64                  | _                               |
| Current portion of long-term lease obligation   | 22   | 29                                   | 205  | 270                                  | _                     | _                               |
| Long-term loans<br>(excluding current portion)  | 576  | 504                                  | 5,365                                      | 4,694                                | 0.64                  | March 2019 to<br>March 2026     |
| Lease obligation<br>(excluding current portion) | 32   | 64                                   | 298  | 596                                  | _                     | March 2019 to<br>September 2022 |
| Other interest-bearing liabilities              | _  | —                                    | _  | —                                    | _                     | _                               |
| Total   | 2,192                                      | 2,061                                | 20,415                                     | 19,195                               | _                     | _                               |

Notes: 1. Average interest rate is the weighted average interest rate for the year-end balances of loans, etc.

2. The average interest rate on lease obligations is not listed, mainly because lease obligations are stated in the consolidated balance sheet mainly as a total before deduction of the equivalent of interest contained in the total lease payment.

3. Long-term loans and lease obligations (both excluding current portion) within five years after the consolidated balance sheet date are as follows:

|                   | (Millions of yen)                       |  |  |   |  |
|-------------------|---|--|--|---|--|
| Category          | Due after one year but within two years | Due after two years but within three years | Due after three years<br>but within four years | Due after four years<br>but within five years |  |
| Long-term loans   | 65                                      | 71   | 77   | 71  |  |
| Lease obligations | 21                                      | 20   | 19   | 2   |  |

|                   | (Thousands of U.S. dollars)             |  |  |   |  |
|-------------------|---|--|--|---|--|
| Category          | Due after one year but within two years | Due after two years but within three years | Due after three years<br>but within four years | Due after four years<br>but within five years |  |
| Long-term loans   | 605                                     | 661  | 717  | 661   |  |
| Lease obligations | 196                                     | 186  | 177  | 19  |  |

### Supplementary schedule of asset retirement obligations

Not applicable.

### Other

Quarterly consolidated financial information for Fiscal 2018

|   | (Millions of yen)                  |                                     |                                     |             |
|---|------------------------------------|-------------------------------------|-------------------------------------|-------------|
| (Cumulative)                            | Three months ended<br>May 31, 2017 | Six months ended<br>August 31, 2017 | Nine months ended November 30, 2017 | Fiscal 2018 |
| Net sales                               | 36,081                             | 73,463                              | 109,553                             | 147,870     |
| Profit before income taxes              | 5,428                              | 13,354                              | 22,524                              | 27,694      |
| Profit attributable to owners of parent | 3,674                              | 9,386                               | 15,840                              | 19,119      |
| Profit per share (yen)                  | 43.92                              | 112.19                              | 189.33                              | 228.52      |

|   | (Thousands of U.S. dollars)        |                                     |                                     |             |
|---|------------------------------------|-------------------------------------|-------------------------------------|-------------|
| (Cumulative)                            | Three months ended<br>May 31, 2017 | Six months ended<br>August 31, 2017 | Nine months ended November 30, 2017 | Fiscal 2018 |
| Net sales                               | 336,044                            | 684,204                             | 1,020,332                           | 1,377,200   |
| Profit before income taxes              | 50,554                             | 124,374                             | 209,779                             | 257,931     |
| Profit attributable to owners of parent | 34,218                             | 87,417                              | 147,527                             | 178,066     |
| Profit per share (U.S. dollars)         | 0.41                               | 1.04                                | 1.76                                | 2.13        |

|                  |               | (Ye            | en)           |                |
|------------------|---------------|----------------|---------------|----------------|
| (Quarterly)      | First quarter | Second quarter | Third quarter | Fourth quarter |
| Profit per share | 43.92         | 68.27          | 77.14         | 39.20          |

|                  | (U.S. dollars) |                |               |                |  |
|------------------|----------------|----------------|---------------|----------------|--|
| (Quarterly)      | First quarter  | Second quarter | Third quarter | Fourth quarter |  |
| Profit per share | 0.41           | 0.64           | 0.72          | 0.37           |  |

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### **Stock Information**

### (1) Total number of shares

### 1) Total number of shares

| Type of shares | Total authorized shares (Shares) |
|----------------|----------------------------------|
| Common stock   | 380,000,000                      |
| Total          | 380,000,000                      |

### 2) Shares issued

|                |   |   |   | (Shares)  |
|----------------|---|---|---|---|
| Type of shares | Shares issued at year end<br>Fiscal 2018<br>(February 28, 2018) | Shares issued on<br>filing date<br>(May 25, 2018) | Names of listing stock<br>exchanges or registered<br>securities dealers<br>associations                       | Details   |
| Common stock   | 95,164,895  | 95,164,895  | Tokyo Stock Exchange<br>(First Section)<br>Nagoya Stock Exchange<br>(First Section)<br>Fukuoka Stock Exchange | All voting shares, standard<br>shares with unlimited rights<br>(Voting units: 100 shares) |
| Total          | 95,164,895  | 95,164,895  | _   | _   |

#### (2) Status of share subscription rights to shares

Subscription rights to shares issued pursuant to the Companies Act, are as follows.

