

Japan Credit Rating Agency, Ltd. (JCR) announces the following credit rating.

Takeda Pharmaceutical Company Limited (security code: 4502)

<Affirmation>

Long-term Issuer Rating:	AA-
Outlook:	Stable
Bonds:	AA-
Bonds (Dated subordinated bonds):	A
Subordinated Loan:	A
Shelf Registration:	Preliminary AA-
CP:	J-1+

Rationale

- (1) Takeda Pharmaceutical Company Limited (the "Company") is Japan's leading pharmaceutical company. It defines gastrointestinal and inflammation, rare diseases, plasma-derived therapies, oncology, neuroscience and vaccines as areas of focus. It ranks high in the global market for ethical pharmaceuticals in terms of revenue and operates in approximately 80 countries/regions. By region, revenue for the fiscal year ended March 2024 (FY2023) was accounted for 51.5% by the U.S., 22.7% by Europe and Canada and 10.6% by Japan, indicating that the composition is relatively well-balanced. The Company has also built a development pipeline comprised of diverse modalities by setting up research bases in the U.S. and Japan and actively capitalizing on partnerships.
- (2) The Company will likely be able to maintain high cash flow generation capacity going forward, too. While there are some products for which sales are expected to decline due to the expiration of regulatory exclusivity, mainstay products are nevertheless selling well. The Company has enough financial capacity to keep making the current level of R&D expenses. Financial base is stable. Even though the Company intends to prioritize capital allocation to growth investment and shareholder returns, JCR concludes that the current financial base is not likely to be impaired significantly thanks to a certain degree of financial discipline. Based on the above, JCR affirmed the ratings on the Company and retained the Stable outlook.
- (3) Core operating profit is expected to remain high in FY2024 as well, amounting to 1,000 billion yen despite a year-on-year drop of 5.2%. While the loss of exclusivity for VYVANSE will have negative impact, sales will expand further for growth and launch products. Meanwhile, although impairment losses recorded in FY2023 for ALOFISEL, EXKIVITY, etc. will be eliminated, reported operating profit is projected to grow only by 5.1% to 225 billion yen because of the restructuring expenses of 140 billion yen. After VYVANSE, the negative impact of exclusivity expiration is most likely to be marginal until the early 2030s, so JCR will watch how much profit growth will be achieved through the expansion of sales of growth and launch products.
- (4) Equity attributable to owners of the parent company as of June 30, 2024 was 8.0 trillion yen, with its ratio standing at 49.6% (after considering the equity content of subordinated bonds for both). Goodwill and intangible assets as of the same date came to 10.1 trillion yen; yet, the Company has a certain buffer against the risk of impairment losses on these assets. JCR assumes that the ratio of adjusted net debt to adjusted EBITDA by the Company's definition, which rose from 2.61x for FY2022 to 3.10x in FY2023 partly because of the acquisition of TAK-279, will decline gradually to the lower 2x range in the medium run.

Yosuke Sato, Akihisa Motonishi

Rating

Issuer: Takeda Pharmaceutical Company Limited

<Affirmation>

Long-term Issuer Rating: AA- Outlook: Stable

Issue	Amount (bn)	Issue Date	Due Date	Coupon	Rating
Bonds no. 16	JPY 250	Oct. 14, 2021	Oct. 14, 2031	0.400%	AA-
1st Series Deferrable Interest and Callable Unsecured Subordinated Bonds					
	JPY 500	June 6, 2019	June 6, 2079 (Note 2)	(Note 1)	A
2nd Series Deferrable Interest and Callable Unsecured Subordinated Bonds					
	JPY 460	June 25, 2024	June 25, 2084	(Note 3)	A

Notes:

- 1.72% from the Issue Date to and including the interest payment date in October 2024. 6M Euroyen LIBOR + 1.75% from the next day of the interest payment date in October 2024 to the interest payment date in October 2029. 6M Euroyen LIBOR + 2.00% from the next day of the interest payment date in October 2029 to the interest payment date in October 2044. 6M (2M from the next day of the interest payment date in April 2079 to the maturity date) Euroyen LIBOR + 2.75% on and after the next day of the interest payment date in October 2044.
- The Company has already notified bondholders that it will redeem the bonds early in full on October 6, 2024.
- 1.934% from June 26, 2024 to and including June 25, 2029. 1-year JGB interest rate + 1.400% from June 26, 2029 to and including June 25, 2034. 1-year JGB interest rate + 1.650% from June 26, 2034 to and including June 25, 2049. 1-year JGB interest rate + 2.400% after that date.

