



NOK CORPORATION and Consolidated Subsidiaries
Consolidated Semi-Annual Financial Results Ended September 30, 2025 (Japanese GAAP)

November 10, 2025

Company name: NOK Corporation (URL <https://www.nokgrp.com>)
 Securities code: 7240 (Tokyo Stock Exchange)
 Representative: Masao Tsuru
 Representative Director, Group CEO
 Inquiries: Tel: +81-3-4362-7655
 Shin Okubo, Head, Investor Relations
 Semi-annual securities report filing date (as planned): November 13, 2025
 Dividend payable date (as planned): December 5, 2025
 Supplemental material of semi-annual results: Yes
 Convening briefing of semi-annual results: Yes

(Fractions are rounded down to the nearest million yen)

1. Consolidated Financial Results for the Six Months of FY2025 (Q2/FY2025: April 1, 2025 to September 30, 2025)

(1) Consolidated operating results (Percentage figures represent year-on-year changes)

	Net sales		Operating income		Ordinary income		Profit attributable to owners of parent	
	million yen	%	million yen	%	million yen	%	million yen	%
Q2/FY2025	359,397	(8.7)	15,713	(17.7)	21,594	2.3	13,332	(2.0)
Q2/FY2024	393,666	11.1	19,084	292.4	21,117	28.8	13,604	11.7

Note: Comprehensive income: 31,179 million yen, - % (Q2/FY2025); (2,365) million yen, - % (Q2/FY2024)

	Net income per share	Diluted net income per share
	yen	yen
Q2/FY2025	81.66	-
Q2/FY2024	82.61	-

(2) Consolidated financial position

	Total assets	Net assets	Capital adequacy ratio	Book-value Per Share
	million yen	million yen	%	yen
End of Q2/FY2025	936,112	638,905	64.0	3,664.79
End of FY2024	898,667	623,421	64.4	3,548.90

Reference: Owner's equity: 598,860 million yen (end of Q2/FY2025); 579,006 million yen (end of FY2024)

2. Dividends

	Dividend per share				
	First quarter	Second quarter	Third quarter	Fiscal year end	Total
FY2024	yen -	yen 50.00	yen -	yen 55.00	yen 105.00
FY2025	yen -	yen 65.00	yen -	yen 65.00	yen 130.00
FY2025 (Forecast)					

Note: Revision of dividend forecast from the most recent dividend forecast: Yes

3. Consolidated Forecast for FY2025 (April 1, 2025 to March 31, 2026)

(Percentage figures represent year-on-year changes)

	Net sales		Operating income		Ordinary income		Profit attributable to owners of parent		Net income per share
	million yen	%	million yen	%	million yen	%	million yen	%	yen
Full year	726,900	(5.2)	32,900	(11.7)	45,100	(6.2)	36,500	20.4	223.47

Note: Revision of financial forecast from the most recent financial forecast: Yes

*Notes

- (1) Material changes in subsidiaries during this period (Changes in scope of consolidations resulting from change in subsidiaries): None
- (2) Applying of specific accounting of the consolidated semi-annual financial statements: Yes
(Note) For details, please refer to “(3) Notes Concerning Consolidated Semi-annual Financial Statements” in the attached document.
- (3) Changes in accounting policies and accounting estimates, retrospective restatement
- (1) Changes in accounting policies based on revisions : None of accounting standard
 - (2) Changes in accounting policies other than ones : None based on revisions of accounting standard
 - (3) Changes in accounting estimates : None
 - (4) Retrospective restatement : None

(4) Number of issued and outstanding shares (common stock)

- (1) Number of issued and outstanding shares at the end of each period (including treasury stock)
- (2) Number of shares of treasury stock at the end of each period
- (3) Average number of shares (year to date)

Q2/FY2025	173,138,537	FY2024	173,138,537
Q2/FY2025	9,729,352	FY2024	9,987,627
Q2/FY2025	163,259,053	Q2/FY2024	164,678,707

*Consolidated semi-annual financial results reports are exempt from review by certified public accountants or an audit firm.

