



February 9, 2026

To whom it may concern:

Company Name	NICHIAS Corporation
Representative	Katsumi Kametsu, President and Chief Executive Officer
Securities Code	5393 (Tokyo Stock Exchange Prime Market)
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## **Notice Concerning Absorption-Type Merger (Simplified Merger/Short-Form Merger) of Wholly-Owned Subsidiary**

The Company hereby announces that, at a meeting of the Board of Directors held today, it resolved to conduct an absorption-type merger (the "Merger") of its wholly-owned subsidiary NICHIAS SEALTECH CO., LTD. ("NICHIAS SEALTECH") with the Company, with an effective date of April 1, 2026 (planned).

Note that the Merger is a simplified merger for the Company as stipulated in Article 796, Paragraph 2 of the Companies Act, and a short-form merger for NICHIAS SEALTECH as stipulated in Article 784, Paragraph 1 of the same Act. Accordingly, certain disclosure items and details have been omitted.

### 1. Purpose of the Merger

The purpose is to reorganize and integrate the manufacturing structure within the Group to establish a more efficient business operation system.

### 2. Summary of the Merger

#### (1) Merger schedule

Date of Board of Directors resolution on the merger agreement	February 9, 2026 (Monday)
Date of conclusion of the merger agreement	February 9, 2026 (Monday)
Planned merger effective date	Scheduled for April 1, 2026 (Wednesday)

\*Note that because the Merger is a simplified merger for the Company as stipulated in Article 796, Paragraph 2 of the Companies Act, and a short-form merger for NICHIAS SEALTECH as stipulated in Article 784, Paragraph 1 of the same Act, the Merger will be conducted without obtaining approval at the shareholders' meetings for each company.

#### (2) Merger method

An absorption-type merger with the Company as the surviving company, whereby NICHIAS SEALTECH will be dissolved.

#### (3) Allotment of shares related to the merger

Because the Company owns all of the issued shares of NICHIAS SEALTECH, no new shares will be issued, and no cash or other consideration will be delivered in connection with the Merger.

#### (4) Handling of stock acquisition rights and bonds with stock acquisition rights of the dissolved company

NICHIAS SEALTECH has not issued any stock acquisition rights or bonds with stock acquisition rights.

### 3. Overview of the Merging Companies

	Surviving company in absorption-type merger	Dissolved company in absorption-type merger
(1) Name	NICHIAS Corporation	NICHIAS SEALTECH CO., LTD.
(2) Head office location	6-1, Hatchobori 1-chome, Chuo-ku, Tokyo	3365 Takehana-cho Kitsuneana, Hashima-shi, Gifu Prefecture
(3) Title and description of representative	Katsumi Kametsu, President and Chief Executive Officer	Fumiyasu Okazaki, President and Chief Executive Officer
(4) Business description	Manufacture and sale of industrial products, high-performance products, automotive parts, and building materials; design and construction of thermal insulation/cold insulation and building materials	Manufacture of gaskets, etc.
(5) Capital	12,128 million yen	50 million yen
(6) Date of establishment	April 9, 1896	September 11, 1990
(7) Number of issued shares (As of end of March 2025)	67,811,917 shares	1,000 shares
(8) Fiscal year end	March 31	March 31
(9) Major shareholders and shareholding ratios (As of end of March 2025)	<ul style="list-style-type: none"> <li>• The Master Trust Bank of Japan, Ltd. (Trust Account) 14.89%</li> <li>Custody Bank of Japan, Ltd. (Trust Account) 10.12%</li> <li>NICHIAS Own Share Investment Group 8.65%</li> <li>• STATE STREET BANK AND TRUST COMPANY 505001 8.29%</li> <li>• Sumitomo Mitsui Banking Corporation 2.61%</li> </ul>	NICHIAS Corporation 100%
(Note) Shareholding ratios are calculated excluding treasury shares.		
(10) Financial position and operating results for the most recent fiscal year		
Fiscal year end	March 2025 (consolidated)	March 2025 (non-consolidated)
Net assets	216,434 million yen	114 million yen
Total assets	289,044 million yen	153 million yen
Net assets per share	3,348.75 yen	114,417.90 yen
Net sales	256,512 million yen	353 million yen
Operating profit	39,732 million yen	16 million yen
Ordinary profit	41,693 million yen	16 million yen
Profit attributable to owners of the parent /profit	32,073 million yen	10 million yen
Basic earnings per share	491.36 yen	10,574.63 yen

### 4. Situation after the Merger

There will be no change in the Company's name, address, title and description of representative, business description, capital, or fiscal year end as a result of the Merger.

### 5. Outlook

Because the Merger is with a wholly-owned subsidiary of the Company, the impact on the Company's consolidated results will be minor.