Issue	Amount (bn)	Execution Date	Repayment Date	Interest Rate	Rating
Subordinated Syndicated Loan	JPY 40	Oct. 3, 2024	Oct. 3, 2084	(Note)	A

Note: Base rate + initial spread from the Execution Date (inclusive) to the corresponding date (exclusive) 10 years after the Execution Date. Base rate + initial spread + 0.25% step-up interest rate from the corresponding date (inclusive) 10 years after the Execution Date to the corresponding date (exclusive) 25 years after the Execution Date. Base rate + initial spread + 1.00% step-up interest rate on and after that date.

Shelf Registration: Preliminary AA-

Maximum: JPY 500 billion

Valid: Two years effective from September 8, 2023

CP: J-1+

Maximum: JPY 500 billion

Rating Assignment Date: September 30, 2024

The assumptions for the credit ratings and the definitions of the rating symbols are published as "Types of Credit Ratings and Definitions of Rating Symbols" (January 6, 2014) in Information about JCR Ratings on JCR's website (<https://www.jcr.co.jp/en/>).

Outline of the rating methodology is shown as "JCR's Rating Methodology" (February 1, 2024), "Pharmaceuticals" (June 3, 2024) and "Ratings of Hybrid Securities" (September 10, 2012) in Information about JCR Ratings on JCR's website (<https://www.jcr.co.jp/en/>).

The rating stakeholder participated in the rating process of the aforementioned credit ratings.

A preliminary rating is a credit rating assigned as a preliminary evaluation while material terms for issue to be rated are not yet finalized. When the issuing terms are finalized, JCR will confirm them and will assign a credit rating anew. The rating level of the final rating may be different from that of the preliminary rating, depending on the final content of the terms, etc.

Japan Credit Rating Agency, Ltd.

Jiji Press Building, 5-15-8 Ginza, Chuo-ku, Tokyo 104-0061, Japan
Tel. +81 3 3544 7013, Fax. +81 3 3544 7026

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JCR publishes its press releases regarding the rating actions both in Japanese and in English on the same day. In case that it takes time to translate rating rationale, JCR may publicize the summary version, which will be replaced by the full translated version within three business days. (Regarding Structured Finance products, JCR only publicize the summary version in English.)



INFORMATION DISCLOSURE FORM

Japan Credit Rating Agency, Ltd.

Disclosure Required by Paragraph (a)(1)(ii) of Rule 17g-7

Issuer:	Takeda Pharmaceutical Company Limited
Rating Publication Date:	October 3, 2024

1

The Symbol, Number, or Score in the Rating Scale used to Denote Credit Rating Categories and Notches and, the Identity of the Obligor or the Identity and a Description of the Security or Money Market Instrument as Required by Paragraph (a)(1)(ii)(A) of Rule 17g-7

- Please see the news release. If the credit rating is a private rating, please see the report for private rating.

2

The version of the procedure or methodology used to determine the credit rating; as Required by Paragraph (a)(1)(ii)(B) of Rule 17g-7

- Please see the news release. If the credit rating is a private rating, please see the report for private rating.

3

The Main Assumptions and Principles used in Constructing the Procedures and Methodologies used to Determine the Credit Rating as Required by Paragraph (a)(1)(ii)(C) of Rule 17g-7

- The credit rating methodology assumes, in principle, to be applied to assess the likelihood of a given debt payment in light of its issuer's condition and business environment, etc. in the relevant future. There is certain limitation, however, in the time horizon that the rating foresees.
- The credit rating methodology assumes, in principle, that the factors posted in the below are particularly important for such likelihood to be determined, and that the rating determination is made by evaluating each of them not only quantitatively but also employing qualitative analyses.

A) Business Bases

The likelihood of a given debt payment is highly conditional to its issuer's business bases - how they can be maintained/ expanded into the future and thereby secure earnings and cash flows in adequacy and in a sustainable way.

B) Financial Grounds and Asset Quality

The likelihood of debt payment is highly dependent on the degree of the issuer's indebtedness and loss absorption capacity in terms of equity capital. Also notable is that a financial institution might see a significant loss of financial grounds as a result of changes in value of the assets under its possession.

C) Liquidity Positions

The likelihood of debt payment is highly dependent on the adequacy of the issuer's cash and other sources of repayment (liquidity positions).

