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Representative: Junta Tsujinaga, President & CEO  
Stock code: 6645  
Stock exchange: Tokyo (Prime Market)  
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## **Notice Regarding Absorption-Type Company Split of the Device & Module Solutions Business and Transfer of Shares of the Succeeding Company (Change in Subsidiaries, etc.)**

As disclosed in our press release dated September 19, 2025 titled “Notice Regarding Commencement of Considerations to Spin Off the OMRON Device & Module Solutions Business,” OMRON Corporation (“Company”) has been discussing a spin-off of the business operated by the Device & Module Solutions Company (“DMB”). At the Board of Directors meeting held today, the Company resolved to transfer DMB to OMRON Devices Co., Ltd, a subsidiary of the Company, (“Succeeding Company”), through an absorption-type company split (“Absorption-Type Company Split”), to execute the transfer, within the OMRON Group (“Group”), of shares and assets related to this business currently held by Group companies in countries and regions worldwide (“Intra-Group Reorganization”), and to transfer all shares of the Succeeding Company to TCG2602 Co., Ltd. (“SPC #2”), a wholly owned subsidiary of TCG2601 Co., Ltd. (“SPC #1”), which has been established by The Carlyle Group (including its affiliate companies and other related entities, “Carlyle”) (“Share Transfer”). The Company hereby announces that, effective today, it has concluded an absorption-type company split agreement with the Succeeding Company and a share transfer agreement with SPC #2 as described below.

In this Absorption-Type Company Split, the shares and assets related to DMB currently held by the Company will be transferred to the Succeeding Company. Additionally, the shares, equity interests, and assets related to DMB currently held by Group companies in various countries and regions worldwide are also to be transferred to the Succeeding Company or to overseas subsidiaries to be newly established by the Succeeding Company (“Overseas Succeeding Companies”). Meanwhile, in the Share Transfer, the Company will transfer all of the issued shares of the Succeeding Company to SPC #2.

Of the series of transactions (collectively the “Transaction,”), the Absorption-Type Company Split will take effect on July 1, 2026, and the Share Transfer will be carried out on October 1, 2026, subject to the completion of any required clearances, approvals, and authorizations under competition laws and other applicable laws and regulations in Japan and abroad.

After the execution of the Share Transfer, the Company plans to take a stake in SPC #1 so that its shareholding ratio will be 5% (“Equity Investment”), as described in “II. Summary of the Transaction” below.

The name of the Succeeding Company will be changed to Aratas Corporation after the Absorption-Type Company Split takes effect.

Please note that, as the Absorption-Type Company Split is a simplified absorption-type company split involving the Company and the Succeeding Company, a subsidiary of the Company, some of its disclosure items and details have been omitted from this release.

## I. Objectives of the Transaction

DMB is the Company's founding business, which began in 1933 with the manufacture of "timers for taking X-ray photographs" for medical applications, and has accumulated related technologies in relay, switches, sensors, and other devices. These high-quality devices have contributed to the development of a variety of industries, providing element technologies that support the practical implementation of social systems, such as unmanned automated station systems equipped with automated ticket gates, and forming the foundation of the Industrial Automation Business, with industrial equipment at its core, thereby playing a key role in the technology platform that underpins the Group's value creation.

DMB has since achieved steady growth over a long term, but is now facing significant changes in its business environment. While the high-capacity relay market is expanding rapidly as end products become increasingly environmentally friendly, with electric vehicles (EVs) as a prime example, new players—notably local Chinese competitors—are emerging. This requires us to make business decisions with greater speed and to further expand investment if we are to outpace them and be the first to capture market opportunities. Given these changes in the external environment, as we announced in September 2025 in the "Notice Regarding Commencement of Considerations to Spin Off the OMRON Device & Module Solutions Business," the Company has been engaging in discussions on how we can build an autonomous business operation system and ensure sustainable growth for DMB, including through potential partnerships with external parties. Although the spin-off of DMB is expected to enhance decision-making speed, we have also recognized the need to make investments more promptly and on a larger scale than initially anticipated, which has led us to the conclusion that it would be optimal to sell DMB to Carlyle. This will not only create the optimal growth environment for DMB, but will also enable our company to further concentrate investments to accelerate the business portfolio restructuring set out in the "Medium-Term Roadmap SF 2nd Stage" announced in November 2025 - namely, to expand the 13 focus businesses centered on IA (Industrial Automation) across the Device business and the Data Service business.

