

Kyowa Kirin Co., Ltd.
Corporate Governance Policy

Established on January 29, 2016
Revised on March 19, 2026

Table of Contents

Chapter 1 General Provisions	1
1.1 Purpose	1
1.2 Basic concept on corporate governance	2
1.3 Revision and abolition policy	2
Chapter 2 Corporate Governance Structure	2
2.1 Organizational design	2
2.2 Board of Directors	3
2.2.1. Roles and responsibilities of the Board of Directors	
2.2.2. Composition of the Board of Directors	
2.2.3. Evaluation of the effectiveness of the Board of Directors	
2.3. Audit and Supervisory Committee	4
2.3.1. Roles and responsibilities of the directors who are the Audit and Supervisory Committee members and the Audit and Supervisory Committee	
2.3.2. Composition of the Audit and Supervisory Committee	
2.3.3. Relationship with accounting auditors and the internal audit department	
2.4. Consultative committees	4
2.4.1. Nomination and Remuneration Consultative Committee	
2.4.2. Supervisory Committee for Conflict of Interests in Transactions between Group Companies	
2.5. Internal control	5
2.5.1. Compliance structure	
2.5.2 Risk management structure	
2.6. Directors and C-suite Executives	6
2.6.1. Policy on the nomination, appointment/removal of directors	
2.6.2. Policy on the nomination, appointment/removal of C-suite Executives	
2.6.3. Independent outside directors	
2.6.4. Policy on the remuneration of directors	
2.6.5. Policy on the remuneration of C-suite Executives	
2.6.6. Support structure	
2.6.7. Training policy	
2.7. Accounting auditors	8
Chapter 3 Appropriate Cooperation with Stakeholders	8
3.1. Basic concept on cooperation with stakeholders of the Group	8
3.2. Ensuring the rights and equality of shareholders	9
3.2.1. General meeting of shareholders	
3.2.2. Basic approach to capital policy	
3.2.3. Policy on cross-shareholdings	
3.2.4. Policy on anti-takeover measures	
3.2.5. Policy on transactions between related parties	
3.3. Appropriate cooperation with stakeholders other than shareholders	11
3.3.1. Employee code of conduct and whistleblowing	
3.3.2. Approach to social and environmental matters	
3.3.3. Approach to diversity	
3.3.4. Approach to employee health and well-being	
3.3.5. Roles of corporate pension funds as asset owners	
Chapter 4 Full Disclosure of Information and Constructive Dialogue with Shareholders	13
4.1. Basic concept on information disclosure	13
4.2. Basic policy on dialogue with shareholders	13
Appendix 1. Criteria for Independence of Outside Directors	15
Appendix 2. Disclosure Policy	17

<p>* Numbers in brackets ([]) in each of the Policy's clauses indicate correlation to the Corporate Governance Code established by the Tokyo Stock Exchange.</p>

Kyowa Kirin Co., Ltd.

Corporate Governance Policy

Chapter 1 General Provisions

1.1 Purpose [2-1, 3-1(i)]

• The purpose of this policy is to define the basic concepts and framework of corporate governance in order for Kyowa Kirin Co., Ltd. (hereinafter referred to as the “Company”) to effectively and efficiently achieve sustainable growth and medium- to long-term enhancement of corporate value through the realization of the vision of the Company and the Kyowa Kirin Group, based on its unique management philosophy and values, which were established in consideration of the management philosophy of its parent company, Kirin Holdings Company, Limited, and the Group’s shared values.

<Our Philosophy>

The Kyowa Kirin Group companies strive to contribute to the health and wellbeing of people around the world by creating new value through the pursuit of advances in life sciences and technologies.

<Core Values>

Commitment to life: Work for the most precious presence on this planet. Create value for patients, caregivers, healthcare professionals, and customer.

Innovation: Transform lives with passion and excitement. Challenge the status quo in all of our work.

Integrity: Do the right things. Be sincere and ethical consistently. Make a better world through good business practices.

Teamwork/Wa: One for all, all for one. Work in diverse teams and respect each other. Go beyond boundaries and collaborate with stakeholders.

<Vision toward 2030>

Kyowa Kirin will realize the successful creation and delivery of life-changing value* that ultimately makes people smile, as a Japan-based Global Specialty Pharmaceutical company built on the diverse team of experts with shared passion for innovation.

We are focused on developing medicines for diseases where there is a clear patient need for new options. We make full use of multiple therapeutic modalities, including biotechnology such as antibody technology, and beyond, building on our Kyowa Kirin established strengths.

We will meet the needs of patients and society by providing value across the entire patient care pathway, delivering cutting-edge science and technology, grounded in our in-depth pharmaceutical knowledge and expertise.

We pursue world-class product quality and operational excellence to grow our business in ways which build long-term trust with our stakeholders.

*Life-changing value: Make patients smile through dramatic improvements in quality of life by identifying the unmet medical needs of people battling with medical conditions and by creating and supplying new drugs or services that help them overcome those challenges.

1.2 Basic concept on corporate governance [3-1]

- Based on the management philosophy and vision stated in the purpose above, and as a responsible company supporting the foundations of society, the Company strives to enhance corporate governance to ensure sustainable growth and increase corporate value over the medium- to long-term. To this end, the Company ensures transparency and fairness in decision-making, while establishing systems for prompt and decisive business execution, as well as appropriate oversight and monitoring.
- Recognizing that cooperation with our stakeholders is essential to achieving our vision, we respect their respective positions.
- The Company provides shareholders and investors with prompt information disclosure based on the principles of transparency, fairness, and continuity, and fulfills its accountability with integrity by proactively engaging in constructive dialogue with shareholders and investors.
- The Company secures its independence while respecting the Group management policy of Kirin Holdings Company, Limited.