### The first subscription rights to shares (resolved on July 10, 2015, issued on July 27, 2015)

|   | As of the end of the fiscal year under review (February 28, 2018)  | As at the end of the month preceding the filing date<br>(April 30, 2018) |
|---|--|--|
| Number of subscription rights to shares (Units)   | 358 (Note 1)   | Same as left   |
| Of the above, number of treasury subscription rights to shares  | _  | _  |
| Class of shares to be issued upon exercise of subscription rights to shares   | Common stock   | Same as left   |
| Number of shares to be issued upon exercise of subscription rights to shares (Shares)   | 35,800 (Notes 1, 2)  | Same as left   |
| Cash payment upon exercise of subscription rights to shares (yen)   | 1  | Same as left   |
| Exercise period of subscription rights to shares  | July 28, 2015 to July 27, 2065   | Same as left   |
| Price of the shares to be issued upon exercise<br>of subscription rights to shares, and the amount<br>to be incorporated into capital stock (yen) | Price of shares issued: 3,797<br>Amount to be incorporated into<br>capital stock: 1,899 (Note 3)   | Same as left   |
| Conditions for the exercise of subscription rights to shares  | (Note 4)   | Same as left   |
| Matters concerning the transfer of subscription rights to shares  | Acquisition of subscription rights to shares<br>by transfer shall be subject to the approval<br>based on the resolution of the board of<br>directors of the Company. | Same as left   |
| Matters concerning substitute payment   | —  | _  |
| Matters concerning the issuance of subscription rights to shares associated with organizational restructuring                                     | (Note 5)   | Same as left   |
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Notes: 1. Class and number of allottees of subscription rights to shares, as well as number of subscription rights to shares to be allotted are as follows:

Directors of the Company (excluding outside directors): 10 persons; 358 subscription rights to shares Number of shares to be issued upon exercise of each subscription right to shares (hereinafter "number of shares to be granted") shall be 100.

2. In the event the Company conducts a stock split of the shares of its common stock (including a gratis allotment of its common stocks; hereinafter the same in every reference to stock splits), on and after the date on which subscription rights to shares are allotted (hereinafter the "allotment date"), or a reverse stock split, the number of shares granted shall be adjusted according to the following formula, and fractions less than one share resulting from the calculation shall be rounded down.

Number of shares granted after adjustment = Number of shares granted before adjustment × Ratio of stock splits or reverse stock splits

Number of shares granted after adjustment shall, in the case of a stock split, be applicable on and after the day following the record date thereof (if a record date is not established, effective date thereof), while in the case of a reverse stock split, effective date thereof. However, in the case where a stock split is conducted subject to the approval at the general meeting of shareholders, of a proposal to increase capital stock or additional paid-in-capital by reducing surplus, if a date prior to the conclusion of such general meeting of shareholders is set as the record date for the stock split, number of shares granted after adjustment shall, for the period on and after the day following the conclusion of such general meeting of shareholders, become applicable retroactively on such record date.

Subsequent to the allotment date, in the event of a need for an adjustment to the number of shares granted in association with a merger or company split of the Company or otherwise, the Company may make an adjustment to the number of shares granted as appropriate, within a reasonable extent.

In the event of an adjustment to the number of shares granted, within the period up to the day before the date on which the number of shares granted after adjustment becomes applicable, the Company shall notify each holder of subscription rights to shares registered in the original register of subscription rights to shares (hereinafter the "holder of subscription rights to shares"), of the matters required to be communicated thereto, via personal or public notice. However, if such personal or public notice cannot be delivered in the aforementioned period, it shall be delivered as soon as possible.

- 3. (1) The amount of an increase in capital associated with the issuance of shares as a result of the exercise of subscription rights to shares, shall be half of the maximum amount of an increase in capital stock calculated in accordance with Article 17-1 of the Company Accounting Ordinance, where any fraction less than ¥1 resulting therefrom shall be rounded up.
  - (2) The amount of an increase in additional paid-in capital associated with the issuance of shares as a result of the exercise of subscription rights to shares, shall be calculated by subtracting the amount of an increase in capital stock described in (1) above, from the maximum amount of an increase in capital stock, etc., also described in (1) above.
- 4. (1) A holder of subscription rights to shares shall, on or after the day following the date of loss of his/her position as a director, be entitled to exercise the subscription rights to shares allotted to him/her based on such loss.
  - (2) In the event of death of a holder of subscription rights to shares, only if all of the subscription rights to shares held by such holder are succeeded by one person who is his spouse, child, parents or sibling among all his heirs (hereinafter such heir who succeed the subscription rights to shares shall be called the "successor"), the successor shall be entitled to exercise subscription rights to shares. However, conditions and procedures for the exercise, etc., shall be based on the agreement on the allotment of subscription rights to shares, as concluded between the Company and the holder of subscription rights to shares subject to the resolution of the board of directors of the Company.

