

January 10, 2023
TOKYO OHKA KOGYO CO., LTD.

**(Follow-Up on Disclosure) Notice of Transfer of the Equipment Business (Excluding Certain Parts)
Through Company Split and Share Transfer**

TOKYO OHKA KOGYO CO., LTD. (Headquarters: Kawasaki, Japan/President: Noriaki Taneichi, hereinafter the “Company”) announced that its Board of Directors has resolved at its meeting held on September 26, 2022 to enter into an agreement (hereinafter the “Share Transfer Agreement”) to transfer its Equipment Business (excluding certain parts) to a succession preparatory company to be established as the Company’s wholly-owned subsidiary (hereinafter the “New Company”) through an absorption-type company split (hereinafter the “Company Split”) and then transfer all of the shares of the New Company to AIMECHATEC, Ltd. (hereinafter “AIMECHATEC”) (hereinafter the “Share Transfer” and the “Transaction” collectively with the Company Split), which was timely disclosed on September 26, 2022. The follow-up on matters which were not determined then is as follows:

- Notes 1: Any information updated from “Notice of Transfer of the Equipment Business (Excluding Certain Parts) Through Company Split and Share Transfer” disclosed on September 26, 2022 is indicated by underlining.
- 2: The item numbers are consistent with those in “Notice of Transfer of the Equipment Business (Excluding Certain Parts) Through Company Split and Share Transfer” disclosed on September 26, 2022.

2. Timeline for the Transaction

Date of establishment of the New Company	<u>December 16, 2022</u>
Date of the board resolution to approve the Company Split Agreement	<u>January 10, 2023</u> (today)
Date of execution of the Company Split Agreement	<u>January 10, 2023</u> (today)
Scheduled date of the Company Split (effective date)	March 1, 2023 (scheduled)
Scheduled date of the Share Transfer	March 1, 2023 (scheduled)

Note: The Company Split will be executed without an approval at the Company’s Shareholders’ Meeting as it falls under the simplified absorption-type split stipulated in Article 784, Paragraph 2 of the Companies Act.

4. Overview of the companies involved in the Company Split (As of June 30, 2022. As of the date of establishment for the successor company)

	Splitting company	Successor company (The New Company)
Name	Tokyo Ohka Kogyo Co., Ltd.	<u>Process Equipment Business Spin-off Preparation Co., Ltd.</u>

Location	150 Nakamaruko, Nakahara-ku, Kawasaki-shi, Kanagawa 211-0012, JAPAN		<u>150 Nakamaruko, Nakahara-ku, Kawasaki-shi, Kanagawa 211-0012, JAPAN</u>	
Name and title of representative	Noriaki Taneichi President and Chief Executive Officer		<u>Hiroataka Yamamoto</u> <u>Representative Director</u>	
Business description	Manufacture and sales of manufacturing materials, mainly photoresists and high purity chemicals for photolithography process of semiconductors and displays, processing equipment for semiconductor and display manufacturing, and inorganic and organic chemicals.		Manufacture and sales of processing equipment for semiconductor and display manufacturing	
Share capital	14,640 million yen		<u>1 yen</u>	
Established	October 25, 1940		<u>December 16, 2022</u>	
Number of issued shares	42,600,000 shares		<u>100 shares</u>	
Fiscal year-end	December 31		<u>March 31</u>	
Major shareholders and their shareholding ratio (Note 1)	The Master Trust Bank of Japan, Ltd. (Trust Account)	11.91%	Tokyo Ohka Kogyo Co., Ltd.	100.0%
	Custody Bank of Japan, Ltd. (Trust Account)	6.56%		
	Meiji Yasuda Life Insurance Company (Standing proxy: Custody Bank of Japan, Ltd.)	4.52%		
	NATIONAL FINANCIAL SERVICES LLC (Standing proxy: Citibank, N.A., Tokyo Branch)	3.58%		
	MUFG Bank, Ltd.	2.99%		
Relationship between the parties	Capital relationship	On the effective date of the Company Split, 100% of the issued shares of the New Company to be held by the Company is planned to be transferred to AIMECHATEC on the same day.		
	Human relationship	<u>Executive Officer of the Company will assume the office of Director/Representative Director of the New Company.</u>		
	Business relationship	<u>No business relationship to be noted.</u>		
Consolidated business results and financial position for the last three years (Note 2)				
Fiscal year	Tokyo Ohka Kogyo Co., Ltd.			
	Fiscal year ended December 31, 2019	Fiscal year ended December 31, 2020	Fiscal year ended December 31, 2021	
Net sales	102,820 million yen	117,585 million yen	140,055 million yen	
Operating income	9,546 million yen	15,589 million yen	20,707 million yen	
Ordinary income	9,707 million yen	16,129 million yen	21,664 million yen	
Profit attributable to owners of parent	5,410 million yen	9,926 million yen	17,748 million yen	
Net assets	151,733 million yen	159,994 million yen	165,190 million yen	

Total assets	186,486 million yen	201,185 million yen	217,264 million yen
Basic earnings per share	130.02 yen	239.42 yen	430.73 yen
Net assets per share	3,491.23 yen	3,651.20 yen	3,880.18 yen

Notes 1: The shareholding ratio is calculated excluding treasury stock.

2: There is no financial position or business results to be disclosed as the New Company was recently established.

7. Share Transfer

(3) Summary of ownership ratio of voting rights before and after the Transfer, number of shares to be transferred, and transfer price (plan)

Number of shares held before the Transfer	<u>100 shares</u> (100% of voting rights)
Number of shares to be transferred	All outstanding shares
Number of shares held after the Transfer	0 share (0% ownership of voting rights)

* We do not disclose the transfer price due to the confidentiality clause in the share transfer agreement, but it was decided based on the discussions between the two companies.

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