



Jun 30, 2026

Company name: Nisshinbo Holdings Inc.
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Security code: 3 1 0 5
Listings: Tokyo Stock Exchange Market
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Notice Regarding the Absorption-Type Split and Other Matters Related to the Transfer of the Molded Products Business by Nisshinbo Mechatronics Inc.

At a meeting of the Board of Directors held today, Nisshinbo Holdings Inc. ("the Company") resolved to implement: (i) an absorption-type company split (hereinafter, the "Absorption-Type Company Split") through which Nisshinbo Mechatronics Inc. (hereinafter, "Nisshinbo Mechatronics"), a consolidated subsidiary of the Company, will have the molded products business operated by Nisshinbo Mechatronics (hereinafter, the "Target Business") succeeded to by a newly established company that will become a wholly owned subsidiary of Nisshinbo Mechatronics (hereinafter, the "New Split Company"); and (ii) the transfer of all shares of the New Split Company held by Nisshinbo Mechatronics, as well as all shares of Nanbu Plastics co., Ltd., Nisshinbo Precision Instrument & Machinery Hiroshima Corp., Nisshinbo Mechatronics India Private Limited (hereinafter, "NMI"), Nisshinbo Mechatronics (Thailand) Ltd. (hereinafter, "NMT"), and Nisshinbo Mechatronics (Shanghai) Co., Ltd. (hereinafter, "NMS"; collectively with the New Split Company, Nanbu Plastics co., Ltd., Nisshinbo Precision Instrument & Machinery Hiroshima Corp., NMI, and NMT, the "Target Companies") held by the Company, Nisshinbo Mechatronics, and Nisshinbo Singapore Pte. Ltd., each of which is a wholly owned subsidiary of the Company, to Next Investment Limited Partnership, EU FUND III, L.P., Endeavour United Partners 46 Co., Ltd., and Endeavour United Partners 47 Co., Ltd., which are organized, managed, and operated by Endeavour United Co., Ltd. (collectively, "Endeavour United") (the share transfer described in (ii) above is hereinafter collectively referred to as the "Share Transfer," and together with the Absorption-Type Company Split, collectively referred to as the "Transaction"). Accordingly, we hereby announce as follows.

The Absorption-Type Company Split is a simplified absorption-type company split in which a

business division of a consolidated subsidiary of the Company will be succeeded to by its wholly owned subsidiary; therefore, certain disclosure items and details have been omitted.

I. Purpose of the Transaction

The Nisshinbo Group has long been actively advancing portfolio transformation. Amid further acceleration in changes in the business environment, the Group is further accelerating this transformation, and in February of this year announced its "Blueprint for Transformation," a clear action plan for the Nisshinbo Group to grow as a company with the ability to generate earnings. The "Blueprint for Transformation," aims to shift the Group to a business structure capable of sustainably generating profits over the medium to long term, centered on wireless communications and electronics technologies, and to build a stable management foundation. Its decision criterion is the ability to stably achieve an operating profit margin of 10% and ROIC of 7%.

On the other hand, in order for each business operated by the Target Company to enhance its competitiveness and achieve sustainable growth in a rapidly changing market environment, the Company has determined that the Company needs to concentrate its management resources as an independent business entity and to further advance the sophistication of its business operations. Against this backdrop, after extensive consideration of a broad range of options, including business companies with technologies related to the Target Business and PE funds with substantial investment track records, the Company concluded that transferring the Target Business to Endeavour United would be optimal for both the Company and the Target Companies. The Company assesses that Endeavour United has accumulated deep experience and expertise in business operations through its extensive investment track record in Japan, and possesses know-how in business support gained through collaboration with many manufacturing companies, including those in the molded products business field. Therefore, the Company believes that the Transaction will further enhance the value provided to customers and will also provide employees with additional growth opportunities in an environment where they can maximize their expertise.

Through the Transaction, the Company aims to further concentrate its management resources on the Wireless and Communications business, which is an area of growth strategy, while also enabling the Target Companies to achieve further growth under a new owner.

II. Overview of the Absorption-Type Company Split

1. Summary of the Absorption-Type Company Split

(1) Schedule of the Transaction

① Date of Board of Directors Resolution	Jun 30, 2026
② Date of Establishment of the Newly Established Company	Late July, 2026 (scheduled)
③ Execution of Absorption-Type Company Split Agreement	Late July, 2026 (scheduled)
④ Effective Date of the Absorption-Type Company Splits	October 1, 2026 (scheduled)
⑤ Execution Date of the Share Transfer	October 1, 2026 (scheduled)

(Note) Because the Absorption-Type Company Split falls under a simplified absorption-type company split as prescribed in Article 784, Paragraph 2 of the Companies Act with respect to Nisshinbo Mechatronics, and a short-form absorption-type company split as prescribed in Article 796, Paragraph 1 of the same Act with respect to the New Split Company, the Absorption-Type Company Split will be carried out without obtaining approval at the shareholders' meetings of either company for the absorption-type company split agreement.