D) Related Parties' Status and Stance of Support/ Assistance for the Issuer

The likelihood of debt payment is affected one way or the other by the issuer's related parties such as parent company, subsidiary, guarantor, and the government of the issuer's business domicile, etc. - by their own conditions and/ or position of support/ assistance for the issuer.

E) Order of Seniority in Debt Payment

The likelihood of debt payment can be different between given debts of the same issuer. The likelihood of debt payment for an individual debt is dependent on the issuer's discretion, and/ or its rank relative to other debts of the same issuer in the order of seniority in principal/ interest payment which is determined by design as financial product or by laws, etc.

4 The Potential Limitations of the Credit Rating as Required by Paragraph (a)(1)(ii)(D) of Rule 17g-7

- The credit rating herewith presented by JCR is its summary opinion with regard to the likelihood of given debt payment and hence not necessarily a perfect representation of such likelihood. The credit rating is not intended to estimate the probability of default or the loss on given default, either.
- The objective of the credit rating herewith presented does not include any concerns other than the likelihood of debt payment, such as risks of price changes, market liquidity, etc.
- The credit rating herewith presented is necessary to be reviewed along with possible changes of the issuer of rated objects in its business performance and/ or circumstances which include regulatory environment, and hence subject to possible alteration.

5 Information on the Uncertainty of the Credit Rating as Required by Paragraph (a)(1)(ii)(E) of Rule 17g-7

- The information used for the determination of credit rating as herewith presented is obtained by JCR from the issuer of rated objects and other sources that JCR trusts in terms of accuracy and reliability but possibly contains errors due to human, non-human or other causes. Consequently, the credit rating determined on the grounds of such information does not constitute, explicitly or implicitly, any representation or warrant of JCR on the information itself or any consequences of its use in terms of accuracy, relevance, timeliness, wholeness, market value, or usefulness for any specific purposes.

6 Use of Due Diligence Services of a Third Party in Taking the Rating Action as Required by Paragraph (a)(1)(ii)(F) of Rule 17g-7

- There is no use of any third-party due diligence service in the determination of the credit rating herewith presented.

7 Use of Servicer or Remittance Reports to Conduct Surveillance of the Credit Rating Required by Paragraph (a)(1)(ii)(G) of Rule 17g-7

- There is no use of any servicer or remittance report to conduct surveillance of the credit rating herewith presented.

8 The Types of Data Relied Upon for the Purpose of Determining the Credit Rating as Required by Paragraph (a)(1)(ii)(H) of Rule 17g-7

- The information posted in the below, which includes data, is used for the determination of the credit rating herewith presented.

A) Audited financial statements presented by the rating stakeholders

B) Explanations of business performance, management plans, etc. presented by the rating stakeholders

9 Overall assessment of the Quality of Information Available and Considered in Determining the Credit Rating as Required by Paragraph (a)(1)(ii)(I) of Rule 17g-7

- JCR holds its basic policies for securing the quality of information as a base of due diligence for the determination of credit ratings. The information used as a base for the determination of credit rating herewith presented satisfies such policies, which include the audit by an independent auditor, the warranty made by the issuer, the publication by the issuer, some independent media or, otherwise, JCR analyst's scrutiny, etc.
- JCR sees no particular weakness in the quality of information used for the determination of the credit rating herewith presented as compared to the information used in other cases of the credit rating for comparable issuers or ratable objects.
- If the credit rating is an Indication, please see the report for Indication.

10 Information Relating to Conflicts of Interest as Required by Paragraph (a)(1)(ii)(J) of Rule 17g-7

- JCR receives payment of compensation for the determination of the credit rating herewith presented from either one of those parties who are issuer, underwriter, depositor or sponsor.
- JCR did not receive in the last fiscal year in the past payment of compensation from the same party for any kind of JCR's service other than the determination of public or private credit rating, such as one in the ancillary business.

11 Explanation or Measure of the Potential Volatility of the Credit Rating as Required by Paragraph (a)(1)(ii)(K) of Rule 17g-7

A) Business Bases

The credit rating is subject to alteration if there is improvement or deterioration of the issuer's business bases, since its revenue, etc. may improve or deteriorate by the change in its business management policies, clients' preferences, competitive situation, or a technological innovation. The resultant alteration of the credit rating is usually by a notch, with possibility of a few notches if and when the change in the business bases is large.

