



**Proposed Acquisition of
Blackmores Limited.**

Becoming the Leading Health Science Company in Asia Pacific

April 27, 2023

Kirin Holdings Company, Limited






Company to be acquired	Blackmores Limited
Transaction value	<ul style="list-style-type: none"> ● 1,880 million AUD / ¥169.2 billion equity value 1AUD (Australian dollar) = ¥90 <ul style="list-style-type: none"> – 95.00 AUD / share* – 23.7% premium over Blackmores' April 26, 2023 closing price (76.79 AUD) – 27.6% premium over Blackmores' April 6, 2023 closing price (74.43 AUD) **
Method of financing acquisition	<ul style="list-style-type: none"> ● Funded through available cash and existing debt facilities.
Financial impact	<ul style="list-style-type: none"> ● Normalized EPS is expected to be accretive from the first year.
Our shareholder return policy	<ul style="list-style-type: none"> ● No change: consolidated dividend payout ratio remains above 40%.
Acquisition method and processes	<ul style="list-style-type: none"> ● Scheme of Arrangement (SoA) <ul style="list-style-type: none"> – Requires the approval of Blackmores shareholders, Australian courts and regulatory authorities. – Expected closing in Q3 2023 through SoA implementation. – Blackmores' Board has unanimously recommended shareholders vote in favor of the SoA (subject to customary conditions) and its major shareholder has entered into a voting agreement in support of the transaction***. – See page 11 for additional details.

* Includes special dividend.

** Last undisturbed closing share price prior to press speculation.

*** Refer to Blackmores Limited's release on Australian Securities Exchange for further detail and associated conditions.



	KIRIN		BLACKMORES® GROUP
Corporate philosophy, Purpose	Kirin brings joy to society by crafting food and healthcare products inspired by the blessings of nature and the insights of our customers.	 match	Gives people a choice to take control of their health and wellbeing through the power of nature by combining the knowledge of nature and science to deliver quality health solutions to people and pets everywhere, everyday.
Main regions with BtoC operations in Health Science domain	Japan 	 supplementation	Australia, New Zealand China, South-East Asia 
Strengths in Health Science domain	<ul style="list-style-type: none"> ● Materials (Specialty materials such as Lc-plasma*, Citicoline, and HMOs**) ● R&D (Fermentation & cultivation technology, Industrialisation and Containers & packaging) ● Integrated marketing capability and quality management skills developed in the Food and Beverages domain and Pharmaceuticals domain 	 supplementation	<ul style="list-style-type: none"> ● Brand (Leading brands with high quality and trust, Natural health education) ● Marketing capability (Consumer understanding, Intelligence in regulatory compliance, Consumer and practitioner led innovation) ● Sales channel expertise in APAC countries ● Highly talented and specialized management team

Becoming the leading health science company in Asia Pacific

Australia's Leading Natural Health Company

Head office : Sydney, Australia.

Founded : Established by Maurice Blackmore in 1932, more than 90 years delivering natural health expertise.

Listing : Australian Securities Exchange (ASX).

Employees : More than 1,200.

Region : Pioneering market development in Southeast Asia since 1976. Main countries of operations include Australia, New Zealand, Singapore, Malaysia, Thailand, Indonesia, South Korea, China and Vietnam. Ongoing development of new markets such as India.

Production : Main products are manufactured at the Blackmores Group Braeside facility in Victoria, Australia to maintaining high quality.