* Proper use of the forecasts for financial results, and other important matters:

Forward-looking statements such as forecasts of future financial results and other descriptions concerning our future business included in this document are based on currently available information and certain assumptions that we consider to be reasonable, and no representation or warranty is given with regard to the realization of such forecasts, etc. Actual financial results may differ significantly due to various factors. For assumptions, etc., used as the basis for the forecasts for financial results, please see “Explanation of Consolidated Financial Forecasts and Other Prospects for the Future” in the attached document.

* Supplemental material of results:

Supplemental material of results will be posted on the company's website on November 10, 2025.

○Table of Contents of Attached Document

1. Qualitative Information on the Consolidated Semi-annual Operating Results Ended September 30, 2025	2
(1) Financial Position and Operating Results	2
(2) Consolidated Financial Forecasts and Other Prospects for the Future	2
2. Consolidated Semi-annual Financial Statements and Principal Notes	3
(1) Consolidated Semi-annual Balance Sheet	3
(2) Consolidated Semi-annual Income Statement and Consolidated Semi-annual Comprehensive Income Statement	5
Consolidated Semi-annual Income Statement	5
Consolidated Semi-annual Comprehensive Income Statement	6
(3) Notes Concerning Consolidated Semi-annual Financial Statements	7
(Accounting Treatments Specific to the Preparation of Consolidated Semi-annual Financial Statements)	7
(Segment Information)	7
(Notes on Significant Changes in the Amount of Shareholders' Equity)	7
(Notes Concerning the Going Concern Assumption)	7
(Significant Events After the Reporting Period)	8

1. Qualitative Information on the Consolidated Operating Results for the Six Months Ended September 30, 2025

(1) Financial Position and Operating Results

For the first six months of the current consolidated fiscal year, the Group posted the following operating results: Net sales totaled 359.3 billion yen (down 8.7% year on year); operating income was 15.7 billion yen (down 17.7% year on year); ordinary income ended at 21.5 billion yen (up 2.3% year on year), resulting in 13.3 billion yen in profit attributable to owners of the parent (down 2.0% year on year).

Although operating income decreased due to the decrease in net sales, ordinary income increased due to factors such as a decrease in foreign exchange losses in non-operating income/expenses. Profit attributable to owners of the parent for the first six months of the fiscal year decreased due to an increase in income taxes.

The business overview for each business segment is as follows.

<Seal business>

Net sales amounted to 181.4 billion yen (up 1.3% year on year) and operating income was 12.8 billion yen (up 14.6% year on year).

Although the appreciation of the yen had a negative impact on sales, sales increased overall due to steady sales for automobile applications to non-Japanese customers in China, and a sustained increase in demand for general industrial machinery, particularly construction machinery.

Operating income increased mainly due to the increase in sales, the promotion of price revision activities such as passing on selling prices, as well as an improvement in variable costs such as raw material prices.

<Electronic product business>

Net sales amounted to 162.5 billion yen (down 17.7% year on year) and operating income was 2.1 billion yen (down 66.5% year on year).

Net sales decreased due to the negative impact of the appreciation of the yen as well as a decline in actual sales and component costs included in sales. Actual sales decreased mainly for automobile applications and smartphones.

Operating income decreased mainly due to the decrease in net sales and an increase in fixed costs.

<Other businesses>

Net sales amounted to 15.3 billion yen (down 9.6% year on year) and operating income was 0.6 billion yen (down 52.6% year on year).