(2) Method of the Absorption-Type Company Split

The Absorption-Type Company Split is an absorption-type company split with Nisshinbo Mechatronics as the absorption-type splitting company and the New Split Company as the absorption-type successor company.

(3) Allotment Related to the Absorption-Type Company Split

No shares, cash, or other consideration will be allotted or delivered by the New Split Company to Nisshinbo Mechatronics in connection with the Absorption-Type Company Split.

(4) Treatment of Stock Acquisition Rights and Bonds with Stock Acquisition Rights in Connection with the Absorption-Type Company Split

Nisshinbo Mechatronics has not issued any stock acquisition rights or bonds with stock acquisition rights.

(5) Increase or Decrease in Capital Stock Due to the Absorption-Type Company Split

There will be no increase or decrease in the capital stock of Nisshinbo Mechatronics as a result of the Absorption-Type Company Split.

(6) Rights and Obligations to Be Succeeded to by the Absorption-Type Successor Company

As of the effective date of the Absorption-Type Company Split, the New Split Company will succeed to the assets, liabilities, contracts, and other rights and obligations relating to the Target Business held by Nisshinbo Mechatronics, as specified in the absorption-type company split agreement.

(7) Prospects for Performance of Obligations

The Company has determined that there are no issues regarding the prospects for performance of the obligations to be assumed by the New Split Company on and after the effective date of the Absorption-Type Company Split.

2. Overview of the Companies Involved in the Absorption-Type Company Split (as of December 31, 2025; information regarding the Absorption-Type Successor Company is based on the current plans at the time of its establishment)

	Absorption-Type Splitting Company (Nisshinbo Mechatronics)	Absorption-Type Successor Company (Nisshinbo Mechatronics Split Preparation Co., Ltd.)
(1) Name	Nisshinbo Mechatronics Inc.	Nisshinbo Mechatronics Split Preparation Co., Ltd. (provisional name)
(2) Location	2-31-11, Ningyocho, Nihonbashi, Chuo-ku, Tokyo	To be determined
(3) Title and Name of Representative	President and Representative Director: Manabu Katayama	President and Representative Director: Tetsuya Kumakawa (scheduled)
(4) Business Description	Development, manufacture, and sale of molded products, various dedicated machines, and precision automotive parts	Manufacture sale, import/export of air conditioning fan products, resin molded products, and molds
(5) Capital	4,000 million yen	1 million yen (scheduled)
(6) Date of Established	April 1, 2009	Late July 2026 (scheduled)
(7) Number of Shares Issued	4,000 shares	20 shares (scheduled)
(8) Fiscal Year-End	December 31	December 31
(9) Major shareholders and Shareholding Ratio	Nisshinbo Holdings Inc. 100%	Nisshinbo Mechatronics Inc. 100%
(10) Financial Position and Operating Results for the Most Recent Fiscal Year (Fiscal Year Ended December 31, 2025) (Consolidated)		
Net Assets	4,692 million yen	—
Total Assets	17,965 million yen	—
Net Assets Per Share	1.17 million yen	—
Net Sales	8,108 million yen	—
Operating Income	△316 million yen	—
Ordinary Income	656 million yen	—
Net Income	537 million yen	—

Net Income Per Share	0.13 million yen	—
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(Note) Since the Absorption-Type Successor Company is scheduled to be established in late July 2026, the details provided for each item are all based on current plans. In addition, the Absorption-Type Successor Company does not have a finalized most recent fiscal year.

3. Overview of the Business Division to Be Split Off

(1) Business Description of the Division to Be Split Off

Business relating to the manufacture, sale, and import/export of air-conditioning fan products, resin-molded products, molds, and other related products

(2) Operating Results of the Division to Be Split Off

	Target Business	Absorption-Type Splitting Company
Sales	4,159 million yen	8,108 million yen
Operating Profit	31 million yen	△316 million yen

(Note) The figures relating to the Target Business and the Absorption-Type Splitting Company are stated as of the end of December 2025.

(3) The details of the assets, liabilities, and other rights and obligations to be split off will be determined through discussions between the parties before the execution of the final agreement.