1.3 Revision and abolition policy

- This policy will be reviewed every year based on constructive dialogues with shareholders and investors. This policy will be revised or abolished by a resolution of the Board of Directors.

Chapter 2 Corporate Governance Structure

2.1 Organizational design [4, 4-1, 4-1 ①]

- The Company adopts a company with an Audit and Supervisory Committee as its organizational design under the Companies Act. The Board of Directors makes final decisions on important business execution in accordance with laws and regulations, the Articles of Incorporation, and the Company's relevant rules and regulations. Furthermore, by appointing multiple outside directors, the Board of Directors enhances management transparency and objectivity and fulfills its function of overseeing business execution. In addition, a voluntary Nomination and Remuneration Consultative Committee is established to supplement the functions of the Board of Directors and further strengthen management oversight. Furthermore, an Audit and Supervisory Committee is established, where outside directors constitute a majority, and this Audit and Supervisory Committee audits the execution of duties by directors. Through this organizational design, the Company establishes a well-balanced governance structure equipped with management agility, transparency, and business execution, and oversight functions.
- The Company adopts a C-suite Executive system to agilely implement business strategies and clarify the responsibilities for business execution. The Board of Directors delegates much of the authority for business execution to C-suite Executives in charge of individual businesses.

2.2 Board of Directors

2.2.1. Roles and responsibilities of the Board of Directors [4-1①, 4-2②, 4-3④, 4-5]

- Mindful of its fiduciary responsibility and accountability to shareholders, the Board of Directors strives to realize the management philosophy through the establishment of effective and efficient corporate governance, aiming for the sustainable growth of the Group and the enhancement of corporate value over the medium- to long-term.
- The Board of Directors makes decisions on the Group's important matters in accordance with laws and regulations, the Articles of Incorporation, the Company's relevant rules and regulations, as well as appropriately delegates authority to the executive side and oversees the status of business execution in order to increase corporate value over the medium- to long-term. In addition, the Board of Directors will strengthen the governance structure by closely cooperating with the Audit and Supervisory Committee to ensure the effectiveness of the oversight function. Furthermore, the Board of Directors holds the responsibility to formulate basic policies on sustainability and oversee their implementation. In addition, it is responsible for building and maintaining appropriate internal control systems across the entire Group in coordination with the Audit and Supervisory Committee and the Internal Audit Department.
- The Board of Directors, by its resolution, delegates a portion of its authority to make decisions on important business execution to directors. In addition, the "Rules of the Board of Directors" stipulate matters to be resolved by the Board, in addition to matters stipulated by law and in the Articles of Incorporation of the Company. The Board of Directors delegates authorities related to other business executions to the C-suite Executives in charge of individual businesses under the oversight of the Board of Directors, ensuring they are executed responsibly.

2.2.2. Composition of the Board of Directors [4-8、 4-10、 4-11、 4-11①]

- In accordance with the Articles of Incorporation, the number of directors constituting the Board of Directors shall be limited to no more than ten directors who are not the members of the Audit and Supervisory Committee, and no more than five directors who are the members of Audit and Supervisory Committee. In addition, the Company ensures skills and diversity such as the knowledge, experience, competence, and discernment necessary as a Global Specialty Pharmaceutical Company, and establish a well-balanced and highly transparent governance structure for the Board of Directors as a whole. Furthermore, to ensure objective and highly effective management oversight, at least one third of the Board of Directors should consist of independent outside directors.
- The Company establishes a Nomination and Remuneration Consultative Committee as a voluntarily established body to supplement the functions of the Board of Directors and to enhance the transparency of the governance. In addition, when conducting a significant transaction with its controlling shareholder, Kirin Holdings Company, Limited, the Company establishes, as an advisory body to the Board of Directors, the Supervisory Committee for Conflict of Interests in Transactions between Group Companies in order to ensure the fairness and reasonableness of such transactions and other similar transactions, and to contribute to the enhancement of our corporate value and the protection of the interests of our minority shareholders.

2.2.3.Evaluation of the effectiveness of the Board of Directors [4-11、 4-11③]

- The Company reviews the composition and operation of the Board of Directors, and evaluates the results at

the Board of Directors meetings, and address the identified issues for maintaining and improving the effectiveness of the Board of Directors.

2.3. Audit and Supervisory Committee [4-4、4-4①、4-5]

2.3.1. Roles and responsibilities of the directors who are the Audit and Supervisory Committee members and the Audit and Supervisory Committee [4-4、4-4①、4-4②]

- The Audit and Supervisory Committee exercises its independent auditing authority to audit the legality and appropriateness of directors' execution of duties. By doing so, it monitors and verifies the soundness and transparency of management, aiming for the Group's sustainable growth and the enhancement of medium- to long-term corporate value.
- Members of the Audit and Supervisory Committee will actively express opinions at the meeting of the Board of Directors, by making full use of their independence and the ability of the full-time members to gather information from within the Group, and work to establish a system that ensures the effectiveness of auditing conducted by the Audit and Supervisory Committee.
- To enhance the oversight function of the Board of Directors as a whole, the Audit and Supervisory Committee exchanges opinions with outside directors and appropriately shares information obtained through its activities.
- The Audit and Supervisory Committee makes appropriate judgments from an independent and objective standpoint, and exercises its authority concerning appointment/removal of and remuneration for accounting auditors.

