English translation

March 24, 2026

Annual Report

(January 1, 2025 through December 31, 2025)

1. Current Status of the Corporate Group

(1) Business conditions and operating results

The progress of the Group's business during the fiscal year ended December 31, 2025, was as follows.

(i) Business results for the period under review

Regarding the development of SyB V-1901 (generic name: brincidofovir [BCV]), which the Company in-licensed in 2019, for the treatment of adenovirus infection following hematopoietic stem cell transplantation, the Company is conducting a global Phase III clinical trial in five major European countries (Germany, France ,Italy, Spain, and the U.K.) as well as in the U.S. and expects patient enrollment to begin in the first quarter of 2026. For this indication, the Company aims to submit a marketing authorization application in the EU in the second half of 2028.

In the field of neurodegenerative diseases, we have entered into a Cooperative Research and Development Agreement (CRADA) with the National Institute of Neurological Disorders and Stroke (NINDS), part of the U.S. National Institutes of Health (NIH). The Company and NIH/NINDS will work together to conduct a pilot clinical trial led by NINDS to investigate the use of intravenous (IV) Brincidofovir (BCV) as an antiviral against JC virus (JCV) in the treatment of progressive multifocal leukoencephalopathy (PML), and are preparing for the first patient enrollment. Based on preclinical study results obtained through joint research with multiple academic institutions, the Company entered into two license agreements related to the development of BCV for the treatment of polyomavirus infections and for Alzheimer's disease.

In conjunction with the commencement of the global Phase III clinical trial, the Company shifted the core of its business strategy to global expansion and implemented a major organizational restructuring effective December 1, 2025, with the goal of integrating its organizations in Japan, the U.S., and Europe. Edwin Rock was appointed Senior Vice President and Head of R&D, and will lead the BCV business toward 2030 by consolidating the Company's R&D functions.

As a result of joint research with Nippon Steel Chemical & Material Co., Ltd., the Company obtained a jointly filed patent in October 2025 for a highly sensitive and simple immunoassay method and a related immunoassay device. Leveraging this technology, the Company is developing a novel, rapid, simple, and ultra-sensitive testing system.

Sales of TREAKISYM® Intravenous Solution 100mg/4mL [RTD (Ready-To-Dilute) formulation] were 1,307,648 thousand yen, a 46.7% decrease year-on-year and 6.5% below the revised full-year earnings forecast disclosed on June 10, 2025. The decrease was due to competition from generic products and mandatory drug price revisions.

SG&A expenses, which included R&D expenses of 3,297,362 thousand yen (-2.4% year-on-year), totaled 5,388,027 thousand yen (-6.3% year-on-year).

As a result, the Company recorded an operating loss of 4,440,687 thousand yen (compared with an operating loss of 3,876,971 thousand yen in the previous fiscal year). Including foreign exchange loss on foreign-currency-denominated assets of 64,964 thousand yen, ordinary loss amounted to 4,647,882 thousand yen (compared with an ordinary loss of 3,689,435 thousand yen in the previous fiscal year). Due to the recording of impairment losses and other items totaling 109,273 thousand yen, net loss attributable to owners of parent for the period amounted to 4,776,194 thousand yen (compared with a net loss attributable to owners of parent of 3,833,480 thousand yen in the previous fiscal year). Although the losses expanded year-on-year, results did not deviate significantly from the revised full-year earnings forecast disclosed on June 10, 2025.

As of February 2026, three companies were marketing generic versions of the Company's TREAKISYM® RTD formulation.

As the Group operates a single business engaged in the research, development, manufacturing, and sales of pharmaceuticals and related businesses, segment information has been omitted.

(ii) Research and development activities

During the fiscal year ended December 31, 2025, the progress in R&D for each development pipeline program was as follows.

SyB V-1901 (generic name: brincidofovir [BCV])

Since in-licensing BCV in 2019 from Chimerix, Inc. (headquartered in North Carolina, U.S.), the Company has been conducting joint research with world-leading research institutions to maximize the drug's full potential. The Company is accelerating development by prioritizing management resources in three strategic therapeutic areas: post-hematopoietic stem cell transplantation viral infections, hematologic and solid tumors, and neurodegenerative diseases.

In October 2025, the Ministry of Health, Labour and Welfare issued notification of the Japanese Accepted Name (JAN) for BCV.

Post-transplant viral infections

- **Adenovirus infection**: Proof of concept (POC) for the antiviral activity of IV BCV was established in 2023 in the Phase II clinical trial conducted in the U.S. in immunocompromised patients with adenovirus infection. Based on this result, the Company initiated a global Phase III clinical trial of IV BCV for adenovirus infection following hematopoietic stem cell transplantation in the five major European countries (Germany, France, Italy, Spain, and the U.K.) and the U.S. Patient enrollment is anticipated to begin in Q1 2026. The Phase III study is expected to enroll 180 patients across 80 sites in four regions—mainly in Europe and the U.S. The Company plans to submit a marketing authorization application in the EU in the second half of 2028. The adenovirus infection program has received orphan drug designation from the European Commission in July 2016, Fast Track designation from the U.S. FDA in April 2021, and orphan drug designation from Japan's Ministry of Health, Labour and Welfare in September 2025. In addition, the Company has obtained approval for a Pediatric Investigation Plan, a prerequisite for the initiation of a global Phase III clinical trial, from the European Medicines Agency and the U.K. Medicines and Healthcare products Regulatory Agency.
- **Cytomegalovirus infection**: A Phase II clinical trial in immunocompromised patients with cytomegalovirus (CMV) infection was initiated in the U.S. in May 2024, and a total of 19 patients have been enrolled to date. The results of this study are planned to be presented at academic conferences in the future. The program received orphan drug designation from the European Commission in April 2016 for the prevention of CMV infection.
- **BK virus infection**: The Company is currently considering modifications to the study protocol for the development program targeting BK virus (BKV) infection following kidney transplantation

Hematologic and solid tumors

In addition to its strong antiviral activity, BCV has also demonstrated antitumor effects, and the Company is conducting clinical trials in the oncology field. Through joint research with research institutions in various countries, the Company is exploring new indications in the fields of hematologic and solid tumors.

- **Malignant lymphoma**: An international joint Phase Ib clinical trial (the NL01 study) in patients with malignant lymphoma commenced in Japan in August 2024. However, in November 2025, the Company decided to temporarily suspend the NL01 study to prioritize and concentrate management resources on the ongoing global Phase III clinical trial targeting adenovirus infection, with the aim of maximizing its business value. Among the four patients with relapsed or refractory malignant lymphoma enrolled in the study, partial response (PR, an indicator of tumor shrinkage) was observed in one patient, suggesting that the antitumor activity of IV BCV demonstrated in animal studies may also be observed in humans. The Company believes that these findings, together with a review of the study, will provide valuable insights for the future development of IV BCV in the oncology field.

  In addition, the Company is conducting joint research with the National Cancer Centre Singapore to investigate the antitumor effects and underlying mechanisms of BCV in Epstein–Barr virus (EBV)-positive lymphoma. Findings from collaborative studies on BCV's antitumor effects against NK/T-cell lymphoma, B-cell lymphoma, and peripheral T-cell lymphoma (PTCL), as well as on potential biomarkers predictive of its efficacy, have been presented at international conferences in the U.S. and Europe.
- **Malignant brain tumors (glioblastoma)**: Since 2021, the Company has been conducting joint research with the Brain Tumor Center at the University of California, San Francisco, on the antitumor effects of BCV in brain tumors. In April 2025, research findings on the efficacy of BCV in malignant brain tumors and genes identified as potential biomarkers predictive of its efficacy

were presented at the American Association for Cancer Research (AACR) Annual Meeting held in Chicago, U.S. In November 2025, the Company presented the results of preclinical studies conducted primarily using patient-derived xenograft (PDX) mouse models—in which malignant brain tumors resected from patients were maintained and serially passaged in mice—at the annual meeting of the Society for Neuro-Oncology in the U.S. The Company is currently discussing the potential for clinical trials in this therapeutic area with key opinion leaders.

- **Head and neck cancer**: Preclinical study results on the therapeutic effects of BCV in head and neck cancer, including a marked synergistic effect when administered in combination with immune checkpoint inhibitors (anti-human PD-1 antibodies), were presented at the European Society for Medical Oncology Congress (ESMO Congress 2025, held in Berlin, Germany) on October 20, 2025.
- **EB virus-related lymphoproliferative disorders**: In April 2023, the Company entered into a Cooperative Research and Development Agreement (CRADA) with the National Institute of Allergy and Infectious Diseases (NIAID), part of the U.S. National Institutes of Health (NIH), to evaluate the efficacy of BCV against Epstein–Barr virus (EBV)-related lymphoproliferative disorders.

Neurodegenerative diseases

In 2026, the Company has started a pilot clinical trial of BCV for the treatment of progressive multifocal leukoencephalopathy (PML), led by NINDS/NIH. Based on research findings obtained from preclinical studies conducted through joint research with academic institutions, the Company plans to file patent applications and enter into license agreements, thereby securing exclusive rights to advance future development and commercialize the investigational drug in this disease area.

- **Polyomavirus infection**: Polyomaviruses, particularly JC virus (JCV), are known among double-stranded DNA (dsDNA) viruses to cause severe neurological diseases upon infection. As existing antiviral agents have shown little efficacy, the development of effective therapeutic agents is highly anticipated. In February 2026, the Company entered into a Cooperative Research and Development Agreement (CRADA) with the National Institute of Neurological Disorders and Stroke (NINDS), part of the U.S. National Institutes of Health (NIH). Under the CRADA, the Company and NIH/NINDS will work together to conduct a pilot clinical trial led by NINDS to investigate the use of intravenous (IV) Brincidofovir (BCV) as an antiviral against JC virus (JCV) in the treatment of progressive multifocal leukoencephalopathy (PML), and are preparing for the first patient enrollment.

