

Note: This is a summary translation of an original Japanese document, prepared and provided solely for readers' convenience. In the case of any discrepancy between this document and the original Japanese document, the original Japanese document shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

Notice Concerning Secondary Offering of Shares in the International Markets

TOKYO, JAPAN – August 29, 2024 – Terumo Corporation (TSE: 4543) (the “**Company**”) hereby announces that it has resolved, at the meeting of the Board of Directors as of today, to conduct a secondary offering of shares of its common stock in the international markets (the “**Secondary Offering**”) as follows.

The Company has positioned dialogue with its shareholders, investors, and other stakeholders as one of the most important efforts in its corporate governance and it has been actively pursuing such dialogue and increasing the amount of information disclosed. In addition, as part of the efforts to strengthen corporate governance, the Company has also examined the appropriate shareholder structure and has had ongoing discussions with its shareholders.

Under these circumstances, having confirmed that 7 shareholders intend to sell their shares of the Company's common stock, the Company has decided to conduct the Secondary Offering in order to provide an opportunity for those shareholders to sell their shares smoothly and to mitigate any impact on the market price of the Company's shares resulting from the sale. Through the Secondary Offering, the Company aims to enhance its corporate value by expanding and diversifying its shareholder base that supports the Company's medium- and long-term growth strategy and further increasing management discipline through dialogue with new shareholders.

In addition, the Company has resolved, at the meeting of the Board of Directors as of today, to acquire and cancel up to 30 billion yen and 15,000 thousand shares of its own shares (the “**Acquisition of Own Shares and Cancellation of Treasury Stock**”) for the purpose of enhancing shareholder returns, improving capital efficiency, and mitigating the impact on the supply and demand of the Company's shares resulting from the Secondary Offering. For details on the Acquisition of Own Shares and Cancellation of Treasury Stock, please refer to the “**Notice Concerning Acquisition of Own Shares and Cancellation of Treasury Stock**” released today.

Note: This press release is a general release regarding a secondary offering of the shares of common stock of the Company, and is not prepared for the purpose of investment solicitation or the like in Japan or elsewhere. This press release does not constitute an offer to sell or solicitation of any offer to buy securities in the United States. The shares of common stock of the Company have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”). The shares of common stock of the Company may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act. If any public offering of securities is made in the United States, it will be made by means of an English language prospectus prepared in accordance with the Securities Act. No public offering of the shares of common stock of the Company will take place in the United States.

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Details

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| (1) Class and number of shares to be offered | Shares of common stock of the Company | 73,211,900 Shares |
| (2) Selling shareholders and number of shares to be offered | MUFG Bank, Ltd. | 17,958,000 Shares |
| | Custody Bank of Japan, Ltd.
(Mizuho Trust & Banking Co., Ltd. re-entrustment portion, from Dai Nippon Printing Co., Ltd.'s employee retirement benefits trust account) | 15,444,000 Shares |
| | Mitsubishi UFJ Trust and Banking Corporation | 12,258,000 Shares |
| | Tokio Marine & Nichido Fire Insurance Co., Ltd. | 10,427,900 Shares |
| | TOPPAN Inc. | 8,200,000 Shares |
| | Mizuho Bank, Ltd. | 5,400,000 Shares |
| | Mizuho Trust & Banking Co., Ltd. | 3,524,000 Shares |
| (3) Method of offering | The offering will be conducted in the international markets (in the United States, however, the offering is restricted to qualified institutional buyers in accordance with Rule 144A under the U.S. Securities Act of 1933, as amended). Underwriters shall severally and not jointly purchase and subscribe to the aggregate number of shares mentioned in (1) above. | |
| (4) Offer price | To be determined by the same process as the bookbuilding process set out under Article 25 of the Rules Concerning Underwriting, Etc. of Securities of the Japan Securities Dealers Association, on a certain date from Tuesday, September 10, 2024 to Thursday, September 12, 2024 (the "Pricing Date") based on the tentative selling price calculated by multiplying the closing price of the Company's shares of common stock on Tokyo Stock Exchange, Inc. on the Pricing Date (if there is no closing price on the Pricing Date, the closing price on the business day immediately preceding the Pricing Date) by 0.90-1.00 (with any fraction less than one yen being rounded down), in consideration of market demand and other conditions. | |
| (5) Compensation for the underwriters | Underwriting commission shall not be paid, but the underwriters shall instead be entitled to the total amount of the difference between the offer price and the purchase price (the amount received by the selling shareholders from the underwriters as the | |

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- purchase price per share) as the underwriters' proceeds.
- (6) Share unit for subscription 100 shares
- (7) Settlement date The settlement date shall be a day during the period from Friday, September 13, 2024 to Wednesday, September 18, 2024, which is the third business day immediately following the Pricing Date.
- (8) Chief Executive Officer of the Company, is solely authorized to approve the offer price and all other matters necessary for the Secondary Offering.

(Reference)

Lock-Up

With regard to the Secondary Offering, Mizuho Bank, Ltd., the selling shareholder, has agreed with the underwriters to the effect that, during the period beginning on the Pricing Date and ending on the 180th day from the settlement date of the Secondary Offering (the “**Lock-Up Period**”), Mizuho Bank, Ltd. will not conduct any sale, etc. of the shares of common stock of the Company without the prior written consent of the underwriters (excluding certain cases such as the Secondary Offering).

Furthermore, the Company has agreed with the underwriters to the effect that, during the Lock-Up Period, the Company will not issue shares of common stock of the Company, issue securities that can be converted into or exchanged for shares of common stock of the Company, issue securities that represent the right to acquire or receive shares of common stock of the Company, or conduct similar transactions without the prior written consent of the underwriters (excluding issuance of new shares by stock splits and the like).

In either of the above cases, the underwriters have the authority to wholly or partially waive the above agreements at their own discretion, even during the Lock-Up Period.

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