4. Status After the Absorption-Type Company Split

Please refer to "2. Overview of the Companies Involved in the Absorption-Type Company Split" for the name, location, title and name of representative, business description, capital, and fiscal year-end of the Absorption-Type Splitting Company and the Absorption-Type Successor Company after the Absorption-Type Company Split.

III. Overview of the Share Transfer

1. Overview of the Sub-subsidiaries to Be Transferred

With respect to the New Split Company, among the sub-subsidiaries to be transferred, please refer to the "Absorption-Type Successor Company" column under "2. Overview of the Companies Involved in the Absorption-Type Company Split" in "II. Overview of the Absorption-Type Company Split" above.

In addition, the other sub-subsidiaries that will be subject to change as a result of the Share Transfer are as follows.

(1) Overview of Nanbu Plastics co., Ltd.

(1) Name	Nanbu Plastics co., Ltd.
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(2) Location	21-1 Obata, Yoshida-cho, Haibara-gun, Shizuoka, Japan
(3) Title and Name of Representative	President & Representative Director: Hisashi Kuroda
(4) Business Description	Design, manufacture, assembly, and sale of synthetic resin products for automobiles, home appliances, medical, information & communication, and housing equipment, as well as design and manufacture of molds
(5) Capital	1,800 million yen
(6) Date of Establishment	June 26, 1981

(2) Overview of Nisshinbo Precision Instrument & Machinery Hiroshima Corp.

(1) Name	Nisshinbo Precision Instrument & Machinery Hiroshima Corp..
(2) Location	1-3-30, Takayadai, Higashihiroshima-shi, Hiroshima, Japan
(3) Title and Name of Representative	President & Representative Director: Hitoshi Okawa
(4) Business Description	Development, design, manufacture, sale, and repair of precision automotive parts (brakes, transmissions, actuators, etc.), precision machinery, equipment, and devices
(5) Capital	320 million yen
(6) Date of Establishment	November 5, 2007

(3) Overview of NMI

(1) Name	Nisshinbo Mechatronics India Private Limited
(2) Location	Plot No.25 & 26, Sector-2A, IMT Manesar, Gurgaon, 122050, Haryana, INDIA
(3) Title and Name of Representative	President: Yoshiyuki Yamauchi
(4) Business Description	Manufacture, sale, import and export of air conditioning fan products, plastic molded products, molds, etc.
(5) Capital	800 million Indian rupees
(6) Date of Establishment	August 24, 2011

(4) Overview of NMT

(1) Name	Nisshinbo Mechatronics (Thailand) Ltd.
(2) Location	419 Moo 17, Bangplee Industrial Estate, Debaratna Road, Tambol Bangsaothong, Amphur Bangsaothong, Samutprakarn 10570, Thailand
(3) Title and Name of Representative	President: Shingo Watanabe
(4) Business Description	Manufacture, sale, import and export of air conditioning fan products, plastic molded products, molds, etc.
(5) Capital	100 million baht
(6) Date of Establishment	January 30, 1989

(5) Overview of NMS

(1) Name	Nisshinbo Mechatronics (Shanghai) Co., Ltd.
(2) Location	5828 Shenjiang South Road, Xinchang Town, Pudong New Area, Shanghai, China

(3) Title and Name of Representative	Chairman: Hitoshi Watanabe
(4) Business Description	Manufacture, sale, import and export of air conditioning fan products, plastic molded products, molds, etc.
(5) Capital	19.5 million USD
(6) Date of Establishment	July 12, 1993

2. Overview of the Counterparties to the Share Transfer (as of June 30, 2026)

(1) Overview of Next Investment Limited Partnership

(1) Name	Next Investment Limited Partnership	
(2) Location	6th Floor, Marunouchi 2-chome Building, 2-5-1 Marunouchi, Chiyoda-ku, Tokyo	
(3) Legal Basis, etc.	An investment limited partnership established under the Limited Partnership Act for Investment	
(4) Purpose of Establishment	To invest, jointly with other investors and investment partnerships, either directly or indirectly, in designated domestic and overseas business companies engaged in manufacturing and other businesses.	
(5) Overview of the General Partner or Equivalent	Name	Endeavour United Partners 41 Co., Ltd.
	Location	6th Floor, Marunouchi 2-chome Building, 2-5-1 Marunouchi, Chiyoda-ku, Tokyo
	Title and Name of Representative	Representative Director: Ryuzo Maeno
	Business Description	Operation and management of corporate investment funds
	Capital	Not disclosed due to confidentiality obligations, etc.
(6) Relationship between the Listed Company and the General Partner	Relationship between the listed company and the fund	Neither the Company nor its related parties or affiliated companies have invested directly or indirectly in the Fund.
	Relationship between the listed company and the general partner	There are no capital, personnel, or business relationships to be stated between the Company and the General Partner of the Fund. Furthermore, there are no significant capital, personnel, or business relationships between the Company and its related parties or affiliated companies and the General Partner of the Fund and its related parties or affiliated companies.