  Regarding preclinical studies, in November 2022, the Company conducted non-clinical studies with The Pennsylvania State University to evaluate the antiviral activity of BCV in polyomavirus-infected mouse models, and in July 2024, the results of this research, providing new insights, were published in *mBio*. Based on the results of this joint research, the Company had filed an international patent application under the Patent Cooperation Treaty (PCT), and in December 2025, entered into a license agreement with The Pennsylvania State University with the aim of obtaining exclusive worldwide rights to commercialize the investigational drug.
- **Alzheimer's disease:** Among double-stranded DNA (dsDNA) viruses are neurotropic viruses, such as herpes simplex virus type 1 (HSV-1) and varicella-zoster virus (VZV). Recent studies have suggested that reactivation from latent infection with these viruses may contribute to the development of various neurodegenerative disorders, including Alzheimer's disease, and research in this area is advancing. In December 2022, the Company entered into a Sponsored Research Agreement with Tufts University in the U.S. to conduct joint research using a three-dimensional HSV infection and reactivation model of human brain tissue developed from human neural stem cells. The study aims to evaluate the effects of BCV on dementia-related markers associated with HSV infection. Regarding the development of therapeutic agents using IV BCV for neurodegenerative diseases, including Alzheimer's disease, the Company has filed patent applications based on the results of this research, and in December 2025, entered into a license agreement with Tufts University to obtain exclusive worldwide rights to develop and commercialize the investigational drug. These patent applications have been filed internationally under the PCT.
- **Multiple sclerosis**: Multiple sclerosis, a rare disease, has recently been proven to be associated with Epstein–Barr virus (EBV). As BCV exhibits strong antiviral activity against EBV than other antiviral agents, the Company entered into a CRADA with the NINDS in March 2023 and initiated joint research aimed at developing a novel EBV-targeted therapy. In October of the same year, the joint research team presented results at the European Committee for Treatment and Research in Multiple Sclerosis Congress (ECTRIMS 2023, Italy), showing that BCV selectively inhibited EBV activity in experiments using cells derived from patients with multiple sclerosis. These findings strongly suggest the potential of BCV as a therapeutic agent for

multiple sclerosis. A study suggesting that BCV selectively targets only the lymphocytes in which EB virus resides, thereby differing from conventional therapies aimed at depleting B lymphocytes, has been published in *The Journal of Clinical Investigation*.

(iii) IVD business (new development business)

As a result of joint research with Nippon Steel Chemical & Material Co., Ltd. (hereinafter, "Nippon Steel C&M"), the Company obtained, in Japan in October 2025, a jointly filed patent for a highly sensitive immunoassay method (and a related immunoassay device) capable of detecting viruses with sensitivity 1,000 times greater than nano-level methods, and the patent was published in the same month. The new testing system developed by the two companies addresses the demand for rapid, simple immunoassay measurement device with ultra-high sensitivity. This system will enable the instantaneous sharing of results from any location, including at point of care, with medical institutions. It is expected to be useful across a wide range of clinical settings, from early screening and diagnosis to treatment selection and follow-up. In addition, the potential applications of this testing system are not limited to the medical field, and include a variety of non-medical fields such as disease testing in the agriculture industry, infectious disease testing in the livestock industry, and safety testing in the food industry. With a view toward global expansion, the Company and Nippon Steel C&M jointly filed an international patent application under the PCT in October 2025.

(iv) Licensing of new drug candidates

The Group will continue to advance the global development of BCV, in-licensed in 2019, while also pursuing multiple ongoing licensing opportunities and evaluating new development candidates. Through these initiatives, the Group aims to create medium- to long-term corporate value as a biopharmaceutical company combining profitability with growth potential.

(v) Capital investment

The total amount of capital expenditures during the fiscal year under review was 82,173 thousand yen, mainly consisting of the purchase of business software.

(2) Fundraising status

In the consolidated fiscal year under review, the Group issued unsecured convertible-bond-type bonds with share acquisition rights allocated to Cantor Fitzgerald Europe and raised funds totaling 1.8 billion yen. In addition, the Company issued the 65th to 67th series of Share Acquisition Rights (with an exercise price adjustment clause) to be allocated to EVO FUND and entered into a purchase agreement for the 1st series of unsecured straight bonds, bringing the amount of funds raised by the end of December to 1.9 billion yen.

(3) Status of assets and profit and loss

(Unit: thousands of yen)

Classification \ Fiscal year	FY 2022 The 18th Term	FY 2023 The 19th Term	FY 2024 The 20th Term	FY 2025 The 21st Term (Consolidated fiscal year under review)
Net sales	10,008,338	5,589,708	2,452,912	1,307,648
Operating profit (loss)	1,963,625	(811,668)	(3,876,971)	(4,440,687)
Ordinary profit (loss)	1,999,878	(736,130)	(3,689,435)	(4,647,882)
Profit (loss) attributable to owners of parent	1,179,238	(1,962,817)	(3,833,480)	(4,776,194)
Profit (Loss) per share (yen)	30.20	(49.19)	(85.00)	(95.12)
Total assets	10,433,347	8,170,243	4,968,333	3,867,316
Net assets	8,506,092	7,209,909	4,197,560	1,272,040
Net assets per share (yen)	204.83	164.32	84.66	15.54

(4) Issues to be addressed by the Group

The Group is committed to focusing on the following key management objectives.

(i) Further expansion of the pipeline

In order to enhance the enterprise value as a specialty pharmaceutical company, we need to expand the pipeline through ongoing in-licensing of new drug candidates for development.

The Group is conducting or planning development of the following: antiviral drug SyB V-1901 and anticancer agents SyB L-1101, SyB C-1101, SyB L-1701, and SyB L-1702. Currently we are in discussion with counterparties regarding the in-licensing of several new drug candidates, and will continue with active efforts to in-license new drug candidates for development in order to further expand our pipeline. In addition, based on the jointly filed patent with Nippon Steel Chemical & Material Co., Ltd. obtained in October 2025 for an ultra-high sensitivity immunoassay measurement method and device, we aim to develop and commercialize the system at the earliest possible timing.

(ii) Life cycle management of products in the existing pipeline

In order to enhance the enterprise value, not only in-licensing new drug candidates but also promoting product life cycle management is important. Therefore, it is critical to maximize returns from each drug under development through indication expansion after the in-licensed drugs' initial approval.

Since acquiring the global license to IV BCV, the Group has concentrated its management resources on accelerating development in three strategic areas: (1) viral infections after hematopoietic stem cell transplantation, (2) hematologic and solid tumors, and (3) neurodegenerative diseases. The Group is collaborating with world-class research institutions in these three therapeutic areas to fully realize the potential of IV BCV.

The Group is prioritizing the global development of IV BCV to address adenovirus infections occurring after hematopoietic stem cell transplantation, an area of high unmet medical need. The group has begun preparations for a global Phase III clinical trial for this disease in the five major European countries and the United States. Patient enrollment is expected to begin in Q1 2026.

In addition to its potent antiviral activity, brincidofovir has also demonstrated antitumor effects. The Group is advancing clinical development in the oncology field and, in August 2024, initiated an international Phase Ib clinical trial of IV brincidofovir in patients with malignant lymphomas. In November 2025, the Company decided to temporarily suspend the NL01 study to prioritize and concentrate management resources on the ongoing global Phase III clinical trial targeting adenovirus infection. Among the four patients with relapsed or refractory malignant lymphoma enrolled in the NL01 study, partial response (PR, an indicator of tumor shrinkage) was observed in one patient and we are reexamining future development strategy in light of that outcome.

In the field of neurodegenerative diseases, the Company entered into a Cooperative Research and Development Agreement (CRADA) with the National Institute of Neurological Disorders and Stroke (NINDS), part of the U.S. National Institutes of Health (NIH) in February 2026. Under the CRADA, the Company has started a pilot clinical trial of IV BCV for the treatment of progressive multifocal leukoencephalopathy (PML), led by NINDS/NIH. The Company has also conducted preclinical research jointly with Tufts University of the use of IV BCV in neurodegenerative diseases, including Alzheimer's disease. In December 2025, the Company entered into a license agreement with Tufts University under which the Company obtained the global exclusive commercialization rights under the patents resulting from this joint research. In addition, in December 2025, the Company entered into a license agreement with Pennsylvania State University College of Medicine under which the Company obtained the global exclusive commercialization rights under patents resulting from related joint research on the use of IV BCV in polyomavirus

infection.

By accumulating outcomes from collaborative research, we will examine efficacy in humans against various dsDNA virus infections and aim to expand BCV target areas to anti-multivirus infections, thereby enlarging the market and maximizing BCV's business value.

Regarding the IVD business (ultra-high-sensitivity measurement system), based on the jointly filed patent with Nippon Steel Chemical & Material Co., Ltd. obtained in October 2025 for an ultra-high sensitivity immunoassay measurement method and device, we aim to develop and commercialize the system at the earliest possible timing. The new testing system developed by the two companies addresses a market need for a measurement system that is rapid, simple, and has ultra-high sensitivity. This system will enable the instantaneous sharing of results from any location, including at point of care, with medical institutions. It is expected to be useful across a wide range of clinical settings, from early screening and diagnosis to treatment selection and follow-up. We are currently pursuing strategic partnerships with potentially compatible industry leaders in diagnostic instrumentation.

In Japan, TREAKISYM® is approved for low-grade B-cell non-Hodgkin's lymphoma, mantle cell lymphoma, chronic lymphocytic leukemia, and relapsed/refractory diffuse large B-cell lymphoma (r/r DLBCL). The Company holds an exclusive license in Japan from Eagle Pharmaceuticals for the RTD formulation and rapid-infusion (RI) administration of TREAKISYM®.

(iii) Countermeasures to generic drugs

In February 2022, four pharmaceutical companies obtained approval to manufacture and market generic versions of the RTD formulation of TREAKISYM®. Subsequently, Pfizer Japan Inc. and Towa Pharmaceutical Co., Ltd. also obtained approval for the rapid infusion administration and commenced sales. As of February 2026, three companies are marketing generic versions of the product.

