



Consolidated Financial Results for FY2018 Q1



July 31, 2018

Takeda Pharmaceutical Company Limited

Costa Saroukos

Chief Financial Officer

Better Health, Brighter Future

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Profit Forecast for Takeda for the year ending March 31, 2019

Takeda is currently in an offer period (as defined in the City Code on Takeovers and Mergers (the “Code”)) with respect to Shire plc. Pursuant to Rule 28 of the Code, statements made regarding Takeda’s guidance for FY2018 (including statements regarding forecasts for FY2018 revenue, Core Earnings, Operating profit, Profit before income taxes, Net profit attributable to owners of the Company, Basic earnings per share, R&D expenses, Amortisation and impairment and other income/expense, Underlying Revenue, Underlying Core Earnings and Underlying Core EPS) constitute a profit forecast for the year ending March 31, 2019 (the “Takeda Profit Forecast”). For additional information regarding the Takeda Profit Forecast and the required statement by its Directors that such profit forecast is valid and has been properly compiled on the basis of the assumptions stated and that the basis of accounting used is consistent with Takeda’s accounting policies, please see page 21 of Takeda’s Financial Results (Tanshin) for the Fiscal Year Ended March 31, 2018, dated May 14, 2018.

Please see page 21 for the definition of Core Earnings, Core EPS, and an explanation of how Takeda calculates Underlying Growth.

Strong business momentum continues into FY2018

- **Solid progress against key priorities to Grow Portfolio, Strengthen Pipeline, and Boost Profitability**
- **Strong start on underlying revenue and profitability led by Growth Drivers and OPEX discipline**
- **Reported operating profit and EPS impacted by two large transactions in Q1 FY2017; excluding these OP grew 37.5%**
 - 106.3 billion yen one-time gain on sale of Wako
 - 16.8 billion yen from 2nd tranche of products sold to Teva JV

FY2018 Q1 year-on-year growth

| Reported | | excl. Q1 FY17 gain on Wako | excl. Q1 FY17 gains on Wako & Teva JV | Underlying | |
|------------------|--------|----------------------------|---------------------------------------|---------------|--------|
| | | | | | |
| Revenue | +0.4% | +0.4% | +4.3% | Revenue | +6.4% |
| Operating Profit | -49.3% | +11.5% | +37.5% | Core Earnings | +40.3% |
| EPS | -46.1% | +10.7% | +32.6% | Core EPS | +51.1% |

Solid progress against key priorities

Grow Portfolio

- Underlying Revenue +6.4%, growth in every region
- Growth Drivers +11.8%; Entyvio +34.1%, Ninlaro +43.3%
- Acquired TiGenix in June; first EU patient treated with Alofisel
- Divest Multilab in Brazil & Techpool in China (closing in Q2)

Strengthen Pipeline

- Entyvio approved for UC in Japan; vedolizumab subcutaneous achieved primary endpoint as maintenance therapy for UC
- Alunbrig 1st line NSCLC (ALTA-1L) & Ninlaro MM maintenance post-SCT (TOURMALINE-MM3) studies met primary endpoints
- 2 New Molecular Entity clinical stage-ups since April 2018

Boost Profitability

- Global Opex Initiative fully integrated into how we work (KPIs, objectives, budgets, and systems)
- Underlying CE growth +40.3%; Underlying CE margin +640bps
- Underlying Core EPS +51.1%

Strong underlying performance; reported EPS impacted by large one-time gain in FY2017

- **Reported EPS decreased -46.1% impacted by large one-time gains in FY2017**
 - Revenue +0.4% with Growth Drivers offsetting FX (-0.5pp) & divestitures (-5.6pp)
 - Operating profit -49.3% impacted by 106.3 billion yen one-time gain from sale of Wako shares and 16.8 billion yen from 2nd tranche of products sold to Teva JV, both in Q1 FY2017. Operating profit excluding one-time Wako & Teva JV impacts +37.5%
- **Strong Underlying performance led by Growth Drivers and OPEX discipline**
 - Underlying revenue +6.4% despite price cut in Japan
 - Underlying CE growth +40.3% with margin +640bps; some phasing benefits
 - Underlying Core EPS growth +51.1%
- **Operating Free Cash Flow decreased -90.6% due to positive R&D milestones and impact of additional products sale to Teva JV in Q1 FY2017**
 - Sale of non-core assets generated additional 31.9 Bn yen of cash, in line with plan

Positive momentum of reported Core Earnings +9.8%; One-time gains on Wako and Teva JV in FY2017 impacts Operating Profit & EPS

Reported P&L – FY2018 Q1

| (Bn yen) | <u>FY2017 Q1</u> | <u>FY2018 Q1</u> | <u>vs. PY</u> | |
|------------------|------------------|------------------|---------------|--------|
| Revenue | 448.2 | 449.8 | +1.6 | +0.4% |
| Core Earnings | 106.3 | 116.8 | +10.5 | +9.8% |
| Operating Profit | 195.0 | 98.9 | -96.1 | -49.3% |
| Net Profit | 144.8 | 78.2 | -66.5 | -46.0% |
| EPS | 186 yen | 100 yen | -86 yen | -46.1% |
| JPY/USD | 111 yen | 108 yen | -3 yen | -2.8% |
| JPY/EUR | 121 yen | 130 yen | +9 yen | +7.1% |