Total assets as of September 30, 2025 stood at 936.1 billion yen, an increase of 37.4 billion yen compared with March 31, 2025. This was mainly attributable to an increase in inventories, notes and accounts receivable-trade and investment securities because of revaluation based on the value as of the reporting date. Total liabilities as of September 30, 2025 amounted to 297.2 billion yen, a increase of 21.9 billion yen compared with March 31, 2025. This was mainly due to an increase in accounts payable-trade, short-term loans payable and provision for bonuses. Net assets totaled 638.9 billion yen, an increase of 15.4 billion yen compared with March 31, 2025. Consequently, the ratio of shareholders' equity to total assets stood at 64.0%. This mainly reflected a recording of interim net income attributable to the parent company's shareholders and an increase in unrealized gains on available-for-sale securities resulting from the rise in the market value of held shares, despite the payment of dividends.

(2) Consolidated Financial Forecasts and Other Prospects for the Future

Regarding the financial forecasts for the fiscal year ending March 31, 2026, due to a review based on the business situation in the first half of the fiscal year, the forecast for net sales has been revised upward from the previous forecast, while the forecasts for operating income and ordinary income have been revised downward. Profit attributable to owners of the parent is expected to remain at the same level as the previous forecast, supported by the sale of cross-shareholdings. Despite the upward revision for the seal business based on factors such as greater sales than expected during the first six months of the current consolidated fiscal year, the forecasts for operating income and ordinary income have both been reduced as operating income is expected to be lower than expected for the electronic product business particularly due to a decrease in actual sales for smartphones and automobile applications.

In terms of extraordinary income and loss, extraordinary loss of approximately 10 billion yen have been incorporated as a loss on sales of affiliated company shares. For details, refer to "Notice Concerning Change in Specified Subsidiary (Sub-subsidiary) Share Transfer Agreement of Roller Product Business Subsidiaries" announced on October 8, 2025. On the other hand, profit attributable to owners of the parent for the period is expected to remain at the same level as the previous forecast due to the incorporation into extraordinary income of approximately 25 billion yen of gain on sales of investment securities, which came from further promotion of sale of cross-shareholdings.

2. Consolidated Semi-annual Financial Statements and Principal Notes

(1) Consolidated Semi-annual Balance Sheet

(million yen)

	FY2024 (as of March 31, 2025)	Q2/FY2025 (as of September 30, 2025)
Assets		
Current assets		
Cash and deposits	136,762	133,810
Notes and accounts receivable-trade	142,193	152,887
Electronically recorded monetary claims	20,719	20,371
Inventories	106,074	117,607
Other	15,236	13,222
Allowance for doubtful accounts	(263)	(234)
Total current assets	420,723	437,664
Noncurrent assets		
Property, plant and equipment		
Buildings and structures, net	91,897	90,865
Machinery, equipment and vehicles, net	97,007	97,284
Other, net	56,415	59,492
Total property, plant and equipment	245,320	247,642
Intangible assets		
Goodwill	9,885	9,571
Other	4,834	5,117
Total intangible assets	14,719	14,688
Investments and other assets		
Investment securities	162,144	176,990
Net defined benefit asset	14,927	15,301
Other	40,971	43,947
Allowance for doubtful accounts	(139)	(122)
Total investments and other assets	217,903	236,116
Total noncurrent assets	477,943	498,448
Total assets	898,667	936,112

	(million yen)	
	FY2024 (as of March 31, 2025)	Q2/FY2025 (as of September 30, 2025)
Liabilities		
Current liabilities		
Accounts payable-trade	61,028	69,591
Short-term loans payable	44,067	48,418
Income taxes payable	3,750	5,518
Provision for bonuses	11,805	15,959
Other	65,600	65,021
Total current liabilities	<u>186,251</u>	<u>204,510</u>
Noncurrent liabilities		
Long-term loans payable	17,623	17,480
Deferred tax liabilities	20,975	25,338
Net defined benefit liabilities	41,140	41,179
Provision for share awards for directors (and other officers)	506	660
Other	8,748	8,037
Total noncurrent liabilities	<u>88,994</u>	<u>92,696</u>
Total liabilities	<u>275,245</u>	<u>297,207</u>
Net assets		
Shareholders' equity		
Capital stock	23,335	23,335
Capital surplus	27,343	27,717
Retained earnings	398,858	403,081
Treasury stock	(17,691)	△17,348
Total shareholders' equity	<u>431,846</u>	<u>436,786</u>
Accumulated other comprehensive income		
Valuation difference on available-for-sale securities	55,041	63,555
Foreign currency translation adjustment	66,295	73,604
Remeasurements of defined benefit plans	25,822	24,913
Total accumulated other comprehensive income	<u>147,159</u>	<u>162,073</u>
Non-controlling interests	<u>44,415</u>	<u>40,045</u>
Total net assets	<u>623,421</u>	<u>638,905</u>
Total liabilities and net assets	<u>898,667</u>	<u>936,112</u>