- (3) Once having abandoned subscription rights to shares, a holder of subscription rights to shares shall not be entitled to exercise such subscription rights to shares.
- (4) A holder of subscription rights to shares must exercise the whole of the subscription rights to shares allotted to him/her at once (subscription rights to shares remaining after the partial abandonment, if such partial abandonment is conducted).
- 5. In the event the Company engages in a merger (referring only to the merger in which the Company is an absorbed company), absorption-type or incorporation-type company split (referring only to the company split in which the Company is a split company), or share exchange or share transfer (referring only to the share exchange or share transfer in which the Company becomes a wholly-owned subsidiary) (hereinafter collectively an "organizational restructuring"), the Company shall issue subscription rights to shares in the stock company listed in (a) to (e) of Article 236-1, Item 8 of the Companies Act (hereinafter the "restructured company") in the respective type of the aforementioned organizational restructuring, to the holder of subscription rights to shares who holds the subscription rights to shares remaining immediately prior to the effective date of such organizational restructuring (hereinafter the "residual subscription rights to shares") the Company engages in (effective date of the absorptiontype merger in the case of an absorption-type merger; date of establishment of the new stock company created as a result of the incorporation-type merger in the case of an incorporation-type merger; effective date of the absorption-type company split, in the case of an absorption-type company split; date of establishment of the new stock company created as a result of the incorporation-type company split in the case of an incorporation-type company split, effective date of the share exchange in the case of an share exchange; the date of establishment of the wholly-owned parent created as a result of the share transfer, in the case of the share transfer; hereinafter the same shall apply). However, the aforementioned issuance shall be subject to the creation of provisions to the effect that the subscription rights to shares in the restructured company be issued in accordance with the items as follows in the absorption-type merger agreement, incorporation-type merger agreement, absorption-type company split agreement, incorporation-type company split plan, share exchange agreement or share transfer plan.
  - (1) Number of the subscription rights to shares in the restructured company to be issued Subscription rights in the restructured company shall be issued to each holder of subscription rights to shares, in the same number as the number of residual subscription rights to shares held by each such holder.
  - (2) Type of shares in the restructured company to be issued upon exercise of subscription rights to shares Common stock of the restructured company.
  - (3) Number of shares in the restructured company to be issued upon exercise of subscription rights to shares It shall be determined in the same manner as described in 1. and 2. above, in consideration of the conditions for the organizational restructuring.
  - (4) The value of asset to be contributed at the time of the exercise of subscription rights to shares The value of asset to be contributed at the time of the exercise of each subscription right to shares to be issued, shall be the amount calculated by multiplying the post-restructuring exercise price as determined as follows, by the number of shares in the restructured company to be issued upon exercise of the subscription rights to shares as determined in (3) above. The post-restructuring exercise price shall be ¥1 for each share in the restructured company, which can be granted upon exercise of each subscription right to shares issued.
  - (5) Period during which the subscription rights to shares can be exercised It shall be the period beginning on the inception date of the period prescribed in the aforementioned "Exercise period of subscription rights to shares," or the effective date of the organizational restructuring, whichever later, ending on the expiry date of the period prescribed in the aforementioned "Exercise period of subscription rights to shares."
  - (6) Matters concerning capital stock and additional paid-in capital, in the case of issuance of shares upon exercise of subscription rights to shares

It shall be decided in the same manner as described in 3. above.

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(7) Restriction on the acquisition of subscription rights to shares by transfer

Acquisition of subscription rights to shares by transfer shall require the approval based on the resolution of the board of directors of the restructured company ("general meeting of shareholders" if the restructured company is not a company with board of directors).

(8) Terms of acquisition of subscription rights to shares
It shall be decided in the way described as follows.
Upon the approval at general meeting of shareholders of the Company on the proposals (i), (ii), (iii), (iv) and (v) as follows (or upon the resolution of the board of directors of the Company, if resolution of the general meeting of shareholders is not required), the Company shall be entitled to acquire the subscription rights to shares without compensation on the date as separately specified by the board of directors of the Company.