Underlying CE Margin up +640bps predominantly driven by OPEX discipline

Underlying P&L – FY2018 Q1

| (Bn yen) | <u>FY2017 Q1</u> | <u>FY2018 Q1</u> | | <u>vs. PY</u> |
|-----------------|------------------|------------------|---------|---------------|
| Revenue | 414.8 | 441.5 | +26.7 | +6.4% |
| Gross Profit | 297.0 | 323.2 | +26.2 | +8.8% |
| % of revenue | 71.6% | 73.2% | | +1.6pp |
| OPEX | -213.9 | -206.6 | +7.3 | -3.4% |
| % of revenue | -51.6% | -46.8% | | +4.8pp |
| Core Earnings | 83.1 | 116.7 | +33.5 | +40.3% |
| % of revenue | 20.0% | 26.4% | | +6.4pp |
| Core Net Profit | 65.3 | 98.7 | +33.4 | +51.1% |
| Core EPS | 84 yen | 126 yen | +43 yen | +51.1% |

Growth Drivers posted strong +11.8% revenue growth

| | FY2018 Q1 Underlying Revenue growth | |
|----------------|-------------------------------------|----------------|
| Growth Drivers | GI | +19.3% |
| | Oncology | +6.7% |
| | Neuroscience | +23.5% |
| | Emerging Markets | +6.2% |
| | Total | + 11.8% |

Growth Drivers represent 62% of total Takeda revenue

Key products are driving profitable growth

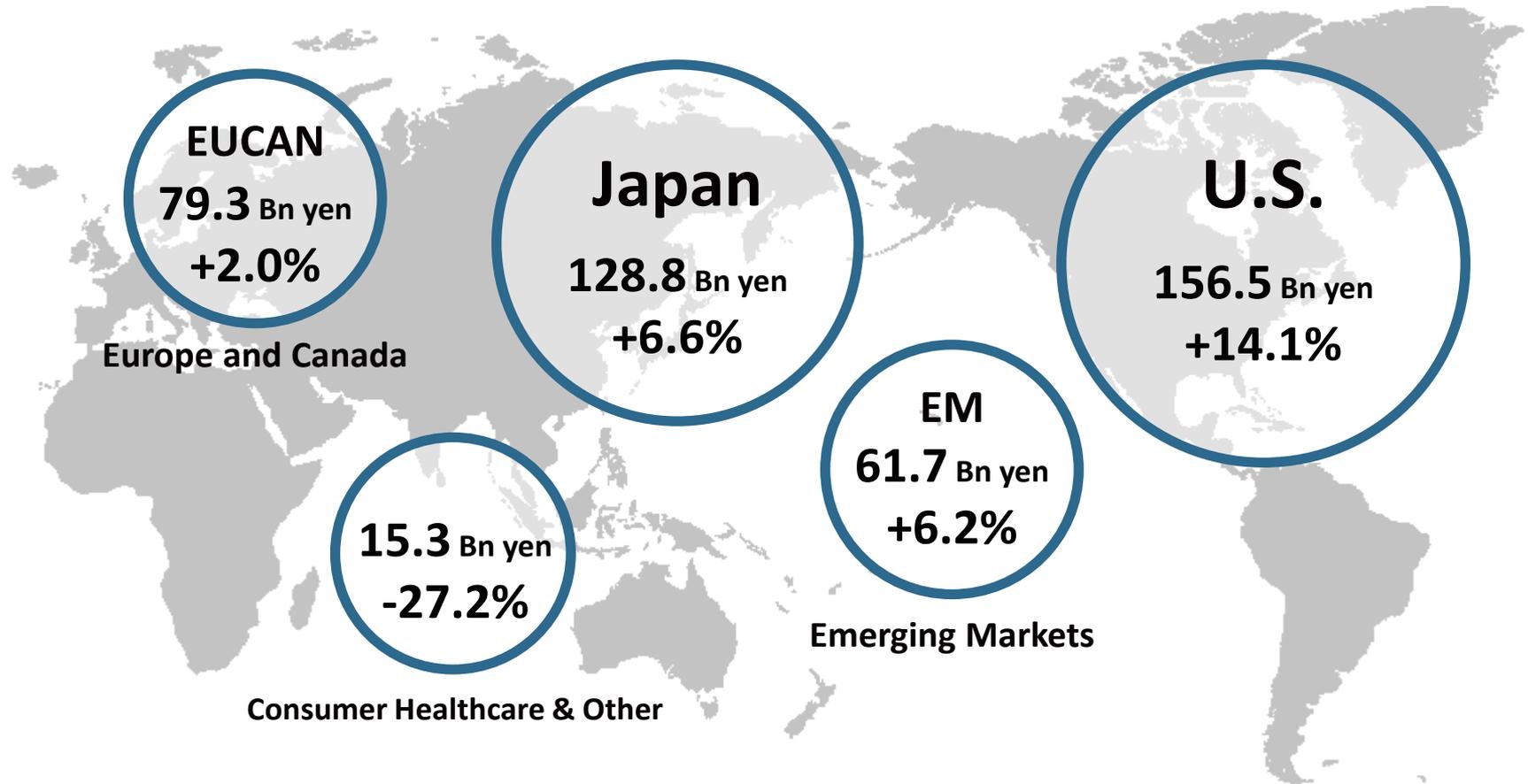
FY2018 Q1 Underlying Revenue

| | | <u>Bn yen</u> | <u>vs. PY</u> |
|---------------|---|---------------|----------------|
| GI |  | 60.1 | +34.1% |
| |  | 14.3 | +26.5% |
| Oncology |  | 13.7 | +43.3% |
| |  | 11.2 | +18.9% |
| |  | 6.8 | +39.1% |
| |  | 1.1 | +351.3% |
| Neuro-science |  | 13.7 | +29.4% |

Note: Effective from FY2018, sales of certain products in Japan are now disclosed on a net basis, deducting items such as discounts and rebates, in alignment with the global managerial approach applied to individual product sales. The change in disclosure of individual product sales has been revised retrospectively, with prior year figures reclassified on a net basis to enable year-on-year comparisons. This reclassification has no impact on Takeda's financial statements and does not represent a correction of prior year figures.