(2) Consolidated Semi-annual Income Statement and Consolidated Semi-annual Comprehensive Income Statement
 (Consolidated Semi-annual Income Statement)
 (Six Months Ended September 30, 2025)

(million yen)

	Q2/FY2024	Q2/FY2025
Net sales	393,666	359,397
Cost of sales	325,381	294,700
Gross profit	68,285	64,696
Selling, general and administrative expenses	49,200	48,982
Operating income	19,084	15,713
Non-operating income		
Dividend income	1,668	1,815
Share of profit of entities accounted for using equity method	5,163	4,928
Other	3,649	2,585
Total non-operating income	10,481	9,329
Non-operating expenses		
Interest expenses	1,689	1,272
Foreign exchange losses	5,736	1,422
Other	1,023	753
Total non-operating expenses	8,449	3,448
Ordinary income	21,117	21,594
Extraordinary income		
Gain on sales of noncurrent assets	277	915
Gain on sales of investment securities	457	504
Other	6	–
Total extraordinary income	741	1,420
Extraordinary loss		
Loss on sale and retirement of noncurrent assets	350	788
Other	44	–
Total extraordinary loss	394	788
Income before income taxes	21,464	22,227
Income taxes	5,928	6,825
Net income	15,535	15,401
Profit attributable to non-controlling interests	1,930	2,068
Profit attributable to owners of parent	13,604	13,332

(Consolidated Semi-annual Comprehensive Income Statement)
(Six Months Ended September 30, 2025)

(million yen)

	Q2/FY2024	Q2/FY2025
Net income	15,535	15,401
Other comprehensive income		
Valuation difference on available-for-sale securities	(13,831)	8,426
Foreign currency translation adjustment	(1,728)	6,789
Remeasurements of defined benefit plans, net of tax	(617)	(842)
Share of other comprehensive income of entities accounted for using equity method	(1,724)	1,404
Total other comprehensive income	(17,901)	15,778
Comprehensive income	(2,365)	31,179
(Detail)		
Comprehensive income attributable to owners of parent	(4,201)	28,246
Comprehensive income attributable to non-controlling interests	1,835	2,932

(3) Notes Concerning Consolidated Semi-annual Financial Statements

(Accounting Treatments Specific to the Preparation of Consolidated Semi-annual Financial Statements)

As for tax expenses, NOK and some consolidated subsidiaries estimated an effective tax rate in a reasonable manner applying tax effect accounting to income before income taxes for the consolidated fiscal year including the period under review, and multiplied the estimated effective tax rate by income before income taxes for the period under review.

(Segment Information)

I Q2/FY2024

1. Information regarding net sales and income (loss) by reportable segment

(million yen)

	Reportable segments			Total	Adjustments (Note 1)	Amount included in the consolidated semi-annual income statement (Note 2)
	Seal	Electronic product	Other			
Net sales						
Net sales to external customers	179,134	197,504	17,027	393,666	-	393,666
Inter-segment sales/transfers	804	10	364	1,179	(1,179)	-
Total	179,939	197,514	17,392	394,846	(1,179)	393,666
Segment income	11,224	6,506	1,347	19,077	6	19,084

Notes: 1. The amount of 6 million yen in adjustments of segment income (loss) represents the result of the elimination of inter-segment transactions.

