



DISCLAIMER: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

May 15, 2026

Company Name:	TOYO KANETSU K.K.
Representative:	Takashi Owada, President and Representative Director
Securities Code:	6369
Listed Market:	TSE Prime Market
Contact for Inquiries:	Kenji Nemoto, Managing Executive Officer, Division Manager, Corporate Division
Tel:	+81-3-5857-3333

Notice Regarding Execution of an Absorption-Type Company Split Agreement
Between the Company and Its Wholly Owned Subsidiaries

As disclosed in our press release dated March 31, 2026, titled “Notice Regarding the Transition to a Holding Company Structure through an Absorption-Type Company Split— Establishment of Split Preparation Subsidiaries”, TOYO KANETSU K.K. (the “Company”) announced that it would transition to a holding company structure through a company split, subject to approval at the Company’s Annual General Meeting of Shareholders and obtaining any required licenses and permits from the relevant authorities.

The Company hereby announces that, at the meeting of the Board of Directors held today, it resolved to implement an absorption-type company split with an effective date of April 1, 2027 (planned), whereby (i) the Plant Business will be succeeded by TOYO KANETSU Plant Business Split Preparation Co., Ltd. (the “Plant Business split preparation subsidiary”), a wholly owned subsidiary of the Company, and (ii) the Logistics Solutions Business will be succeeded by TOYO KANETSU Logistics Business Split Preparation Co., Ltd. (the “Logistics Solutions Business split preparation subsidiary”), a wholly owned subsidiary of the Company (collectively, the “Company Split”). The Company also executed the absorption-type company split agreements as of today.

In addition, on April 1, 2027 (planned), following the Company Split, the Plant Business split preparation subsidiary plans to change its trade name to “TOYO KANETSU Plant Co., Ltd.”, the Logistics Solutions Business split preparation subsidiary plans to change its trade name to “TOYO KANETSU Solutions Co., Ltd.”, and the Company plans to change its corporate purposes to align with its businesses after the Company Split.

The Company Split and the proposed partial amendment to the Company’s Articles of Incorporation (partial change to corporate purposes) are subject to approval at the 118th Annual General Meeting of Shareholders scheduled to be held on June 25, 2026, and obtaining any required licenses and permits from the relevant authorities. Details of the proposed amendments to the Articles of Incorporation are as stated in the press release dated today titled “Notice Regarding Partial Amendment to the Articles of Incorporation (Changes to Corporate Purposes and the Number of Directors Who Are Audit and Supervisory Committee Members).”

As the Company Split is a company split in which business divisions will be succeeded by the Company’s wholly owned subsidiaries, certain disclosure items and details have been omitted.

1. Purpose of the Company Split

As stated in the press release dated March 31, 2026, titled “Notice Regarding the Transition to a Holding Company Structure through an Absorption-Type Company Split— Establishment of Split Preparation Subsidiaries”, the purpose of the transition is intended to further enhance the execution of the Medium-Term Management Plan. The Company also expects that such transition will accelerate growth and strengthen competitiveness toward the sustainable enhancement of corporate value by achieving both (i) optimal decision-making tailored to the characteristics of each business and (ii) more sophisticated capital allocation, governance, and risk management from a Group-wide perspective.

To date, in addition to strengthening its existing businesses, the Group has proactively incorporated new businesses and technologies through M&A, including companies related to the environment and disaster prevention in Business

Innovation & Incubation, software development companies in the Logistics Solutions Business, and adjacent-domain companies in the Industrial Machinery Business and Plant Business. As a result, the number of Group companies has steadily increased, and the Company's role has evolved from a single operating company into the center of group management overseeing multiple operating companies..

Under these circumstances, the Company determined that the transition to a holding company structure is the most appropriate means to facilitate (i) Group-wide strategy formulation, (ii) swift decision-making for each business, and (iii) post-M&A integration and growth support, and to evolve toward an optimal form of Group management.

2. Overview of the Transition to a Holding Company Structure

(1) Schedule of the Company Split

Board approval of establishment of split preparation subsidiaries	: March 31, 2026
Establishment of split preparation subsidiaries	: April 13, 2026
Board approval of the Company Split Agreements	: May 15, 2026
Execution of the Company Split Agreements	: May 15, 2026
Approval of the Company Split Agreements at the Annual General Meeting of Shareholders	: June 25, 2026 (planned)
Effective date of the Company Split	: April 1, 2027 (planned)

(2) Method of the Company Split

This is an absorption-type company split in which the Company will be the splitting company (hereinafter, the "Splitting Company"), the Plant Business split preparation subsidiary (a preparation subsidiary wholly owned by the Company) will be the successor company for the Plant Business, and the Logistics Solutions Business split preparation subsidiary (a preparation subsidiary wholly owned by the Company) will be the successor company for the Logistics Solutions Business (hereinafter, each or collectively, the "Successor Companies"), and the rights and obligations relating to the respective businesses held by the Company will be succeeded by the relevant Successor Company.