(iv) Global expansion for further growth

The Group has made significant progress in expanding its business in the Asian region.

However, with expanding medical expenditures due to the aging population in Japan, and with the increasing penetration of generic drugs, the business environment for innovative drug developers is expected to remain extremely challenging. Such a policy may also be implemented by other Asian countries.

Under these circumstances, the Group will promote a global Phase III clinical trial targeting adenovirus infections following hematopoietic stem cell transplantation and will further strengthen its global expansion centered on the IV BCV business. Accordingly, 2025, the Company implemented a major organizational restructuring effective December 1, 2025 and appointed Edwin Rock as Executive Vice President and Head of Global R&D; under his leadership the Company will establish a seamless R&D structure from discovery through clinical development and enhance its global R&D capabilities. In addition, the Company will search, evaluate, and negotiate concerning new drug candidates that can follow antiviral drug brincidofovir in order to acquire their rights on a global scale.

(v) Securing personnel

The Group places the highest priority on personnel as the Company's principal management resource. Without talent, we cannot make superior achievements in terms of exploring, developing, and providing information concerning new drugs; nor can we commercialize new drugs on a global scale. We have continually prioritized recruiting talented people to strengthen the our organization. Going forward, we plan to continue to further strengthen our human resources by providing on-the-job training and employee development programs.

(vi) Financing

It is necessary for the Group to raise funds required for business activities such as R&D expenditures as pipeline development and global business expansion progress and as drug candidates increase in number.

Therefore, we make every effort to further strengthen the financial base by continually diversifying the method of fund raising and curtailing costs through tight budget control.

(vii) Significant events regarding the going concern assumption

The Group is engaged in new drug development focused on expanding unmet medical needs amid structural changes in the pharmaceutical industry, with a focus on rare diseases in the areas of oncology, hematology, and viral infectious diseases, fields that

are challenging for major pharmaceutical companies to enter from a profitability perspective.

Under an R&D-focused business model with BCV at its core, the Group aims to transform into a specialty pharmaceutical company in the global market. However, the drug development business is characterized by the need for substantial R&D expenditures and a long development period before products can be commercialized and generate revenue.

Sales of our main product, TREAKISYM®, have been declining continuously due to the impact of drug price revisions and the penetration of generic drugs. In addition, our research and development activities, primarily for BCV, have a business model with a long-term investment recovery period. As a result, the Group recorded an operating loss, an ordinary loss, and a net loss attributable to owners of the parent for two consecutive fiscal years through the fiscal year ending December 31, 2024. Furthermore, as the loss for the consolidated fiscal year ended December 31, 2024 was deemed material, the Group recognized that events or conditions exist that may cast significant doubt on the Group's ability to continue as a going concern.

In the consolidated fiscal year under review, the Group recorded an operating loss, an ordinary loss, and net loss attributable to owners of the parent, and events or circumstances remain present that indicate material uncertainty regarding its ability to continue as a going concern.

In response to these conditions, the Group is implementing the following measures.

1. Enhancing business value

The Group positions BCV as the core pipeline of its business and is conducting development activities centered on the global Phase III clinical trial targeting adenovirus infection following hematopoietic stem cell transplantation, with a view to filing marketing authorization applications and bringing the product to market.

As this therapeutic area has limited treatment options and extremely high unmet medical needs, the Group believes the steady execution of the clinical development of BCV will be a key factor in qualitatively transforming its business value.

In addition to adenovirus infection, the Group is also pursuing R&D on BCV for multiple indications, including PML and oncology-related diseases, thereby seeking to expand its pipeline value without relying on a single indication. Through these efforts, the Group aims to realize multifaceted business value centered on BCV.

As future growth options, the Group is also examining the potential commercialization of technological assets in adjacent fields such as diagnostics and is working to enhance the value of its overall business portfolio.

2. Securing funds

Considering the characteristics of its R&D-focused business, the Group utilizes financing methods such as equity financing to secure the funds necessary for business operations.

The Group will execute such financing in accordance with funding requirements, while taking into consideration R&D progress and market conditions, and will continue its efforts to secure sufficient funding.

3. Fundraising and business alliances through collaboration with other companies

In promoting the development of BCV and the IVD business, the Group is continuously considering the possibility of fundraising and business alliances through collaboration with other companies and is advancing discussions with potential partners.

These initiatives are positioned not only as means to diversify R&D risks and reduce financial burdens, but also as one of the measures to accelerate the realization of the Group's business value.

4. Improving business profitability

Regarding research results generated from in-house research and joint research with domestic and overseas research institutions, the Group is working to establish intellectual property rights and create revenue opportunities through out-licensing and other arrangements.

At the same time, the Group will continue to thoroughly manage costs and reduce expenses, taking into consideration progress in R&D activities, and will seek to improve operational efficiency and business profitability by optimizing its fixed-cost structure.

Although the Group is implementing the above measures, uncertainties remain with respect to the progress of BCV-related R&D, the success or failure of future partnerships and business alliances, and the financing environment. Accordingly, the Group recognizes that, at present, a material uncertainly exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern.

The consolidated financial statements have been prepared on a going concern basis and do not include any adjustments that might result from this material uncertainty.

(5) Major business activities (as of December 31, 2025)

The Group regards underserved therapeutic areas that lack the development of new drugs, despite significant unmet medical needs, as business opportunities. We develop new drugs with a primary focus on the treatment of rare diseases, mainly in the areas of oncology, hematology, and viral infectious diseases, and conduct integrated business activities that encompass search for new drug candidates, development, manufacturing, and sales.

(6) Main office and employees

(i) Main office (as of December 31, 2025)

Name	Location
Main office	Minato-ku, Tokyo

(ii) Employees (as of December 31, 2025)

Classification	Number of employees	Increase or decrease from previous fiscal year-end	Average age (years)	Average number of years of service
Male	61	-15	58.3	5.5
Female	30	-2	54.3	6.8
Total or average	91	-17	57.0	5.9

(Notes) 1. Number of employees refers to full time employees.
2. The above number of employees does not include 3 temporary staff (none at consolidated subsidiary).

(7) Status of significant subsidiaries

Company name	Capital	Voting rights ratio	Main business
SymBio Pharma USA, Inc.	USD1.00	100.0%	Pharmaceutical R&D

(8) Main lenders and amount of borrowings (as of December 31, 2025)

Not applicable.

2. Matters Related to Stock (as of December 31, 2025)

(1) Total number of authorized shares

Common stock: 115,000,000 shares

(2) Total number of shares outstanding

Common stock: 59,476,015 shares (excluding 91,065 shares of treasury stock)

(3) Number of shareholders

35,969

(4) Major shareholders (10 largest)

Name of shareholder	Number of shares held	Shareholding ratio
Fuminori Yoshida	1,684,200	2.8%
Rakuten Securities, Inc. (joint account)	1,414,000	2.4%
SBI Securities Co Ltd.	1,384,480	2.3%
Morgan Stanley & Co. LLC	951,028	1.6%
JPMorgan Securities Japan Co., Ltd.	542,472	0.9%
State Street Bank and Trust Company 510643	512,000	0.9%
Chen Yuan	466,800	0.8%
Shinya Murayama	402,200	0.7%
Midori Kinoshita	336,000	0.6%
Japan Securities Finance Co., Ltd.	313,900	0.5%

(Note) Shareholding ratio (%) indicates the percentage of shares outstanding, which equals the number of shares issued minus treasury shares.

3. Matters Related to Share Acquisition Rights

(1) Share acquisition rights held by the Company's Officers that were issued as compensation for services (as of December 31, 2025)

	The 48th warrant by resolution of the Board of Directors meeting on March 28, 2019	The 52nd warrant by resolution of the Board of Directors meeting on March 26, 2020	The 54th warrant by resolution of the Board of Directors meeting on March 24, 2021
Number of share acquisition rights	3,150 units	4,600 units	1,630 units
Number of shares to be issued upon the exercise of share acquisition rights (Note 2)	78,750 shares	115,000 shares	40,750 shares
Amount paid for share acquisition rights (Note 1) (Note 2)	19,400 yen per unit	8,100 yen per unit	29,225 yen per unit
Value of property to be contributed upon the exercise of each share acquisition right	1 yen per share	1 yen per share	1 yen per share
Period in which exercise of share acquisition rights is possible	From: March 30, 2022 To: March 29, 2029	From: March 27, 2023 To: March 26, 2030	From: March 25, 2024 To: March 24, 2031
Status of possession by Directors (excluding Audit & Supervisory Committee members and Outside Directors) (Note 2)	—	—	1,000 units (1 holder) 25,000 shares
Status of possession by Outside Directors (excluding Audit & Supervisory Committee Members) (Note 2)	250 units (1 holder) 6,250 shares	400 units (1 holder) 10,000 shares	300 units (2 holders) 7,500 shares

	The 56th warrant by resolution of the Board of Directors meeting on March 29, 2022	The 59th warrant by resolution of the Board of Directors meeting on March 23, 2023	The 61st warrant by resolution of the Board of Directors meeting on March 22, 2024
Number of share acquisition rights	3,200 units	3,160 units	7,832 units
Number of shares to be issued upon the exercise of share acquisition rights (Note 2)	80,000 shares	79,000 shares	195,800 shares
Amount paid for share acquisition rights (Note 1) (Note 2)	17,200 yen per unit	11,000 yen per unit	4,325 yen per unit
Value of property to be contributed upon the exercise of each share acquisition right	1 yen per share	1 yen per share	1 yen per share
Period in which exercise of share acquisition rights is possible	From: March 30, 2025 To: March 29, 2032	From: March 24, 2026 To: March 23, 2033	From: March 23, 2027 To: March 22, 2034
Status of possession by Directors (excluding Audit & Supervisory Committee Members and Outside Directors) (Note 2)	2,000 units (1 holder) 50,000 shares	2,560 units (1 holder) 64,000 shares	5,632 units (1 holder) 140,800 shares
Status of possession by Outside Directors (excluding Audit& Supervisory Committee Members) (Note 2)	300 units (2 holders) 7,500 shares	600 units (3 holders) 15,000 shares	2,200 units (5 holders) 55,000 shares

	The 63rd warrant by resolution of the Board of Directors meeting on March 25, 2025
Number of share acquisition rights	8,272 units
Number of shares to be issued upon the exercise of share acquisition rights (Note 2)	206,800 shares
Amount paid for share acquisition rights (Note 1) (Note 2)	3,900 yen per unit
Value of property to be contributed upon the exercise of each share acquisition right	1 yen per share
Period in which exercise of share acquisition rights is possible	From: March 26, 2028 To: March 25, 2035
Status of possession by Directors (excluding Audit & Supervisory Committee Members and Outside Directors) (Note 2)	5,632 units (1 holder) 140,800 shares
Status of possession by Outside Directors (excluding Audit& Supervisory Committee Members) (Note 2)	2,640 units (6 holders) 66,000 shares

(Notes) 1. The person who receives the allotment of share acquisition rights shall offset the amount to be paid for the relevant share acquisition rights against cash compensation equivalent to the amount.
2. The Company conducted a 1-for-4 consolidation of common shares on July 1, 2019. Number of shares to be issued upon the exercise of share acquisition rights and exercise price have been adjusted accordingly.
No share acquisition rights are held by Directors serving as Audit & Supervisory Committee Members.