2. Segment income is adjusted for operating income stated in the consolidated semi-annual income statement.

II Q2/FY2025

1. Information regarding net sales and income (loss) by reportable segment

(million yen)

	Reportable segments			Total	Adjustments (Note 1)	Amount included in the consolidated semi-annual income statement (Note 2)
	Seal	Electronic product	Other			
Net sales						
Net sales to external customers	181,443	162,556	15,397	359,397	-	359,397
Inter-segment sales/transfers	860	9	355	1,225	(1,225)	-
Total	182,303	162,566	15,752	360,623	(1,225)	359,397
Segment income	12,866	2,177	639	15,682	31	15,713

Notes: 1. The amount of 31 million yen in adjustments of segment income (loss) represents the result of the elimination of inter-segment transactions.

2. Segment income is adjusted for operating income stated in the consolidated semi-annual income statement.

(Notes on Significant Changes in the Amount of Shareholders' Equity)

None

(Notes Concerning the Going Concern Assumption)

None

(Significant Events After the Reporting Period)

(Transfer of Shares of Consolidated Subsidiary)

The Company entered into a share transfer agreement to transfer all shares of Synztec Co., LTD. (“Synztec”), a wholly owned subsidiary, and its subsidiary to a special purpose company wholly funded by a fund managed by SMBC Capital Partners Co., Ltd on October 8, 2025.

1. Background and Reason for the Share Transfer

As part of our ongoing three-year mid-term management plan aimed at sustainable growth, the Company has positioned optimal allocation of management resources as a key strategic initiative. The company's roller product business has consistently provided value-added and quality products backed by technology, even amid significant changes in the office equipment market such as the shift toward paperless operations. However, the business environment surrounding this segment continues to be increasingly challenging due to factors such as declining demand caused by external conditions and business restructuring among customers. Given these circumstances, we have determined that it would be most beneficial for the roller products business—recognized for its strong technological capabilities and solid product foundation—to further develop under the strategic direction of SMBC Capital Partners Co., Ltd., an investment-focused subsidiary of the SMBC Group, possessing extensive management support expertise, resources, and networks. Accordingly, the Company decided to transfer all shares of Synztec held by the Company.

2. Name of Transferee

SMC0301 Co., Ltd.

3. Scheduled Transfer Date

December 2025 (planned)

4. Overview of the Subsidiary to be Transferred

(1) Name: Synztec Co., LTD.

(2) Business: Production and sales of parts, accessories and consumables for office and industrial equipment

5. Number of Shares to be Transferred, Transfer Gain/Loss, and Percentage of Ownership after the transfer

(1) Number of Shares to be Transferred: 100 shares

(2) Transfer Gain/Loss: An extraordinary loss of approximately 10 billion yen is expected to be recorded as “Loss on Sale of Shares of Subsidiaries and Associates”

(3) Percentage of Ownership after the transfer: 0%

(Management Integration with Eagle Industry Co., Ltd.)

NOK Corporation (“NOK”) and Eagle Industry Co., Ltd. (“Eagle Industry”; NOK and Eagle Industry are collectively referred to as the “Companies”) hereby announce that they resolved at their respective board of directors’ meetings as of November 10, 2025 to establish NOK Group Co., Ltd. (the “Joint Holding Company”) as a wholly-owning parent company of the Companies on October 1, 2026 (scheduled) (the “Effective Date”) through a joint share transfer (the “Share Transfer”) (the “Management Integration”). Accordingly, the Companies executed a management integration agreement (the “Management Integration Agreement”) today and jointly prepared a share transfer plan for the Share Transfer (the “Share Transfer Plan”).

1. Background, purpose, and transition method of the Management Integration

(1). Background of the Management Integration

NOK was established in 1941 as Nippon Bearing Production Co., Ltd., which manufactured and sold rubber oil seals. Since then, NOK has been supplying seal products that are essential not only for the Japanese automobile industry but also for general industrial equipment on a global basis. Since the establishment of NIPPON MEKTRON, LTD. (currently MEKTEC CORPORATION) in 1969, NOK has continued to develop and supply flexible printed circuit boards, which are essential for the proliferation and miniaturization of electronic products such as voltage monitoring components for automotive secondary batteries, in addition to meet the growing demand for cameras, personal computers, mobile phones, smartphones, data centers.