(Note) The information of the "Date of Formation," "Total Amount of Contributions," and "Contributors, Contribution Ratios, and Overview of Contributors" has been omitted in light of the other party's confidentiality obligations and other considerations.

(2) Overview of EU FUND III, L.P.

(1) Name	EU FUND III, L.P.
(2) Location	P.O.Box 2251, 3rd Floor Whitehall House, 238 North Church

	Street, George Town, Grand Cayman KY1-1107, Cayman Islands	
(3) Legal Basis, etc.	The Exempted Limited Partnership Law of the Cayman Islands	
(4) Purpose of Establishment	Investment purpose	
(5) Overview of General Partner or Equivalent Party	Name	EU Cayman3.1 Co., Ltd.
	Location	P.O.Box 2251, 3rd Floor Whitehall House, 238 North Church Street, George Town, Grand Cayman KY1-1107, Cayman Islands
	Title and Name of Representative	Director Nariatsu Tanaka
	Business Description	Operation and management of corporate investment funds
	Capital	Not disclosed due to confidentiality obligations, etc.
(6) Relationship between the Listed Company and the General Partner	Relationship between the listed company and the fund	Neither the Company nor its related parties or affiliated companies have invested, either directly or indirectly, in the Fund.
	Relationship between the listed company and the general partner	There are no capital, personnel, or business relationships to be stated between the Company and the General Partner of the Fund. Furthermore, there are no significant capital, personnel, or business relationships between the Company and its related parties or affiliated companies and the General Partner of the Fund and its related parties or affiliated companies.

(Note) The information of the "Date of Formation," "Total Amount of Contributions," "Contributors, Contribution Ratios, and Overview of Contributors," and "Overview of the Domestic Agent" has been omitted in light of the other party's confidentiality obligations and other considerations.

(3) Overview of Endeavour United Partners 46 Co., Ltd.

(1) Name	Endeavour United Partners 46 Co., Ltd.	
(2) Location	6th Floor, Marunouchi 2-chome Building, 2-5-1 Marunouchi, Chiyoda-ku, Tokyo	
(3) Title and Name of Representative	Representative Director: Toshiyuki Iizuka	
(4) Business Description	Operation and management of corporate investment funds	
(5) Capital	5 million yen	
(6) Date of Establishment	June 3, 2026	
(7) Net Assets	10 million yen	
(8) Total Assets	10 million yen	
(9) Major Shareholders and Shareholding Ratio	Endeavour United Holdings Co., Ltd.: 100%	
(10) Relationship between the Company and the Subject Company	Capital Relationship	Not applicable
	Personnel	Not applicable

	Relationship	
	Transaction Relationship	Not applicable
	Status as a Related Party	Not applicable

(4) Overview of Endeavour United Partners 47 Co., Ltd.

(1) Name	Endeavour United Partners 47 Co., Ltd.	
(2) Location	6th Floor, Marunouchi 2-chome Building, 2-5-1 Marunouchi, Chiyoda-ku, Tokyo	
(3) Title and Name of Representative	Representative Director: Toshiyuki Iizuka	
(4) Business Description	Operation and management of corporate investment funds	
(5) Capital	5 million yen	
(6) Date of Establishment	June 3, 2026	
(7) Net Assets	10 million yen	
(8) Total Assets	10 million yen	
(9) Major Shareholders and Shareholding Ratio	Endeavour United Holdings Co., Ltd.: 100%	
(10) Relationship between the Company and the Subject Company	Capital Relationship	Not applicable
	Personnel Relationship	Not applicable
	Transaction Relationship	Not applicable
	Status as a Related Party	Not applicable

3. Number of Shares to Be Transferred, Transfer Price, and Status of Share Ownership Before and After the Transfer

(1) New Split Company

(1) Number of Shares Held before the Transfer	Nisshinbo Mechatronics Common Shares 20 shares (scheduled) (Number of voting rights : 20 (scheduled)) (Voting rights ownership ratio : 100%)
(2) Number of Shares Transferred	Nisshinbo Mechatronics Common Shares 20 shares (scheduled) (Number of voting rights : 20 (scheduled))
(3) Number of Shares Held after the Transfer	Nisshinbo Mechatronics Common Shares 0 shares (Number of voting rights : 0) (Voting rights ownership ratio : 0 %)

(2) Nanbu Plastics co., Ltd.