- (i) Proposal for the approval of the merger agreement in which the Company becomes the absorbed company
- Proposal for the approval of the company split agreement in which the Company becomes the split company, or on the plan for such company split
- (iii) Proposal for the approval of the share exchange agreement or plan for the share transfer, in which the Company becomes a wholly-owned subsidiary
- (iv) Proposal for the approval of the amendment to the Company's articles of incorporation to create new provisions to the effect that that acquisition of all of the shares issued by the Company by transfer, shall require the approval of the Company.
- (v) Proposal for the approval of the amendment to the Company's articles of incorporation to create provisions to the effect that that acquisition of the type of shares to be delivered upon exercise of subscription rights to shares by means of transfer, shall require the approval of the Company, or the provisions that govern the acquisition of all shares of such type based on the resolution of general meeting of shareholders of the Company.
- (9) Other conditions for the exercise of subscription rights to shares

It shall be decided in the same manner as described in 4. above.

### The second subscription rights to shares (resolved on July 8, 2016, issued on July 25, 2016)

|   | As of the end of the fiscal year under review (February 28, 2018)  | As at the end of the month preceding the filing date<br>(April 30, 2018) |
|---|--|--|
| Number of subscription rights to shares (Units)   | 179 (Note 1)   | Same as left   |
| Of the above, number of treasury subscription rights to shares  | _  | _  |
| Class of shares to be issued upon exercise of subscription rights to shares   | Common stock   | Same as left   |
| Number of shares to be issued upon exercise of subscription rights to shares (Units)  | 17,900 (Notes 1, 2)  | Same as left   |
| Cash payment upon exercise of subscription rights to shares (yen)   | 1  | Same as left   |
| Exercise period of subscription rights to shares  | July 26, 2016 to July 25, 2066   | Same as left   |
| Price of the shares to be issued upon exercise<br>of subscription rights to shares, and the amount<br>to be incorporated into capital stock (yen) | Price of shares issued: 5,033<br>Amount to be incorporated into<br>capital stock: 2,517 (Note 3)   | Same as left   |
| Conditions for the exercise of subscription rights to shares  | (Note 4)   | Same as left   |
| Matters concerning the transfer of subscription rights to shares  | Acquisition of subscription rights to shares<br>by transfer shall be subject to the approval<br>based on the resolution of the board of<br>directors of the Company. | Same as left   |
| Matters concerning substitute payment   |  | _  |
| Matters concerning the issuance of subscription rights to shares associated with organizational restructuring                                     | (Note 5)   | Same as left   |

Notes: 1. Class and number of allottees of subscription rights to shares, as well as number of subscription rights to shares to be allotted are as follows:

Directors of the Company (excluding outside directors): 10 persons; 179 subscription rights to shares

Number of shares to be issued upon exercise of each subscription right to shares (hereinafter "number of shares to be granted") shall be 100.

2. Notes 2 through 5 are the same as the corresponding notes in the first subscription rights to shares.

### The third subscription rights to shares (resolved on July 7, 2017, issued on July 25, 2017)

|   | As of the end of the fiscal year under review (February 28, 2018)  | As at the end of the month preceding the filing date<br>(April 30, 2018) |
|---|--|--|
| Number of subscription rights to shares (Units)   | 219 (Note 1)   | Same as left   |
| Of the above, number of treasury subscription rights to shares  | _  | _  |
| Class of shares to be issued upon exercise of subscription rights to shares   | Common stock   | Same as left   |
| Number of shares to be issued upon exercise of subscription rights to shares (Units)  | 21,900 (Notes 1, 2)  | Same as left   |
| Cash payment upon exercise of subscription rights to shares (yen)   | 1  | Same as left   |
| Exercise period of subscription rights to shares  | July 26, 2017 to July 25, 2067   | Same as left   |
| Price of the shares to be issued upon exercise<br>of subscription rights to shares, and the amount<br>to be incorporated into capital stock (yen) | Price of shares issued: 4,464<br>Amount to be incorporated into<br>capital stock: 2,232 (Note 3)   | Same as left   |
| Conditions for the exercise of subscription rights to shares  | (Note 4)   | Same as left   |
| Matters concerning the transfer of subscription rights to shares  | Acquisition of subscription rights to shares<br>by transfer shall be subject to the approval<br>based on the resolution of the board of<br>directors of the Company. | Same as left   |
| Matters concerning substitute payment   | _  | _  |
| Matters concerning the issuance of subscription rights to shares associated with organizational restructuring                                     | (Note 5)   | Same as left   |

Notes: 1. Class and number of allottees of subscription rights to shares, as well as number of subscription rights to shares to be allotted are as follows:

Directors of the Company (excluding outside directors): 10 persons; 219 subscription rights to shares

Number of shares to be issued upon exercise of each subscription right to shares (hereinafter "number of shares to be granted") shall be 100.

2. Notes 2 through 5 are the same as the corresponding notes in the first subscription rights to shares.

### (3) Execution of warrant bonds, etc. with clause allowing change in exercise price

Not applicable.

#### (4) Details of rights plans

Not applicable.

