**ValueAct Calls for an Extraordinary General Meeting of Takara Holdings to Strengthen the Board and Hold Incumbent Outside Directors Accountable for Failure to Supervise Management**

- Sees significant untapped potential in Takara Holdings that more focused strategy and management execution could unlock.
- Seeks to hold incumbent Outside Directors accountable for the long-term underperformance of the Company and the Board's persistent failure to effectively supervise management.
- Proposes the election of three independent and highly qualified Outside Director candidates and the removal of three incumbent Outside Directors.

**SAN FRANCISCO and TOKYO, October 22, 2026** - ValueAct Capital ("ValueAct"), which manages funds holding approximately 39.4 million shares of Takara Holdings Inc. ("Takara Holdings", "the Company") representing approximately 20.0% of the Company's outstanding shares, announces that ValueAct Japan Master Fund, L.P., has formally demanded that Takara Holdings convene an extraordinary general meeting of shareholders.

ValueAct invested in Takara Holdings with a strong belief in the Company's long-term growth and value creation potential, and an appreciation for Takara Shuzo's strong brands and stable cash flow, the growth in the Japanese food wholesale industry, and the high profitability of Takara Holdings' bourbon whiskey business (Age International, a strategic partnership with Sazerac) that now accounts for over 60% of the Company's consolidated operating profit.[1] Over more than six years, ValueAct has engaged constructively with Takara Holdings in an attempt to encourage the company to focus its strategy and improve execution. However, the Company's unfocused strategy and poor execution have persisted, resulting in missed targets, missed opportunities, and weak corporate value creation over many years:

- Takara Holdings' last Medium-Term Management Plan concluded in March 2026 and missed every financial target.[2]
- The businesses in high growth industries, Takara Bio and Japanese food wholesale, have suffered from weak execution and declining profitability.
- Takara Holdings' return on equity declined to 4.6% last fiscal year and management's forecast is for return on equity to remain below 5.0% this fiscal year.[3]
- Takara Holdings' share price has underperformed the market and its peers over the medium to long-term.

**The Board's oversight failures and rejection of substantive engagement with ValueAct**

In response to the long track record of underperformance at Takara Holdings, ValueAct has requested over the course of its engagement that the Company study whether it still has the optimal medium to long-term strategy, business portfolio, and governance structure through a process that aligns with best practices for independence and robustness. The Board's response was to engage with ValueAct in form but not in substance, while also taking action to maintain the status quo.

First, in February 2026, Takara Holdings announced a value destructive tender offer for its struggling listed subsidiary Takara Bio without any evidence of robust or independent oversight from the Outside Directors. The Board of Takara Holdings approved this plan which, according to management's own 10-year forecast, does not earn its cost of capital. The Board did not ask its financial advisor to independently verify management's forecasts during the tender offer process, and months later, approved an operating profit target for Takara Bio in the Fiscal Year ending in March 2031 that is more than 20% lower than the management forecast that underpinned the tender offer valuation.[4] This, despite ValueAct's consistent engagement on the need for independent and robust study of Takara Holdings' strategy and business portfolio, the high potential for management conflicts of interest in transactions with listed subsidiaries, and the fact that this tender offer represented the largest capital outlay in the Company's history.

Second, in May 2026, Takara Holdings announced its new Medium-Term Management Plan for 2030 ("MTMP 2030") which recommitted the Company to the status quo strategy and business portfolio, despite the failure of the

[1] Takara Holdings Medium-Term Management Plan for 2030 Briefing Presentation pages 10 and 22
[2] Takara Holdings Medium-Term Management Plan for 2030 Briefing Presentation page 10
[3] Takara Holdings Medium-Term Management Plan for 2030 Briefing Presentation pages 52 and 53
[4] Takara Holdings Medium-Term Management Plan for 2030 Briefing Presentation page 28, Takara Holdings Inc., Tender Offer Registration Statement (公開買付届出書) for the common shares of Takara Bio Inc., February 16, 2026, page 23

Company's previous Medium-Term Management Plan to meet any of its stated financial objectives. MTMP 2030 seeks to drive better outputs from the same inputs with 1) no major changes to the business portfolio to improve focus, 2) limited emphasis on the largest earnings driver of the group, Age International, and 3) heavy emphasis on generating synergies across Japanese food, beverages and life sciences despite the public admission that there is currently "no overlap in business domains" between Takara Bio and Takara Holdings after decades in the same Group.[5]

Third, in the summer and fall of 2026, the Board formally declined ValueAct's requests for: (1) a holistic review of the Company's strategy and business portfolio led by the Outside Directors; and (2) substantive engagement with ValueAct on necessary changes to the Company's board composition, leadership, and governance structures; leaving no room for engagement on the topics most critical to the Company's future.