Eagle Industry was established in 1964 as Nihon Sealol Co., Ltd., when NOK’s mechanical seal manufacturing division became independent. For more than half a century since then, Eagle Industry has expanded its business to contribute to the development of various industries and society through the development, production, and sales of mechanical seals and other equipment, from materials to products, and has firmly established itself as a comprehensive manufacturer of mechanical seals in five (5) business fields: automobiles and construction machinery, general industrial machinery, semiconductors, marine, and aerospace.

A certain level of business relationship has been maintained between the Companies, with NOK acting as a distributor for Eagle Industry’s automotive products in Japan, as well as through raw material purchases and personnel exchanges. However, the business environment surrounding the Companies is characterized by progress in various fields, including the automotive industry, which is the main market for the Companies, toward achieving carbon neutrality as a measure against climate change, and so the Companies share important challenges, such as

the development of new products that contribute to the environment and energy conservation for the next-generation mobility and next-generation energy markets, as well as the further expansion of sales channels overseas.

In addition, each company has been conducting their own business activities, including research and development, production, and sales, for their main products, oil seals for NOK and mechanical seals for Eagle Industry, from the viewpoints of their materials and product functionality. However, in light of these changes in the business environment, the Companies have held sincere discussions on their future directions and have concluded that with regard to the “sealing” function of shaft seals in rotating machinery, they share the common goal of providing “sealing solutions” from a comprehensive perspective, and that integrating said activities will enable them to provide products and services that will further improve customer satisfaction and lead to problem-solving in each of their respective business fields. To this end, the Companies reached a final agreement on the Management Integration through the establishment of the Joint Holding Company, based on the shared recognition that the establishment of a unified management structure within the Group would contribute to enhancing the corporate value of both companies and further deepen their business relationship.

(2). Purpose and synergies of the Management Integration

The Management Integration aims to further enhance corporate value through the efficient and effective mutual use of the management resources of the Companies. The synergies of the integration will be further examined in the integration preparation process, but at present, realization of the following effects is expected.

(i) Further business growth by optimizing Group resources

The Companies both focus on seal products as the core of their business, but NOK focuses on oil seals while Eagle Industry focuses on mechanical seals. The application areas, basic technologies, and product characteristics of the Companies’ core products are different, and each company has its own customer base and strengths and know-how in sales, technology, and production. The Management Integration will enable the efficient use of the management resources of the Companies and will provide room for further expansion of sales to their respective customer bases. In addition, in terms of technology, the combination of the Companies’ strengths, from NOK’s organic materials, mainly rubber, to Eagle Industry’s inorganic materials, mainly metals and ceramics, are expected to create growth opportunities through the further expansion of future product portfolio.

(ii) Strengthened profitability through efficient business management

As the business domains of the Companies are gradually expanding, some overlap has arisen, and the integration will promote more efficient business operations. On the sales side, streamlining of distribution and more efficient operation of sales offices are expected. On the production side, in addition to the effective use of the Companies’ global bases, increased efficiency through means such as expanding the in-house production of tools and molds, which are important production materials, and improving purchasing power accompanying the expansion of scale, are expected to lead to improved profitability.

(iii) More effective allocation of management resources

With regard to the functions required for the joint holding company to be established after the Management Integration, indirect departments will be consolidated and integrated to optimize the allocation of Group management resources and improve efficiency. In addition, the strategic functions integrated into the joint holding company will plan and execute investment strategies that take a bird’s-eye view of the entire seal business of the Companies and the Group as a whole, promoting business investment, including M&A, and cash flow allocation more strategically with the aim of increasing corporate value.