### (5) Changes in shares issued, capital stock, and other items

|                     | (Sha                       | res)          |                         | (Millions of yen) |   |                            |  |
|---------------------|----------------------------|---------------|-------------------------|-------------------|---|----------------------------|--|
| Date                | Change in shares<br>issued | Shares issued | Change in capital stock | Capital stock     | Change in additional<br>paid-in capital | Additional paid-in capital |  |
| July 5, 2002 (Note) | —                          | 95,164,895    | —                       | 8,473             | (6,123)                                 | 2,118                      |  |

|                     | (Sha                       | res)          | (Thousands of U.S. dollars) |               |   |                            |  |
|---------------------|----------------------------|---------------|-----------------------------|---------------|---|----------------------------|--|
| Date                | Change in shares<br>issued | Shares issued | Change in capital stock     | Capital stock | Change in additional<br>paid-in capital | Additional paid-in capital |  |
| July 5, 2002 (Note) | _                          | 95,164,895    | _                           | 78,914        | (57,027)                                | 19,726                     |  |

Note: The decrease in additional paid-in capital was based on provisions in Article 289-2 of the former Commercial Code (creditor protection procedures were completed on July 5, 2002).

### (6) Details of shareholders

As of February 28, 2018

|                            | Status of shares (Investment unit comprises 100 shares) |                           |                      |                    |                     |             |                       |         |                      |
|----------------------------|---|---------------------------|----------------------|--------------------|---------------------|-------------|-----------------------|---------|----------------------|
|                            | National and  |                           |                      |                    | Foreign sh          | nareholders |                       |         |                      |
| Category                   | National and<br>local<br>government                     | Financial<br>institutions | Securities companies | Other corporations | Non-<br>individuals | Individuals | Individuals and other | Total   | one unit<br>(Shares) |
| Shareholders<br>(entities) | _   | 53                        | 22                   | 178                | 433                 | 4           | 3,185                 | 3,875   |                      |
| Shares owned (units)       | _   | 447,728                   | 9,510                | 176,132            | 121,739             | 13          | 196,102               | 951,224 | 42,495               |
| Ratio (%)                  | _   | 47.07                     | 1.0                  | 18.52              | 12.80               | 0.00        | 20.62                 | 100.00  | _                    |

Note: Treasury stock of 11,472,243 are listed as 114,722 units in the individuals and other column and as 43 shares in the shares under one unit column. The 11,472,243 treasury stock figure is the number of shares listed in the shareholder registry.

### (7) Principal shareholders

|   |  | As                             | of February 28, 2018                       |
|---|--|--------------------------------|--|
| Name  | Address                                    | Shares owned (thousand shares) | Percentage of<br>shares outstanding<br>(%) |
| Japan Trustee Service Bank, Ltd. (trust account)  | 1-8-11 Harumi, Chuo-ku, Tokyo              | 6,314                          | 6.64                                       |
| The Master Trust Bank of Japan, Ltd. (trust account)  | 2-11-3 Hamamatsucho, Minato-ku, Tokyo      | 4,525                          | 4.76                                       |
| The Nomura Trust and Banking Co., Ltd. (The Bank of Tokyo-Mitsubishi UFJ, Ltd. pension trust account)                               | 2-2-2 Otemachi, Chiyoda-ku, Tokyo          | 4,387                          | 4.61                                       |
| Japan Trustee Service Bank, Ltd.<br>(Resona Bank, Ltd. retrust account, The Nishi-<br>Nippon City Bank, Ltd. pension trust account) | 1-8-11 Harumi, Chuo-ku, Tokyo              | 4,370                          | 4.59                                       |
| Nippon Life Insurance Company   | 1-6-6 Marunouchi, Chiyoda-ku, Tokyo        | 3,910                          | 4.11                                       |
| The Bank of Fukuoka, Ltd.   | 2-13-1 Tenjin, Chuo-ku, Fukuoka            | 3,871                          | 4.07                                       |
| The Bank of Saga, Ltd.  | 2-7-20 Tojin, Saga                         | 2,956                          | 3.11                                       |
| Hisamitsu Business Partners' Shareholding Association   | 408 Tashiro Daikan-machi, Tosu-shi Saga    | 2,241                          | 2.36                                       |
| SMBC Trust Bank Ltd.<br>(Sumitomo Mitsui Banking Corporation pension<br>trust account)  | 1-3-1 Nishi-Shimbashi, Minato-ku, Tokyo    | 2,064                          | 2.17                                       |
| ТКҮ   | 1-12-3 Sasayama-machi, Kurume-shi, Fukuoka | 1,834                          | 1.93                                       |
| Total   |  | 36,474                         | 38.33                                      |

Notes: 1. The number of the foregoing shares related to fiduciary services is as follows.

