



# NEWS RELEASE

*Resonac Holdings Corporation*  
*Tokyo Shiodome Bldg., 1-9-1, Higashi-Shimbashi*  
*Minato-ku, Tokyo 105-7325*

April 23, 2024

## **Notice Regarding Issuance of Zero Coupon Convertible Bonds Due 2028**

Resonac Holdings Corporation (Tokyo: 4004, President: Hidehito Takahashi, “REH”) hereby announces the proposed issuance of Zero Coupon Convertible Bonds due 2028 (bonds with stock acquisition rights, *tenkanshasaigata shinkabu yoyakuken-tsuki shasai*) (the “Bonds with Stock Acquisition Rights”) pursuant to a resolution of the Board of Directors as of April 23, 2024.

### **Background and Purpose of the Issuance of the Bonds with Stock Acquisition Rights**

REH believes that in order to implement its growth strategies and meet its medium-term targets, it is necessary to accelerate its investments in the growth of its semiconductor materials business and, while considering diversification of financing methods and minimization of funding costs, to strengthen its financial footing to facilitate proactive and strategic investments. Therefore, REH resolved to issue the Bonds with Stock Acquisition Rights as a strategic financing method, taking comprehensive consideration of the market environment, funding costs, and the transaction’s impact on existing shareholders, etc., to achieve the foregoing objectives.

### **Use of Proceeds**

The net proceeds from the issue of the Bonds with Stock Acquisition Rights are estimated to amount to approximately ¥100 billion, and are expected to be used by REH by December 2025 as follows:

- (a) approximately ¥40 billion as capital investment for semiconductor materials (including CMP Slurry, copper clad laminates and die bonding materials) and SiC epitaxial wafers; and
- (b) the balance for repayment of long-term borrowings.

Note: This written press release is intended as general information regarding Resonac Holdings Corporation’s issuance of the Bonds with Stock Acquisition Rights. This written press release does not constitute an offer of securities for sale in the United States, or an offer to purchase or subscribe for, or the solicitation of an offer to purchase or subscribe for the Bonds with Stock Acquisition Rights or the shares of common stock of REH in the United States or in any jurisdiction in which such offer or solicitation is unlawful. In particular, the Bonds with Stock Acquisition Rights and the shares of common stock of REH issuable upon exercise of the stock acquisition rights (together, the “Securities”) have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”) or any relevant securities laws of any state or other jurisdictions of the United States, and any such Securities may not be offered or sold within the United States, absent registration or an applicable exemption from, or transactions not subject to, the registration requirements of the Securities Act and in compliance with any applicable state or local securities laws. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from REH and such prospectus will contain detailed information about the company and management, as well as financial statements.

## Issuance of the Bonds with Stock Acquisition Rights

1. Securities Offered	¥100,000,000,000 in aggregate principal amount of Zero Coupon Convertible Bonds due 2028 (bonds with stock acquisition rights, <i>tenkanshasaigata shinkabu yoyakuken-tsuki shasai</i> )
2. Issue Price	100.0%
3. Closing Date	May 13, 2024
4. Coupon	0%
5. Redemption at Maturity	100.0%

For further information, contact:

Public Relations Group, Brand Communication Department (Phone: 81-3-6263-8002)

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