Since opening its Tokyo office in 2000, Carlyle has continuously expanded its operations in the Japanese market, accumulating extensive experience and expertise through numerous successful investments in Japan, thereby demonstrating a long-term commitment to the Japanese market. Carlyle has deep industrials expertise and supports businesses in this sector from strategy development through execution, including international expansion and the strengthening of business foundations and operations. In light of this, the Company has concluded that Carlyle is the right partner for DMB's business expansion after the spin-off.

After the Share Transfer, the Company plans to take a stake in SPC #1 so that its shareholding ratio will be 5%. By doing so, the Company will support the Succeeding Company's steady switchover to a new process as an independent company, while appropriately ensuring opportunities for the Succeeding Company and Group companies to collaborate in sales activities.

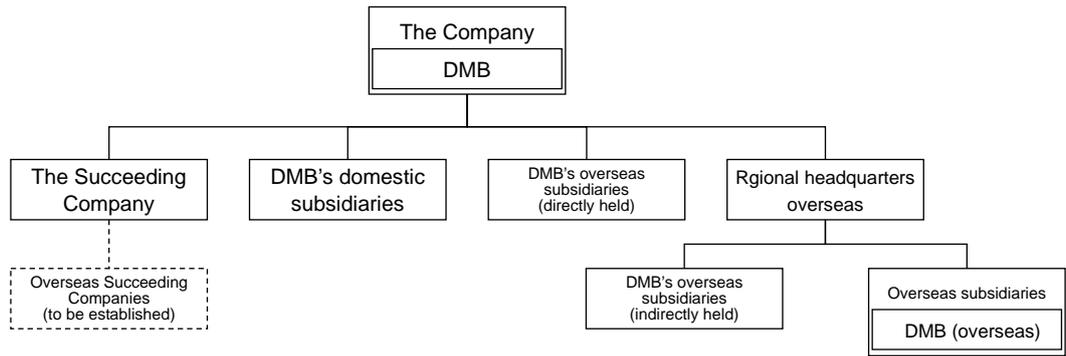
## II. Overview of the Transaction

Under the Transaction, the Company will transfer the shares and assets related to DMB currently held by the Company to the Succeeding Company by means of the Absorption-Type Company Split, effective July 1, 2026 (subject to change). The Company will also transfer the shares, equity interests, and assets related to DMB currently held by its Group companies in countries and regions worldwide to either the Succeeding Company or Overseas Succeeding Companies by means of share or equity transfers, asset transfers, business transfers, or other similar methods. Please note that the Company aims to implement the Intra-Group Reorganization at the time close to the effective date of the Absorption-Type Company Split, to the extent practicable; however, depending on the progress in preparations for such transfers and the status of necessary procedures in each country or region, the Intra-Group Reorganization may be implemented at the time different from the effective date of the Absorption-Type Company Split in certain countries and regions.