Japan Trustee Service Bank, Ltd.: 10,684 thousand shares

The Master Trust Bank of Japan, Ltd.: 4,525 thousand shares

The Nomura Trust and Banking Co., Ltd.: 4,387 thousand shares

SMBC Trust Bank Ltd.: 2,064 thousand shares

2. In addition to the shares listed above, the company owns treasury stock of 11,472 thousand shares (12.06%).

### (8) Details of stock option system

It was resolved at the annual general meeting of shareholders that the Company awards stock options as compensation for the Company's directors (excluding outside directors) in accordance with Article 361 of the Companies Act.

The description of the relevant system is as follows.

|  | Hisamitsu Pharmaceutical<br>Co., Inc.<br>The first subscription rights to<br>shares | Hisamitsu Pharmaceutical<br>Co., Inc.<br>The second subscription<br>rights to shares | Hisamitsu Pharmaceutical<br>Co., Inc.<br>The third subscription rights<br>to shares |
|--|---|--|---|
| Resolution date  | July 10, 2015   | July 8, 2016   | July 7, 2017  |
| Classification and number of persons to be granted   | 10 directors of the Company (excluding outside directors)                           | 10 directors of the Company (excluding outside directors)                            | 10 directors of the Company (excluding outside directors)                           |
| Class of shares to be issued upon exercise of subscription rights to shares                                | Provided in (2) Status of<br>share subscription<br>rights to shares                 | Provided in (2) Status of<br>share subscription<br>rights to shares                  | Provided in (2) Status of<br>share subscription<br>rights to shares                 |
| Number of shares   | Same as the above   | Same as the above  | Same as the above   |
| Cash payment upon exercise of subscription rights to shares  | Same as the above   | Same as the above  | Same as the above   |
| Exercise period of subscription rights to shares   | Same as the above   | Same as the above  | Same as the above   |
| Conditions for the exercise of subscription rights to shares   | Same as the above   | Same as the above  | Same as the above   |
| Matters concerning the transfer of subscription rights to shares   | Same as the above   | Same as the above  | Same as the above   |
| Matters concerning substitute payment  | Same as the above   | Same as the above  | Same as the above   |
| Matters concerning the issuance of subscription rights to shares accompanying organizational restructuring | Same as the above   | Same as the above  | Same as the above   |

### (9) Stock Administration of the Filing Company

| Fiscal year                             | From March 1 to end of February   |
|---|---|
| Annual general meeting of shareholders  | n May   |
| Record date                             | End of February   |
| Record date for distribution of surplus | End of August<br>End of February  |
| Number of shares constituting one unit  | 100 shares  |
| Purchase of shares less than one unit   |   |
| Handling office                         | 1-4-5 Marunouchi, Chiyoda-ku, Tokyo<br>Securities Agency Division, Mitsubishi UFJ Trust and Banking Corporation   |
| Transfer agent                          | 1-4-5 Marunouchi, Chiyoda-ku, Tokyo<br>Mitsubishi UFJ Trust and Banking Corporation   |
| Transfer office                         | _   |
| Purchasing fee                          | Free  |
| Method of public notice                 | The Company's public notice shall be by electronic public notice. However, if electronic public notice is not available due to accident or other unavoidable reason, the public notice shall be posted on the <i>Nihon Keizai Shimbun</i> .<br>The Company's electronic public notice is posted on our website at the following address: http://www.hisamitsu.co.jp/ir/koukoku.html |
| Shareholders' privileges                | None  |

Notes: 1. For the Company's shares less than one unit, rights other than the following cannot be exercised:

1) The rights set out in each item of Article 189, Paragraph 2 of the Companies Act.

2) The right to claim pursuant to Article 166, Paragraph 1 of the Companies Act.

3) The right to receive an allotment of shares for subscription or subscription rights to shares for subscription.

### **Group Companies**

Our corporate group comprises Hisamitsu Pharmaceutical, 18 consolidated subsidiaries, and 3 equity-method affiliates.