Main brands: BLACKMORES (leading supplements and infant formulas brands)
BioCeuticals (leading practitioner supplement brands*)
PAW by Blackmores (leading pet supplement brands)

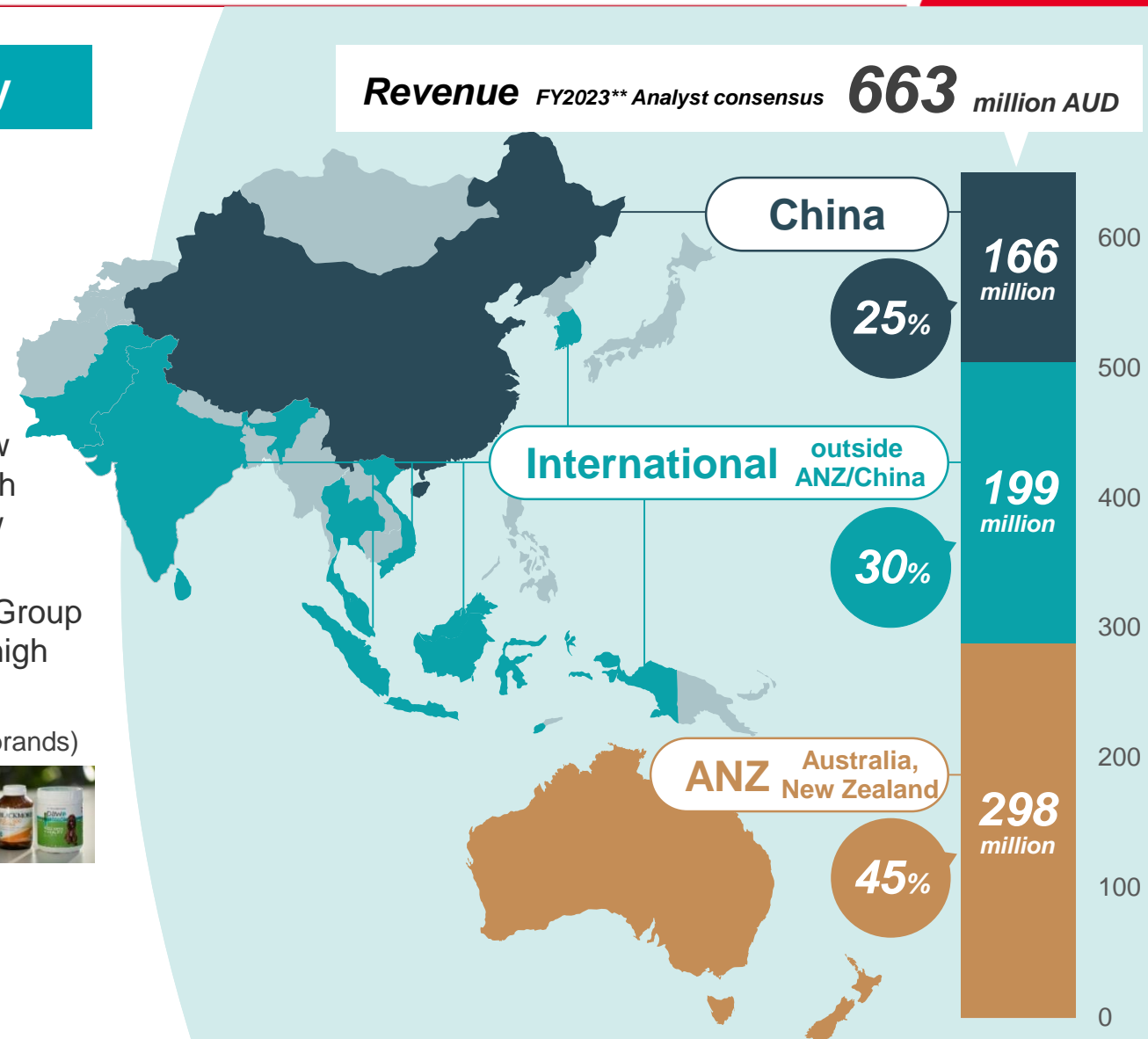


Key financials (FY2023** Analyst Consensus):