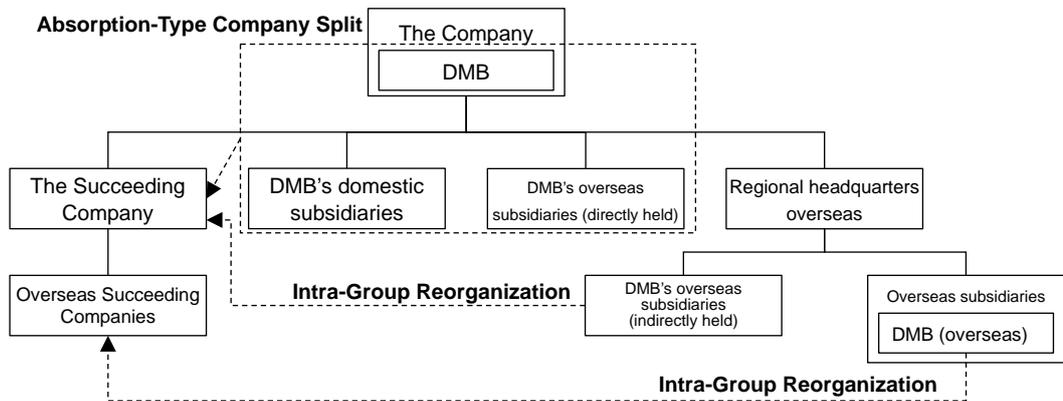
With the above in mind, the Company will transfer all issued shares of the Succeeding Company to SPC #2 on October 1, 2026 (subject to change).

The Company plans to invest in SPC #1 to be held by Carlyle following the Share Transfer, as a result of which the Company will indirectly hold a 5% interest in the Succeeding Company.

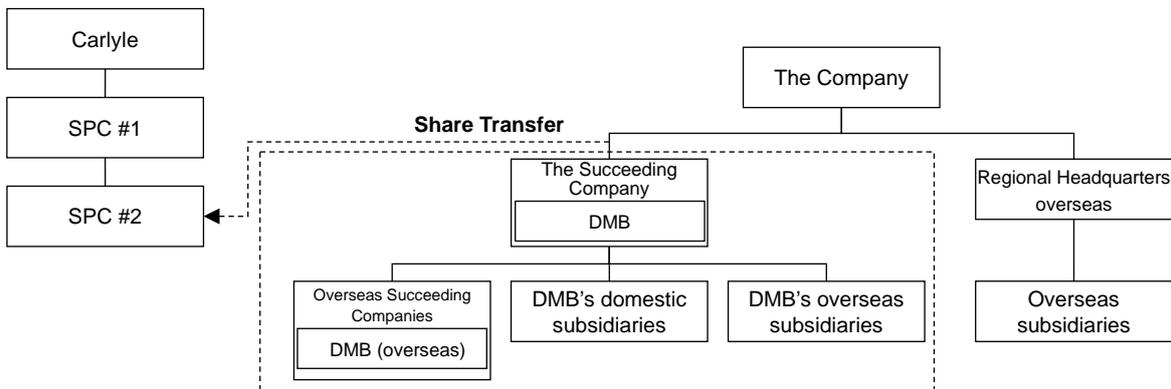
Reference: Overview of the Transaction  
 <Step 0: Before the Transaction is implemented>



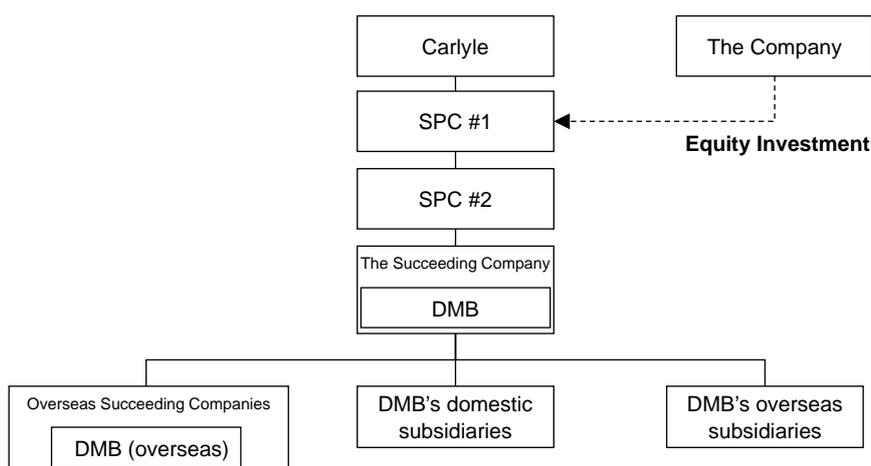
<Step 1: The Absorption-Type Company Split and the Intra-Group Reorganization (scheduled for July 1, 2026)>