|   |                        |                        |                             |                         |                                    |                                     | Relation                             | ship  |  |         |
|---|------------------------|------------------------|-----------------------------|-------------------------|------------------------------------|-------------------------------------|--------------------------------------|---|--|---------|
|   |                        |                        |                             |                         | Concurrent                         | employees                           |                                      |   |  |         |
| Name  | Location               | Capital or investment  | Main business<br>activities | Voting<br>rights<br>(%) | Hisamitsu<br>officers<br>(Persons) | Hisamitsu<br>employees<br>(Persons) | Capital<br>support from<br>Hisamitsu | Business transactions   | Other  | Remarks |
| Consolidated subsidi  | aries                  |                        |                             | (,-)                    | (*******)                          | (                                   |                                      |   |  |         |
| CRCC Media Co., Ltd.  | Kurume,<br>Fukuoka     | ¥1,115 million         | Other businesses            | 69.50                   | 3                                  | _                                   | _                                    | _   | _  | Note 3  |
| Saga City-Vision Co.,<br>Ltd.   | Saga, Saga             | ¥605 million           | Other businesses            | 70.12                   | 2                                  | -                                   | _                                    | _   | _  |         |
| Taiyo Co., Ltd.   | Tosu, Saga             | ¥50 million            | Other businesses            | 100                     | 2                                  | 2                                   | _                                    | Agent for casualty<br>insurance contracts<br>for Hisamitsu  | Hisamitsu<br>leases land                           |         |
| Kyudo Co., Ltd.   | Tosu, Saga             | ¥10 million            | Other businesses            | 100                     | 2                                  | 1                                   | _                                    | Provide laboratory<br>animals and equip-<br>ment to Hisamitsu   | Hisamitsu<br>leases land<br>& buildings            |         |
| Hisamitsu Agency Co.,<br>Ltd.   | Kurume,<br>Fukuoka     | ¥25 million            | Other businesses            | 100<br>(100)            | 1                                  | 1                                   | _                                    | Provide advertising<br>agency services to<br>Hisamitsu  | Hisamitsu<br>leases part<br>of a lease<br>building |         |
| Hisamitsu U.S., Inc.  | Delaware<br>USA        | USD<br>10              | Pharmaceuticals             | 100                     | 1                                  | _                                   | —                                    | —   | —  | Note 3  |
| Hisamitsu America, Inc.   | New Jersey,<br>USA     | USD<br>3,000 thousands | Pharmaceuticals             | 100<br>(100)            | 1                                  | 1                                   | Working<br>capital loans             | Selling products supplied by Hisamitsu  | —  |         |
| Noven Pharmaceuticals,<br>Inc.  | Florida,<br>USA        | USD<br>10              | Pharmaceuticals             | 100<br>(100)            | 2                                  | _                                   | _                                    | Hisamitsu outsources development  | —  | Note 3  |
| Hisamitsu Farmaceutica<br>do Brasil Ltda.                                   | Manaus,<br>Brazil      | BRL<br>15 million      | Pharmaceuticals             | 100                     | _                                  | 2                                   | Working<br>capital loans             | Manufacture and sell<br>products in Brazil,<br>with products and<br>some raw materials<br>supplied by Hisamitsu       | _  | Note 3  |
| Hisamitsu UK Ltd.   | London, UK             | GBP<br>120 thousands   | Pharmaceuticals             | 100                     | _                                  | 2                                   | _                                    | Hisamitsu outsources development  | —  |         |
| Hisamitsu Vietnam<br>Pharmaceutical Co., Ltd.                               | Bien Hoa,<br>Vietnam   | VND<br>258,775 million | Pharmaceuticals             | 100                     | _                                  | 3                                   | Working<br>capital loans             | Manufacture and sell<br>products in Vietnam,<br>with products and<br>some raw materials<br>supplied by Hisamitsu      | _  | Note 3  |
| Hisamitsu<br>Pharmaceutical<br>Technology Consulting<br>(Beijing) Co., Ltd. | Beijing,<br>China      | CNY<br>1,206 thousand  | Pharmaceuticals             | 100                     | 2                                  | 1                                   | _                                    | Hisamitsu outsources<br>medical marketing   | _  |         |
| Hisamitsu<br>Pharmaceutical<br>(China) Co., Ltd                             | Jiangsu,<br>China      | CNY<br>5,973 thousand  | Pharmaceuticals             | 100                     | 1                                  | _                                   | _                                    | Selling products supplied by Hisamitsu  | —  | Note 3  |
| Hisamitsu<br>Pharmaceutical<br>(Hong Kong) Co., Ltd                         | Kowloon,<br>Hong Kong  | ¥10 million            | Pharmaceuticals             | 100                     | 1                                  | _                                   | _                                    | Selling products supplied by Hisamitsu  | _  |         |
| PT. Hisamitsu Pharma<br>Indonesia   | Surabaya,<br>Indonesia | IDR<br>32,518 million  | Pharmaceuticals             | 75                      | 1                                  | 2                                   | Working<br>capital loans             | Manufacture and<br>sell products in<br>Indonesia, with<br>products and some<br>raw materials<br>supplied by Hisamitsu | _  |         |
| 3 other companies   | _                      | _                      | _                           | _                       | _                                  | _                                   | _                                    | _   | _  |         |