2.3.2. Composition of the Audit and Supervisory Committee [4-11、4-11①]

The Audit and Supervisory Committee shall consist of no more than five directors who are Audit and Supervisory Committee members, in accordance with the provisions of the Articles of Incorporation. To enhance the independence and neutrality of the audit system, the Committee shall be composed of a majority of independent outside directors.

2.3.3. Relationship with accounting auditors and the internal audit department [3-2、3-2①、3-2②]

- The Audit and Supervisory Committee establishes a system that enables sufficient and appropriate audits by providing appropriate instructions to the internal audit department, receiving reports from the said department, and ensuring cooperation with accounting auditors.
- The Audit and Supervisory Committee establishes criteria for evaluating accounting auditors and confirms the independence and expertise of the accounting auditors. In addition, the Audit and Supervisory Committee holds regular interviews with accounting auditors and require the accounting auditors to explain whether they comply with the quality management criteria necessary for carrying out accounting audits in an appropriate fashion, and verifies the content of such explanations.
- The Audit and Supervisory Committee establishes a response system to deal with cases where an accounting auditor finds an irregularity and requests an appropriate response or points out an inadequacy or problem.

2.4. Consultative committees [4-8、4-8③、4-10、4-10①]

2.4.1. Nomination and Remuneration Consultative Committee [4-10、4-10①]

- The Nomination and Remuneration Consultative Committee is comprised of directors (excluding directors who are the members of the Audit and Supervisory Committee) and the majority of the members should be outside directors. The chairperson is appointed from among independent outside directors.
- The Nomination and Remuneration Consultative Committee deliberates on the following matters from an objective and impartial viewpoint and makes recommendations to the Board of Directors: policies regarding the appointment and removal of directors; candidates for directors; appointment and removal of representative directors and other executive positions of directors; duties of individual directors; policies for determining the successor to the CEO; and remuneration systems, levels, amounts, and other related matters for directors..

2.4.2 Supervisory Committee for Conflict of Interests in Transactions between Group Companies [1-7、4-3、4-8、4-8③]

- The Company establishes the Supervisory Committee for Conflict of Interest in Transactions between Group Companies, as an advisory body to the Board of Directors, in order to ensure the fairness and reasonableness of significant transactions and other related transactions with its controlling shareholder, Kirin Holdings Company, Limited, and to contribute to the enhancement of the Company's corporate value and the protection of the interests of its minority shareholders. The Supervisory Committee for Conflict of Interests in Transactions between Group Companies shall consist of all independent outside directors, and the chairperson of the committee shall be selected by mutual vote of the members.
- The Supervisory Committee for Conflict of Interests in Transactions between Group Companies shall, based on inquiries from the Board of Directors, deliberate and review important transactions with Kirin Holdings Company, Limited, the controlling shareholder, and shall report the results to the Board of Directors.
- The Board of Directors shall fully respect the report of the Supervisory Committee for Conflict of Interests in Transactions between Group Companies.

2.5. Internal control [4-3、4-3②]

- The Board of Directors draws up the “Basic Policy for Establishing Internal Control Systems” that ensures the appropriateness of the Group's operations, develops an appropriate system for ensuring optimal compliance, risk management and financial reporting within the Group, and monitors the state of its implementation.

2.5.1 Compliance structure [2-2、2-5、4-3、4-3①]

- In order to promote compliance within the Kyowa Kirin Group, the Company establishes a basic policy on compliance for the Group and maintains an organization and internal regulations to implement the policy. The Company establishes an organization to supervise compliance, which undertakes developing the awareness of compliance among officers and employees through educational programs and awareness-raising activities, and ensures a system to take appropriate actions in case of compliance violations.

2.5.2 Risk management structure [4-3、4-3①]

- In order to appropriately manage risks within the Kyowa Kirin Group, the Company establishes a basic policy on risk management for the Group, and maintains an organization and internal regulations to implement the policy. The Company establishes an organization responsible for overseeing risk management, which ensures

the effectiveness of risk management through risk management activities at each organization of the Kyowa Kirin Group. The Company also ensures a system for appropriate responses to risks in accordance with the three-line model proposed by the Institute of Internal Auditors.

2.6. Directors and C-suite Executives

2.6.1. Policy on the nomination, appointment/removal of directors [3-1, 4-1③、4-3、4-3①、4-10、4-10①、4-11、4-11①]

- As a Global Specialty Pharmaceutical Company and to carry out decision making and management oversight in a more appropriate fashion and at a higher level for the expansion of its global businesses, the Company nominates each candidate for director, taking into account the balance of their extensive experience, proven track records, expertise, and other factors in relation to the Group's key businesses and business management. More than one candidate for outside directors should be nominated, taking into account their extensive management experience, high levels of expertise, and a broad range of knowledge and experience.
- Directors who are also the members of the Audit and Supervisory Committee should include at least one individual who has appropriate knowledge of financial affairs and accounting.
- Regarding the appointment/removal of directors and nomination of candidates for directors, the Board of Directors makes decisions following deliberations by the Nomination and Remuneration Consultative Committee, and the proposals shall be submitted to the general meeting of shareholders (Provided, however, that regarding the appointment and nomination of candidates for directors who are the members of the Audit and Supervisory Committee, the consent of the Audit and Supervisory Committee shall be obtained.)
- Reasons for the appointment/removal of directors should be indicated on the notice of convocation for the general meeting of shareholders.
- The Company discloses at its website a skills matrix, which enumerates knowledge, experience, competence, etc., of directors and the policy and procedures for appointing directors.