2. Outline of the Share Transfer

(1). Method of the Share Transfer

The companies will establish the Joint Holding Company through a joint share transfer and transition to a holding company structure. As a result, the Companies will become wholly-owned subsidiaries of the Joint Holding Company to be established.

(2). Details of allotment pertaining to the Share Transfer (share transfer ratio)

	NOK	Eagle Industry
Share transfer ratio	1.00	1.00

(Note 1) Details of allotment of shares pertaining to the Share Transfer

One (1) share of the Joint Holding Company’s common stock will be allotted for each share of NOK’s common stock, and one (1) share of the Joint Holding Company’s common stock will be allotted for each share of Eagle Industry’s common stock, respectively. If, as a result of the Share Transfer, there is any fraction of less than one (1) share in the respective numbers of shares of the Joint Holding Company’s common stock that are required to be delivered to the shareholders of NOK or Eagle Industry, the amount corresponding to such fraction of less than one (1) share will be paid to the relevant shareholders in accordance with the provisions of Article 234 of the Companies Act and other related laws and regulations. However, the share transfer ratios specified above are subject to change through consultation between the Companies in the event of any material change in the terms and conditions which form the basis of the calculation.

(Note 2) Number of shares constituting one (1) unit of shares of the Joint Holding Company and handling of shares less than one (1) unit

The number of shares constituting one (1) unit of shares of the Joint Holding Company shall be 100 shares.

The shareholders of NOK and Eagle Industry to whom the shares of the Joint Holding Company are allotted in any number less than one (1) unit (i.e., 100 shares) ("Fractional Shares") as a result of the Share Transfer will be unable to sell their allotted shares on the Tokyo Stock Exchange or any other financial instruments exchange. However, it is possible for shareholders who may come to hold such Fractional Shares to demand the Joint Holding Company to purchase such Fractional Shares held by them, in accordance with Article 192, Paragraph 1 of the Companies Act.

(Note 3) Number of new shares to be delivered by the Joint Holding Company (planned)

211,955,258 shares of its common stock

The number of shares specified above is calculated based on NOK' total number of issued shares of 173,138,537 shares (as of September 30, 2025), and Eagle Industry's total number of issued shares of 49,757,821 shares (as of September 30, 2025). As NOK and Eagle Industry are respectively planning that, before the Share Transfer takes effect, they will cancel their treasury shares which are currently held or may hereafter be newly acquired by them, within the range of such treasury shares that can be cancelled in practice (immediately before the Share Transfer takes effect), it is not planned that the shares of the Joint Holding Company will be allotted for the treasury shares respectively held by NOK and Eagle Industry as of September 30, 2025 (NOK: 7,435,847 shares, Eagle Industry: 3,505,253 shares). In addition, in the Integration Agreement, it has been agreed that NOK may acquire its own common stock as treasury stock up to a total amount of JPY 30 billion by the Effective Date. However, the treasury stock acquired through this acquisition are scheduled to be cancelled, and it is not planned that the shares of the Joint Holding Company will be allotted for the treasury shares. However, since the number of treasury shares to be actually cancelled by the Effective Date has not been determined at present, the aforementioned number of new shares to be issued by the Joint Holding Company is subject to change.

(3). Schedule of the Share Transfer

Resolution of the boards of directors to approve the Management Integration Agreement and the Share Transfer Plan (the Companies)	Monday, November 10, 2025
Execution of the Management Integration Agreement and preparation of the Share Transfer Plan (the Companies)	Monday, November 10, 2025
Record date for the ordinary general meeting of shareholders (the Companies)	Tuesday, March 31, 2026 (scheduled)
Ordinary general meeting of shareholders to approve the Share Transfer Plan (the Companies)	Late June 2026 (scheduled)
Final trading date on the Tokyo Stock Exchange (the Companies)	Monday, September 28, 2026 (scheduled)
Date of delisting from the Tokyo Stock Exchange (the Companies)	Tuesday, September 29, 2026 (scheduled)
Effective Date (the date of registration of the establishment of the Joint Holding Company)	Thursday, October 1, 2026 (scheduled)
the Joint Holding Company listing date	Thursday, October 1, 2026 (scheduled)

(Note) Shown above is the current schedule, and these dates are subject to change through consultation between the Companies, if necessary, due to the need for such change in carrying out the procedures for the Management Integration and the Share Transfer, or for any other reasons.