Underlying revenue growth across all regions

FY2018 Q1 Underlying Revenue: 441.5 Bn yen, +6.4%



Investing in early pipeline innovation, while maximizing the value of our marketed portfolio

ONCOLOGY

| PHASE 1 | | |
|---|--|--|
| TAK-573 Teva Anti-CD38 attenuating R/R MM | XMT-1522 Mersana Therapeutics HER2 dotafloxin ADC HER2+ Solid Tumors | TAK-788 EGFR/HER2 inhibitor NSCLC |
| TAK-164 GCC IG1N ADC GI cancer | TAK-079 Anti-CD38 mAb R/R MM | |

| PHASE 2 |
|--|
| sapanisertib mTORC 1/2 inhibitor Endometrial Cancer |
| TAK-659 SYK/FLT-3 inhibitor DLBCL, Solid Tumors |
| TAK-931 CDC7 inhibitor mCRC, ESCC, sqNSCLC |

| PHASE 3/FILED |
|--|
| pevonedistat NAE inhibitor HR-MDS/CMML/LB AML |
| relugolix Myovant GnRH antagonist Prostate Cancer (JP) |

| APPROVED* | |
|---|---|
| NINLARO Proteasome inhibitor Amyloidosis, ND MM, R/R MM (dara combo) R/R MM dNinlaro/dex, Maint. MM post-SCT Maint. MM non-SCT | ADCETRIS Seattle Genetics CD30 ADC FL HL, FL PTCL, CTCL (JP) R/R HL (CN), sALCL (CN) |
| ALUNBRIG ALK inhibitor ALK+NSCLC (EU, JP, CN), FL ALK+ NSCLC. | ICLUSIG BCR-ABL inhibitor 2 nd -Line Chronic Phase CML, Ph+ ALL |
| Cabozantinib Exelixis VEGFR/RTK inhibitor 2 nd line RCC, HCC (JP) | Niraparib Tesaro PARP 1/2 inhibitor Multiple cancer (JP) |

*with active development seeking new or supplemental indications

GASTRO-ENTEROLOGY

| | |
|--|--|
| Kuma062 PvP Biologics Glutenase Celiac Disease | TIMP-Gliadin Cour Imm. Tol. Induction Celiac Disease |
|--|--|

| |
|--|
| TAK-906 D2/D3R Antagonist Gastroparesis |
| TAK-954 Theravance Biopharma 5-HT4R agonist EFI, POI |

| | |
|---|---|
| ENTYVIO e487 mAb UC/CD (EM), CD (JP), adalimumab H2H, Sub-Q UC, Sub-Q CD, GVHD Prophylaxis, GVHD SR | Vonoprazan PCAB GERD PPI partial resp (EU), ARD (CN), NERD (JP) |
| AMITIZA Sucampo Chloride channel activator Pediatric constipation, OIC/CICNF | ALOFISEL TiGenix mesenchymal stem cells Perianal Fistulas in CD |

NEURO-SCIENCE

| | | |
|---|---|---|
| TAK-653 AMPA potentiator TRD | TAK-418 LSD1 inhibitor Kabuki Syndrome | TAK-041 GPR139 agonist CIAS NS |
| MEDI-1341 AstraZeneca Alpha-syn mAb Parkinson's Disease | TAK-925 Orexin 2R agonist Narcolepsy | |

| |
|---|
| TAK-935 Ovid Therapeutics CH24H inhibitor Rare Pediatric Epilepsies |
| TAK-831 DAAO inhibitor Ataxia, CIAS NS |

| |
|--|
| TRINTELLIX Lundbeck Multimodal anti-depressant TESD (US), MDD (JP) |
|--|

VACCINES

| | |
|--------------------------------|---|
| TAK-021 EV71 Vaccine | TAK-426 BARDA Zika Vaccine |
|--------------------------------|---|

| |
|---|
| TAK-195 Gates Foundation Inactivated Polio Vaccine |
| TAK-214 Norovirus Vaccine |

| |
|----------------------------------|
| TAK-003 Dengue Vaccine |
|----------------------------------|

| |
|---|
| NME stage-ups in FY2018 (since April 1, 2018) |
| Orphan Drug Designation (in any region / indication for a given asset) |