2.6.2. Policy on the nomination, appointment/removal of C-suite Executives [4-1③、4-10①、4-11]

- The Company delegates the authority for the appointment and removal of C-suite executives to the Chief Executive Officer, in accordance with the basic policies and the scope of delegated authority established by the Board of Directors. The Chief Executive Officer makes such decisions based on each individual's roles and responsibilities, expertise, experience, and track record..
- The Board of Directors receives regular reports on the status of these decisions and oversees their implementation.

2.6.3. Independent outside directors [4-6、4-7、4-8、4-8③、4-9]

- The Company appoints at least one third of the Board members as independent outside directors who satisfy its Criteria for Independence of Outside Directors stipulated in <Appendix> to improve the fairness and transparency of its corporate governance, ensure the Group's sustainable growth and boost corporate value over the medium- to long-term.
- Independent outside directors actively offer business advice, supervise the execution of business, monitor conflicts of interest, and accurately convey the opinions of stakeholders, including minority shareholders, at Board meetings.
- In order for independent outside directors to strengthen their information gathering capabilities, meetings

hosted by full-time Audit and Supervisory Committee members will be held. The members of such meetings shall comprise non-executive directors, including independent directors.

2.6.4. Policy on the remuneration of directors [3-1、4-2、4-2①、4-10、4-10①]

- The remuneration for directors should be designed to strengthen their awareness of their responsibility to contribute to the further sustainable growth and improvement of corporate value of the Company; to secure human resources with the abilities suitable for a Global Specialty Pharmaceutical Company; and to motivate each director to contribute to the Company by executing their respective duties. The remuneration should be determined through a transparent and appropriate process, by adopting an objective perspective.
- The remuneration for executive directors consists of three parts: (1) base remuneration, (2) Performance-linked remuneration, and (3) Non-monetary remuneration. Performance-linked remuneration shall consist of two types: performance-linked annual bonuses as short-term incentives, and performance-linked stock-based remuneration as medium- to long-term incentives. Non-monetary remuneration shall consist of restricted stock-based remuneration as medium- to long-term incentives. The remuneration for non-executive directors shall be limited to base remuneration in order to ensure that they are able to fully exercise their management oversight function from an objective and independent standpoint.
- Remuneration for directors shall be determined as follows: for directors who are not the Audit and Supervisory Committee members, by the Board of Directors, and for directors who are the Audit and Supervisory Committee members, through consultation by the Audit and Supervisory Committee, in both cases following the report by the Nomination and Remuneration Consultative Committee.

2.6.5. Policy on the remuneration of C-suite Executives [4-2、4-2①、4-10]

- The authority to determine remuneration for C-suite Executives other than directors shall be delegated to the Chief Executive Officer, in accordance with the basic policy and the framework for delegation of authority established by the Board of Directors.
- The Chief Executive Officer shall make such determinations by taking into account the Company's management policies, as well as each individual's roles and responsibilities, expertise, experience, and track record.
- The Board of Directors shall receive regular reports on the status of such operations and shall confirm and oversee them.

2.6.6. Support structure [4-12、4-12①、4-13、4-13①、4-13②、4-13③]

- In order to ensure active and constructive discussions at meetings of the Board of Directors, the Company establishes a secretariat to the Board of Directors in the Corporate Planning Department, which will operate as follows:
 - ① Determines the annual schedule for meetings of the Board of Directors and the proposed agenda well in advance after necessary coordination. The Secretariat also ensures appropriate numbers of agenda items, meeting frequency, and sufficient time for deliberation.
 - ② Distributes materials for meetings of the Board of Directors in advance so that directors can review them before the meetings.
 - ③ The Secretariat to the Board of Directors provides necessary information to directors as needed and, where

necessary, provides advance briefings on items to be deliberated or reported at meetings of the Board of Directors.

- When requested, the executing organization shall proactively, promptly, and fully provide the information necessary for directors to perform their duties.

2.6.7. Training policy [4-14、4-14①、4-14②]

- The Company provides training and information necessary for directors to appropriately fulfill their roles and responsibilities.
- Upon assuming office, directors will receive lectures and training from experts and relevant departments regarding the Companies Act, corporate governance, risk management and other relevant matters. Subsequently after taking office, training and workshops will continue to be provided to directors as necessary regarding the amendment of relevant laws and regulations, and business management issues.
- In addition, when outside directors assume office, the Company provides them with an explanation of the Group's business activities and site visits to its key business locations

2.7. Accounting auditors [3-2、3-2①、3-2②]

- The Audit and Supervisory Committee recognizes the key role of accounting auditors in ensuring the reliability of the Group's financial reporting. In collaboration with the internal audit department, the Audit and Supervisory Committee takes appropriate measures to ensure that accounting audits are conducted in an independent, professional, and proper manner.
- The contents of proposals regarding the appointment, removal, or non-reappointment of accounting auditors to be submitted to the general meeting of shareholders shall be determined by a resolution of the Audit and Supervisory Committee.
- The remuneration for accounting auditors or a person who is to temporarily perform the duties of an accounting auditor should be approved by a resolution of the Audit and Supervisory Committee.