(1) Number of Shares Held before the Transfer	Nisshinbo Mechatronics Class A Shares 3,830 shares (Number of voting rights : 3,830) (Voting rights ownership ratio : 100%)
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(2)Number of Shares Transferred	Nisshinbo Mechatronics Class A Shares 3,830 shares (Number of voting rights : 3,830)
(3) Number of Shares Held after the Transfer	Nisshinbo Mechatronics Class A Shares 0 shares (Number of voting rights : 0) (Voting rights ownership ratio : 0 %)

(3) Nisshinbo Precision Instrument & Machinery Hiroshima Corp.

(1) Number of Shares Held before the Transfer	Nisshinbo Mechatronics Common Shares 3,200 shares (Number of voting rights : 3,200 (scheduled)) (Voting rights ownership ratio : 100%)
(2)Number of Shares Transferred	Nisshinbo Mechatronics Common Shares 3,200 shares (Number of voting rights : 3,200)
(3) Number of Shares Held after the Transfer	Nisshinbo Mechatronics Common Shares 0 shares (Number of voting rights : 0) (Voting rights ownership ratio : 0 %)

(4) NMI

(1) Number of Shares Held before the Transfer	Nisshinbo Mechatronics Common Shares 59,000,000 shares (Number of voting rights : 59,000,000) (Voting rights ownership ratio : 73.75%) Nisshinbo Singapore Pte. Ltd. Common Shares 20,000,000shares (Number of voting rights : 20,000,000) (Voting rights ownership ratio : 25.0%) Nisshinbo Holdings Inc. Common Shares 1,000,000shares (Number of voting rights : 1,000,000) (Voting rights ownership ratio : 1.25%)
(2)Number of Shares Transferred	Nisshinbo Mechatronics Common Shares 59,000,000 shares (Number of voting rights : 59,000,000) Nisshinbo Singapore Pte. Ltd. Common Shares 20,000,000 shares (Number of voting rights : 20,000,000) Nisshinbo Holdings Inc. Common Shares 1,000,000 shares (Number of voting rights : 1,000,000)
(3) Number of Shares Held after the Transfer	Nisshinbo Mechatronics Common Shares 0 shares (Number of voting rights : 0) (Voting rights ownership ratio : 0 %) Nisshinbo Singapore Pte. Ltd. Common Shares 0 shares

	(Number of voting rights : 0) (Voting rights ownership ratio : 0 %) Nisshinbo Holdings Inc. Common Shares 0 shares (Number of voting rights : 0) (Voting rights ownership ratio : 0 %)
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(5) NMT

(1) Number of Shares Held before the Transfer	Nisshinbo Mechatronics Common Shares 799,999 shares (Number of voting rights : 799,999) (Voting rights ownership ratio : 79.9%) Nisshinbo Holdings Inc. Common Shares 200,000 shares (Number of voting rights : 200,000) (Voting rights ownership ratio : 20.0%)
(2) Number of Shares Transferred	Nisshinbo Mechatronics Common Shares 799,999 shares (Number of voting rights : 799,999) Nisshinbo Holdings Inc. Common Shares 200,000 shares (Number of voting rights : 200,000)
(3) Number of Shares Held after the Transfer	Nisshinbo Mechatronics Common Shares 0 shares (Number of voting rights : 0) (Voting rights ownership ratio : 0 %) Nisshinbo Holdings Inc. Common Shares 0 shares (Number of voting rights : 0) (Voting rights ownership ratio : 0 %)

(6) NMS

(1) Ownership Ratio Before the Transfer	Nisshinbo Mechatronics Ownership ratio : 80% Voting rights ownership ratio : 80% Nisshinbo Holdings Inc. Ownership ratio : 20% Voting rights ownership ratio : 20%
(2) Ownership Ratio Transferred	Nisshinbo Mechatronics : 80% Nisshinbo Holdings Inc. : 20%
(3) Ownership Ratio After the Transfer	Nisshinbo Mechatronics : 0 % Nisshinbo Holdings Inc. : 0 %

(Note) With respect to the transfer price, disclosure has been withheld in light of the confidentiality obligations under the agreement relating to the Share Transfer. The

transfer price was determined through negotiations with the other party to the Share Transfer, and the Company considered it to be a fair price.

IV. Future Outlook

The details of the impact of the Share Transfer on the consolidated financial results for the fiscal year ending December 2026 are currently under review. If any matters requiring disclosure arise in the future, the Company will disclose them promptly.