Important R&D milestones expected in FY2018

| Therapeutic Area | Compound | Expected Event |
|------------------|--------------|--|
| Oncology | Adcetris | Front-Line Hodgkin's Lymphoma EU approval decision (H2) Front-Line Hodgkin's Lymphoma Japan approval decision (H2) |
| | Alunbrig | ALTA-1L Front-line ALK+ NSCLC 1 st Interim Analysis (H1)  2nd-line ALK+ NSCLC EU approval decision (H2) |
| | Cabozantinib | Hepatocellular carcinoma Japan pivotal study start (H2) |
| | Iclusig | Ph+ Acute Lymphoblastic Leukemia Global pivotal study start (H1) |
| | Ninlaro | Newly Diagnosed Multiple Myeloma 1 st Interim Analysis (H1)  Study continues to 2 nd IA in FY2019 Multiple Myeloma Maintenance Post-Transplant 1 st Interim Analysis (H1)  |
| | Pevonedistat | HR-MDS/CMML/LB AML Ph-2 final analysis (H2)  Move final analysis to FY2019 with potential filing from ongoing Phase 2 study |
| | TAK-788 | First patient dosed in registration enabling Ph-2 NSCLC study (H2) |
| Gastroenterology | Entyvio | Crohn's Disease Japan submission (H1)  Ulcerative Colitis Japan approval decision (H1)  Subcutaneous administration Ulcerative Colitis submission (H2)  Study met primary and secondary endpoints. BLA and MAA submission planned |
| | TAK-954 | Enteral Feeding Intolerance Ph-2b study initiation (H1) Postoperative Ileus Ph-2b initiation (H2) |
| | TAK-906 | Gastroparesis Ph-2b initiation (H2) |
| Neuroscience | Trintellix | Major Depressive Disorder Japan submission (H2)  TESD U.S. label update approval decision (H2)  Positive phase 3 results in Japanese patients; intend to move forward with regulatory filing |
| | TAK-925 | Proof of concept in narcolepsy patients (H2) |
| Vaccines | TAK-003 | Dengue Virus Vaccine Ph-3 primary analysis (H2) |
| | TAK-214 | Norovirus Vaccine Ph-2b final analysis (in adults) (H1) |

Table only shows select R&D milestones, and is not comprehensive. All timelines are current assumptions and subject to change.

BLA: Biologics Licensing Application; MAA: Marketing Authorisation Application
For glossary of disease abbreviations please refer to page 30.



Takeda Pharmaceutical Company Limited

Global Opex Initiative fully integrated into how we work

- **Total underlying OPEX spend reduced by 3.4% vs. prior year, trending ahead of FY2018 target**
- **OPEX savings contributed 480bps of the 640bps improvement in underlying CE margin**
- **Zero Based Budgeting ("ZBB") for cost packages ahead of target by 4.7%**
- **Embedded ZBB targets into KPI of all management**

Operating Free Cash Flow -90.6% due to positive R&D milestones and impact of additional products sale to Teva JV in Q1 FY2017

Cash Flow Statement – FY2018 Q1

| (Bn yen) | <u>FY2017 Q1</u> | <u>FY2018 Q1</u> | <u>vs. PY</u> | |
|--|------------------|------------------|---------------|--------|
| Net profit | 145.0 | 78.1 | -66.9 | -46.1% |
| Depreciation, amortization and impairment loss | 46.0 | 38.6 | -7.4 | |
| Decrease (increase) in trade working capital | -41.2 | -58.4 | -17.2 | |
| Income taxes paid | -12.3 | -13.8 | -1.5 | |
| Other | -62.9 | -4.0 | +58.9 | |
| Net cash from operating activities | 74.6 | 40.5 | -34.1 | -45.7% |
| Acquisition of tangible assets (net)* | -14.0 | -19.6 | -5.6 | |
| Acquisition of intangible assets** | -5.0 | -15.7 | -10.6 | |
| Operating Free Cash Flow | 55.5 | 5.2 | -50.3 | -90.6% |

- Sale of non-core assets generated an additional 31.9 Bn yen, in line with plan
- Net debt/EBITDA of 2.0x in FY2018 Q1, slightly increased from 1.8x in FY2017 Q4 due to dividend payment and facilities for bridge & term loans, but lower than 2.1x as of Q1 FY2017

The following items have been excluded from the above cash flow statement:

* (FY2017 Q1) 31.9 Bn yen proceeds from sales of TS Tower, a building in Shinagawa, Tokyo.

(FY2018 Q1) 6.0 Bn yen proceeds from sales of land and facilities, mainly in Juso, Osaka.

** (FY2017 Q1) Payment of 8.4 Bn yen to buy back future royalties.

Strong Q1 confirms confidence in full-year underlying guidance

| | FY2018 full-year guidance (growth %) | FY2018 Q1 results (growth %) |
|--------------------------|---|---------------------------------|
| Underlying Revenue | Low single digit | +6.4% |
| Underlying Core Earnings | High single digit | +40.3% |
| Underlying Core EPS | Low teens | +51.1% |

- Q1 included some phasing benefits
- **Guidance assumes one additional therapeutically non-equivalent competitor to Velcade with IV and SC administration launching in the U.S. in Sept 2018**
[Global revenue: FY17 129.6 Bn yen; FY18 75.5 Bn yen]*

* Applying constant currency based on FY2018 plan rate
IV: intravenous, SC: subcutaneous



FY2018 full-year outlook unchanged

| | | |
|--------------------------------|----------------------|--------------------------|
| Underlying Guidance | Revenue | Low single digit |
| | Core Earnings | High single digit |
| | Core EPS | Low teens |

| (Bn yen) | | <u>vs PY</u> | |
|------------------------------|-------------------------|----------------|---------------|
| Reported Forecast | Revenue | 1,737.0 | -1.9% |
| | Operating Profit | 201.0 | -16.9% |
| | EPS | 178 yen | -25.7% |

This forecast does not include the full fiscal year 2018 estimated financial impact related to the proposed acquisition of Shire plc by Takeda. A forecast that does include the estimated financial impact of the deal will be announced by Takeda once a reasonable assumption has been confirmed.