Chapter 3 Appropriate Cooperation with Stakeholders

3.1. Basic concept on cooperation with stakeholders of the Group [2-1、2-3]

- Based on “Kirin Group Vision 2027 (KV2027),” which aims to create value across the business field of food & beverages to pharmaceuticals and establish the Group as a global leader in CSV*, we strive to enhance corporate value through CSV management (achieving both social and economic value) under the Group philosophy.
*CSV: Acronym of Creating Shared Value; it aims to realize the enhancement of the corporate value by achieving both “Creation of Social Value” and “Creation of Economic Value.”
- To achieve this, we place importance on collaboration with stakeholders involved in the Group's value chain, and our basic approach is to build mutual understanding and medium- to long-term relationships of trust through continuous dialogue and collaboration.

3.2. Ensuring the rights and equality of shareholders [1-1, 1-1②、1-1③、1-2]

- The Company fully understands the importance of shareholder rights. Accordingly, it will ensure the practical effectiveness of voting rights at the general meeting of shareholders and other rights of shareholders, including minority shareholders, and develop the necessary conditions for shareholders to exercise these rights. The Company will respect the intentions of minority shareholders should they wish to exercise their special rights vis-à-vis the Company and the Company's officers.
- In the event of proposing to the general meeting of shareholders that a portion of the matters to be resolved at the general meeting of shareholders be delegated to the Board of Directors, the Board shall confirm that it is capable of fully fulfilling its roles and responsibilities under the Company's corporate governance system.

3.2.1. General meeting of shareholders [1-1, 1-1①、1-2、1-2①、1-2②、1-2③、1-2④、1-2⑤]

- Recognizing the general meeting of shareholders as the company's highest decision-making body, the Company ensures substantial equality among shareholders and provides them with appropriate opportunities to exercise their rights at the general meeting of shareholders.
- The Company discloses information necessary for shareholders to make proper decisions at the general meeting of shareholders by the notice of convocation for the general meeting of shareholders, timely disclosure at the Tokyo Stock Exchange, and other appropriate communication measures.
- The Company will mail the notice of convocation for the general meeting of shareholders approximately three weeks before the date of the meeting so that the shareholders have sufficient time to review the agenda items contained in the notice. The notice will be published on the websites of the Company and the Tokyo Stock Exchange approximately one week in advance of the date of mailing.
- The Company will appropriately schedule the general meeting of shareholders, including the mailing date of convocation notice, date of the general meeting of shareholders, and dates of other related events. This ensures sufficient time for shareholders to review the agenda items and decide on the exercise of their voting rights, while also securing the provision of accurate information.
- To enable the electronic exercise of voting rights by institutional investors and overseas investors, the Company participates in a platform for the electronic exercise of voting rights. Additionally, notice of convocation for the general meeting of shareholders is translated into English to facilitate the exercise of voting rights by foreign investors.
- The exercise of voting rights by proxy is accepted only if the proxy is another shareholder of the Company, as stipulated in the Articles of Incorporation. However, if the identity of an institutional or other investor holding shares in the name of a trust bank or other entity (hereinafter "beneficiary shareholder") can be verified through a shareholder or standing proxy on the shareholder registry, the Company will consider allowing the beneficiary shareholder to attend the general meeting of shareholders, following consultation with the administrator of the shareholder registry
- In the event that a Company proposal is approved at the general meeting of shareholders but receives a significant number of dissenting votes, the Board of Directors will analyze the reasons and causes for such opposition. Based on this analysis, the Board will consider the necessity of engaging in dialogue with shareholders or taking other appropriate measures.

3.2.2. Basic approach to capital policy [1-3、1-6、3-1、3-1②、3-1③]

- To achieve sustainable growth and enhance corporate value over the medium- to long-term, the Company has designated Return on Equity (ROE), revenue growth rate, R&D expense ratio, and core operating profit*1 margin as key performance indicators, and we manage our business with a focus on reaching these medium- to long-term targets.
- The Company will rapidly establish a competitive business foundation as a Japan-based Global Specialty Pharmaceutical Company, and place top priority on growth investment targeting sustainable growth beyond 2026 and maximizing corporate value.
- While prioritizing growth investments, specifically capital investment, including R&D investment that leads to acquisition intellectual properties, strategic investments, and digital investment, the Company will also allocate resources steadily and flexibly to human capital investment toward the continuous creation of life-changing value and with appropriate disclosures as necessary.
- Regarding shareholder returns, the Company previously aimed for a dividend payout ratio of approximately 40% of Core EPS*2, seeking stable and sustainable dividend increases in line with medium- to long-term profit growth. However, to ensure even more stable and sustainable returns, effective from the fiscal year ending December 2026, the Company will transition to a new policy: targeting a Dividend on Equity (DOE)*3 of 4% or higher and, as a general rule, implementing a progressive dividend policy. In addition, the Company will flexibly consider the acquisition of treasury stock, taking into account the stock price situation, etc. The Company will strive to enhance corporate value through management conscious of the cost of capital. At the same time, we are committed to further enriching shareholder returns and improving capital efficiency
- With respect to capital policies that result in a change of control or significant dilution, the Board of Directors will make a reasonable decision after thoroughly examining the matter from the perspective of enhancing corporate value for all stakeholders.

*1: From the fiscal year ending December 2026 onwards, the definition of core-basis performance in the consolidated financial statements will be changed as follows. In line with this change, the core operating profit margin on the new core basis will be positioned as one of the key performance indicators, and medium- to long-term target values will be set.