(2) Share acquisition rights distributed to the Company's employees as compensation for services during the fiscal year under review (as of December 31, 2025)

	The 64th warrant by resolution of the Board of Directors meeting on March 25, 2025
Number of share acquisition rights (Note 1)	27,032 units
Number of shares to be issued upon the exercise of share acquisition rights	675,800 shares
Amount paid for share acquisition rights (Note 2)	3,900 yen per unit
Value of property to be contributed upon the exercise of each share acquisition right	1 yen per share
Period in which exercise of share acquisition rights is possible	From: March 26, 2028 To: March 25, 2035
Status of allotment to the Company's employees	22,181 units (78 holders) 554,525 shares

(Notes) 1. Of the share acquisition rights mentioned above, 4,851 units (121,275 shares) have been forfeited due to the retirement or resignation of employees.
2. The person who receives the allotment of share acquisition rights shall offset the amount to be paid for the relevant share acquisition rights against cash compensation equivalent to the amount.

(3) Other important matters concerning share acquisition rights (as of December 31, 2025)

(i) The details of the issue of share acquisition rights via third-party allotment were determined as below by resolution of the Board of Directors at a meeting held on May 16, 2022.

	The 58th warrant by resolution of the Board of Directors meeting on May 16, 2022
Allotee	CVI INVESTMENTS, Inc.
Number of share acquisition rights	20,000 units
Number of shares to be issued upon the exercise of share acquisition rights	2,000,000 shares
Amount paid for share acquisition rights	688 yen per unit
Value of property to be contributed upon the exercise of each share acquisition right	(Note) 88 yen per share
Period in which exercise of share acquisition rights is possible	From: June 2, 2022 To: June 1, 2027

(Note) The exercise price fluctuates in accordance with the exercise price adjustment clause and is determined by reference to the closing price of the Company's shares at the end of the relevant fiscal year (as published by the listed exchange). The specific calculation method shall be in accordance with the contractual provisions.

(ii) The details of the convertible bond-type bonds with share acquisition rights issued by third-party allotment were determined as below by resolution of the Board of Directors at a meeting held on December 25, 2024.

	The 4th Unsecured Convertible Bonds with Stock Acquisition Rights by resolution of the Board of Directors meeting on December 25, 2024	The 5th Unsecured Convertible Bonds with Stock Acquisition Rights by resolution of the Board of Directors meeting on December 25, 2024	The 7th Unsecured Convertible Bonds with Stock Acquisition Rights by resolution of the Board of Directors meeting on December 25, 2024
Allotee	Cantor Fitzgerald Europe	Cantor Fitzgerald Europe	Cantor Fitzgerald Europe
Number of share acquisition rights	9 units	5 units	12 units
Number of shares to be issued upon the exercise of share acquisition rights	2,501,389 shares	1,485,442 shares	3,870,967 shares
Amount paid for share acquisition rights	0 yen per unit	0 yen per unit	0 yen per unit
Value of property to be contributed upon the exercise of each share acquisition right	179.9 yen per share	168.3 yen per share	155.0 yen per share
Period in which exercise of share acquisition rights is possible	From: January 11, 2025 To: January 7, 2027	From: February 6, 2025 To: February 3, 2027	From: April 14, 2025 To: April 8, 2027

(iii) The details of the issue of share acquisition rights via third-party allotment were determined as below by resolution of the Board of Directors at a meeting held on July 22, 2025.

	The 65th warrant by resolution of the Board of Directors meeting on July 22, 2025	The 66th warrant by resolution of the Board of Directors meeting on July 22, 2025	The 67th warrant by resolution of the Board of Directors meeting on July 22, 2025
Allotee	EVO FUND	EVO FUND	EVO FUND
Number of share acquisition rights	93,200 units	200,000 units	100,000 units
Number of shares to be issued upon the exercise of share acquisition rights	9,320,000 shares	20,000,000 shares	10,000,000 shares
Amount paid for share acquisition rights	8 yen per unit	7 yen per unit	3 yen per unit
Value of property to be contributed upon the exercise of each share acquisition right	(Note) 89 yen per share	(Note) 89 yen per share	(Note) 89 yen per share
Period in which exercise of share acquisition rights is possible	From: August 13, 2025 To: May 15, 2028	From: August 13, 2025 To: May 15, 2028	From: August 13, 2025 To: May 15, 2028

(Note) The exercise price fluctuates in accordance with the exercise price adjustment clause and is determined by reference to the closing price of the Company's shares at the end of the relevant fiscal year (as published by the listed exchange). The specific calculation method shall be in accordance with the contractual provisions.

4. The Company's Officers (as of December 31, 2025)

(1) Names of Directors and Audit & Supervisory Board Members

Company position	Name	Responsibility and significant concurrent position
Representative Director	Fuminori Yoshida	President and CEO
Director	Shigetoshi Matsumoto	
Director	Bruce David Cheson	Lymphoma Consultant
Director	Eiji Ebinuma	Outside Director, Rakuten Bank, Ltd. Outside Director, Ozax Corporation Partner Attorney, Renaiss Law Office
Director	Toshio Imabeppu	Outside Director, Ship Healthcare Holdings, Inc. President, Japan Association for Regenerative Medicine Representative Director, Foundation for Training and Licensure Examination in Judo Therapy
Director	George Morstyn	CEO, G&R Morstyn Pty Limited Outside Director, Actinogen Medical, Australia Independent Director, Pio Therapeutics, Australia
Director	Ralph Smalling	Principal Consultant, Linus Consulting LLC (U.S.) Vice President and Head of Regulatory Affairs, Genelux Corporation (U.S.)
Director (full-time Audit & Supervisory Committee Member)	Kiyoshi Watanabe	
Director (Audit & Supervisory Committee Member)	Yasuhiro Tamo	Partner, Nomura & Partners Outside Audit & Supervisory Board Member, Better Place Co., Ltd.
Director (Audit & Supervisory Committee Member)	Koichi Shimomura	

(Notes) 1. Shigetoshi Matsumoto, Bruce David Cheson, Eiji Ebinuma, Toshio Imabeppu, George Morstyn, Ralph Smalling, Kiyoshi Watanabe, Yasuhiro Tamo, and Koichi Shimomura are Outside Directors.

2. The Company has designated Outside Directors Shigetoshi Matsumoto, Eiji Ebinuma, Kiyoshi Watanabe, and Koichi Shimomura as independent officers pursuant to the provisions of the Tokyo Stock Exchange (TSE) and registered them as such with the TSE.

3. The Company has appointed Outside Director Kiyoshi Watanabe as full-time Audit & Supervisory Committee Member to enable gathering of information from Directors (excluding Audit & Supervisory Committee Members) and information sharing at important meetings, as well as sufficient cooperation between the Internal Audit Division and Audit & Supervisory Committee, with the aim of strengthening the Committee's audit and supervisory functions.

4. The Company has adopted the Corporate Officer System. The Corporate Officers who do not hold concurrent positions as Directors are as follows. (Note: Mr. Masaru Taguchi and Mr. Koji Fukushima resigned as Executive Officers effective December 31, 2025.)

Vice President and Corporate Officer	Edwin Rock
Managing Corporate Officer	Paul Marston
Corporate Officer	Takeo Okuno
Corporate Officer	Koji Fukushima
Corporate Officer	Masatoshi Hazama
Corporate Officer	Masaru Taguchi
Corporate Officer	Keiichi Fujiwara

(2) Summary of the contents of the liability limitation agreement

The Company has entered into a liability limitation agreement with all Directors excluding those engaged in business execution based on the provisions of Article 427, Paragraph 1 of the Companies Act. Under the terms of the agreement, in the event that a Director has caused loss to the Company due to negligence of his or her duties, and if the Director performed his or her duties in good faith and without gross negligence, the Director's liability will be limited to the higher of 1,000,000 yen or the minimum liability amount set forth in Article 425, Paragraph 1 of the Companies Act.

(3) Summary of the contents of the indemnification contract

The Company has entered into an indemnification contract with Fuminori Yoshida, Shigetoshi Matsumoto, Bruce David Cheson, Eiji Ebinuma, Toshio Imabeppu, George Morstyn, Ralph Smalling, Kiyoshi Watanabe, Yasuhiro Tamo, and Koichi Shimomura as stipulated in Article 430-2, Paragraph 1 of the Companies Act. In addition to expenses related to shareholder lawsuits that may arise after the occurrence of an incident, the indemnification contract covers a wide range of expenses that individual directors and the Company may incur, including the costs of dealing with criminal proceedings and public investigations.