B) Financial Grounds and Asset Quality

The credit rating is subject to alteration if the issuer increases/ decreases its debt/ capital or vice versa and thereby makes its individual debt payment liability less or more bearable and its loss absorption capacity into the future decreased or increased. Also, the changes in the quality of asset under the issuer's holding may affect the credit rating, since such changes could raise or lower the likelihood of future loss of the issuer's financial grounds. The resultant alteration of the credit rating is usually by a notch, with possibility of a few notches if and when the change in the financial grounds and/ or asset quality is large.

C) Liquidity Positions

The credit rating is subject to alteration if there is a change in the issuer's financial management policy or in the relations with fund procurement sources and the change thereby makes its liquidity positions improve or deteriorate. The resultant alteration of the credit rating is usually by a notch, with possibility of a few notches if and when the change is large.

D) Related Parties' Status and Stance of Support/ Assistance for the Issuer

The credit rating is subject to alteration if there is a change in the issuer's parent company or subsidiary, guarantor or other provider of credit enhancement, or the government of the issuer's business domicile, or other related parties' own conditions and/ or position of support/ assistance for the issuer, and the change thereby makes its business bases, financial grounds and/ or liquidity positions improve or deteriorate, and/ or making the effectiveness of guarantee and other credit enhancement improve or deteriorate. The resultant alteration of the credit rating is usually a notch, with possibility of a few notches if and when the change is large.

E) Order of Seniority in Debt Payment and Non-Payment Forgiven by Contract

The credit rating is subject to alteration if there is a change in the rated debt's status in the order of seniority relative to other debts caused by the improvement/ deterioration of the issuer's financial condition. The resultant alteration of the credit rating is usually a notch, with possibility of a few notches if and when the change is large. Also, in case of the financial products for which non-payment of interest/ principal is contractually permissible, the credit rating is subject to alteration if and when the likelihood of such non-payment is projected to increase or decrease. The resultant alteration of the credit rating could be by a notch but often as much as a few notches.

F) Rise and Fall in General Economy and Markets

The credit rating is subject to alteration if there is a rise/ fall in the general economy and/ or the markets inducing the issuer's revenues/ expenses to increase/ decrease and vice versa, etc. The resultant alteration of the credit rating is usually by a notch, with possibility of a few notches if and when the change is exceptionally large.

G) Various Events

The credit rating is subject to alteration on occurrence of various events, such as change in the issuer's major shareholders, M&A and other organizational change, accident, violation of the law, litigation, legal/ regulatory change, natural disaster, etc., which are unforeseeable at the time when the credit rating is determined, causing a significant change on the issuer's business bases, financial grounds, etc. The resultant alteration of the credit rating could be by a notch but more often than not as much as a few notches.

12

Information on the Content of the Credit Rating, Including the Historical Performance of the Credit Rating and the Expected Probability of Default and the Expected Loss in the Event of Default as Required by Paragraph (a)(1)(ii)(L) of Rule 17g-7

- Historical records of the credit rating herewith presented are posted in the end of this paper.
- The credit rating herewith presented by JCR is its summary opinion with regard to the likelihood of given debt payment and hence not necessarily a perfect representation of such likelihood. The credit rating is not intended to estimate the probability of default or the loss on given default, either.
- Facts of the probability of default are posted as Form NRSRO Exhibit 1 on the JCR website under the URL:

<https://www.jcr.co.jp/en/service/company/regu/nrsro/>

13

Information on the Sensitivity of the Credit Rating to Assumptions Made as Required by Paragraph (a)(1)(ii)(M) of Rule 17g-7

A) Business Bases

The credit rating herewith presented could be changed if and when the assumptions made at the time of its determination turn out to be inaccurate with regard to the issuer's business bases and powers of earning or cash flow generation, etc. The resultant change of the credit rating is most likely by a notch, as JCR speculates, but possibly as much as a few notches if the development is rapid in improvement or deterioration of the issuer's business bases on some drastic change in the operational environments, etc.

B) Financial Grounds and Asset Quality

The credit rating herewith presented could be changed if and when the assumptions made at the time of its determination turn out to be inaccurate with regard to the issuer's financial grounds and asset quality. The resultant change of the credit rating is most likely by a notch, as JCR speculates, but

possibly as much as a few notches if the development is rapid in improvement or deterioration of the issuer's financial grounds and/ or asset quality on some drastic change in its business bases.

C) Liquidity Risks

The credit rating herewith presented could be changed if and when the assumptions made at the time of its determination turn out to be inaccurate with regard to the issuer's liquidity positions. The resultant change of the credit rating is most likely by a notch, as JCR speculates, but possibly as much as a few notches if the development is rapid in improvement or deterioration of the issuer's liquidity positions on some drastic change in its financial management policy or relations with fund procurement sources, etc.