(3) Details of the Allotment Related to the Company Split

As the Company holds all issued shares of each Successor Company, no consideration will be delivered by any Successor Company in connection with the Company Split.

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

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

(5) Changes in Capital, etc. Resulting from the Company Split

There will be no increase or decrease in the Company's stated capital as a result of the Company Split.

(6) Rights and Obligations to Be Succeeded by Each Successor Company

On the effective date, the successor company for the Plant Business will succeed from the Company those rights and obligations relating to the Plant Business as specified in the absorption-type company split agreement.

On the effective date, the successor company for the Logistics Solutions Business will succeed from the Company those rights and obligations relating to the Logistics Solutions Business as specified in the absorption-type company split agreement.

With respect to the liabilities to be succeeded by each Successor Company from the Company, the method of cumulative assumption of obligations (joint and several assumption) will be used.

(7) Prospect of Performance of Obligations

It is expected that, after the Company Split, the amount of assets of the Company and each Successor Company will exceed the amount of their liabilities, and at present no circumstances are anticipated that would impede the performance of the obligations to be borne.

Accordingly, the Company believes that there will be no issues with the prospect of performance of the obligations to be borne by the Company and each Successor Company after the Company Split.

3. Overview of the Parties to the Company Split

[Overview of the Parties]

	Splitting Company (as of March 31, 2026)
(1) Name	TOYO KANETSU K.K.
(2) Location	2-11-1 Minamisuna, Koto-ku, Tokyo, Japan
(3) Title/Name of Representative	President and Representative Director, Takashi Owada
(4) Business Description	Logistics Solutions Business, Plant Business, Business Innovation & Incubation and Others
(5) Stated Capital	JPY 18,580 million
(6) Date of Incorporation	May 16, 1941
(7) Total Number of Issued Shares	16,046,148 shares
(8) Fiscal Year-End	March 31
(9) Major Shareholders and Shareholding Ratio (Top 10 shareholders)	The Master Trust Bank of Japan, Ltd. (Trust Account) (12.60%) Custody Bank of Japan, Ltd. (Trust Account) (6.33%) Nippon Life Insurance Company (2.61%) Resona Bank, Limited (2.32%) THE BANK OF NEW YORK MELLON 140044 (2.07%) Toyo Kanetsu Employee Shareholding Association (1.92%) BNY GCM CLIENT ACCOUNT JPRD AC ISG (FE-AC) (1.82%) Sumitomo Life Insurance Company (1.45%) Daiei Real Estate & Development Co., Ltd. (1.42%) Sato Kogyo Co., Ltd. (1.40%)
(10) Relationships Between the Parties	Capital relationship: The Splitting Company holds 100% of the issued shares of each Successor Company. Personnel relationship: One representative director of the Splitting Company concurrently serves as one representative director of each Successor Company. Business relationship: As the Successor Companies have not commenced operations, there are currently no business transactions with the Splitting Company.
(11) Financial Position and Operating Results for the Most Recent Fiscal Year (Fiscal year ended March 2026)	
Net assets	40,301 Million yen (consolidated)
Total assets	69,521 Million yen (consolidated)
Net assets per share	JPY 2,585.25 (consolidated)
Net sales	59,617 Million yen (consolidated)
Operating profit	3,581 Million yen (consolidated)
Ordinary profit	3,897 Million yen (consolidated)
Profit attributable to owners of parent	2,556 Million yen (consolidated)
Earnings per share	JPY 164.52 (consolidated)

	Plant Business split preparation subsidiary (Successor Company) (as of incorporation on April 13, 2026)		Logistics Solutions Business split preparation subsidiary (Successor Company) (as of incorporation on April 13, 2026)
(1) Name	TOYO KANETSU Plant Business Split Preparation Co., Ltd.		TOYO KANETSU Logistics Business Split Preparation Co., Ltd.
(2) Location	2-11-1 Minamisuna, Koto-ku, Tokyo, Japan		2-11-1 Minamisuna, Koto-ku, Tokyo, Japan
(3) Title/Name of Representative	Representative Director, Takashi Owada		Representative Director, Takashi Owada
(4)Business Description	Plant Business		Logistics Solutions Business
(5)Stated Capital	JPY 100 million		JPY 100 million
(6) Date of Incorporation	April 13, 2026		April 13, 2026
(7)Total Number of Issued Shares	100 shares		100 shares
(8) Fiscal Year-End	March 31		March 31
(9) Shareholder	TOYO KANETSU K.K. (100%)		TOYO KANETSU K.K. (100%)
(10) Relationships Between the Parties	Capital	The Splitting Company holds 100% of the issued shares of each Successor Company.	
	Personnel	One representative director of the Splitting Company concurrently serves as one representative director of each Successor Company.	
	Business transactions	As the Successor Companies have not commenced operations, there are currently no business transactions with the Splitting Company.	
(11) Financial Position as of Incorporation			
Net assets	100 million yen (non-consolidated)		100 million yen (non-consolidated)
Total assets	100 million yen (non-consolidated)		100 million yen (non-consolidated)
Net assets per share	1,000 thousand yen (non-consolidated)		1,000 thousand yen (non-consolidated)