(Previous core operating profit)

Core operating profit: "Gross profit" - "Selling, general and administrative expenses" - "Research and development expenses" + "Share of profit (loss) of investment accounted for using equity method"

(New core operating profit)

Core operating profit: "Gross profit" - "Selling, general and administrative expenses" (excluding amortization of sales rights) - "Research and development expenses" - "Items to be excluded as determined by the Company"

*2: Core EPS with the previous core base

(Previous core EPS)

Core EPS: "Core profit" ("Profit attribute to owners of parent" - "Other income and expenses" (excluding impact from applicable taxes)) ÷ "Average number of shares during fiscal year"

(New core EPS)

Core EPS: "Core profit" ("Core operating profit" - "Tax expenses on core operating profit") ÷ "Average number

of shares during fiscal year”

*3: $DOE = \text{Dividends} \div \text{Total equity at the beginning of the period}$

3.2.3. Policy on cross-shareholdings [1-4]

- In principle, the Company's group does not hold any cross-shareholdings. However, the Company may hold only those stocks that are deemed to contribute to medium- to long-term improvement in corporate value for the Group.
- The Board of Directors verifies the reasonableness of individual cross-shareholdings on an annual basis. For shares where the holding significance can no longer be justified, the Company will proceed with their reduction through dialogue and negotiation with the relevant business partners.
- When exercising voting rights for cross-shareholdings, the Company determines its position on each proposal based on whether it contributes to the corporate value of the investee company, as well as the sustainable growth and medium- to long-term corporate value of the Group.

3.2.4. Policy on anti-takeover measures [1-5、1-5①]

- The Company does not employ any anti-takeover measures.
- If a takeover bid is offered for the Company's shares, the Board of Directors of the Company will promptly disclose its view on the bid to shareholders.

3.2.5. Policy on transactions between related parties [1-7、4-8、4-8③]

- The Company discloses transactions between related parties in accordance with the Companies Act, the Financial Instruments and Exchange Act, other applicable laws and regulations established by the Tokyo Stock Exchange.
- The Company shall report any transactions between the Company and its directors or their close relatives to the Board of Directors if there are material facts regarding such transactions.
- Competitive transactions or other conflict of interest transactions carried out by a director on their own behalf or as a representative of a third party shall require a resolution of the Board of Directors, in accordance with the Companies Act and the Rules of the Board of Directors
- When conducting a transaction with the controlling shareholder, Kirin Holdings Company, Limited, in order to address risks of conflicts of interest, any director concurrently serving at both companies shall not participate in the Board of Directors' deliberations or resolutions regarding such transaction, nor in the related discussions and negotiations with Kirin Holdings Company, Limited.
- For significant transactions with Kirin Holdings Company, Limited, the Company shall establish the Supervisory Committee for Conflict of Interests in Transactions between Group Companies as an advisory body to the Board of Directors, with a resolution of the Board of Directors. The Committee, which is comprised of independent outside directors, deliberates and reviews such transactions and reports to the Board of Directors, in order to ensure the fairness and reasonableness of such transactions and to contribute to the enhancement of the Company's corporate value and the protection of the interests of its minority shareholders.

3.3. Appropriate cooperation with stakeholders other than shareholders [2-1]

- Based on the basic concept for cooperation with stakeholders stipulated in Chapter 3.1, the Company strives to create brand value jointly with customers, conserve the global environment, achieve mutual prosperity with

business partners, and contribute to the development of communities through its business (products and services).

- Recognizing that employees are the source of the Group’s sustainable growth and the enhancement of corporate value over medium and long term, the Company fosters an organizational culture that takes on innovative challenges while promoting employees’ health and well-being.

3.3.1. Employee code of conduct and whistleblowing [2-2、2-2①、2-5、2-5①]

- The Company establishes the “Kyowa Kirin Group Compliance Policy,” and the “Kyowa Kirin Group Risk Management Policy,” as well as the “Kyowa Kirin Group Code of Conduct” based on these policies. The Company ensures that these policies and the code are communicated, instilled, and reinforced through education throughout the Group, while the Board of Directors periodically oversees their implementation status.
- The Company periodically conducts employee awareness and human rights compliance surveys to assess the extent to which the spirit of the Code of Conduct has taken hold among employees, and reports the findings to the Board of Directors
- The Company establishes a Group-wide whistleblowing system to address issues that are difficult to resolve through standard reporting lines. This system aims to ensure corrective actions, prevention, and resolution of issues, thereby securing and enhancing social trust, with the Board of Directors providing regular oversight of its operational status.
- Under the Group's whistleblowing system, reporting channels are established depending on the severity and nature of the incident. Matters involving executive management, such as directors, are reported directly to the Audit and Supervisory Committee via an independent channel.

3.3.2. Approach to social and environmental matters [2-3、2-3①]

- To contribute to realizing a sustainable society while achieving sustainable corporate growth, the Company identifies key management issues (materiality) from both social and business perspectives and is committed to addressing them positively and proactively.
- The Company establishes the basic policies regarding the environment, employees’ occupational health and safety, and product and service quality. We conduct business activities by giving consideration to the protection of the environment, the safety and health of employees and citizens in every process of product development, manufacturing, sales and other business activities.
- To address global climate change, the Company, in alignment with the Kirin Group’s Environmental Vision 2050, strives to conserve the global environment. We aim to achieve net-zero greenhouse gas emissions across our entire value chain by continuously promoting energy conservation including capital investment, expanding the use of renewable energy, and facilitating an energy shift from fossil fuels to electricity.

3.3.3 Approach to diversity [2-4、2-4①]

- The Company believes that diversity, equity, and inclusion are the foundations of our corporate culture, and we place importance on creating an organization where people with diverse personalities can respect each other and make the most of their individual abilities, actively promoting the creation of an environment that respects diversity. We will set voluntary and measurable targets for ensuring diversity in the appointment of core human resources, and disclose our progress toward achieving them.

