



February 7, 2023

To whom it may concern:

Company name: Mitsubishi Chemical Group Corporation  
 Representative: Jean-Marc Gilson  
 Representative Corporate Executive Officer,  
 President & Chief Executive Officer  
 Listed on The Prime Market of TSE (stock code:  
 4188)

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 Corporate Communications Div.

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**Notice on Absorption-type Merger of a Wholly-owned Subsidiary  
 (Simplified Merger and Short-form Merger)**

Mitsubishi Chemical Group Corporation (hereafter the “Company”) hereby announces a resolution made at the Company’s Corporate Executive Officers Committee meeting held today that the Company will carry out an absorption-type merger (hereinafter, “the Merger”) with its wholly-owned subsidiary, The KAITEKI Institute, Inc., effective on April 1, 2023.

Because the Merger is a simplified absorption-type merger of a wholly-owned subsidiary, some disclosure items and details are omitted.

1. Purpose of the Merger

The KAITEKI Institute, Inc., was established on April 1, 2009, as a wholly owned subsidiary of the Company with the purpose of conducting research and examining future social changes, issues, and needs; proposing concepts for new businesses that respond to these issues; and conducting research that will form the core of the businesses.

In our recent transition to a flat organizational structure based on the concept of "One Company, One Team," we have merged The KAITEKI Institute, Inc., directly into the Mitsubishi Chemical Group to create an efficient management structure for new business creation. The key roles of The KAITEKI Institute will be combined with similar functions within Mitsubishi Chemical Group’s corporate functions (especially Innovation). In this way, the knowledge and capabilities developed by The KAITEKI Institute can more efficiently enhance new business creation within the Group.

2. Summary of the Merger

(1) Schedule of the Merger

Merger approved by the Corporate Executive Officers Committee	February 7, 2023
Merger agreed between the parties	February 7, 2023
Merger to take effect	April 1, 2023

Note: As the Merger is a simplified absorption-type merger as prescribed in Article 796, Paragraph 2 of the Companies Act for the Company and is a short-form merger as prescribed in Article 784, Paragraph 1 of the Companies Act for The KAITEKI Institute, neither company will hold a general shareholders meeting for approval of the merger agreement.

(2) Method of the Merger

The Merger will take the form of an absorption-type merger wherein Mitsubishi Chemical Group Corporation is to be the surviving company and The KAITEKI Institute is to be dissolved.

(3) Details of Share Allotment for the Merger

No shares or money will be allotted as a result of the Merger.

(4) Handling of Stock Acquisition Rights and Bonds with Stock Acquisition Rights as a Result of the Merger

No applicable items.

3. Overview of the Parties Involved in the Merger

	Surviving company in the absorption-type merger	Dissolved company in the absorption-type merger														
(1) Company Name	Mitsubishi Chemical Group Corporation	The KAITEKI Institute, Inc.														
(2) Address	1-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo	1-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo														
(3) Name and Title of Representative	Jean-Marc Gilson, Representative Corporate Executive Officer, President and Chief Executive Officer	Haruhiko Kusaka, Representative Director														
(4) Business Description	Management of Group companies (Development of the Group strategies and allocation of financial resources)	Research and investigation into social trends in the future														
(5) Paid-in Capital	50.0 billion yen	0.010 billion yen														
(6) Establishment	October 3, 2005	April 1, 2009														
(7) Number of Shares Issued	1,506,288,107	100														
(8) Fiscal Year End	March 31	March 31														
(9) Major Shareholders and Shareholding Ratios (As of September 30, 2022)	<table><tr><td>The Master Trust Bank of Japan, Ltd. (Trust account)</td><td>15.33%</td></tr><tr><td>SSBTC CLIENT</td><td>10.19%</td></tr><tr><td>OMNIBUS ACCOUNT (Standing proxy) HSBC, Tokyo Branch, Custody Service Department</td><td></td></tr><tr><td>Custody Bank of Japan, Ltd. (Trust account)</td><td>5.99%</td></tr><tr><td>Meiji Yasuda Life Insurance Company (Standing proxy)</td><td>4.52%</td></tr><tr><td>Custody Bank of Japan, Ltd.</td><td></td></tr><tr><td>Nippon Life Insurance Company</td><td>2.98%</td></tr></table>	The Master Trust Bank of Japan, Ltd. (Trust account)	15.33%	SSBTC CLIENT	10.19%	OMNIBUS ACCOUNT (Standing proxy) HSBC, Tokyo Branch, Custody Service Department		Custody Bank of Japan, Ltd. (Trust account)	5.99%	Meiji Yasuda Life Insurance Company (Standing proxy)	4.52%	Custody Bank of Japan, Ltd.		Nippon Life Insurance Company	2.98%	Mitsubishi Chemical Group Corporation 100%
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	(Standing proxy) The Master Trust Bank of Japan, Ltd. STATE STREET BANK 1.60% WEST CLIENT-TREATY 505234 (Standing proxy) Mizuho Bank, Ltd., Settlement & Clearing Services Department Custody Bank of Japan, 1.56% Ltd. (Trust account 4) TAIYO LIFE 1.32% INSURANCE COMPANY JPMorgan Securities 1.27% Japan Co., Ltd. JPMORGAN CHASE 1.09% BANK 385781 (Standing proxy) Mizuho Bank, Ltd., Settlement & Clearing Services Department	
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(10) Earnings and Financial Data for the Previous Fiscal Year (March FY2022)

	(Consolidated, IFRS)		(Non-consolidated, Japanese GAAP)	
Equity attributable to owners of the parent	1,458,077 million yen	Net assets	26 million yen	
Total assets	5,573,871 million yen	Total assets	212 million yen	
Equity attributable to owners of the parent per share	1,026.03 yen	Net assets per share	261,890 yen	
Sales revenue	3,976,948 million yen	Operating revenue	774 million yen	
Operating income	303,194 million yen	Operating income	7 million yen	
Income before taxes	290,370 million yen	Ordinary income	7 million yen	
Net income	209,405 million yen	Net income	6 million yen	
Basic earnings per share	124.68 yen	Earnings per share	57,740 yen	

4. Status After the Merger

There will be no changes in company name, address, name and title of representative, business description, paid-in capital and fiscal year end for the parties involved in the Merger.

#### 5. Future Outlook

Since this is a merger of a wholly owned subsidiary of the Company, the Merger will have no effect on the Company's consolidated financial results.

(Reference) FY2022 consolidated earnings forecast (disclosed on February 7, 2023) and FY2021 consolidated earnings results

	Sales revenue	Core operating income	Operating income	Net income	Net income attributable to owners of the parent	Basic earnings per share
	Million yen	Million yen	Million yen	Million yen	Million yen	Yen
FY2022 consolidated earnings forecast (Fiscal year ending March 2023)	4,514,000	200,000	71,000	65,000	28,000	19.69
FY2021 consolidated earnings results (Fiscal year ended March 2022)	3,976,948	272,342	303,194	209,405	177,162	124.68