



News Release

Takeda Announces Cash Tender Offers for up to \$1.0 Billion Outstanding Principal Amount of Notes

OSAKA, Japan, June 27, 2024 and CAMBRIDGE, Massachusetts, June 26, 2024 – Takeda Pharmaceutical Company Limited (TSE:4502/NYSE:TAK, “Takeda”), Shire Acquisitions Investments Ireland DAC, an Irish designated activity company and wholly-owned indirect subsidiary of Takeda (“SAIIDAC”) and Baxalta Incorporated, a Delaware corporation and wholly-owned indirect subsidiary of Takeda (“Baxalta” and, together with SAIIDAC, the “Offerors”), announced today that the Offerors have commenced cash tender offers (collectively, the “Tender Offers,” and each offer to purchase a series of notes individually, a “Tender Offer”) to purchase up to \$1,000,000,000 aggregate principal amount (the “Aggregate Maximum Purchase Amount”) of SAIIDAC’s outstanding 3.200% Senior Notes due 2026 and Baxalta’s outstanding 4.000% Senior Notes due 2025 (collectively, the “Notes”), upon the terms and conditions set forth in the Offer to Purchase dated June 26, 2024 (the “Offer to Purchase”), available via the offer website: <https://www.gbsc-usa.com/takeda/> (the “Offer Website”). SAIIDAC is the Offeror for the notes issued by it, and Baxalta is the Offeror for the notes issued by it.

The Tender Offers are not conditioned upon a minimum amount of Notes of any series, or a minimum amount of Notes of all series, being tendered. However, the Tender Offers are subject to, and conditioned upon, the satisfaction or waiver of certain conditions described in the Offer to Purchase, including the completion by Takeda of its offering of senior notes announced June 27, 2024 (Japan time) (the “Financing Transaction”) to fund the payment of the Tender Offer Consideration and Total Consideration (as defined below), as applicable, for Notes to be purchased pursuant to the Tender Offers, on terms and subject to conditions reasonably satisfactory to Takeda (the “Financing Condition”).

The following table sets forth certain terms of the Tender Offers:

Issuer	Series of Notes	CUSIP/ISIN Number			Aggregate Principal Amount Outstanding	Acceptance Priority Level	Reference U.S. Treasury Security	Bloomberg Reference Page ⁽¹⁾	Early Tender Premium (per \$1,000)	Fixed Spread (basis points)
SAIIDAC	3.200% Senior Notes Due 2026	82481L AD1 / US82481LAD10			\$3,000,000,000	1	4.625% UST due September 15, 2026	FIT5	\$30	30 bps
Baxalta	4.000% Senior Notes Due 2025	07177M AA1 / US07177MAA18 (144A)	U07237 AA5 / USU07237AA50 (Reg. S)	07177M AB9 / US07177MAB90 (Global)	\$800,472,000	2	2.875% UST due June 15, 2025	FIT3	\$30	25 bps

Note:

(1) The applicable page on Bloomberg from which the Dealer Managers will quote the bid side prices of the applicable U.S. Treasury Security.

The Tender Offers will expire at 5:00 p.m., New York City time, on July 25, 2024, unless extended or earlier terminated (such date and time with respect to a Tender Offer, as it may be extended for such Tender Offer, the “Expiration Date”). No tenders will be valid if submitted after the Expiration Date. Tendered Notes may be withdrawn from the applicable Tender Offer at or prior to, but not after, 5:00 p.m., New York City time, on July 10, 2024 (such date and time with respect to a Tender Offer, as it may be extended for such Tender Offer, the “Withdrawal Deadline”). Holders of Notes who tender their Notes after the Withdrawal Deadline, but prior to the Expiration Date, may not withdraw their tendered Notes, except for certain limited circumstances where additional withdrawal rights are required by law.