Strong business momentum continues into FY2018

- **Solid progress against key priorities to Grow Portfolio, Strengthen Pipeline, and Boost Profitability**
- **Reported operating profit +37.5% excluding the 106.3 Bn yen one-time gain on sale of Wako and 16.8 Bn yen from 2nd tranche of products sold to Teva JV, both in Q1 FY2017**
- **Strong start on underlying revenue and profitability led by Growth Drivers and OPEX discipline**
- **Strong Q1 confirms confidence in full-year underlying guidance; FY2018 reported forecast unchanged**

Upcoming R&D days estimated timing

TOKYO R&D Day

Thursday, September 27th, 2018*

BOSTON R&D Day

Wednesday, October 10th, 2018*

***Invitations forthcoming upon confirmation of dates**

Recommended offer for Shire – Transaction update

Progress to Date

- \$7.5 billion term loan agreed with leading global financial institutions
- Regulatory review process commenced
 - U.S. Federal Trade Commission (FTC) clearance received
- Integration preparation underway
- 10.6 billion yen Shire-related costs booked in Q1
 - G&A expense 4.6 Bn yen (advisory fees, etc.)
 - Financial expense 6.0 Bn yen (bridge loan fee, etc.)

Key Next Steps

- Detailed functional integration planning kicked off; consistent with Takeda's core values, leveraging both companies' knowledge and expertise
- Remaining regulatory approvals pending (including EU, China, Japan and Brazil)
- Expected to close in first half of calendar year 2019

Appendix



Definition of Core and Underlying Growth

Takeda uses the concept of **“Underlying Growth”** for internal planning and performance evaluation purposes. Underlying Growth compares two periods (quarters or years) of financial results under a common basis and is used by management to assess the business. These financial results are calculated based on constant currency basis and excluding the impacts of divestitures and other amounts that are unusual, non-recurring items or unrelated to our ongoing operations. Although this is not a measure defined by IFRS, Takeda believes Underlying Growth is useful to investors as it provides a consistent measure of our performance.

Takeda uses **“Underlying Revenue Growth”**, **“Underlying Core Earnings Growth”**, and **“Underlying Core EPS Growth”** as key financial metrics.

Underlying Revenue represents revenue on a constant currency basis and excluding non-recurring items and the impacts of divestitures occurred during the reporting periods presented.

Core Earnings represents Operating Profit adjusted to exclude amortization and impairment losses on intangible assets associated with products as well as other operating income, other operating expenses and certain other significant items that are unusual, non-recurring or unrelated to its ongoing operations. These items include but are not limited to, purchase accounting effects, major litigation costs, integration costs, the impact of natural disasters, and certain government actions.

Underlying Core Earnings represents Core Earnings based on a constant currency basis and further adjusted to exclude the impacts of divestitures occurred during the reporting periods presented.

Underlying Core EPS represents net income based on a constant currency basis, adjusted to exclude the impact of divestitures, items excluded in the calculation of Core Earnings and other non-operating items (e.g. amongst other items, fair value adjustments and the imputed financial charge related to contingent consideration) that are unusual, non-recurring in nature or unrelated to its ongoing operations and the tax effect of each of the adjustments, divided by the outstanding shares (excluding treasury shares) as of the end of the comparative period.

Underlying revenue of Growth Drivers

| (Bn yen) | <u>FY2017 Q1</u> | <u>FY2018 Q1</u> | <u>vs. PY</u> | |
|---------------------|------------------|------------------|---------------|---------------|
| ENTYVIO | 44.9 | 60.1 | +15.3 | +34.1% |
| TAKECAB | 11.3 | 14.3 | +3.0 | +26.5% |
| DEXILANT | 15.6 | 17.1 | +1.5 | +9.7% |
| AMITIZA | 8.1 | 7.6 | -0.5 | -6.2% |
| LANSOPRAZOLE | 9.0 | 6.9 | -2.1 | -23.4% |
| GI* | 88.9 | 106.0 | +17.1 | +19.3% |
| | | | | |
| NINLARO | 9.5 | 13.7 | +4.1 | +43.3% |
| ICLUSIG | 4.9 | 6.8 | +1.9 | +39.1% |
| ADCETRIS | 9.4 | 11.2 | +1.8 | +18.9% |
| ALUNBRIG | 0.2 | 1.1 | +0.8 | NA |
| LEUPRORELIN | 27.8 | 28.6 | +0.7 | +2.7% |
| VECTIBIX | 5.0 | 5.4 | +0.4 | +8.0% |
| VELCADE | 34.2 | 30.5 | -3.7 | -10.8% |
| Oncology | 91.0 | 97.2 | +6.1 | +6.7% |
| | | | | |
| TRINTELLIX | 10.6 | 13.7 | +3.1 | +29.4% |
| ROZEREM | 4.2 | 5.1 | +0.9 | +21.5% |
| AZILECT | — | 0.3 | +0.3 | NA |
| REMINYL | 4.3 | 4.5 | +0.2 | +4.7% |
| COPAXONE | 0.2 | 0.2 | +0.0 | +17.7% |
| Neuroscience | 19.3 | 23.8 | +4.5 | +23.5% |

* Sales of pantoprazole is not included in GI (Gastroenterology).