|   |                   |                       |                             |                         |                                    |                                     | Relation                             | ship  |       |         |
|---|-------------------|-----------------------|-----------------------------|-------------------------|------------------------------------|-------------------------------------|--------------------------------------|---|-------|---------|
|   |                   |                       |                             |                         | Concurrent                         | employees                           |                                      |   |       |         |
| Name                                    | Location          | Capital or investment | Main business<br>activities | Voting<br>rights<br>(%) | Hisamitsu<br>officers<br>(Persons) | Hisamitsu<br>employees<br>(Persons) | Capital<br>support from<br>Hisamitsu | Business transactions   | Other | Remarks |
| Equity-method affiliat                  | tes               |                       |                             |                         |                                    |                                     |                                      |   |       |         |
| Sanofi-Hisamitsu K.K.                   | Shinjuku<br>Tokyo | ¥250 million          | Pharmaceuticals             | 49.0                    | 1                                  | 3                                   |                                      | Supplies<br>merchandise to<br>Hisamitsu   | _     |         |
| Yutoku Pharmaceutical<br>Ind. Co., Ltd. | Kashima,<br>Saga  | ¥120 million          | Pharmaceuticals             | 15.0                    | 2                                  | _                                   | _                                    | Manufacture and sell<br>products with some<br>products supplied by<br>Hisamitsu, supply mer-<br>chandise of Hisamitsu | _     |         |
| Maruto Sangyo Co., Ltd.                 | Ogori,<br>Fukuoka | ¥1,807 million        | Other businesses            | 39.8                    | 1                                  | 2                                   | _                                    | Supplies raw<br>materials to<br>Hisamitsu   | —     | Note 4  |

Notes: 1. Main business activities column lists names of business segments.

- 2. There are no companies in accounting insolvency that would significantly affect the consolidated financial statements.
- 3. Specified subsidiary.
- 4. Listed and files financial statements.
- 5. Figures in parenthesis in the voting rights column indicate indirect ownership.

6. Net sales of Noven Pharmaceuticals, Inc. (excluding internal sales among consolidated subsidiaries) accounted for more than 10% of consolidated sales and key earnings information is as follows. Noven Pharmaceuticals, Inc. prepares financial statements on a consolidated basis and thus the information below is also presented on a consolidated basis.

#### Key earnings information

|                            | (Millions of yen) | (Thousands of U.S. dollars) |  |  |
|----------------------------|-------------------|-----------------------------|--|--|
| (1) Net sales              | 20,257            | 188,665                     |  |  |
| (2) Ordinary income        | 3,961             | 36,891                      |  |  |
| (3) profit attributable to | 2.498             | 23.265                      |  |  |
| owners of parent           | 2,490             | 23,205                      |  |  |
| (4) Net assets             | 27,039            | 251,830                     |  |  |
| (5) Total assets           | 35,656            | 332,085                     |  |  |

### Management

| Chairman & CEO           | NAKATOMI Hirotaka |
|--------------------------|-------------------|
| President & COO          | NAKATOMI Kazuhide |
| Senior Managing Director | SUGIYAMA Kousuke  |
| Managing Director        | AKIYAMA Tetsuo    |
| Director                 | HIGO Naruhito     |
| Director                 | TSURUDA Toshiaki  |
| Director                 | TAKAO Shinichiro  |
| Director                 | SAITO Kyu         |
| Director                 | TSUTSUMI Nobuo    |
| Director                 | MURAYAMA Shinichi |
| Director                 | ICHIKAWA Isao     |
| Director                 | FURUKAWA Teijiro  |
|                          |                   |

| Standing Corporate Auditor | NAKATOMI Nobuyuki |
|----------------------------|-------------------|
| Standing Corporate Auditor | HIRANO Munehiko   |
| Corporate Auditor          | ONO Keinosuke     |
| Corporate Auditor          | TOKUNAGA Tetsuo   |

Notes: 1. NAKATOMI Kazuhide, President & COO, is the first son of NAKATOMI Hirotaka, Chairman & CEO.

- 2. NAKATOMI Nobuyuki, Standing Corporate Auditor, is the younger brother of NAKATOMI Hirotaka, Chairman & CEO.
- 3. Directors ICHIKAWA Isao and FURUKAWA Teijiro are Outside Directors.

Other businesses

Total

4. Corporate Auditors ONO Keinosuke and TOKUNAGA Tetsuo are Outside Corporate Auditors.

### **Company Profile**

| Company name        | Hisamitsu Pharmaceutical Co., Inc.   |                           |
|---------------------|--------------------------------------|---------------------------|
| Founded             | 1847                                 |                           |
| Established         | May 22, 1944                         |                           |
| Head office         | 408 Tashiro Daikan-machi, Tosu, Saga |                           |
| Representative      | NAKATOMI, Hirotaka, Chairman & CEO   |                           |
| Capital             | ¥8,473,839,816                       |                           |
| Fiscal year         | March 1–End of February              |                           |
| Number of employees |                                      | (As of February 28, 2018) |
|                     | Business segment                     | Employees                 |
|                     | Pharmaceuticals                      | 2,686 (859)               |

Note: Employee figures are for full-time employees. Temporary employees are shown in parentheses; these figures are averages for the fiscal year and are not included in the employees column.

137 (40)

2,823 (899)



### Hisamitsu Pharmaceutical Co., Inc.

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