

***[NOTICE: Please note that the following is a translation of the Japanese language original for convenience purposes only, and in the event of any discrepancy, the Japanese language original shall prevail.]***

January 31, 2022

For immediate release

Company: Nisshinbo Holdings Inc.  
 Representative: Masahiro Murakami,  
 President  
 Securities Code: 3105  
 TSE (First Section)

### **Notice of Acquisition of Shares of D-CLUE Technologies Co., Ltd.**

Nisshinbo Holdings announces that at the meeting of the Board of Directors held today, it decided to acquire all of the shares of D-CLUE Technologies Co., Ltd. ("DCT") from Elecom Co., Ltd., ("Elecom") and entered into a share transfer agreement.

#### 1. Reason for acquiring shares

In the Nisshinbo Group's Micro Devices business, on January 1, 2022, Group companies New Japan Radio Co., Ltd. and Ricoh Electronic Devices Co., Ltd. merged to form Nisshinbo Micro Devices Inc. In the Micro Devices business, which possesses industry-leading analog technologies, it is refining the Connect Everything technologies and aiming to grow and develop as an analog solution provider. The policy is to acquire the technologies and human resources required to accelerate growth through collaboration and M&A.

DCT has strengths in the development of mixed signal LSIs and other products that are essential for providing solutions, and has an integrated development system that covers everything from module board design to software development. In addition, it has experience in the development of cutting-edge technologies such as AI, quantum computers, and custom processors for drug discovery. In the future, we will be able to develop high value-added products that apply these cutting-edge technologies.

Through the acquisition of shares in DCT, we aim to complement the fields necessary for business expansion and accelerate our transformation into an analog solution provider.

#### 2. Overview of the subsidiary to be transferred

|     |                                   |  |
|-----|-----------------------------------|--|
| (1) | N a m e                           | D-CLUE Technologies Co., Ltd.  |
| (2) | A d d r e s s                     | 4F KAKiYA Building, 2-7-17 Shin-Yokohama, Kohoku-ku, Yokohama-shi, Kanagawa  |
| (3) | Name/Job Title of Representative/ | Akihiko Ishikawa, President & Representative Director  |
| (4) | Description of Businesses         | Development, manufacture and sale of semiconductor parts and computer software. Consulting on computers and peripheral equipment |
| (5) | Paid-in Capital                   | ¥70 million (As of January 31, 2022)   |
| (6) | Date of Incorporation             | Jun. 2017  |

|     |  |                        |   |
|-----|--|------------------------|---|
| (7) | Major shareholders and percentage of shares                      | Elecom Co., Ltd. 100%  |   |
| (8) | Relationship with the listed companies and the company concerned | Capital relationship   | Not applicable.   |
|     |  | Personnel relationship | Not applicable.   |
|     |  | Business relationship  | We have a development outsourcing business with Nisshinbo Micro Devices Inc., our subsidiary. |

### 3. Overview of the Counterparty to the Share Acquisition

|     |  |   |                 |
|-----|--|---|-----------------|
| (1) | N a m e  | Elecom Co., Ltd.  |                 |
| (2) | A d d r e s s  | 4-1-1 Fushimimachi, Chuo-ku, Osaka-shi<br>Meiji Yasuda Mutual Life Insurance Co. Osaka Midosuji building 9F             |                 |
| (3) | Name /Job Title of Representative                                      | Yukio Shibata, President  |                 |
| (4) | Description of Businesses  | Development, manufacture and sale of personal computers and digital equipment-related products                          |                 |
| (5) | Paid-in Capital  | ¥12.577 billion (As of March 31, 2021)  |                 |
| (6) | Date of Incorporation  | May. 1986   |                 |
| (7) | Major shareholders and percentage of shares (As of September 30, 2021) | Junji Hada 19.90%<br>Sons Ltd 13.83%<br>The Master Trust Bank of Japan, Ltd. (Trust Account) 8.40%<br>Justin Ltd. 5.87% |                 |
| (8) | Relationship with the company concerned                                | Capital relationship  | Not applicable. |
|     |  | Personnel relationship  | Not applicable. |
|     |  | Business relationship   | Not applicable. |
|     |  | Status as a related party   | Not applicable. |

### 4. Number of Shares Acquired, Acquisition Price, and Shareholdings Before and After Acquisition

|     |   |  |
|-----|---|--|
| (1) | Number of shares held prior to the transfer | 0 share<br>(Number of voting rights: 0)<br>(Percentage of voting rights: 0.0%) |
| (2) | Shares acquired                             | 17,400 shares<br>(Number of voting rights: 17,400)                             |

|     |  |   |
|-----|--|---|
| (3) | Acquisition cost                         | This information will be kept private due to confidentiality obligations.                   |
| (4) | Number of shares held after the transfer | 17,400 shares<br>(Number of voting rights: 17,400)<br>(Percentage of voting rights: 100.0%) |

5. Schedule

|     |  |                            |
|-----|--|----------------------------|
| (1) | Date of resolution of the Board of Directors | January 31, 2022 (Today)   |
| (2) | Conclusion of share transfer agreement       | January 31, 2022 (Today)   |
| (3) | Date of stock acquisition                    | February 7, 2022 (planned) |

6. Impact on business performance

The impact of this share acquisition on business performance will be minimal. The company will promptly announce matters that should be announced in the future when they arise.