As it is a key driver in emerging markets, its sales is included in the 4th Growth Driver, EM.

Note: Effective from FY2018, sales of certain products in Japan are now disclosed on a net basis, deducting items such as discounts and rebates, in alignment with the global managerial approach applied to individual product sales. The change in disclosure of individual product sales has been revised retrospectively, with prior year figures reclassified on a net basis to enable year-on-year comparisons. This reclassification has no impact on Takeda's financial statements and does not represent a correction of prior year figures.

FY2018 Q1 reported income statement

| (Bn yen) | <u>FY2017 Q1</u> | <u>FY2018 Q1</u> | <u>vs. PY</u> | |
|--|------------------|------------------|-----------------|----------------|
| Revenue | 448.2 | 449.8 | +1.6 | + 0.4% |
| Gross Profit | 327.4 | 329.2 | +1.9 | + 0.6% |
| % of revenue | 73.0% | 73.2% | | +0.2pp |
| SG&A | -145.9 | -145.0 | +0.8 | - 0.6% |
| R&D | -75.7 | -72.0 | +3.7 | - 4.9% |
| Non-recurring Items | 0.5 | 4.6 | | |
| Core Earnings | 106.3 | 116.8 | +10.5 | + 9.8% |
| Amortization and impairment of intangibles | -32.5 | -24.0 | +8.5 | - 26.1% |
| Other income/expenses | 121.6 | 10.6 | -111.0 | - 91.3% |
| Non-recurring Items (reversal) | -0.5 | -4.6 | | |
| Operating Profit | 195.0 | 98.9 | -96.1 | - 49.3% |
| % of revenue | 43.5% | 22.0% | | -21.5pp |
| Financial income/expenses | 3.5 | -8.6 | -12.1 | NA |
| Equity income/loss | -0.3 | 3.6 | +3.8 | NA |
| Profit Before Tax | 198.2 | 93.9 | -104.4 | - 52.7% |
| Income tax | -53.3 | -15.8 | +37.5 | - 70.4% |
| Non-controlling interests | -0.2 | 0.2 | +0.4 | NA |
| Net Profit | 144.8 | 78.2 | -66.5 | - 46.0% |
| EPS | 186 yen | 100 yen | - 86 yen | - 46.1% |

FY2018 Q1 underlying income statement

| (Bn yen) | <u>FY2017 Q1</u> | <u>FY2018 Q1</u> | <u>vs. PY</u> | |
|--|------------------|------------------|----------------|----------------|
| Underlying Revenue | 414.8 | 441.5 | +26.7 | + 6.4% |
| Underlying Gross Profit | 297.0 | 323.2 | +26.2 | + 8.8% |
| % of revenue | 71.6% | 73.2% | | +1.6pp |
| SG&A | -141.0 | -136.3 | +4.7 | - 3.4% |
| R&D | -72.9 | -70.3 | +2.6 | - 3.6% |
| Underlying Core Earnings | 83.1 | 116.7 | +33.5 | + 40.3% |
| % of revenue | 20.0% | 26.4% | | +6.4pp |
| Financial income/expenses | -0.9 | -1.2 | -0.3 | + 37.5% |
| Equity income/loss | 0.8 | 4.5 | +3.7 | NA |
| Underlying Core Profit Before Tax | 83.0 | 119.9 | +36.9 | + 44.4% |
| Income tax | -17.6 | -21.1 | -3.5 | + 20.2% |
| Non-controlling interests | -0.1 | -0.1 | +0.1 | - 47.8% |
| Underlying Core Net Profit | 65.3 | 98.7 | +33.4 | + 51.1% |
| Underlying Core EPS | 84 yen | 126 yen | +43 yen | + 51.1% |

Bridge from Reported Revenue to Underlying Revenue

| (Bn yen) | Q1 | | vs. PY | |
|-------------------------------|---------------|---------------|--------------|---------------|
| | <u>FY2017</u> | <u>FY2018</u> | | |
| Revenue | 448.2 | 449.8 | +1.6 | + 0.4% |
| FX effects* | -5.1 | -3.0 | +2.1 | +0.5pp |
| Revenue excluding FX effects* | 443.1 | 446.8 | +3.7 | + 0.8% |
| Divestitures** | -28.3 | -5.3 | +23.0 | +5.6pp |
| LLPs sold to Teva JV | -16.8 | — | +16.8 | +4.1pp |
| TAK-935 | -3.5 | — | +3.5 | +0.8pp |
| Multilab | -1.3 | -1.1 | +0.2 | +0.0pp |
| Techpool | -5.2 | -4.0 | +1.2 | +0.3pp |
| Others | -1.5 | -0.2 | +1.4 | +0.3pp |
| Underlying Revenue | 414.8 | 441.5 | +26.7 | + 6.4% |

* FX adjustment applies FY2018 plan rate to both years (1USD=105 yen, 1EUR=130 yen)

** Divestitures adjustments in FY2017, mainly include one-time gain from the 7 LLPs sold to the JV with Teva in May 2017, and in FY2018, mainly include Multilab and Techpool revenue.

Note: See reported to core, core to underlying reconciliation Excel sheet uploaded onto the website.