Revenue 663 million AUD (AUD) | 59.7 billion yen

EBITDA 93 million AUD (AUD) | 8.4 billion yen 1AUD = ¥90

Implied EV / FY23 EBITDA multiple of 19.7x ***





History

1932	— Established by Maurice Blackmore in Australia	
1976	— Commences operations in Singapore and Malaysia	
1985	— Listed on ASX	
1989	— Commences operations in Thailand	
1995	— Commences operations in Indonesia	
2010	— Commences operations in South Korea	
2010	— Acquired PAW	
2012	— • Blackmores Institute created • Acquired BioCeuticals	
2013	— Commences operations in China	
2017	— Commences operations in Vietnam	
2018	— Opens Bungaribee Distribution Center in Western Sydney	
2020	— Acquired Braeside manufacturing facility	
2020	— China Innovation Center created in Shanghai	
2021	— Commences operations in India	

Corporate Philosophy

Purpose	To give people a choice to make living well each day a natural way of life.
Mission	Combine our knowledge of nature and science to deliver quality solutions to bring wellness to people and their pets everywhere, everyday.
Values	<p>Blackmores Values “PIRLS”</p> <ul style="list-style-type: none"> ● Passion for natural health ● Integrity ● Respect (embrace diversity) ● Leadership ● Social responsibility



Highly trusted brand

- Trusted and effective premium brand from Australia
- Reliability with 90 years of history

"Most Trusted Brand*" for 14 consecutive years.

BLACKMORES®

BioCeuticals

Daw
PURE ANIMAL WELLBEING

Australia VDS Market share **No.1**

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Sales channels covering APAC countries

- Sales network with roots in key Asian countries
- Prospective consumer contact points with potential access to over 1 billion people

VDS** Market share

No.1	Australia, Thailand, Malaysia
No.2	Singapore
No.3	Indonesia

Data Sources***

Intelligence in complying with regulations

- High level of knowledge and experience in dealing with country-specific regulations (e.g. Halal)
 - Regulatory readiness with regard to cultural, religious and customary backgrounds, including pharmaceutical laws
- Embedded relationships with regulators in Australia and other countries



Already deployed in major countries of Asia-Pacific

Product development based on deep consumer and practitioner understanding

Experienced management team

- Health science business professionals
- Extensive global experiences



Blackmores CEO: Alastair Symington

KIRIN

Expansion of growth opportunities

- **Leveraging Blackmores' distribution channels and capabilities can accelerate the deployment of speciality materials**

e.g.

- ✓ Derivation of Lc-plasma into immune supplements.
- ✓ Derivation of Citicoline into drink supplements.
- ✓ Derivation of HMOs into digestive supplements and milk powder etc.



Cognizin

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Expansion of growth opportunities

- **New product development through the use of our technology.**

e.g.

- ✓ Development and deployment of new product formats.
- ✓ Further environmental compliance of containers and packaging, etc.

