



July 7, 2023

To Whom It May Concern:

Company name: Mitsui Matsushima Holdings Co., Ltd.  
Representative: Taishi Yoshioka, Representative Director  
and President

(Stock Code: 1518, Tokyo Stock Exchange (Prime  
Market) and Fukuoka Stock Exchange)

Contact: Mikiko Abe, Executive Officer and  
General Manager of Business Planning  
Dept.

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## **Notice of Acquisition of Shares of Plus One Techno Co., Ltd. to Make It a Subsidiary**

Mitsui Matsushima Holdings Co., Ltd. (the “Company”) hereby announces, as detailed below, that at its Board of Directors meeting held on July 7, 2023, it resolved to acquire 100% of shares outstanding of Plus One Techno Co., Ltd. (“Plus One Techno”) from Yubaru Techno Group Co., Ltd. (“Yubaru Techno Group”) (this transaction is hereinafter referred to as the “Share Acquisition”) and make it a subsidiary.

It is planned that a demerger (absorption-type demerger) will be carried out on the execution date of the Share Acquisition in order to transfer from Yubaru Techno Group to Plus One Techno any assets, contracts, other rights and obligations, etc., that are necessary for the business operations of Plus One Techno.

### **1. Reason for the Share Acquisition**

The Mitsui Matsushima Group (the “Group”) adopts a policy of investing aggressively in the non-coal production business in line with its medium-term management plan (for five years) formulated in November 2018. This transaction will be carried out as part of this policy. In addition, the Group has also actively pursued opportunities for business succession in Kyushu, in which the Company is headquartered, in order to contribute to the region.

Plus One Techno, which will join the Group as its first business succession deal involving a local business in Kyushu, is headquartered in Kitakyushu City, Fukuoka Prefecture and engages mainly in the manufacture of measuring devices and also in the manufacture of special measuring instruments, such as connecting and repair pipe manufacturing equipment. Plus One

Techno has a leading share in a niche market for extra light weight measurement that large measuring device manufacturers are unlikely to enter.

As Plus One Techno meets our investment criteria of “niche,” “stable,” and “easy to understand” for M&A opportunities, we believe that it will contribute to the enhancement of the Group’s corporate value.

2. Outline of the subsidiary to be changed (Plus One Techno Co., Ltd.)

(1) Name	Plus One Techno Co., Ltd.		
(2) Address	9-3 Yubarumachi, Yahatanishi-ku, Kitakyushu City, Fukuoka Prefecture		
(3) Name and title of representative	Suzuka Nomi, Representative Director and President		
(4) Business	Planning, design, manufacture, sales, etc., of food processing machines		
(5) Capital	30 million yen		
(6) Establishment	February 4, 2013		
(7) Major shareholder and shareholding ratio	Yubaru Techno Group Co. Ltd.: 100%		
(8) Relationship between the Company and the company in question	Capital relationship	None	
	Personal relationship	None	
	Business relationship	None	
(9) Operating results and financial position for the most recent three years of the company in question (non-consolidated)			
Fiscal year	FY ended September 2020	FY ended September 2021	FY ended September 2022
Net sales	676 million yen	532 million yen	576 million yen

Note: At the request of Yubaru Techno Group, net assets, total assets, net assets per share, operating profit, ordinary profit, net profit, net profit per share, and dividend per share of Plus One Techno are not disclosed.

3. Outline of the counterparty of the share acquisition

(1) Name	Yubaru Techno Group Co. Ltd.		
(2) Address	9-3 Yubarumachi, Yahatanishi-ku, Kitakyushu City, Fukuoka Prefecture		
(3) Name and title of representative	Suzuka Nomi, Representative Director and President		
(4) Business	Management and operation of subsidiaries		
(5) Capital	70 million yen		
(6) Establishment	November 27, 1996		
(7) Relationship between the Company and the company in question	Capital relationship	None	
	Personal relationship	None	
	Business relationship	None	
	Status as a related party	None	

Note: At the request of Yubaru Techno Group, net assets, total assets, major shareholders, and shareholding ratios of Yubaru Techno Group are not disclosed.

4. Number of shares to be acquired, acquisition cost, and shareholdings before and after the acquisition

(1) Number of shares held	0 shares
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before the change	(Number of voting rights: 0) (Percentage of voting rights held: 0%)
(2) Number of shares to be acquired	600 shares (Number of voting rights: 600)
(3) Acquisition cost	Not disclosed pursuant to the non-disclosure agreement between the parties, but is determined based on the comprehensive consideration of relevant information, including valuation by third-party valuation companies.
(4) Number of shares to be held after the change	600 shares (Number of voting rights: 600) (Percentage of voting rights held: 100%)

Notes:

1. The total number of issued shares of Plus One Techno as of the date of resolution on the Share Acquisition is 600.
2. It is planned that a demerger (absorption-type demerger) will be carried out immediately before the execution of the Share Acquisition in order to transfer from Yubaru Techno Group to Plus One Techno any assets, contracts, other rights and obligations, etc., that are necessary for the business operations of Plus One Techno, and ordinary shares will be delivered by Plus One Techno to Yubaru Techno Group as consideration for the demerger. Accordingly, the number of shares to be acquired and the number of shares to be held after the change will be equal to the total number of issued shares after the increase due to the demerger.

#### 5. Schedule

(1) Date of resolution of the Board of Directors	July 7, 2023
(2) Date of contract	July 7, 2023
(3) Date of execution of share transfer	September 1, 2023 (provisional)

#### 6. Acquisition funds

The Company plans to finance the acquisition entirely with cash and deposits on hand.

#### 7. Future outlook

The impact of the Share Acquisition on the consolidated financial results of the Company for the fiscal year ending March 31, 2024 is expected to be immaterial. The Company will disclose any necessary matters promptly as they arise in the future.