D) Order of Seniority in Debt Payment and Non-Payment Forgiven by Contract

The credit rating herewith presented could be changed if and when the assumptions made at the time of its determination turn out to be inaccurate with regard to the order of seniority in repayment of interests and principal. JCR assumes the resultant change of the credit rating is most likely by a notch. The change could be as much as a few notches if the issuer's financial structure differs so much and thereby the balance between debts shifted so greatly. Rating change is also possible in case of the financial products for which non-payment of interest/ principal is contractually permissible, if and when the assumptions made at the time of its determination turns out to be inaccurate. The change of the credit rating is assumed to be by a notch but often as much as a few notches.

E) Rise and Fall in General Economy and Markets

The credit rating herewith presented could be changed if and when the assumptions made at the time of its determination turn out to be inaccurate with regard to the prospects of general economy and markets. JCR expects the change should be most likely by a notch but could be as much as a few notches, should the economy or the markets change so greatly.

14

Information on the Representations, Warranties, and Enforcement Mechanisms of an Asset-backed Security as Required by Paragraph (a)(1)(ii)(N) of rule 17g-7

- The credit rating herewith presented is not for an ABS product, and hence no relevant issue.

Japan Credit Rating Agency, Ltd.

Jiji Press Building, 5-15-8 Ginza, Chuo-ku, Tokyo 104-0061, Japan
Tel. +81 3 3544 7013, Fax. +81 3 3544 7026

The Historical Performance of the Credit Rating

Issuer Name	Issue Name	Publication Date	Rating	Outlook/Direction
Takeda Pharmaceutical Company Limited	Issuer(Long-term)	January 31, 2019	A+	Stable
Takeda Pharmaceutical Company Limited	Issuer(Long-term)	May 27, 2020	A+	Stable
Takeda Pharmaceutical Company Limited	Issuer(Long-term)	May 27, 2021	A+	Stable
Takeda Pharmaceutical Company Limited	Issuer(Long-term)	October 3, 2022	AA-	Stable
Takeda Pharmaceutical Company Limited	Issuer(Long-term)	July 11, 2023	AA-	Stable
Takeda Pharmaceutical Company Limited	CP	February 15, 2019	J-1	
Takeda Pharmaceutical Company Limited	CP	May 27, 2020	J-1	
Takeda Pharmaceutical Company Limited	CP	May 27, 2021	J-1	
Takeda Pharmaceutical Company Limited	CP	October 3, 2022	J-1+	
Takeda Pharmaceutical Company Limited	CP	July 11, 2023	J-1+	
Takeda Pharmaceutical Company Limited	Shelf Registration	September 8, 2023	AA-	
Takeda Pharmaceutical Company Limited	Bonds no.1(subordinated)	May 31, 2019	A-	
Takeda Pharmaceutical Company Limited	Bonds no.1(subordinated)	May 27, 2020	A-	
Takeda Pharmaceutical Company Limited	Bonds no.1(subordinated)	May 27, 2021	A-	
Takeda Pharmaceutical Company Limited	Bonds no.1(subordinated)	October 3, 2022	A	
Takeda Pharmaceutical Company Limited	Bonds no.1(subordinated)	July 11, 2023	A	
Takeda Pharmaceutical Company Limited	Bonds no.16	October 8, 2021	A+	
Takeda Pharmaceutical Company Limited	Bonds no.16	October 3, 2022	AA-	
Takeda Pharmaceutical Company Limited	Bonds no.16	July 11, 2023	AA-	
Takeda Pharmaceutical Company Limited	Bonds no.2(subordinated)	June 7, 2024	A	
Takeda Pharmaceutical Company Limited	Loan(subordinated)	July 9, 2024	A	

Attestation Required by Paragraph (a)(1)(iii) of Rule 17g-7

I, Shigenobu Tonomura, have responsibility to this Rating Action and to the best of my knowledge:

- A) No part of the credit rating was influenced by any other business activities.
- B) The credit rating was based solely upon the merits of the obligor, security, or money market instrument being rated.
- C) The credit rating was an independent evaluation of the credit risk of the obligor, security, or money market instrument.

殷村 成信

Shigenobu Tonomura

General Manager of Corporate Rating Department II

Japan Credit Rating Agency, Ltd.

Jiji Press Building, 5-15-8 Ginza, Chuo-ku, Tokyo 104-0061, Japan
Tel. +81 3 3544 7013, Fax. +81 3 3544 7026