Bridge from Operating Profit to Underlying Core Earnings

| (Bn yen) | Q1 | | vs. PY | |
|--|--------------|--------------|--------------|----------------|
| | FY2017 | FY2018 | | |
| Operating Profit | 195.0 | 98.9 | -96.1 | - 49.3% |
| Amortization and impairment of intangibles | 32.5 | 24.0 | -8.5 | -4.7pp |
| Other income/expenses | -121.6 | -10.6 | +111.0 | +61.6pp |
| Non-recurring items (proposed Shire acquisition costs) | — | 4.6 | +4.6 | +2.5pp |
| Non-recurring items (Others) | 0.5 | — | -0.5 | -0.3pp |
| Core Earnings | 106.3 | 116.8 | +10.5 | + 9.8% |
| FX effects* | -2.1 | -0.3 | +1.9 | +2.5pp |
| Divestitures** | -21.1 | 0.1 | +21.2 | +28.0pp |
| LLPs sold to Teva JV | -16.8 | — | +16.8 | +22.1pp |
| TAK-935 | -3.5 | — | +3.5 | +4.6pp |
| Multilab | 0.2 | -0.1 | -0.3 | -0.4pp |
| Techpool | -0.8 | 0.4 | +1.2 | +1.6pp |
| Others | -0.2 | -0.2 | +0.1 | +0.1pp |
| Underlying Core Earnings | 83.1 | 116.7 | +33.5 | + 40.3% |

* FX adjustment applies FY2018 plan rate to both years (1USD=105 yen, 1EUR=130 yen)

** Divestitures adjustments in FY2017, mainly include one-time gain from the 7 LLPs sold to the JV with Teva in May 2017, and in FY2018, mainly include Multilab and Techpool profits/losses.

Note: See reported to core, core to underlying reconciliation Excel sheet uploaded onto the website.

Bridge from Net Profit to Underlying Core Net Profit

| (Bn yen) | Q1 | | vs. PY | |
|---|----------------|----------------|-----------------|----------------|
| | <u>FY2017</u> | <u>FY2018</u> | | |
| Net Profit | 144.8 | 78.2 | -66.5 | - 46.0% |
| <i>EPS</i> | <i>186 yen</i> | <i>100 yen</i> | <i>- 86 yen</i> | <i>- 46.1%</i> |
| Amortization and impairment of intangibles | 21.9 | 18.3 | -3.7 | -3.0pp |
| Other income/expenses | -83.6 | -7.5 | +76.2 | +61.5pp |
| Proposed Shire acquisition costs | — | 4.3 | +4.3 | +3.5pp |
| Proposed Shire acquisition financial expenses | — | 4.2 | +4.2 | +3.4pp |
| Other exceptional gains and losses | -2.9 | 0.2 | +3.2 | +2.6pp |
| Core Net Profit | 80.1 | 97.7 | +17.6 | + 21.9% |
| FX effects* | -0.3 | 1.0 | +1.4 | +2.5pp |
| Divestitures** | -14.5 | -0.1 | +14.4 | +26.7pp |
| Underlying Core Net Profit | 65.3 | 98.7 | +33.4 | + 51.1% |
| <i>Underlying Core EPS</i> | <i>84 yen</i> | <i>126 yen</i> | <i>+ 43 yen</i> | <i>+ 51.1%</i> |

* FX adjustment applies FY2018 plan rate to both years (1USD=105 yen, 1EUR=130 yen)

** Divestitures adjustments in FY2017, mainly include one-time gain from the 7 LLPs sold to the JV with Teva in May 2017, and in FY2018, mainly include Multilab and Techpool profits/losses.

Note: See reported to core, core to underlying reconciliation Excel sheet uploaded onto the website.

Net debt/EBITDA ratio slightly increased to 2.0x; non-core asset disposals generated 31.9 Bn yen in line with plan

Net debt/EBITDA ratio – FY2018 Q1

| (Bn yen) | <u>FY2017 Q1</u> | <u>FY2018 Q1</u> | <u>vs. PY</u> | |
|--|------------------|------------------|----------------|-----------|
| Operating Free Cash Flow | 55.5 | 5.2 | - 50.3 | -90.6% |
| Sale of Wako shares | 84.5 | — | | |
| Sale of other shareholdings* | 11.3 | 25.9 | } 31.9 | |
| Real estate disposals* | 31.9 | 6.0 | | |
| Dividend | -63.5 | -65.0 | | |
| Bridge and term loan facilities | — | -10.4 | | |
| Others | -6.8 | -24.8 | | |
| Net increase (decrease) in cash | 112.8 | -63.0 | - 175.9 | NA |

* FY2018 disposal objective: ~110 Bn yen in total

| | <u>FY2017 Q4</u> | <u>FY2018 Q1</u> | <u>vs. PY</u> | |
|-------------------------|------------------|------------------|---------------|--------|
| Debt | -985.7 | -995.0 | - 9.3 | +0.9% |
| Net cash (debt) | -691.1 | -763.5 | - 72.4 | +10.5% |
| Gross debt/EBITDA ratio | 2.6 x | 2.6 x | - 0.1 | |
| Net debt/EBITDA ratio | 1.8 x | 2.0 x | +0.1 | |

FY2018 underlying business strength lessens the impact of a significant decline in one-time income