3. Status of the Joint Holding Company to be newly established by the Share Transfer

The corporate name, principal office location, name of the representative, amount of stated capital, amount of net assets, amount of total assets, and the nature of business of the company that will become the wholly owning parent company to be newly established by the Share Transfer

Name	NOK Group Co., Ltd.
Location of the head office	1-12-15 Shibadaimon, Minato-ku, Tokyo
Representative	Masao Tsuru (Representative Director, Group CEO)
Capital	JPY 5 billion
Net asset	To be determined.
Total assets	To be determined.
Business line	Engaging in any of the businesses set forth in the following items, and controlling or managing the business activities of companies (including foreign companies), partnerships (including those equivalent to partnerships in foreign countries), or other business entities equivalent thereto, through

	<p>holding shares or equity in the company, etc., that is engaged in such businesses.</p> <ol style="list-style-type: none"> 1. Manufacturing and marketing of seal devices, related products, and industrial rubber products 2. Manufacture, processing, and sale of synthetic resins, synthetic rubber, lubricants, and synthetic chemicals 3. Manufacturing and marketing of machinery, equipment, and parts for transportation, construction, agriculture, iron and steel, paper, pollution control, chemical industry, and mining, etc. 4. Designing, manufacturing and marketing of hydraulic and pneumatic equipment, parts, and systems 5. Manufacturing and marketing of powder metallurgy, casting, carbon and special ceramic products 6. Manufacturing and marketing of electrical, telecommunication, electronic, measurement, and audio equipment and parts 7. Manufacturing, processing, and marketing of pharmaceutical and medical machines, equipment, devices, tools, and parts 8. Contracting for installation of seal equipment, papermaking machinery, nuclear power generation equipment, hydraulic and pneumatic equipment, pollution control equipment, etc., and related construction work 9. Manufacturing and marketing of valves, fittings, heat insulators, pipes, and power transmission equipment 10. Any and all businesses incidental to or related to the preceding items
--	--

4. Outline of the accounting treatment incidental to the Share Transfer

The accounting treatment incidental to the Share Transfer is expected to fall under an “acquisition” under the accounting standards for business combinations, and the Share Transfer is expected to be accounted for using the purchase method. Application of the purchase method is expected to result in the recording of goodwill (or negative goodwill) in the consolidated accounts of the Joint Holding Company, but the amount has not been determined at this time.

(Sale of Investment Securities)

The Company resolved to sell a portion of its investment securities on November 10, 2025.

1. Reason for Sale of Investment Securities

Under the current medium-term management plan spanning three years from April 2023, the Company aims to reduce its cross-shareholdings. The plan includes a target to sell 25% of the balance held as of the end of March 2023, based on market value at that time, over the three-year period. In line with this policy, the Company has decided to proceed with the sale.

2. Scheduled Sale Period

By the end of March 2026 (planned)

3. Estimated Gain on Sale of Investment Securities

Approximately 24.5 billion yen

*Note: The above estimated gain is calculated based on the current market value of the relevant securities and is subject to change.

(Cancellation of Treasury Shares)

At the Board of Directors meeting held on November 10, 2025, the Company resolved to cancel treasury shares pursuant to Article 178 of the Companies Act.

1. Details of Cancellation

(1) Type of Shares to be Cancelled:

Common shares

(2) Total Number of Shares to be Cancelled:

7,435,847 shares (Equivalent to 4.3% of the total number of issued shares prior to cancellation)

(3) Scheduled Cancellation Date:

November 28, 2025

(4) Total Number of Issued Shares After Cancellation:

165,702,690 shares