Subject to the terms and conditions of the Tender Offers, the consideration for each \$1,000 principal amount of Notes validly tendered at or prior to 5:00 p.m., New York City time, on July 10, 2024 (such date and time with respect to a Tender Offer, as it may be extended for such Tender Offer, the “Early Tender Date”) and accepted for purchase pursuant to the Tender Offers will be a price determined in the manner described in the Offer to Purchase by reference to the fixed spread specified for the applicable series of Notes in the table above over the yield based on the bid side price of the applicable U.S. Treasury Security set forth in the table above for each series of Notes, as calculated by the Dealer Managers (as defined below) at 10:00 a.m., New York City time, on July 11, 2024 (unless such time is extended) (the “Total Consideration”). The Total Consideration with respect to each series of Notes so calculated includes an “Early Tender Premium” equal to the applicable amount set forth in the table above. Holders of Notes validly tendered after the Early Tender Date, but at or prior to the Expiration Date, and accepted for purchase pursuant to the Tender Offers will receive the applicable Total Consideration minus the applicable Early Tender Premium (the “Tender Offer Consideration”). No tenders will be valid if submitted after the Expiration Date.

In addition to the Tender Offer Consideration or the Total Consideration, as applicable, all Holders of Notes accepted for purchase pursuant to the Tender Offers will, on the Early Settlement Date (as defined below) or the Final Settlement Date (as defined below), as applicable, also receive accrued and unpaid interest on those Notes from the last interest payment date with respect to those Notes to, but not including, the Early Settlement Date or the Final Settlement Date, as applicable.

Subject to the Aggregate Maximum Purchase Amount and proration as described in the Offer to Purchase, the amount of a series of Notes that is purchased in the Tender Offers on any Settlement Date (as defined below) will be based on the order of priority (the “Acceptance Priority Level”) for such series of Notes set forth in the table above. Therefore, all Notes validly tendered at or prior to the Early Tender Date having a higher Acceptance Priority Level will be accepted for purchase before any Notes validly tendered at or prior to the Early Tender Date having a lower Acceptance Priority Level are accepted for purchase, and all Notes validly tendered after the Early Tender Date having a higher Acceptance Priority Level will be accepted for purchase before any Notes validly tendered after the Early Tender Date having a lower Acceptance Priority Level are accepted for purchase. In addition, Notes validly tendered at or prior to the Early Tender Date will have priority in acceptance over Notes validly tendered after the Early Tender Date. As a result, even if the Tender Offers are not fully subscribed as of the Early Tender Date, subject to the Aggregate Maximum Purchase Amount, Notes validly tendered at or prior to the Early Tender Date will be accepted for purchase before any Notes validly tendered after the Early Tender Date are accepted for purchase, even if such Notes validly tendered after the Early Tender Date have a higher Acceptance Priority Level than Notes validly tendered at or prior to the Early Tender Date. Therefore, if the aggregate principal amount of Notes validly tendered at or prior to the Early Tender Date equals or exceeds the Aggregate Maximum Purchase Amount, the Offerors will not accept for purchase any Notes tendered after the Early Tender Date. Additional information about the application of the Aggregate Maximum Purchase Amount, Acceptance Priority Levels and proration is set forth in the Offer to Purchase. Each Tender Offer is a separate offer, and each Tender Offer may be individually amended, extended, terminated or withdrawn without amending, extending, terminating or withdrawing any other Tender Offer.

The Notes accepted for purchase on any Settlement Date will be accepted for purchase in accordance with their Acceptance Priority Levels (with the Priority 1 Notes having a higher Acceptance Priority Level than the Priority 2 Notes), provided that the Offerors will only accept for purchase Notes having an aggregate principal amount up to the Aggregate Maximum Purchase Amount. The Offerors reserve the right, in their sole discretion, to increase or decrease the Aggregate Maximum Purchase Amount without extending the Early Tender Date or the Withdrawal Deadline or otherwise reinstating withdrawal rights for any Tender Offer, subject to compliance with applicable law, which could result in the Offerors purchasing a greater or lesser amount of Notes in the Tender Offers. If the Aggregate Maximum Purchase Amount changes, the Offerors do not expect to extend the Withdrawal Deadline, subject to applicable law.