(Notes)

1. TOYO KANETSU Plant Business Split Preparation Co., Ltd. plans to change its trade name to “TOYO KANETSU Plant Co., Ltd.” effective April 1, 2027.
2. TOYO KANETSU Logistics Business Split Preparation Co., Ltd. plans to change its trade name to “TOYO KANETSU Solutions Co., Ltd.” effective April 1, 2027.
3. As the Successor Companies have no prior fiscal year, only balance sheet line items as of their respective dates of incorporation are presented.

[Outline of the Business Divisions to Be Split Off]

(1) Plant Business split preparation subsidiary

① Business Description of the Division to Be Split
Plant Business

② Operating Results of the Division to Be Split (Results for the fiscal year ended March 2026)

	Business to be split (a)	Company results (non-consolidated) (b)	Ratio (a÷b)
Net sales	10,618 Million yen	45,846 Million yen	23.2%
Gross profit	1,790 Million yen	10,173 Million yen	17.6%

③ Assets and Liabilities to Be Split Off: Items and Amounts (as of March 31, 2026)

Assets		Liabilities	
Item	Book value	Item	Book value
Current assets	6,257 Million yen	Current liabilities	2,865 Million yen
Non-current assets	199 Million yen	Non-current liabilities	1,313 Million yen
Total	6,456 Million yen	Total	4,179 Million yen

(Note) As the above amounts are calculated based on the balance sheet as of March 31, 2026, the actual amounts to be succeeded will be the figures after adjusting the above amounts for increases/decreases up to the effective date.

(2) Logistics Solutions Business split preparation subsidiary

① Business Description of the Division to Be Split
Logistics Solutions Business

② Operating Results of the Division to Be Split (Results for the fiscal year ended March 2026)

	Business to be split (a)	Company results (non-consolidated) (b)	Ratio (a÷b)
Net sales	34,826 Million yen	45,846 Million yen	76.0%
Gross profit	8,299 Million yen	10,173 Million yen	81.6%

③ Assets and Liabilities to Be Split Off: Items and Amounts (as of March 31, 2026)

Assets		Liabilities	
Item	Book value	Item	Book value
Current assets	18,551 Million yen	Current liabilities	12,321 Million yen
Non-current assets	4,522 Million yen	Non-current liabilities	4,502 Million yen
Total	23,074 Million yen	Total	16,824 Million yen

(Note) As the above amounts are calculated based on the balance sheet as of March 31, 2026, the actual amounts to be succeeded will be the figures after adjusting the above amounts for increases/decreases up to the effective date.

4. Status After the Company Split (as of April 1, 2027 (planned))

	Splitting Company
(1) Name	TOYO KANETSU K.K.
(2) Location	2-11-1 Minamisuna, Koto-ku, Tokyo, Japan
(3) Title/Name of Representative	President and Representative Director, Takashi Owada
(4) Business Description	Group management of subsidiaries, etc.
(5) Stated Capital	JPY 18,580 million
(6) Fiscal Year-End	March 31

	Plant Business split preparation subsidiary (Successor Company)	Logistics Solutions Business split preparation subsidiary (Successor Company)
(1) Name	TOYO KANETSU Plant Co., Ltd. (planned to change its trade name from “TOYO KANETSU Plant Business Split Preparation Co., Ltd.” effective April 1, 2027)	TOYO KANETSU Solutions Co., Ltd. (planned to change its trade name from “TOYO KANETSU Logistics Business Split Preparation Co., Ltd.” effective April 1, 2027)
(2) Location	2-11-1 Minamisuna, Koto-ku, Tokyo, Japan	2-11-1 Minamisuna, Koto-ku, Tokyo, Japan
(3) Title/Name of Representative	Representative Director, Takashi Owada	Representative Director, Takashi Owada
(4) Business Description	Plant Business	Logistics Solutions Business
(5) Stated Capital	100 million yen	100 million yen
(6) Fiscal Year-End	March 31	March 31

5. Outlook

As each Successor Company will be a wholly owned subsidiary (100%) of the Company, the impact of the Company Split on the Company’s consolidated financial results is expected to be minor.

End