(4) Directors and Officers Liability Insurance Policies

The Company has obtained Directors and Officers Liability Insurance Policies covering the Directors and Corporate Officers of the Company and its subsidiaries pursuant to Article 430-3, Paragraph 1 of the Companies Act.

The aforementioned insurance is payable as indemnification for losses suffered by the insureds as a result of a legal action brought for alleged wrongful acts in their capacity as Directors and Corporate Officers. However, the insurance policies exclude coverage for

claims arising out of fraudulent or dishonest acts conducted knowing that they were in violation of the laws and regulations. By establishing such exclusions, we have taken steps to ensure the appropriateness of the execution of duties by officers is not compromised.

Costs of premiums paid on the aforementioned insurance are borne entirely by the Company.

(5) Compensation of members of the Board of Directors

(i) Matters related to the policy for determining the details of individual compensation for Directors

The Company's basic policy is to set the compensation for Directors at an appropriate level in consideration of their responsibilities. The amount of compensation for Directors does not include the share of salary as an employee for Directors who are concurrently serving as employees.

The Audit & Supervisory Committee has the authority to make decisions on the policy concerning the determination of the amount of compensation, or the calculation method thereof, for Directors serving as Audit & Supervisory Committee Members. The contents of such authority and the scope of discretion shall be determined by the Audit & Supervisory Committee with the consent of all of its members, within the limit of the total amount determined at the General Meeting of Shareholders.

1. Basic policy

The compensation system for Directors (excluding those serving as Audit & Supervisory Committee Members) shall be linked to shareholders' profit to function sufficiently as an incentive for the sustainable enhancement of corporate value. Furthermore, the compensation of individual Directors (excluding those serving as Audit & Supervisory Committee Members) shall be determined at an appropriate level based on the responsibilities of each position, and compensation shall consist of basic compensation as fixed compensation, performance-linked compensation, and stock-based compensation.

2. Policy on determination of the amount of basic compensation (monetary compensation) of individual Directors (excluding those serving as Audit & Supervisory Board Members; including policies on determining the timing or conditions for granting compensation)

The basic compensation for Directors (excluding those serving as Audit & Supervisory Committee Members) of the Company shall be a monthly fixed compensation, and shall be determined based on a comprehensive consideration of the role, responsibilities, years of service taking into account the level of compensation at other companies, the Company's business performance, and the level of employee salaries. In making the decision, the Company confirms that the decision is in line with the above policy, based on the report of the Nomination and Compensation Committee, which is composed of a majority of Outside Directors, with an Outside Director serving as the chairperson. The decision is then delegated to the Representative Director by a resolution of the Board of Directors. In addition, the Company ensures reasonableness by delegating the decision to the Representative Director within the scope of the report that has been appropriately reviewed by the Nomination and Compensation Committee.

3. Policy on determining the ratio of performance-linked compensation and other compensation of Directors (excluding those serving as Audit & Supervisory Committee Members)

Performance-linked compensation may be linked to the Medium-Term Management Plan, etc. to raise awareness of the need to improve business performance, and compensation may be structured so that business performance and compensation are directly linked, or stock options may be granted. The ratio between performance-linked compensation and other forms of compensation is deliberated by the Nomination and Compensation Committee. The Board of Directors delegates to the Representative Director the authority to determine individual compensation for each Director (excluding those serving as Audit & Supervisory Committee members), while respecting the recommendations of the Nomination and Compensation Committee. The ratio of compensation for Directors engaged in business execution is determined by benchmarking against compensation levels at companies of a similar scale to the Company or companies in related industries and business categories.

4. Matters concerning the determination of the content of individual compensation of Directors (excluding those serving as Audit & Supervisory Committee Members)

The amount of compensation and stock options for each individual shall be reviewed by the Nomination and Compensation Committee. The Board of Directors delegates to the Representative Director the authority to make decisions while respecting the content of the report of the Nomination and Compensation Committee. Based on the delegation by the resolution of the Board of Directors, Representative Director Mr. Fuminori Yoshida determines the amount, timing, and method of payment of compensation to each Director for the current fiscal year. The above authority is delegated to the Representative Director as the Company deems it appropriate for the Representative Director to make decisions on compensation by evaluating the performance of each Director while also considering the overall performance of the Company.

(ii) Reasons for the Board of Directors' determination that the contents of the compensation of Directors (excluding those serving as Audit & Supervisory Committee Members) for the fiscal year under review is in line with the said policy

In determining the compensation for each individual Director (excluding those serving as Audit & Supervisory Committee Members), the Representative Director makes decisions based on the above policy. Accordingly, the Board of Directors has determined that the content of the decisions aligns with the said policy.

(iii) Matters concerning the resolution of the General Meeting of Shareholders regarding compensation

At the 17th Ordinary General Meeting of Shareholders held on March 29, 2022, it was resolved that the maximum annual amount of compensation for Directors (excluding those serving as Audit & Supervisory Committee Members) shall be 130 million yen. At the 19th Ordinary General Meeting of Shareholders held on March 22, 2024, it was further resolved that within this amount, the compensation for Outside Directors shall be within 60 million yen (does not include salaries for Directors concurrently serving as employees). At the conclusion of the 19th Ordinary General Meeting of Shareholders held on March 22, 2024, the number of Directors (excluding those serving as Audit & Supervisory Committee Members) was six (6), including five (5) Outside Directors.

Separate from the aforementioned monetary compensation, it was resolved at the said 17th Ordinary General Meeting of Shareholders held on March 29, 2022 that the maximum annual amount of stock options granted to Directors (excluding those serving as Audit & Supervisory Committee Members) shall be 90 million yen. At the 19th Ordinary General Meeting of Shareholders held on March 22, 2024, it was further resolved that within this amount, the stock options for Outside Directors shall be within 45 million yen. Additionally, at the 19th Ordinary General Meeting of Shareholders held on March 22, 2024, it was resolved that the maximum number of stock acquisition rights to be issued to Directors (excluding those serving as Audit & Supervisory Committee Members) within one year from the date of the Ordinary General Meeting of Shareholders for each fiscal year shall be 9,000 units. At the conclusion of the 19th Ordinary General Meeting of Shareholders held on March 22, 2024, the number of Directors (excluding those serving as Audit & Supervisory Committee Members) was six (6), including five (5) Outside Directors.

At the 17th Ordinary General Meeting of Shareholders held on March 29, 2022, it was resolved that the maximum annual amount of monetary compensation for Directors serving as Audit & Supervisory Committee Members shall be 30 million yen, and that the specific amount and timing of payments shall be determined by discussions among Directors serving as Audit & Supervisory Committee Members. The number of Directors serving as Audit & Supervisory Committee Members at the conclusion of the said General Meeting of Shareholders was three (3).

(iv) Total amount of compensation for Directors and Audit & Supervisory Board Members

Classification	Total amount of compensation (thousand yen)	Total amount of compensation by type (thousand yen)			Number of eligible officers
		Base compensation	Performance-linked compensation	Non-monetary compensation	
Directors, excluding Audit & Supervisory Committee Members (Outside Directors)	137,808 (68,484)	103,214 (59,882)	— (—)	34,593 (8,601)	7 (6)
Directors serving as Audit & Supervisory Committee Members (Outside Directors)	27,648 (27,648)	27,648 (27,648)	— (—)	— (—)	4 (4)

(Notes) 1. The amount of compensation for Directors does not include the share of salary as an employee for Directors who are concurrently serving as employees.
2. The contents of non-monetary compensation are the amount of expenses recorded during the fiscal year under review related to stock acquisition rights granted as stock options.
3. The above number of recipients includes one (1) Outside Director serving as an Audit & Supervisory Committee Member who retired at the conclusion of the 20th Annual General Meeting of Shareholders held on March 25, 2025.

(6) Matters Concerning Outside Directors and outside members of the Audit & Supervisory Board

(i) Status of main activities during the fiscal year under review

Position	Name	Status of attendance at the Board of Directors meetings	Status of attendance at the Audit & Supervisory Committee meetings	Opinions at the Board of Directors meetings and the Audit & Supervisory Committee meetings
Director	Shigetoshi Matsumoto	19 out of 19 (100%)	—	Mr. Matsumoto expressed opinions from an objective perspective independent from the Company's management engaged in business operations, leveraging his extensive knowledge and experience with the business practices of companies in the same industry and with auditing work.
Director	Bruce David Cheson	19 out of 19 (100%)	—	Dr. Cheson expressed opinions from an objective perspective independent from the Company's management engaged in business operations, leveraging his extensive knowledge and experience as a physician.
Director	Eiji Ebinuma	19 out of 19 (100%)	—	Mr. Ebinuma expressed opinions from an objective perspective independent from the Company's management engaged in business operations, using his knowledge and experience at financial institutions and as an attorney at law, mainly in the area of labor law, and his extensive knowledge as an Outside Director.
Director	Toshio Imabeppu	19 out of 19 (100%)	—	Mr. Toshio Imabeppu expressed opinions from an objective perspective independent from the Company's management engaged in business operations, drawing on his insights into pharmaceutical and healthcare administration, specialized knowledge, and extensive experience.
Director	George Morstyn	19 out of 19 (100%)	—	Dr. George Morstyn expressed opinions from an objective perspective independent from the Company's management engaged in business operations, using his knowledge and experience as a physician.
Director	Ralph Smalling	13 out of 14 (92.9%)	—	Based on his experience in the pharmaceutical industry and his knowledge of and extensive experience in regulatory affairs, he expressed opinions from an objective perspective independent from the Company's management engaged in business operations.
Director (full-time Audit & Supervisory Committee Member)	Kiyoshi Watanabe	19 out of 19 (100%)	19 out of 19 (100%)	Mr. Watanabe actively expressed opinions from an objective and fair perspective based on his extensive experience and knowledge as an audit & supervisory board member at listed companies in order to achieve highly effective managerial supervision.
Director (Audit & Supervisory Committee Member)	Yasuhiro Tamo	19 out of 19 (100%)	19 out of 19 (100%)	Mr. Tamo expressed opinions from an objective perspective independent from the Company's management engaged in business operations, based on his knowledge and experience as an attorney at law, mainly in the area of corporate law.
Director (Audit & Supervisory Committee Member)	Koichi Shimomura	14 out of 14 (100%)	10 out of 10 (100%)	Based on his extensive experience in overseas business operations, accounting, and public relations and investor relations, he expressed opinions from an objective perspective independent from the Company's management engaged in business operations.