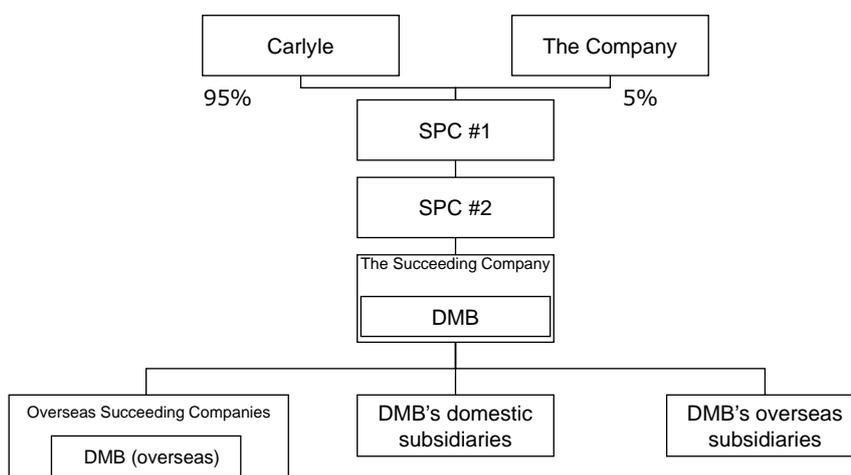
<Step 2: The Share Transfer (scheduled for October 1, 2026)>



<Step 3: The Equity Investment>



<Step 4: After Completion of The Transaction>



The timetable of the Transaction is as follows.

Date of the board resolution approving the Transaction	March 30, 2026
Date of conclusion of the Share Transfer agreement	March 30, 2026
Date of the board resolution approving the execution of the absorption-type company split agreement	March 30, 2026
Date of conclusion of the absorption-type company split agreement	March 30, 2026
Date of the general shareholders' meeting resolution approving the Absorption-Type Company Split (the Succeeding Company)	June 24, 2026 (subject to change)
Effective date of the Absorption-Type Company Split	July 1, 2026 (subject to change)
Execution date of the Share Transfer	October 1, 2026 (subject to change)

Note: As the Absorption-Type Company Split qualifies as a simplified absorption-type company split as prescribed in Article 784, Paragraph 2 of the Companies Act with respect to the Company, the transaction will be carried out without obtaining approval of the absorption-type company split agreement concerning the Absorption-Type Company Split at general shareholders' meetings of the Company.

### III. Overview of the Absorption-Type Company Split

#### 1. Summary of the Absorption-Type Company Split

##### (1) Summary of the Absorption-Type Company Split

###### i. Schedule of the Absorption-Type Company Split

As described above in "II. Overview of the Transaction."

###### ii. Method

An absorption-type company split in which the Company is the splitting company and the Succeeding Company as a company succeeding in the absorption-type company split.

###### iii. Details of allocation

For the Absorption-Type Company Split, the Succeeding Company will issue 100 shares of its common stock and allocate and distribute all of them to the Company.

###### iv. Treatment of stock acquisition rights and bonds with stock acquisition rights of the splitting company

The Company has not issued any stock acquisition rights or bonds with stock acquisition rights.

###### v. Increase/decrease in capital due to the Absorption-Type Company Split

There will be no increase or decrease in the Company's capital due to the Absorption-Type Company Split.

###### vi. Rights and duties to be transferred to the Succeeding Company

On the effective date of the Absorption-Type Company Split, the Succeeding Company will succeed the assets, liabilities, and contractual rights and duties that the Company possesses in relation to DMB to the extent specified in the absorption-type company split agreement.

###### vii. Prospect of debt performance

The Company foresees no problems in the fulfillment of obligations by the Succeeding Company after the effective date of the Absorption-Type Company Split.