- **Potential product co-development with FANCL**



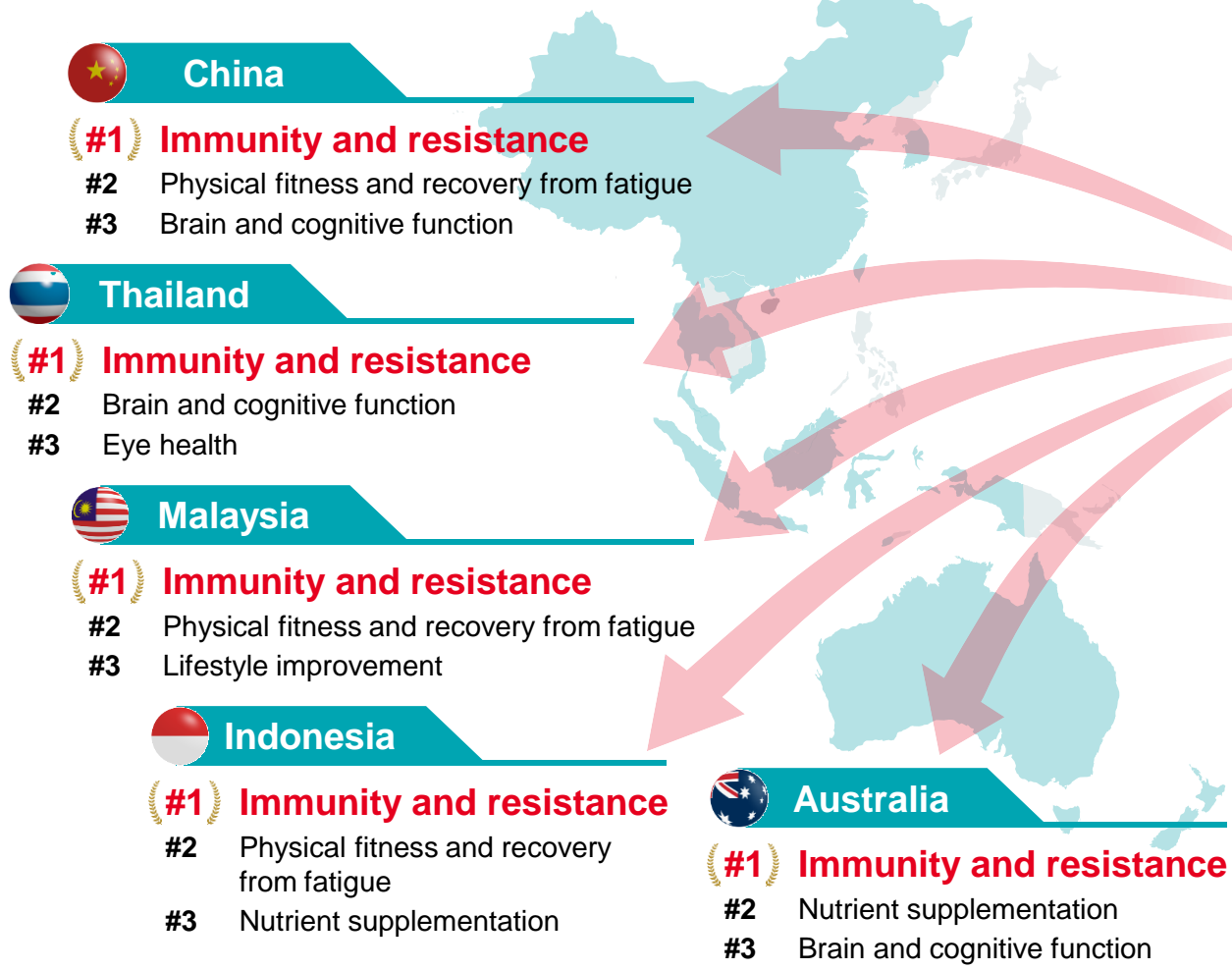
Improvement of organizational capacity

- **Improving organizational capacity of health sciences businesses**

e.g.

- ✓ Exchange of human capital (broader fields to perform for employees of both companies).
- ✓ Knowledge sharing (R&D and marketing among others) etc.

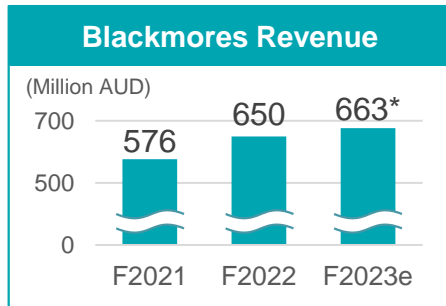
Purpose of taking supplements Top 3 by country



Product development leading to solutions to health challenges

Source: Consumer survey by PwC Consulting LLC, 2022.

Creating further economic and social value through solving more health challenges for people all over the world



* FY2023: Analyst consensus

Blackmores contribution

Further M&A and Exploration of new businesses

Revenue 103.6 billion yen

Organic growth

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Strong brand and distribution channels