(Notes) 1. As Mr. Ralph Smalling and Mr. Koichi Shimomura were appointed at the 20th Ordinary General Meeting of Shareholders held on March 25, 2025, the Board of Directors meetings and Audit & Supervisory Committee meetings subject to their attendance are those held after their appointment as Director and Director serving as an Audit & Supervisory Committee Member.

2. There are no material relationships between the Company and any other corporations in which Dr. Bruce David Cheson, Mr. Eiji Ebinuma, Mr. Toshio Imabeppu, Dr. George Morstyn, Mr. Ralph Smalling, and Mr. Yasuhiro Tamo concurrently hold positions.

(ii) Summary of duties performed in roles expected to be fulfilled by Outside Directors

1. Shigetoshi Matsumoto and Eiji Ebinuma have been involved as members of the Nomination and Compensation Committee from an objective and neutral standpoint in the selection of candidates for the Company's Board of Directors and the determination of compensation for Directors.
2. Bruce David Cheson has contributed to the enhancement of the Company's group-wide governance and supervisory functions from a global perspective, and to the monitoring and supervision of the management of the Company from an independent

standpoint.

3. Toshio Imabeppu has provided advice and opinions on the Company's management, drawing on his expertise, specialized knowledge, and extensive experience in health and pharmaceutical administration gained through his service as Director-General of the Pharmaceutical and Food Safety Bureau the Ministry of Health and Welfare (currently the Ministry of Health, Labour and Welfare) and Director-General for Policy Planning and Evaluation.
4. George Morstyn has provided advice and opinions on the Company's development operations and management, contributing to the promotion and strengthening of global development activities, based on his medical expertise and extensive experience as a physician.
5. Based on his experience in the pharmaceutical industry and his knowledge of and extensive experience in regulatory affairs, Ralph Smalling provided advice and opinions regarding the Company's development business and management.
6. Kiyoshi Watanabe has contributed to the enhancement and reinforcement of the Company's corporate governance and has monitored and supervised the Company's management from an independent standpoint, leveraging his track record at financial institutions and his broad experience and deep insight in management.
7. Yasuhiro Tamo has monitored and supervised the Company's management and contributed to strengthening the supervisory function of business execution from an independent standpoint, based on his knowledge and extensive experience as an attorney at law, mainly in the area of corporate law.
8. Koichi Shimomura has monitored and supervised the Company's management from an independent standpoint and contributed to strengthening the supervisory function over business execution, drawing on his extensive experience in overseas business operations, accounting, and public relations and investor relations.

5. Status of Accounting Auditor

(1) Name of accounting auditor

Ernst & Young ShinNihon LLC

(2) Summary of the contents of the liability limitation agreement

Not applicable.

(3) Summary of the contents of the compensation agreement

Not applicable.

(4) Amount of compensation

	Amount paid
Amount of compensation paid to the accounting auditor concerning the fiscal year under review	41,663 thousand yen
Total amount of monetary and other property benefits to be paid by the Company and its subsidiary	41,663 thousand yen

(Notes) 1. Reasons for the Audit & Supervisory Committee's approval of the amount of compensation to be paid to the accounting auditor
The Audit & Supervisory Committee verified the contents of the audit planning by the accounting auditor, performance of its duties in previous years, and status of planning and actual performance, and as a result of a careful review on the adequacy of the amount of compensation for the fiscal year under review, has approved the amount of compensation to be paid to the accounting auditor, pursuant to the provisions of Article 399, Paragraph 1 of the Companies Act.

2. The amounts of compensation for audits paid in accordance with the Companies Act, and the audits conducted in accordance with the Financial Instruments and Exchange Act, are not distinguished in the contract agreement between the Company and the accounting auditor. It is not possible to distinguish between compensation paid for these two types of audits; therefore, the total amount thereof is stated.

(5) Policies for dismissal or non-reappointment of the accounting auditor

When it is deemed necessary to dismiss (or not reappoint) the accounting auditor for reasons relating to the accounting auditor's execution of duties, the Audit & Supervisory Committee shall determine the contents of a proposal to be presented to a General Meeting of Shareholders in respect of the dismissal (or non-reappointment). In addition, when the accounting auditor falls under any of the items of Article 340, Paragraph 1 of the Companies Act, the Audit & Supervisory Committee shall dismiss the accounting auditor with the consent of all members of the Audit & Supervisory Committee. If this is the case, an Audit & Supervisory Committee Member selected by the Audit & Supervisory Committee shall report the dismissal of the accounting auditor and the reasons for such dismissal at the first General Meeting of Shareholders convened after the dismissal.

6. System to Ensure the Appropriateness of Operations

(1) The corporate system to ensure that Directors and employees comply with laws and ordinances, as well as the Articles of Incorporation, in the process of performing their duties

(i) Dissemination and thorough implementation of management philosophy

In order to implement its management philosophy, the Company has established for the Group a Corporate Action Charter and standards of conduct to which all Company members are expected to adhere. The Company informs all executives and staff regarding these policies and asks for each member's understanding regarding the spirit of these regulations and for thorough compliance with the same. All business activities of the Company are based on the premise of compliance with laws and ordinances and the maintenance of corporate ethical standards (below, "compliance").

(ii) Establishment of internal control committee

The Company has established an internal control committee to develop internal control systems, ensuring appropriate risk management and financial reporting. The committee also works to prevent insider trading and ensures thorough supervision and compliance with laws, ordinances, the Articles of Incorporation, and other internal regulations across the entire Group.

(iii) Establishment of compliance committee

The Company has established a compliance committee to promote and ensure compliance within the Group and to develop, communicate, and enforce internal regulations, guidelines, and other related policies.

(iv) Establishment of internal audit office, etc.

The Company has established an internal audit office as an independent unit under the direct supervision of the President and appoints internal auditors to its subsidiary as necessary. Through regular audits and related activities, objective assessments are made as to the effectiveness and efficiency of business, the reliability of various financial reports, safeguarding of assets, compliance status of operations, and the appropriateness and effectiveness of corporate risk management policies. When necessary, the Company ensures the efficacy of internal controls by accepting advice and proposals concerning recommended improvements to the maintenance and operation of systems.

(v) Establishment of compliance reporting and consultation hot-lines

The Company has established compliance reporting and consultation hot-lines both internal to and outside the Company, and has designated compliance liaisons to respond to reports and requests for consultation from employees of the Group, and to identify and resolve any compliance issues at the earliest stage possible.

(vi) Systems for securing reliable financial reporting

The Company establishes internal control systems and oversees their appropriate operation in order to ensure reliable financial reporting for the Group.

(2) Corporate system for maintenance and control of information regarding the performance of duties by Directors

The Group appoints an individual to be responsible for the general management of corporate documents and to appropriately maintain and otherwise control all important documents containing information as to the performance by Directors of their duties in addition to legally required records of proceedings of Shareholders meetings and Board of Directors meetings, as provided in laws and ordinances as well as in the Company's own "Rules for the Management of Documents."

(3) Corporate system for control of risk of loss, including in-house rules for such control

The Group practices risk control under its basic risk control policy and related rules. The Internal Control Committee is responsible for the supervision and promotion of risk management. Additionally, the Company will swiftly respond to emergency situation by establishing an emergency response headquarters managed by the Representative Director and President.

(4) Corporate system to ensure the efficient performance of duties by Directors

(i) Directors and employees perform their duties in appropriate and efficient accordance with the "Rules for the Board of Directors" and "Rules for the Internal Approvals," as well as other related regulations.

(ii) The Company regularly holds Executive Management Committee meetings pursuant to the "Rules for the Executive Management Committee" and reviews key proposals for the purpose of supporting careful and timely decision-making from the Representative Director and President.

(iii) The Company develops mid- to long-term business plans and operates and expands its business in accordance with these plans. In addition, the Company establishes numerical targets within its business plans for each fiscal year and, through monthly closings, manages progress toward these targets while making relevant reports to Directors.

(5) Basic policy against anti-social forces and their associates

The Group resolutely opposes anti-social forces and their associates that pose a threat to the order or safety of society and forbids their participation in any and all business activities.

(6) Assistant to Audit & Supervisory Committee Members

Audit & Supervisory Committee Members may request that the Representative Director and President appoint an employee to act as an assistant to Audit & Supervisory Committee Members. Upon receiving such a request, the Representative Director and President shall make an appropriate appointment.

(7) Ensuring the independence of assistants to Audit & Supervisory Committee Members from Directors (excluding those serving as Audit &Supervisory Committee Members) and the effectiveness of the Audit & Supervisory Committee Members' instructions to employees

(i) Assistants to Audit & Supervisory Committee Members shall not receive instructions concerning their supporting duties from anyone other than Audit & Supervisory Committee Members.
(ii) Matters such as personnel evaluation and transfer and disciplinary actions concerning employees that assist Audit & Supervisory Committee Members shall be subject to the prior consent of the Audit & Supervisory Committee.

(8) Corporate system for Directors and employees to report to the Audit & Supervisory Committee; corporate system for other reports to the Audit & Supervisory Committee; and corporate system to ensure the efficient performance of audits by the Audit & Supervisory Committee

(i) Any Director or employee shall promptly inform the Audit & Supervisory Committee if and when he/she becomes aware of any circumstance that threatens to cause any significant damage to, or could adversely affect, the Company.
(ii) Audit & Supervisory Committee Members may participate in all matters that they consider important in terms of gaining a better understanding of decision-making processes, conditions, and statuses of the Company's businesses. Accordingly, they may attend Board of Directors meetings, Executive Management Committee meetings, and other important meetings. In addition, they are permitted to view key decision-making documents related to these meetings.
(iii) Audit & Supervisory Committee Members may individually interview Directors and employees in key positions of responsibility to obtain information regarding the management conditions of the Company's businesses.
(iv) Audit & Supervisory Committee Members will regularly exchange opinions with the Representative Director and President and the accounting auditor.
(v) The Company will not apply any sort of unfavorable treatment or unjust punishment to individuals who make reports to the Audit & Supervisory Committee.