#### 2. Overview of the companies involved in the Absorption-Type Company Split

	Splitting Company	Succeeding Company
(1) Name	Omron Corporation	OMRON Devices Corporation (Note 1)
(2) Location	801, Minami Fudondo-cho, Horikawa Higashiiru, Shiokoji-dori, Shimogyo-ku, Kyoto-shi	801, Minami Fudondo-cho, Horikawa Higashiiru, Shiokoji-dori, Shimogyo-ku, Kyoto-shi
(3) Representative	Junta Tsujinaga, President and CEO	Seiji Takeda, Representative Director
(4) Business	Manufacture, sale, etc. of electrical machinery and equipment	Manufacture, sale, etc. of electronic components and electrical machinery and equipment
(5) Capital	64,100 million yen	10 million yen
(6) Established	May 19, 1948	January 19, 2026
(7) Shares issued and outstanding	206,244,872 shares	100 shares
(8) Fiscal year-end	March 31	March 31
(9) Principal shareholders and their holdings	The Master Trust Bank of Japan, Ltd. (trust account) (22.54%) Custody Bank of Japan, Ltd. (trust account) (9.94%) The Bank of Kyoto, Ltd. (standing proxy: Custody	OMRON Corporation (100.00%) (as of March 30, 2026)

	Bank of Japan, Ltd.) (3.58%) STATE STREET BANK AND TRUST COMPANY 505103 (standing proxy: Settlement & Clearing Services Department, Mizuho Bank, Ltd.) (2.82%) MOXLEY AND CO LLC (standing proxy: MUFG Bank, Ltd.) (2.58%) (as of September 30, 2025)	
(10)	Financial position and operating results for the most recent fiscal year	
	Fiscal year ended March 31, 2025 (non-consolidated)	— (Note 2)
	Net assets	258,136 million yen —
	Total assets	589,968 million yen —
	Net assets per share	1,311.04 yen —
	Net sales	254,027 million yen —
	Operating income (loss)	(24,176 million yen) —
	Ordinary income	72,918 million yen —
	Net income (loss)	(37,109 million yen) —
	Net income (loss) per share	(188.47 yen) —

(Note 1) Following the implementation of the Absorption-Type Company Split, the name and other details of the Succeeding Company will be changed. For an overview of the Succeeding Company after the Absorption-Type Company Split, please refer to “4. Status after the Absorption-Type Company Split” below.

(Note 2) The Succeeding Company has no finalized results for the most recent fiscal year.

### 3. Overview of the business segment to be split

#### (1) Description of business of the segment to be split

Manufacture and sale of relays, switches, and connectors for customers across a wide range of industries, including EVs and mobility, energy infrastructure, electronics, and industrial equipment

#### (2) Operating results of the segment to be split

	Fiscal year ending March 31, 2025
Net sales	68,843 million yen

#### (3) Items and amounts of assets and liabilities to be split

Item	Book value	Item	Book value
Assets	60,196 million yen	Liabilities	14,288 million yen

(Note) The above figures are current as of March 31, 2025, and differ from the actual amounts to be split.

### 4. Status after the Absorption-Type Company Split

The name, location, title and name of the representative, description of business (excluding DMB), capital, and fiscal year-end of the Company after the Absorption-Type Company Split are as stated in “2. Overview of the companies involved in the Absorption-Type Company Split.”

The name, title and name of the representative, description of business, and fiscal year-end of the Succeeding Company after the Absorption-Type Company Split are as follows, and its location are as stated in “2. Overview of the Companies Involved in this Absorption-Type Company Split.” (Its capital is undetermined.)

Name	Aratas Corporation (subject to change)
Representative	Masahiko Ezaki, Managing Executive Officer, Company President
Business	Manufacture, sale, etc. of electronic components and electrical

	machinery and equipment, etc. (subject to change)
Fiscal year-end	March 31 (subject to change)

#### IV. Overview of the Share Transfer

##### 1. Reason for change

As described in "I. Objectives of the Transaction" above.