3.3.4. Approach to employee health and well-being [2-3①]

- Under the "Kyowa Kirin Group Health Statement," the Company strives to maintain and improve the health of every employee. From a preventive perspective, we take a proactive approach to health management, fostering "motivation" and providing "ongoing support" to empower each individual to take autonomous action for their own well-being.

3.3.5. Roles of corporate pension funds as asset owners [2-6]

- The Company manages its reserve fund for corporate pension through a corporate pension fund.
- The Company establishes an appropriate management system to support the corporate pension fund by strategically appointing and assigning individuals with the necessary expertise. Furthermore, the Company strives to enhance their professional capabilities through external training and investment seminars.
- In addition, the Asset Management Committee monitors the fund's investment performance. Based on its investment policy and in consultation with external advisors, the committee reviews and optimizes asset allocation and the selection of investment managers as necessary.

Chapter 4 Full Disclosure of Information and Constructive Dialogue with Shareholders

4.1. Basic concept on information disclosure [3-1③]

- The Company recognizes that proper disclosure is a prerequisite for constructive dialogue with shareholders (including "investors" as potential shareholders). Accordingly, we disclose information in compliance with the Disclosure Policy (see Appendix).
- The Company proactively discloses sustainability-related information as an initiative in line with our vision. Especially, with respect to its climate change initiatives, the Company discloses the progress in accordance with the framework of the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD).

4.2. Basic policy on dialogue with shareholders [3-1、3-1③、5、5-1、5-1①、5-1②、5-1③、5-2]

- Recognizing that constructive dialogue with shareholders contributes to further improving corporate governance and, in turn, to enhancing corporate value over the medium- to long-term, the Company responds proactively to dialogue requests. Furthermore, we take the initiative to create opportunities for constructive dialogue based on our periodic analysis of the shareholder composition.
- Requests for dialogue from individual shareholders are dealt with mainly by the IR Group of the Corporate Communication Department, under the supervision of the officer in charge of IR. If the officer in charge of IR determines that a meeting is necessary between the requesting shareholder and representative directors, other directors (including outside directors), or C-suite Executives, such meeting will be arranged within the reasonable extent.
- Depending on the purpose of the dialogue, the Financial Affairs Department, the Corporate Planning Department, the Legal Department and other related departments will provide their cooperation to the officer in charge of IR to enhance the contents of dialogue with shareholders.
- The Company plans and implements presentation meetings and shareholder/investor visits to explain the Company's long-term business vision, annual business plans, financial results, research & development (R&D), and other matters to promote dialogue with shareholders and deepen their understanding.

- When having dialogues with shareholders, the Company shall sincerely provide explanations in consideration of timeliness, appropriateness, and fairness, as well as shall listen to shareholders' opinions and ensure to have two-way communications. The officer in charge of IR provides reports on the opinions and questions from shareholders periodically or as necessary to representative directors and directors (including outside directors) or C-suite Executives.
- With respect to IR-related disclosure documents, the Company, in principle, provides English versions of such documents to a reasonable extent.

Established on January 29, 2016

Revised on March 23, 2017

Revised on December 14, 2018

Revised on March 20, 2019

Revised on July 1, 2019

Revised on March 19, 2020

Revised on December 24, 2021

Revised on March 25, 2022

Revised on March 24, 2023

Revised on March 22, 2024

Revised on March 19, 2025

Revised on March 19, 2026

Criteria for Independence of Outside Directors [4-9]

In order for outside directors to be judged as being independent, such outside directors shall be required not to fall under any of the following items.

- (1) Executive director (gyomushikko torishimariyaku), C-suite Executives, manager (shihainin) or other employee of the Company or its subsidiary.
- (2) Director (torishimariyaku), Audit and Supervisory Board member (kansayaku), executive officer (shikkoyakuin), manager (shihainin) or other employee of a parent company or fellow subsidiary of the Company.
“Fellow subsidiary” refers to another company that has the same parent company as the Company.
- (3) Director, Audit and Supervisory Board member, corporate officer (shikkoyaku), executive officer, manager, or other employee of a major shareholder of the Company (excluding the parent company of the Company).
“Major shareholder” refers to a shareholder who holds 10% or more of voting rights.
- (4) Director, Audit and Supervisory Board member, accounting advisor (kaikeisanyo), corporate officer, executive officer, manager or other employee of a company of which the Company is a major shareholder (excluding a subsidiary of the Company).
- (5) Person whose major business counterparty is the Company or its subsidiary.
“Person whose major business counterparty is the Company or its subsidiary” refers to a person who received payments from or made payments to the Company or its subsidiary of 2% or more of that person’s annual total net sales in the most recent fiscal year.
- (6) Executive director (gyomushikko torishimariyaku), corporate officer, executive officer, manager, or other employee of a company whose major business counterparty is the Company or its subsidiary, or a subsidiary of such a company.
“Company whose major business counterparty is the Company or its subsidiary, or a subsidiary of such a company” refers to a company which received payments from or made payments to the Company or its subsidiary of 2% or more of that company’s annual consolidated net sales in the most recent fiscal year, or a subsidiary of such a company.
- (7) Major business counterparty of the Company or its subsidiary;
“Major business counterparty of the Company or its subsidiary” refers to a person who received payments from or made payments to the Company or its subsidiary of 2% or more of the Company’s annual consolidated net sales in the most recent fiscal year.
- (8) Executive director, corporate officer, executive officer, manager, or other employee of a company which is a major business counterparty of the Company or its subsidiary, or a subsidiary of such a company.
“A company which is a major business counterparty of the Company or its subsidiary, or a subsidiary of such a company” refers to a company which received payments from or made payments to the Company or a subsidiary of the Company of 2% or more of the Company’s annual consolidated net sales in the most recent fiscal year, or a subsidiary of such a company.
- (9) Certified public accountant (or certified public tax accountant), or member, partner, or employee of audit corporation (or tax accounting firm) who is the accounting auditor or accounting advisor of the Company or its subsidiary.