(9) Matters related to the treatment of expenses or obligations associated with the execution of duties of Audit & Supervisory Committee Members (limited to the execution of duties of Audit & Supervisory Committee), including the procedures for prepayment or reimbursement of such expenses

(i) The Company will respond without delay to claims for the prepayment of expenses made by Audit & Supervisory Committee Members under Article 399-2 of the Companies Act, accepting responsibility for associated expenses and processing related obligations, except in cases in which these have been determined unnecessary for the execution of the duties of Audit & Supervisory Committee Members.
(ii) The Company authorizes and shoulders expenses incurred when Audit & Supervisory Committee Members seek opinions or advice from external experts, including attorneys and certified public accountants, if it is found necessary for the execution of their duties.

(10) System to ensure appropriate operations of the corporate organization consisting of the Company and its subsidiaries

The Company will take the following measures to properly manage and operate the Group.
(i) We will apply SymBio Charter of Corporate Conduct to our subsidiaries, and strive to ensure thorough awareness of the Charter, along with their respective Codes of Conduct created based on the Charter.
(ii) The Company will build and operate an appropriate internal control system related to the following, to enable appropriate management and business execution of the Group.
1) System for reporting matters related to the execution of duties of subsidiary Directors to the Company
2) Regulations and other systems for risk management and loss control of subsidiaries
3) System to ensure that Directors of subsidiaries are executing their duties efficiently
4) System to ensure that Directors and employees of subsidiaries are executing their duties in compliance with laws and regulations and the Articles of Incorporation

7. Summary of the Status of System to Ensure the Appropriateness of Operations

(i) The Company is striving to foster a culture of compliance across the organization and ensure appropriate operation of internal control systems through its communications with Directors and employees, and through publication of information such as the basic policies regarding internal control systems, corporate compliance conduct principles, basic risk control policies, and the whistleblowing system manual on the Company's intranet bulletin board, etc.

(ii) At the Board of Directors meetings of the Company, Outside Directors (including Directors serving as Audit & Supervisory Committee Members) participate in resolutions from an independent standpoint and monitor and supervise the management. Each Audit & Supervisory Committee Member carries out management audits as well.

(iii) Full-time Audit & Supervisory Committee Members attend important meetings such as the Board of Directors meetings as well as Executive Management Committee meetings, and exchange views with representative directors monthly.

Consolidated Balance Sheet

(As of December 31, 2025)

(Unit: thousands of yen)

Item	Amount	Item	Amount
(Assets)		(Liabilities)	
Current assets	3,824,049	Current liabilities	1,290,365
Cash and deposits	2,883,503	Accounts payable	468,270
Accounts receivable – trade	259,676	Income taxes payable	118,550
Merchandise and finished goods	152,551	Current portion of bonds payable	682,500
Supplies	136,396	Other	21,045
Advance payments	259,963	Non-current liabilities	1,304,911
Prepaid expenses	60,276	Convertible-bond-type bonds with share acquisition rights	1,300,000
Other	71,681	Retirement benefit liability	4,911
Non-current assets	43,267	Total liabilities	2,595,276
Property, plant and equipment	—	(Net assets)	
Buildings	172,767	Shareholders' equity	911,244
Tools, furniture and fixtures	81,353	Capital Stock	19,244,128
Accumulated depreciation	(254,121)	Capital surplus	19,218,965
Investments and other assets	43,267	Retained earnings	(37,461,978)
Shares of subsidiaries and associates	15	Treasury shares	(89,870)
Leasehold and guarantee deposits	37,349	Accumulated other comprehensive income	12,925
Deferred tax assets	5,902	Foreign currency translation adjustment	12,925
		Share acquisition rights	347,869
		Total net assets	1,272,040
Total assets	3,867,316	Total liabilities and net assets	3,867,316

(Note) Amounts of less than one thousand yen are rounded down.

Consolidated Income Statement

(From January 1, 2025 to December 31, 2025)

(Unit: thousands of yen)

Item	Amount	
I. Net sales		1,307,648
II. Cost of goods sold		360,308
Gross profit		947,339
III. Selling, general and administrative expenses		5,388,027
Operating loss		(4,440,687)
IV. Non-operating income		
Interest income	4,195	
Insurance claim income	24,394	
Other	2,136	30,726
V. Non-operating expenses		
Commission fee	12,342	
Share issuance cost	10,077	
Bond issuance cost	110,280	
Interest expense on bonds	39,170	
Foreign exchange loss	64,964	
Other	1,086	237,921
Ordinary loss		(4,647,882)
VI. Extraordinary income		
Gain on reversal of share acquisition rights	8,536	8,536
VII. Extraordinary loss		
Impairment loss	109,273	109,273
Loss before income taxes		(4,748,620)
Income taxes – current	33,214	
Income taxes – deferred	(5,640)	27,573
Loss		(4,776,194)
Profit attributable to non-controlling interests		—
Loss attributable to owners of parent		(4,776,194)

(Note) Amounts of less than one thousand yen are rounded down.

Consolidated Statement of Changes in Equity

(From January 1, 2025 to December 31, 2025)

(Unit: thousands of yen)

	Shareholders' equity				
	Capital stock	Capital surplus	Retained earnings	Treasury shares	Total Shareholders' equity
Balance as of January 1, 2025	18,336,841	18,311,713	(32,685,784)	(89,863)	3,872,907
Changes during period					
Issuance of new shares (exercise of share acquisition rights)	657,286	657,286			1,314,573
Convertible-bond-type bonds with share acquisition rights	250,000	250,000			500,000
Loss attributable to owners of parent			(4,776,194)		(4,776,194)
Purchase of treasury shares				(49)	(49)
Disposal of treasury shares		(34)		42	7
Net changes of items other than shareholders' equity					
Total changes during period	907,286	907,251	(4,776,194)	(7)	(2,961,662)
Balance as of December 31, 2025	19,244,128	19,218,965	(37,461,978)	(89,870)	911,244

	Accumulated other comprehensive income		Share acquisition rights	Total net assets
	Foreign currency translation adjustment	Total accumulated other comprehensive income		
Balance as of January 1, 2025	7,894	7,894	316,758	4,197,560
Changes during period				
Issuance of new shares (exercise of share acquisition rights)				1,314,573
Conversion of convertible-bond-type bonds with share acquisition rights				500,000
Loss attributable to owners of parent				(4,776,194)
Purchase of treasury shares				(49)
Disposal of treasury shares				7
Net changes of items other than shareholders' equity	5,031	5,031	31,110	36,142
Total changes during period	5,031	5,031	31,110	(2,925,520)
Balance as of December 31, 2025	12,925	12,925	347,869	1,272,040

(Note) Amounts of less than one thousand yen are rounded down.

Balance Sheet

(As of December 31, 2025)

(Unit: thousands of yen)

Item	Amount	Item	Amount
(Assets)		(Liabilities)	
Current assets	3,529,707	Current liabilities	1,237,619
Cash and deposits	2,548,804	Accounts payable	424,557
Accounts receivable – trade	259,676	Income taxes payable	109,516
Merchandise and finished goods	152,551	Current portion of bonds payable	682,500
Supplies	136,396	Others	21,045
Advance payments	259,963	Non-current liabilities	1,304,911
Prepaid expenses	60,276	Convertible-bond-type bonds with share acquisition rights	1,300,000
Consumption taxes receivables	60,836	Provision for retirement benefits	4,911
Others	51,201	Total liabilities	2,542,530
Non-current assets	37,365	(Net assets)	
Property, plant and equipment	—	Shareholders' equity	676,671
Buildings	172,767	Capital stock	19,244,128
Tools, furniture and fixtures	81,353	Capital surplus	19,218,965
Accumulated depreciation	(254,121)	Legal capital surplus	19,214,128
Investments and other assets	37,365	Other capital surplus	4,837
Shares of subsidiaries and associates	15	Retained earnings	(37,696,551)
Leasehold and guarantee deposits	37,349	Other retained earnings	(37,696,551)
		Retained earnings brought forward	(37,696,551)
		Treasury shares	(89,870)
		Share acquisition rights	347,869
		Total net assets	1,024,541
Total assets	3,567,072	Total liabilities and net assets	3,567,072

(Note) Amounts of less than one thousand yen are rounded down.

Income Statement

(From January 1, 2025 to December 31, 2025)

(Unit: thousands of yen)

Item	Amount	
I. Net sales		1,307,648
II. Cost of goods sold		360,308
Gross profit		947,339
III. Selling, general and administrative expenses		5,528,319
Operating loss		(4,580,979)
IV. Non-operating income		
Interest income	4,195	
Insurance claim income	24,394	
Other	2,136	30,726
V. Non-operating expenses		
Commission fee	12,342	
Share issuance cost	10,077	
Bond issuance cost	110,280	
Interest expense on bonds	39,170	
Foreign exchange loss	74,132	
Other	1,086	247,090
Ordinary loss		(4,797,342)
VI. Extraordinary income		
Gain on reversal of share acquisition rights	8,536	8,536
VII. Extraordinary loss		
Impairment loss	109,273	109,273
Loss before income taxes		(4,898,080)
Income taxes	3,800	3,800
Net Loss		(4,901,880)

(Note) Amounts of less than one thousand yen are rounded down.