##### 2. Method of change

The Company will, after transferring DMB to the Succeeding Company through an absorption-type company split, transfer all shares of the Succeeding Company currently held by the Company to SPC #2.

##### 3. Overview of the subsidiaries, etc. subject to change

For the Succeeding Company, please refer to "2. Overview of the companies involved in the Absorption-Type Company Split" under "III. Overview of the Absorption-Type Company Split." The overview of OMRON Relay & Devices Corporation and OMRON Electronic Components (Shenzhen) Ltd., who are subsidiaries, etc. that are subject to change due to the Share Transfer and do not fall under the immateriality threshold under the timely disclosure rules, is as follows.

###### (1) OMRON Relay & Devices Corporation

(1)	Name	OMRON Relay & Devices Corporation
(2)	Location	1110, Sugi, Yamaga-shi, Kumamoto
(3)	Representative	Hiroyuki Ohigashi, President and CEO
(4)	Business	Manufacture of electrical machinery equipment and components
(5)	Capital	300 million yen
(6)	Established	August 24, 1971

###### (2) OMRON Electronic Components (Shenzhen) Ltd.

(1)	Name	OMRON Electronic Components (Shenzhen) Ltd.
(2)	Location	No. 28 Lijing South Road, Shijing Community, Shijing Street, Pingshan District, Shenzhen City, Guangdong Province, China
(3)	Representative	Tomoki Uesugi
(4)	Business	Manufacture of electronic equipment
(5)	Capital	276,560,000 yuan
(6)	Established	March 6, 2001

##### 4. Overview of the company to whom the shares will be transferred

(1)	Name	TCG2602 Co., Ltd. * Established by Carlyle
(2)	Location	1-5-1, Marunouchi, Chiyoda-ku, Tokyo
(3)	Representative	Genta Saito, Representative Director
(4)	Business	1. The control and management of the company's business activities through the ownership of its shares or equity interests 2. All businesses incidental or related to the foregoing
(5)	Capital	25,000 yen
(6)	Established	March 26, 2026
(7)	Net assets and total assets for the most recent fiscal year	
	Net assets	50,000 yen
	Total assets	50,000 yen
(8)	Principal shareholders and its holdings	TCG2601 Co., Ltd. (100%) * Established by Carlyle

(9)	Relationship with OMRON Corporation	Capital relationship	None
		Personnel relationships	None
		Transactional relationships	None
		Status as a related party	None

5. Number of shares to be transferred, value of business to be transferred, and number of shares held before and after transfer

(1) The Succeeding Company

Number of shares owned by the Company before the Share Transfer	Undetermined (The Company's voting rights ownership: 100%)
Number of shares to be transferred	Undetermined
Value of business to be transferred	81,000 million yen
Number of shares held by the Company after the Share Transfer	0 shares (The Company's voting rights ownership: 0%) * As stated in "II. Overview of the Transaction" above, the Company plans to take a stake in SPC #1.

(2) OMRON Relay & Devices Corporation

Number of shares owned by the Company before the Share Transfer	600,000 shares (The Company's voting rights ownership: 100%)
Number of shares to be transferred	600,000 shares
Number of shares held by the Company after the Share Transfer	0 shares (The Company's voting rights ownership: 0%) * As stated in "II. Overview of the Transaction" above, the Company plans to take a stake in SPC #1.

(3) OMRON Electronic Components (Shenzhen) Ltd.

The Company's ownership before the Share Transfer	100% (The Company's voting rights ownership ratio: 100%)
Equity interest to be transferred	100%
Equity interest held by the Company after the Share Transfer	0% (The Company's voting rights ownership: 0%) * As stated in "II. Overview of the Transaction" above, the Company plans to take a stake in SPC #1.

6. Schedule of the Share Transfer

As stated in "II. Overview of the Transaction" above

7. Future Outlook

Details on the impact of the Share Transfer on the Company's consolidated financial results are currently under review. Any matters requiring disclosure will be promptly disclosed.

End of Document