Each Offeror reserves the right, in its sole discretion, at any point following the Early Tender Date and prior to the Expiration

Date, to accept for purchase any Notes validly tendered at or prior to the Early Tender Date (the date of such acceptance and purchase, the “Early Settlement Date”), subject to the Aggregate Maximum Purchase Amount, the Acceptance Priority Levels and proration as described in the Offer to Purchase. The Early Settlement Date is expected to occur on the second business day following the Early Tender Date, assuming the conditions to the Tender Offers have been either satisfied or waived by the Offerors at or prior to the Early Settlement Date. If either Offeror elects to have an Early Settlement Date, it will accept Notes validly tendered at or prior to the Early Tender Date, subject to the Aggregate Maximum Purchase Amount, the Acceptance Priority Levels and proration as described in the Offer to Purchase. Irrespective of whether an Offeror chooses to exercise its option to have an Early Settlement Date, it will purchase any remaining Notes that have been validly tendered at or prior to the Expiration Date and accepted for purchase, subject to all conditions to the Tender Offers having been either satisfied or waived by such Offeror, promptly following the Expiration Date (the date of such acceptance and purchase, the “Final Settlement Date”; the Final Settlement Date and the Early Settlement Date each being a “Settlement Date”), subject to the Aggregate Maximum Purchase Amount, the Acceptance Priority Levels and proration as described in the Offer to Purchase. The Final Settlement Date is expected to occur on the second business day following the Expiration Date, assuming the conditions to the Tender Offers have been either satisfied or waived by the Offerors at or prior to the Expiration Date and Notes having an aggregate principal amount equal to the Aggregate Maximum Purchase Amount have not been purchased on the Early Settlement Date.

The Tender Offers are being made, and are subject to, the terms and conditions set forth in the Offer to Purchase dated June 26, 2024. Capitalized terms used in this announcement but not defined have the meaning given to them in the Offer to Purchase.

Morgan Stanley & Co. LLC and J.P. Morgan Securities LLC are acting as dealer managers (collectively, the “Dealer Managers”) in the Tender Offers. Global Bondholder Services Corporation has been retained to serve as both the depositary and the information agent for the Tender Offers. Persons with questions regarding the Tender Offers should contact Morgan Stanley & Co. LLC at (800) 624-1808 (toll-free) or (212) 761-1057 (collect). Requests for copies of the Offer to Purchase and other related materials should be directed to Global Bondholder Services Corporation at (toll-free) (866) 470-4200 or (collect) (212) 430-3774. The Offer to Purchase and other related materials can also be accessed at the following link: <http://www.gbsc-usa.com/takeda/>.

None of Takeda, the Offerors, their respective boards of directors or officers, the Dealer Managers, the depositary, the information agent or the applicable trustee with respect to a series of Notes, or any of their respective affiliates, makes any recommendation as to whether holders should tender any Notes in response to the Tender Offers. Holders must make their own decision as to whether to participate in the Tender Offers and, if so, the principal amount of Notes to tender. The Tender Offers are made only by the Offer to Purchase. This press release is neither an offer to purchase nor a solicitation of an offer to sell any notes in the Tender Offers, nor is it an offer to sell or the solicitation of an offer to purchase any securities in the Financing Transaction. The Tender Offers are not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. In any jurisdiction in which the Tender Offers are required to be made by a licensed broker or dealer, the Tender Offers will be deemed to be made on behalf of each Offeror by the Dealer Managers or one or more registered brokers or dealers that are licensed under the laws of such jurisdiction.

About Takeda

Takeda is focused on creating better health for people and a brighter future for the world. We aim to discover and deliver life-transforming treatments in our core therapeutic and business areas, including gastrointestinal and inflammation, rare diseases, plasma-derived therapies, oncology, neuroscience and vaccines. Together with our partners, we aim to improve

the patient experience and advance a new frontier of treatment options through our dynamic and diverse pipeline. As a leading values-based, R&D-driven biopharmaceutical company headquartered in Japan, we are guided by our commitment to patients, our people and the planet. Our employees in approximately 80 countries and regions are driven by our purpose and are grounded in the values that have defined us for more than two centuries. For more information, visit www.takeda.com.

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Forward-Looking Statements

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

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