Statement of Changes in Equity

(From January 1, 2025 to December 31, 2025)

(Unit: thousands of yen)

	Shareholders' equity				
	Capital stock	Capital surplus			Retained earnings
		Legal capital surplus	Other capital surplus	Total capital surplus	Other retained earnings
					Retained earnings brought forward
Balance as of January 1, 2025	18,336,841	18,306,841	4,872	18,311,713	(32,794,671)
Changes during period					
Issuance of new shares (exercise of share acquisition rights)	657,286	657,286		657,286	
Convertible-bond-type bonds with share acquisition rights	250,000	250,000		250,000	
Loss					(4,901,880)
Purchase of treasury shares					
Disposal of treasury shares			(34)	(34)	
Net changes of items other than shareholders' equity					
Total changes during period	907,286	907,286	(34)	907,251	(4,901,880)
Balance as of December 31, 2025	19,244,128	19,214,128	4,837	19,218,965	(37,696,551)

	Shareholders' equity		Share acquisition rights	Total net assets
	Treasury shares	Total shareholders' equity		
Balance as of January 1, 2025	(89,863)	3,764,020	316,758	4,080,779
Changes during period				
Issuance of new shares (exercise of share acquisition rights)		1,314,573		1,314,573
Conversion of convertible-bond-type bonds with share acquisition rights		500,000		500,000
Loss		(4,901,880)		(4,901,880)
Purchase of treasury shares	(49)	(49)		(49)
Disposal of treasury shares	42	7		7
Net changes of items other than shareholders' equity			31,110	31,110
Total changes during period	(7)	(3,087,348)	31,110	(3,056,237)
Balance as of December 31, 2025	(89,870)	676,671	347,869	1,024,541

(Note) Amounts of less than one thousand yen are rounded down.

Audit report on consolidated financial statements by accounting auditor

Independent Auditor's Report

February 27, 2026

The Board of Directors
SymBio Pharmaceuticals Limited

Ernst & Young ShinNihon LLC
Tokyo, Japan

Tetsuya Tomita
Designated Engagement Partner
Certified Public Accountant

Kinuyo Matsuo
Designated Engagement Partner
Certified Public Accountant

Opinion

Pursuant to Article 444, paragraph 4 of the Companies Act, we have audited the accompanying consolidated financial statements, which comprise the consolidated balance sheet, the consolidated statement of income, the consolidated statement of changes in equity, and notes to the consolidated financial statements of SymBio Pharmaceuticals Limited and its consolidated subsidiaries (the Group) applicable to the fiscal year from January 1, 2025 to December 31, 2025.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position and results of operations of the Group applicable to the fiscal year ended December 31, 2025, in accordance with accounting principles generally accepted in Japan.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Japan, including those applicable to audits of financial statements of public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to the note on the going concern assumption in the consolidated financial statements, which indicates that the Group recorded significant operating loss, ordinary loss, and net loss attributable to owners of the parent for two consecutive fiscal years through the fiscal year ended December 31, 2024, and has continued to record operating loss, ordinary loss, and net loss attributable to owners of the parent during the fiscal year ended December 31, 2025.

Depending on the progress of future business and the status of additional financing, the Group's cash flow could be significantly affected. Accordingly, a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. The measures to address these events or conditions and the reasons why such material uncertainty exists are described in the related note. The consolidated financial statements have been prepared on a going concern basis and do not include any adjustments that might result from this material uncertainty.

Our opinion is not modified in respect of this matter.

Other Information

The other information comprises the information included in the Group's business report and its supplementary schedules. Management is responsible for preparation and disclosure of the other information. The Audit and Supervisory Committee is responsible for overseeing the Group's reporting process of the other information.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management, the Audit and Supervisory Committee for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern and disclosing, as required by accounting principles generally accepted in Japan, matters related to going concern.

The Audit and Supervisory Committee is responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Consider internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances for our risk assessments, while the purpose of the audit of the consolidated financial statements is not expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation in accordance with accounting principles generally accepted in Japan.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit and Supervisory Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit and Supervisory Committee with a statement that we have complied with the ethical requirements regarding independence that are relevant to our audit of the consolidated financial statements in Japan, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied to reduce threats to an acceptable level.

Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan

Our firm and its designated engagement partners do not have any interest in the Group which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

Audit report by accounting auditor

Independent Auditor's Report

February 27, 2026

The Board of Directors
SymBio Pharmaceuticals Limited

Ernst & Young ShinNihon LLC
Tokyo, Japan

Tetsuya Tomita
Designated Engagement Partner
Certified Public Accountant

Kinuyo Matsuo
Designated Engagement Partner
Certified Public Accountant

Opinion

Pursuant to Article 436, Section2, paragraph 1 of the Companies Act, we have audited the accompanying financial statements, which comprise the balance sheet, the statement of income, the statement of changes in equity, the notes to non-consolidated financial statements and the related supplementary schedules of SymBio Pharmaceuticals Limited(the "Company") applicable to the 21st fiscal year from January 1, 2025 to December 31, 2025.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position and results of operations of the Company applicable to the fiscal year ended December 31, 2025, in accordance with accounting principles generally accepted in Japan.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Japan, including those applicable to audits of financial statements of public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to the note on the going concern assumption in the non-consolidated financial statements, which indicates that the Company recorded significant operating loss, ordinary loss, and net loss for two consecutive fiscal years through the fiscal year ended December 31, 2024, and has continued to record operating loss, ordinary loss, and net losses during the fiscal year ended December 31, 2025. Depending on the progress of future business and the status of additional financing, the Company's cash flow could be significantly affected. Accordingly, a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. The measures to address these events or conditions and the reasons why such material uncertainty exists are described in the related note. The non-consolidated financial statements have been prepared on a going concern basis and do not include any adjustments that might result from this material uncertainty.

Our opinion is not modified in respect of this matter.

Other Information

The other information comprises the information included in the Group's business report and its supplementary schedules. Management is responsible for preparation and disclosure of the other information. The Audit and Supervisory Committee is responsible for overseeing the Group's reporting process of the other information.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management, the Audit and Supervisory Committee for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern and disclosing, as required by accounting principles generally accepted in Japan, matters related to going concern.

The Audit and Supervisory Committee is responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Consider internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances for our risk assessments, while the purpose of the audit of the financial statements is not expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation in accordance with accounting principles generally accepted in Japan.

We communicate with the Audit and Supervisory Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit and Supervisory Committee with a statement that we have complied with the ethical requirements regarding independence that are relevant to our audit of the financial statements in Japan, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied to reduce threats to an acceptable level.

Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan

Our firm and its designated engagement partners do not have any interest in the Company which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

Report of the Audit & Supervisory Committee

We, Audit & Supervisory Committee Members, prepare this report of audit with regard to the execution of Directors' duties during the 21st Term of the Company from January 1, 2025 to December 31, 2025. The methods and results of the audit are as follows.

1. Methods and Contents of the Audit

The Audit & Supervisory Committee regularly received reports from Directors and employees regarding the contents of resolution by the Board of Directors related to matters stipulated in Article 399, Paragraph 13, Item 1, B and C of the Companies Act and the status of establishment and operation of the internal control system set up based on the said resolution, and requested additional explanation as necessary. The Committee has expressed its opinion and conducted an audit using the methods outlined below.

(i) We conducted the audit in compliance with the standards for audits by Audit & Supervisory Board Committee set forth by the said Committee, and abided by the audit policy and division of duties. In cooperation with the Company's Internal Control Division, we attended important meetings and received reports from Directors and employees regarding their execution of duties, requesting additional explanation if necessary. We also reviewed documents for important settlements, and investigated the status of operations and assets of the headquarters and key business offices. Regarding the Company's subsidiary, we communicated and exchanged information with Directors, etc. of the subsidiary, and received reports on the subsidiary's business operations as necessary.

(ii) In addition, we monitored and inspected the independent position of the accounting auditor and the execution of appropriate audits by the accounting auditor, and also received the reporting from the accounting auditor with regard to the state of execution of its duties, requesting additional explanation as deemed necessary. Furthermore, we received the notification from the accounting auditor that "the system to ensure that its duties are executed as appropriate (the items listed by the respective paragraphs of Article 131 of the Ordinance on the Accounting of Companies)" is maintained in accordance with "the standards for quality control of audits (Business Accounting Council)," requesting additional explanation as deemed necessary.

Based on the methods described above, we reviewed the business reports and related supplementary schedules, financial reports (including balance sheet, statement of income, statement of changes in equity, and notes to non-consolidated financial statements) and related supplementary schedules, and consolidated financial statements (consolidated balance sheet, consolidated statement of income, consolidated statement of changes in equity, and notes to consolidated financial statements) for the Term reported.

2. Results of Audit

(1) Results of the audit of the business report

a. The business report and supplementary schedules fairly present the Company's situation in accordance with laws and ordinances and the Company's Articles of Incorporation.

b. No misconduct in the execution of Directors' duties or any material facts in violation of laws or ordinances or the Company's Articles of Incorporation was observed.

c. The contents of resolution by the Board of Directors with regard to the Internal Control System are appropriate. Also, there is no matter to be noted as for the descriptions in the business report regarding such Internal Control System and the execution of Directors' duties.

(2) Results of the audit of the financial statements and related supplementary schedules

Both the methods used for and the results of the audit conducted by the accounting auditor, Ernst & Young ShinNihon LLC, are appropriate.

(3) Results of the audit of the consolidated financial statements

Both the methods used for and the results of the audit conducted by the accounting auditor, Ernst & Young ShinNihon LLC, are appropriate.

February 18, 2026

Audit & Supervisory Committee,
SymBio Pharmaceuticals Limited

Kiyoshi Watanabe
Full-time Audit & Supervisory Committee Member

Yasuhiro Tamo
Audit & Supervisory Committee Member

Koichi Shimomura
Audit & Supervisory Committee Member

(Note) Audit & Supervisory Committee Members Kiyoshi Watanabe, Yasuhiro Tamo, and Koichi Shimomura are Outside Directors of the Company as stipulated in Article 2, Item 15 and Article 331, Paragraph 6 of the Companies Act.