KIRIN

Unique specialty materials and R&D

Becoming the Leading Health Science Company in APAC

F2022

F2023

F2027 & Beyond

Appendix

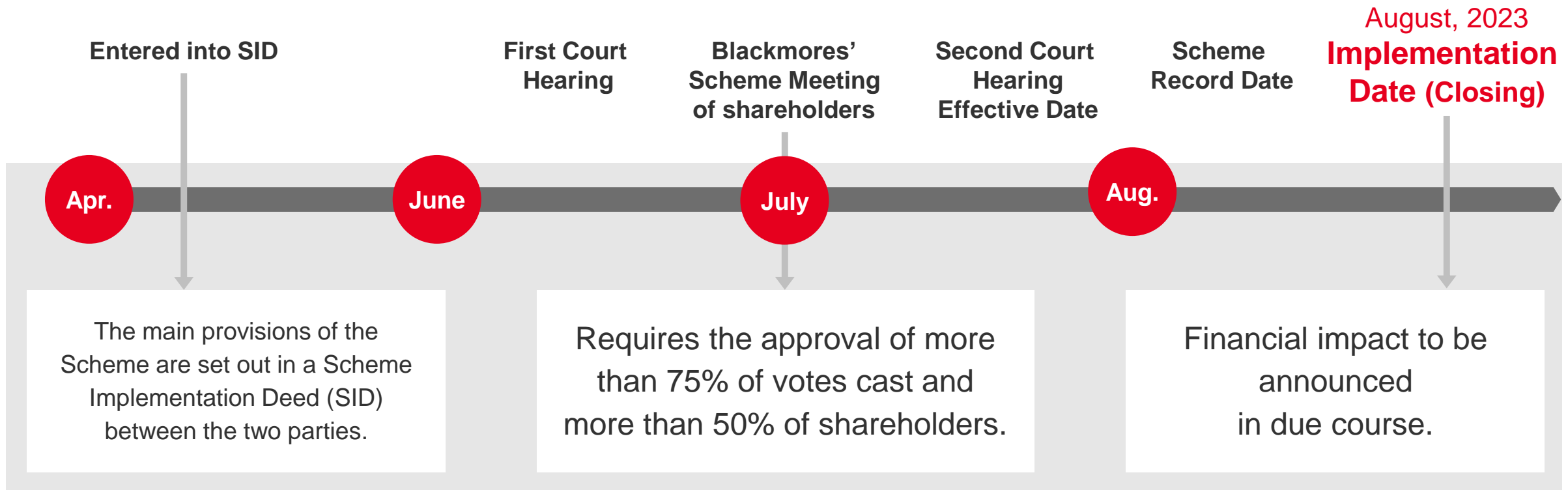
Joy brings us together

Indicative SoA process and timeline



➤ What is the Scheme of Arrangement (SoA)* ?

- A common procedure in the acquisition of Australian listed companies
- A more amicable acquisition process, which is recommended by the Blackmores board of directors** and approved by Blackmores' shareholders at a general meeting and the Australian courts etc.



* The SoA is subject to completion of certain conditions which may impact the timing of completion.

** The recommendation of Blackmores' Board of Directors is subject to (1) there being no superior proposal and (2) the independent expert concluding (and continuing to conclude) that the scheme is 'in the best interests' of Blackmores' shareholders.

Blackmores product range: Three market leading brands



BLACKMORES®

BioCeuticals

paw®

PURE ANIMAL WELLBEING
by BLACKMORES

Product Overview

The only Australian natural health brand with a 90-year heritage - an iconic Australian premium brand.

Highly recommended by pharmacists etc., practitioner only supplements, guided by naturopathy principles and validated by evidence.

Natural health products for pets, developed by vets, leveraging Blackmores' natural health expertise.

Main Products

Supplements

Fish Oil Bio C 1000 Glucosamine Pregnancy & Breast-Feeding Gold

Infant formula

1 newborn formula 2 follow-on formula 3 toddler milk drink

Supplements

ArmaForce Ultra Muscleze UltraBiotic Theracumin

Clinical

HesiComplex PyriZinc BioActive

Joint Protect Wellness & vitality Coat Skin & Nail

Complete Calm Digestive Health OsteoAdvanced

Main Channels

Pharmacy, eCommerce, Grocery, Practitioner etc.

Pharmacy, Health food stores etc.

Vet, Pet retail, eCommerce etc.

Main Regions

Across APAC countries

Mainly Australia

Mainly Australia and New Zealand



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