As a result, ValueAct has reluctantly concluded that, despite its strong preference for constructive engagement in private, an exercise of shareholder rights is now required, in order to protect the interests of all shareholders and unlock the Company's long-term growth potential.

**ValueAct's proposals to strengthen Board oversight**

ValueAct's proposals nominate three new Outside Directors with highly relevant business, public company governance, and functional experience and remove three incumbent Outside Directors who must be held accountable for the Company's long-term underperformance and the Board's repeated failure to effectively supervise management. ValueAct is not seeking control of Takara Holdings or the implementation of any specific business outcome. What these proposals accomplish is the formation of a Board with the skillset and experience to independently and objectively examine whether the Company's current strategy, portfolio, and leadership maximize long-term value for all shareholders.

**Agenda Item 1 — dismissal of Directors Masako Tomotsune, Tomoko Kawakami and Takao Motomiya.** These three incumbent Outside Directors bear significant responsibility for Takara Holdings' long-term underperformance and the Board's failure to effectively supervise management over their tenures of eight, seven and three years respectively. The fact that they have each "never been involved in the management of a company except as an outside officer" is a significant drawback. [6]

**Agenda Item 2 — election of Eric Johnson, Yuko Tashiro and Marc André Tousignant.** These candidates bring direct management experience in relevant fields, deep public-company board, public-company chief executive and audit-grade accounting experience. Mr. Johnson is the former Representative Director of JSR Corporation and founder of JSR Life Sciences, Ms. Tashiro is the former President of Accordia Golf and an Outside Director of McDonald's Holdings Japan, and Mr. Tousignant is the former Global CFO of Suntory Global Spirits. Each is independent of the Company and of ValueAct, and there are no legal or contractual impediments related to any of the candidates' prior executive service preventing his or her candidacy or service on the Board of Directors of Takara Holdings Inc.

ValueAct Japan Master Fund, L.P. requested that the Company convene an extraordinary general meeting of shareholders within eight weeks, in accordance with the Companies Act.

More information on ValueAct's proposals will be available at: www.treasuretakara.com.

**About ValueAct Capital**

ValueAct Capital, established in 2000, is a global investment firm managing capital on behalf of some of the world's largest institutional investors. ValueAct seeks to identify and invest in high-quality businesses that are temporarily undervalued, taking a patient, collaborative and constructive approach to value-building for all stakeholders, often partnering with executives and board members. Since 2017, ValueAct has been a significant investor in the Japanese public equity markets. In the firm's history, partners of ValueAct have served on over 55 public company board seats, including on the board of two Japanese public companies. For more information, please see www.valueact.com.

**Important Disclaimer:**

ValueAct issues this press release to provide shareholders of Takara Holdings with information on the proposals of ValueAct Japan Master Fund, L.P. This press release is not intended to solicit proxies, nor is it intended to seek any agreement with shareholders to jointly exercise voting rights with ValueAct. ValueAct disclaims any intention to be treated as a joint holder with other shareholders under the Japanese Financial Instruments and Exchange Act by

[5] Takara Bio Inc., Notice Regarding Expression of Opinion in Support of, and Recommendation to Tender in, the Tender Offer for the Company's Shares by Its Parent, Takara Holdings Inc., February 13, 2026, page 25

[6] Takara Holdings Notice of the 115th Annual General Meeting of Shareholders

reason of expressing its views to, or engaging in dialogue with, other shareholders through this press release or any other materials. This press release represents solely the opinions, interpretations, and estimates of ValueAct regarding the extraordinary general meeting of shareholders requested by ValueAct Japan Master Fund, L.P. ValueAct expresses these opinions solely in its capacity as investment manager to the funds it manages.

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