Reported Forecast – Full Year FY2018

| (Bn yen) | <u>FY2017</u> <u>Actual</u> | <u>FY2018</u> <u>Forecast</u> | <u>Fav/(unfav)</u> | |
|---------------------------|--------------------------------|----------------------------------|--------------------|---------|
| Revenue | 1,770.5 | 1,737.0 | -33.5 | -1.9% |
| R&D expenses | -325.4 | -311.0 | +14.4 | +4.4% |
| Core Earnings | 322.5 | 309.5 | -13.0 | -4.0% |
| Amortization & impairment | -122.1 | -108.0 | +14.1 | +11.6% |
| Other income/expense* | 41.4 | -0.5 | -41.9 | -101.2% |
| Operating profit | 241.8 | 201.0 | -40.8 | -16.9% |
| Profit before tax | 217.2 | 183.0 | -34.2 | -15.7% |
| Net profit | 186.9 | 139.0 | -47.9 | -25.6% |
| EPS | 239 yen | 178 yen | -61 yen | -25.7% |
| USD/JPY | 111 yen | 108 yen | -3 yen | -2.5% |
| EUR/JPY | 129 yen | 133 yen | +4 yen | +2.9% |

* Includes non-recurring items

This forecast does not include the full fiscal year 2018 estimated financial impact related to the proposed acquisition of Shire plc by Takeda. A forecast that does include the estimated financial impact of the deal will be announced by Takeda once a reasonable assumption has been confirmed.

Impact of FX and divestitures on growth

Revenue -1.9%

- FX ~-1.0pp
- Divestitures ~-2.0pp

Core Earnings -4.0%

- FX ~-3.0pp
- Divestitures ~-7.0pp

Key items (Bn yen)

| | <u>FY2017</u> | <u>FY2018</u> |
|-----------------------|---------------|---------------|
| Amortization | -126.1 | -96.0 |
| Impairment | 4.0 | -12.0 |
| Other income | 169.4 | 65.0 |
| • Sale of Wako shares | 106.3 | - |
| • Sale of real estate | 18.8 | 55.5 |
| • LLP transfer gain | 27.5 | 4.5 |
| Other expense | -126.6 | -65.5 |
| • Restructuring | -44.7 | -40.5 |
| • CTA | -41.7 | - |

Glossary of Abbreviations

| | | | | | |
|-------|--|--------|--|---------|---|
| AD | Alzheimer's disease | H2H | head to head | OIC | opioid induced constipation |
| ADC | antibody drug conjugate | HCC | hepatocellular carcinoma | PARP | poly (ADP-ribose) polymerase |
| ADHD | attention deficit hyperactivity disorder | HER2 | human epidermal growth factor receptor 2 | PCAB | potassium competitive acid blocker |
| ALK | anaplastic lymphoma kinase | HL | Hodgkin's lymphoma | Ph+ ALL | Philadelphia chromosome-positive acute lymphoblastic leukemia |
| ALS | amyotrophic lateral sclerosis | HR MDS | high-risk myelodysplastic syndromes | PPI | proton pump inhibitor |
| ARD | acid-related diseases | IBD | inflammatory bowel disease | POI | post-operative ileus |
| BTK | Bruton's tyrosine kinase | IO | immuno-oncology | PTCL | peripheral T-cell lymphoma |
| CD | Crohn's disease | iPSC | induced pluripotent stem cells | R/R | relapsed/refractory |
| CIAS | cognitive impairment associated with schizophrenia | LBD | Lewy body dementia | RA | rheumatoid arthritis |
| CIC | chronic idiopathic constipation | LB AML | Low-Blast Acute Myeloid Leukemia | RCC | renal cell cancer |
| CML | chronic myeloid leukemia | LSD1 | Lysine specific demethylase 1 | RTK | receptor tyrosine kinase |
| CMML | chronic myelomonocytic leukemia | mAb | monoclonal antibodies | sALCL | systemic anaplastic large cell lymphoma |
| CNS | central nervous system | MAOB | monoamine oxidase B | SCT | stem cell transplant |
| CRL | complete response letter | MCL | mantle cell lymphoma | SCZ | schizophrenia |
| CTCL | cutaneous T-cell lymphoma | MDD | major depressive disorder | SLE | systemic lupus erythematosus |
| DAAO | D-amino acid oxidase | MM | multiple myeloma | sq | squamous |
| DLBCL | diffuse large B-cell lymphoma | mCRC | metastatic colorectal cancer | SR | steroid refractory |
| EFI | enteral feeding intolerance | mTORC | mammalian target of rapamycin complex | SR-GvHD | steroid refractory acute graft vs host disease |
| EGFR | epidermal growth factor receptor | MTCL | mature T-cell lymphoma | SubQ | subcutaneous formulation |
| ESCC | esophageal squamous-cell carcinoma | NAE | NEDD8 activating enzyme | SYK | spleen tyrosine kinase |
| FL | front line | ND | newly diagnosed | TESD | treatment emergent sexual dysfunction |
| FLT-3 | FMS-like tyrosine kinase 3 | NDA | new drug application | TRD | treatment resistant depression |
| GCC | guanylyl cyclase C | Neg | negative | UC | ulcerative colitis |
| GERD | gastroesophageal reflux disease | NERD | non-erosive reflux disease | VEGFR | vascular endothelial growth factor receptor |
| GI | gastrointestinal | NF | new formulation | | |
| GnRH | gonadotropin-releasing hormone | NSCLC | non-small cell lung cancer | | |
| GvHD | graft versus host disease | NS | negative symptoms | | |



Takeda Pharmaceutical Company Limited