- (10) Attorney-at-law, certified public accountant, certified public tax accountant or consultant, etc. who, excluding the remuneration received as a director or Audit and Supervisory Board member, receives 10 million yen or more per year on average during the past three years of monetary consideration or other property benefits from the Company or its subsidiary.
- (11) Member, partner or employee of a corporation, association, or other organization such as law firm, audit corporation, tax accounting firm, or consulting firm that receives monetary consideration or other property benefits of more than a certain amount from the Company or its subsidiary.
In this item, "a certain amount" refers to an amount equivalent to 2% of the total net sales (total revenue) on average during the past three years of the corporation, association, or other organization over the past three years.
- (12) Director, Audit and Supervisory Board member, accounting advisor, corporate officer, executive officer, manager or other employee of a financial institution or other major creditor that is essential to the financing of the Company or its subsidiary, and on which the Company or its subsidiary depends to a degree that there is no substitute.
- (13) Director or other person who executes business in a corporation, association or other organization that receives donations or subsidies from the Company or its subsidiary more than a certain amount.
In this item, "a certain amount" refers to an amount equivalent to 10 million yen per year on average during the past three years, or 30% on average of the annual total expenses of the organization, etc., whichever is higher.
- (14) Director, Audit and Supervisory Board member, accounting advisor, corporate officer, or executive officer of a company or its subsidiary that has accepted a person from the Company or its subsidiary as a director (serving at that company on either a full-time or part-time basis).
- (15) Person who has fallen under either item (1) or (2) above in the past ten years.
- (16) Person who has fallen under item (3) above in the past five years .
- (17) Person who has fallen under any of items (5) through (13) above in the past three years.
- (18) Spouse or a relative within the second degree of kinship, or a relative living in the same household, of any person who falls under any of items (2) through (17) above. Provided, however, that in applying this item, the term "manager or other employee" in items (2) through (17) shall be read as "manager or other important employee."
- (19) Spouse, a relative within the second degree of kinship, or other relative living in the same household, of director, C-suite Executives, executive officer, manager or other important employee of the Company or its subsidiary.
- (20) Spouse, a relative within the second degree of kinship, or other relative living in the same household, of a person who served as director, C-suite Executives, executive officer, manager or other important employee of the Company or its subsidiary in the past five years.
- (21) Any other person who may have a potential conflict of interest with general shareholders or is reasonably deemed to have circumstances that prevent them from fulfilling their duties as an independent director.

End of Document

Established on February 21, 2013

Revised on January 29, 2016

Revised on December 1, 2020

Revised on March 19, 2026

Disclosure Policy

<Basic Policy>

Kyowa Kirin Co., Ltd. (hereinafter referred to as "KKC") promptly discloses accurate information to shareholders and investors, based on the principles of transparency, fairness, and consistency, in accordance with the Financial Instruments and Exchange Act and the Timely Disclosure Rules established by the Tokyo Stock Exchange (hereinafter referred to as "TSE"). KKC also strives to implement timely and proactive disclosure of other information that we deem effective for fostering a deeper understanding of Kyowa Kirin.

<Method of Disclosure>

Important information that falls under the Timely Disclosure Rules of the TSE is explained to the TSE in advance and then is registered and made public on TDnet, the timely disclosure system provided by the TSE. Promptly after the registration with TDnet, KKC releases the same information to the press, and publishes the same materials without delay on the website of Kyowa Kirin (hereinafter referred to as the "Website").

As for information that does not fall under important information defined in the Timely Disclosure Rules, KKC also makes disclosure by releasing it to the press and publishing it on the Website to ensure the fairness of information disclosure.

<Performance Forecasts and Predictions about the Future>

KKC may provide forward-looking information, such as plans and strategies of the Company and its subsidiaries and affiliates. Also, information provided to the media, at presentations, in various materials, and in question-and-answer sessions, may contain prospect and opinions about the future. In either case, statements other than those about historical or present facts are forward-looking statements. These statements are based on judgments and assumptions made with information available at the time the statements are made. Accordingly, actual performance may differ from these forward-looking statements due to a variety of risks, changes in uncertain factors, economic conditions, and other factors.

<Quiet Period>

In order to prevent leaks of financial results information and to ensure fairness, KKC observes a "quiet period" from the day following the account settlement date to the results announcement date. During the quiet period, KKC refrains from answering any question or making any comment on the financial results.

However, in the event that the actual results may differ significantly from the previously announced forecasts during the quiet period, KKC will make an appropriate public announcement as needed in accordance with the Timely Disclosure Rules. Also, even during the quiet period, the Company will respond to questions that are limited to information that has already been made public.

Timely Disclosure Statement

Refer to the "Outline of the Timely Disclosure System" submitted to the Tokyo Stock Exchange in accordance with

its rules.

[Link to the KKC Website:https://ir.kyowakirin.com/ja/disclosure.html](https://ir.kyowakirin.com/ja/disclosure.html)