



September 10, 2025

TRANSLATION

Company: Macnica Holdings, Inc.
3132; TSE Prime Market
Representative: Kazumasa Hara,
Representative Director and President
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Notice Regarding Merger Between Consolidated Subsidiaries and Changes in a Specified Subsidiary

Macnica Holdings, Inc. (the “Company”) hereby announces that, at the meeting of its Board of Directors held on July 28, 2025, it resolved to approve an absorption-type merger in which Macnica, Inc. (“Macnica”), a wholly owned subsidiary of the Company, will be the surviving company, while Glosel Co., Ltd. (“Glosel”), a wholly owned subsidiary of Macnica and thus a second-tier subsidiary of the Company, will be the dissolving company (the “Merger”). The Merger is scheduled to take effect on October 1, 2025. Since the Merger is between consolidated subsidiaries of the Company, certain disclosure items and details have been omitted.

Furthermore, Glosel, which will be dissolved through the Merger, falls under the category of a specified subsidiary.

1. Purpose of the Merger

The environment surrounding the Group’s semiconductor business presents increased opportunities to expand existing operations, both in terms of enlarging distribution channels and broadening product lines, due to consolidation amongst suppliers and changes in distributor policies.

Against this backdrop, Macnica conducted a tender offer for Glosel during the previous fiscal year, making it a consolidated subsidiary of the Company. The objectives included expanding its customer base within existing businesses, securing opportunities for business growth through personnel reinforcement, strengthening the competitiveness of its own businesses, enhancing its management base and improving productivity through operational efficiency, and strengthening its global capabilities.

The purpose of the Merger is to optimize management resources and further strengthen competitiveness in the semiconductor business market.

2. Outline of the Merger

(1) Schedule of the Merger

Board Resolution Approving the Merger (Macnica, Glosel)	July 14, 2025
Conclusion of Merger Agreement (Macnica, Glosel)	July 14, 2025
Board Resolution Approving the Merger (the Company)	July 28, 2025
Shareholders’ Meeting Resolution Approving the Merger (Macnica)	July 29, 2025
Effective Date of the Merger	October 1, 2025 (scheduled)

Note: The Merger is a simplified merger as prescribed in Paragraph 1 of Article 784 of the Companies Act for Glosel. As such, the Merger will be implemented without approval by a resolution of the shareholders meeting of Glosel.

(2) Method of the Merger

An absorption-type merger in which Macnica will be the surviving company, and Glosel will be dissolved.

(3) Details of allotment pertaining to the Merger

Since the Merger will be conducted between wholly owned subsidiaries of the Company, there will be no allotment of shares, monetary assets, or other consideration in connection with the Merger.

(4) Treatment of Share Acquisition Rights and Bonds with Share Acquisition Rights in Connection with the Merger

Not applicable

3. Overview of the Companies Involved in the Merger

	Surviving Company	Dissolving Company
(1) Trade Name	Macnica, Inc.	Glosel Co., Ltd.
(2) Location	1-6-3 Shin-Yokohama, Yokohama, Kanagawa	1, Kanda Tsukasa-machi 2-chome, Chiyoda-ku, Tokyo
(3) Representative	Kazumasa Hara, Representative Director and President	Teruyoshi Yamamoto, Representative Director and President
(4) Major Business Outline	Import and export, sales, development, and processing of electronic components such as semiconductors and ICs; development, import and export, and sales of electronic equipment, peripheral devices, and accessories	Development and sales of ICs, semiconductor devices, display devices, and other electric parts and instruments
(5) Capital	11,194 million yen	5,604 million yen
(6) Established	October 30, 1972	December 23, 1954
(7) Number of Shares Outstanding	17,732,345 Shares	6 Shares
(8) Fiscal Year-End	March 31	March 31
(9) Major Shareholders and Shareholding Ratio	The Company: 100%	Macnica: 100%
(10) Financial Position and Operating Results for the Most Recent Fiscal Year (Full Year Ended March 31, 2025)		
Net assets	123,625 million yen	21,158 million yen
Total assets	354,430 million yen	29,599 million yen
Net assets per share	6,971.73 yen	3,526,397,355.17 yen
Net sales	594,932 million yen	64,784 million yen
Operating income	25,043 million yen	439 million yen
Ordinary income	22,806 million yen	602 million yen
Net income (loss) attributable to owners of parent	13,416 million yen	△51 million yen
Net income per share	756.63 yen	8,503,514.00 yen

Note: On June 3, 2024, Glosel conducted a reverse share split of 4,917,100 common shares into 1 share. Per share figures are calculated on the assumption that the share split was carried out at the beginning of the most recent fiscal year.

4. Status after the Merger

There will be no change in the trade name, location, title and name of the representative, business outline, capital, or fiscal year-end of the surviving company as a result of the Merger.

5. Future Outlook

As the Merger involves consolidated subsidiaries of the Company, the impact on the consolidated results of the Company will be immaterial.