



January 22, 2026

Timely disclosure

Company name	TOYO Corporation
Representative	Toshiya Kohno Representative Director, President and CEO
Stock code	8151 TSE Prime
Contact	Toshiaki Matsui Director, Senior Executive Officer and CFO
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Notice Regarding Acquisition of SONICGUARD Co., Ltd. as Subsidiary

TOYO Corporation (the "Company") resolved at a meeting of the Board of Directors held on January 22, 2026 to acquire all shares of SONICGUARD Co., Ltd. (headquartered in Yokohama City, Kanagawa Prefecture; hereinafter "SONICGUARD") and make it a subsidiary as described below.

1. Purpose of share acquisition

The Japanese government is promoting digital administrative and fiscal reforms aimed at streamlining administrative processes and maintaining and strengthening public services. This is driving a pressing need for the adoption of various IT solutions, such as digitization of administrative records and image analysis and monitoring using AI. Against this backdrop, the Company's ICT / Information Security business, which is one of its core businesses, handles products such as network operation monitoring systems and high-precision 3D map creation systems that it sells to customers including government agencies and municipalities.

SONICGUARD is an electronic equipment manufacturer that produces remote monitoring systems and audio/visual recording devices as its main products and sells to government agencies and local authorities. It possesses the technological capability to flexibly respond to diverse needs and maintains a competitive advantage in the public sector. In particular, the high reliability of its electronic surveillance equipment serves as an important element supporting public safety and security.

Through this acquisition, the Company will combine SONICGUARD's strong customer base, user-centric product development capabilities and proposal skills with its technological expertise to create new solutions in the ICT / Information Security field and expand its business. This will accelerate the Company's efforts to "Actualize Safe, Secure, and Fulfilling Lives," one of its priority issues in sustainability.

2. Outline of the company to be acquired

(1) Name	SONICGUARD Co., Ltd.
(2) Location	2-8-25 Tsurumi-chuo, Tsurumi-ku, Yokohama-shi, Kanagawa Prefecture

(3) Job title and name of representative	Representative Director Yoichi Otani			
(4) Business Activities	Design, development, manufacture, and sales of electronic devices and peripheral electronic equipment			
(5) Share capital	¥40 million			
(6) Date of establishment	March 19, 2002			
(7) Major shareholders and shareholding ratios	The major shareholder is an individual and the Company therefore refrains from disclosing this information.			
(8) Relationship between TOYO Corporation and said company	Capital relationship	Not applicable.		
	Human resources relationship	Not applicable.		
	Business relationship	Not applicable.		
(9) Business performance and financial condition of said company for past three years				
	Fiscal year	FY11/23	FY11/24	FY11/25
Net assets		¥773.229 million	¥784.309 million	¥911.210 million
Total assets		¥1,049.336 million	¥1,258.602 million	¥1,246.308 million
Net assets per share		¥1.171 million	¥1.188 million	¥1.380 million
Net sales		¥1,725.239 million	¥617.442 million	¥1,078.833 million
Operating profit		¥154.730 million	-¥96.122 million	¥209.242 million
Ordinary profit		¥106.725 million	¥2.116 million	¥198.586 million
Profit attributable to owners of parent		¥81.002 million	¥11.080 million	¥131.899 million
Basic earnings per share (in thousands of yen)		¥122	¥16	¥199
Dividend per share		¥0	¥7,575	-

Note 1. Basic earnings per share are rounded down to the nearest thousand yen.

2. The figures for the fiscal year ending November 2025 in “(9) Business performance and financial condition of said company for past three years” are values prior to the finalization of the financial statements and are not yet confirmed.

3. SONICGUARD plans to conduct a company split in January 2026 to spin off its real estate business, and the stock acquisition will be carried out subject to the completion of this split. Based on estimates as of end-November 2025, SONICGUARD's financial position after the split will be ¥626.693 million in net assets and ¥880.872 million in total assets.

3. Outline of other party to share acquisition

(1) Name	One individual shareholder	
(2) Address	The party from whom the shares are to be acquired is an individual and the Company therefore refrains from disclosing this information.	
(3) Relationship between TOYO Corporation and said individual	Capital relationship	Not applicable.
	Human resources relationship	Not applicable.
	Business relationship	Not applicable.

4. Number of shares to be acquired, acquisition price, and status of share ownership before and after acquisition

(1) Number of shares owned before acquisition	0 shares (Number of voting rights: 0) (Percentage of voting rights held: 0.0%)
(2) Number of shares to be acquired	660 shares (Number of voting rights: 660)
(3) Acquisition price	¥770 million
(4) Number of shares owned after acquisition	660 shares (Number of voting rights: 660) (Percentage of voting rights held: 100.0%)

5. Schedule

(1) Date of board resolution	January 22, 2026
(2) Contract date	January 22, 2026
(3) Share transfer date	January 28, 2026 (plan)

6. Outlook

The Company is currently examining the impact of this acquisition on its earnings and financial position and will promptly advise should any matters requiring disclosure arise in future.

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