

February 20, 2023  
 Kidswell Bio Corporation  
 Code: 4584 (TSE Mothers)  
 Masaharu Tani, President & CEO

The Company's opinion on Glass Lewis' voting recommendation on the agenda item to be proposed at the extraordinary general meeting of shareholders

Tokyo, February 20, 2023 –As announced in the “Announcement of request for convocation of extraordinary meeting of shareholders” dated December 6, 2022, and “The Company's opinion on shareholders' proposal” dated January 13, 2023, election of one outside director will be placed on the agenda at the Company's extraordinary general meeting of shareholders to be held on February 28, 2023. With respect to the above, Glass, Lewis & Co. (hereafter GL) has issued a report recommending voting “AGAINST” the shareholder's proposal and voting “FOR” the Company's management proposal.

1. GL Report Voting Recommendation

Proposal	Candidate	Resolution of the KWB's Board of Directors	GL Report Voting Recommendation
<Proposal of Shareholders> Election of One (1) Director (outside)	Mr. Koichi Otomo	Against	Against

2. About GL Report

As a premise for considering the shareholder proposal, GL generally believes managements and the board are in the best position to make decisions regarding a company's business operations, a corporate strategy, etc., except the case that any evidence of egregious or illegal conduct that threatens shareholder value would be presented. GL is therefore hesitant to recommend opposition to management's strategy, or support for a countervailing perspective. Please refer to the following three points as GL recommendations.

- I. Although the Company has experienced some substantial downwards pressures on its share price within the year, its 1-year, 3-year and 5-year TSRs of -46.2%, -73.4% and -81.0%, GL does not believe the proponent has presented a sufficiently strong quantitative case to convincingly suggest that his proposed directorship and PR strategy would serve to improve medium-to-long term performance and shareholder returns.
- II. GL believes the board's present strategy to focus on research and development to promote the creation of new medical treatment methods in cell therapy is reasonable.
- III. Given the board's view that Mr. Otomo lacks the required skills to be additive to the board in terms of pursuing the board's present strategy, GL does not believe sufficient evidence has been presented to clearly show any potential deficiencies on the board which Mr. Otomo's appointment might serve to remedy.

### 3. The Company's opinion on GL report

As one of the well-known global proxy advisors, the Company appreciates that GL has reached the same conclusion as the Board of Directors of the Company.

#### About Kidswell Bio Corporation (KWB)

Kidswell Bio Corporation will challenge pediatric disease as a new field, in addition to intractable and rare diseases on which KWB has also been focusing for R&D. We would like to contribute to children who have hopes and dreams for their bright future. Furthermore, with our biotech expertise and children's potential vital force such as SHED, stem cell from exfoliated deciduous teeth, we envision creating new pharmaceuticals and therapeutics for all people under "Kids Well, All Well."

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