



[Translation¹]

July 31, 2026

To whom it may concern:

Name of Company: Makino Milling Machine Co., Ltd.

Name of Representative: President, Director

Shotaro Miyazaki

(Securities Code: 6135 (the Prime Market of the Tokyo Stock Exchange, Inc.))

Inquiries: Executive Vice President, Director

Executive Manager of Corporate Service Division

Toshiyuki Nagano

Tel: +81 46-284-1439

Notice Regarding the Execution of Share Exchange Agreements with Consolidated Subsidiaries (Simplified Share Exchanges)

Makino Milling Machine Co., Ltd.(the “Company”) hereby announces that, at the meeting of the Board of Directors held on July 31, 2026, it resolved to conduct share exchanges (the “Share Exchanges”) under which the Company will become the wholly owning parent company, and three of its consolidated subsidiaries—Makino Technical Service Co., Ltd. (“Makino Technical Service”), Makino Giken Co.,Ltd. (“Makino Giken”), and Makino Logistics Co., Ltd. (“Makino Logistics”) (collectively, the “Three Target Companies”)—will each become wholly owned subsidiaries of the Company.

The Company has entered into respective share exchange agreements with each of the Three Target Companies, and hereby announces the details as follows.

Furthermore, pursuant to Article 796, Paragraph 2 of the Companies Act, the Company intends to carry out the Share Exchanges as simplified share exchanges without obtaining approvals by resolution of the general meeting of shareholders.

As the Share Exchanges constitute simplified share exchanges for the purpose of making consolidated subsidiaries wholly owned subsidiaries, certain disclosure items and details

¹ This document has been translated from the Japanese original for reference purposes. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

have been partially omitted.

1. Purpose of the Share Exchanges

As announced in the “Notice Regarding Formulation of Business Plan” dated May 13, 2026, the Company published “For Enhancement of Corporate Value (2026 Update)” and has been implementing various initiatives aimed at enhancing its corporate value. To further promote these initiatives, and with the objective of increasing the agility and flexibility of management across the corporate group while optimizing the utilization and efficiency of management resources, the Company has decided to make each of the Three Target Companies its direct wholly owned subsidiary by carrying out the Share Exchanges, under which each target company will become a wholly owned subsidiary of the Company.

2. Summary of the Share Exchanges

(1) Schedule of the Share Exchanges

Date of Board of Directors’ resolutions (the Company and the Three Target Companies)	July 31, 2026
Date of execution of the share exchange agreements (the Company and the Three Target Companies)	July 31, 2026
Date of Resolution at the extraordinary general meeting of shareholders (the Three Target Companies)	August 18, 2026
Effective date of the Share Exchanges	September 11, 2026 (Scheduled)

(Note 1) Pursuant to Article 796, Paragraph 2 of the Companies Act, the Company intends to implement the Share Exchanges as simplified share exchanges that do not require approval by a resolution of the general meeting of shareholders.

(Note 2) The schedule of the Share Exchanges may be modified by mutual agreement between the Company and the Three Target Companies, if necessary, in light of the progress of the procedures for the Share Exchanges or other circumstances.

(2) Structure of the Share Exchanges

The Share Exchanges are share exchanges pursuant to which the Company will become the wholly owning parent company and each of the Three Target Companies will become a wholly owned subsidiary.

First, the Company will conduct a share exchange in which the Company will become the wholly owning parent company and Makino Technical Service will become the wholly owned subsidiary (the “Share Exchange I”). Subject to the effectiveness of the Share Exchange I, Makino Technical Service will distribute

dividends from surplus to the Company with shares of Makino Logistics, Makino Giken, and Kanto Bussan Co., Ltd. (“Kanto Bussan”) held by Makino Technical Service as dividend property (the “Dividend in Kind I”).

Next, subject to the effectiveness of the Share Exchange I and the Dividend in Kind I, the Company will conduct a share exchange in which the Company will become the wholly owning parent company and Makino Logistics will become the wholly owned subsidiary (the “Share Exchange II”). Subject to the effectiveness of the Share Exchange II, Makino Logistics will distribute dividends from surplus to the Company with shares of Makino Giken and Kanto Bussan held by Makino Logistics as dividend property (the “Dividend in Kind II”).

Finally, subject to the effectiveness of the Share Exchange I, the Dividend in Kind I, the Share Exchange II, and the Dividend in Kind II, the Company will conduct a share exchange in which the Company will become the wholly owning parent company and Makino Giken will become the wholly owned subsidiary (the “Share Exchange III”). Subject to the effectiveness of the Share Exchange III, Makino Giken will distribute dividends from surplus to the Company with shares of Kanto Bussan held by Makino Giken as dividend property (the “Dividend in Kind III”).

(3) Details of the Share Exchanges Ratio

[The Share Exchange I]

	The Company (wholly owning parent company)	Makino Technical Service (wholly owned subsidiary)
Share Exchange Ratio for the Share Exchanges	1	19.9
Number of Shares to Be Delivered upon the Share Exchanges	Common Stock of the Company: 597,000 shares (Scheduled)	

*1 In the Share Exchange I, the Company will allot and deliver 19.9 shares of its common stock for each share of common stock of Makino Technical Service held by the shareholders of Makino Technical Service who are registered or recorded in its shareholder register as of the close of the day immediately preceding the effective date of the Share Exchange I. However, no shares shall be allotted in respect of the shares of Makino Technical Service held by the Company.

*2 In delivering the Company's shares in connection with the Share Exchange I, the Company plans to use its treasury shares, and does not intend to issue any new

shares for the allotment under the Share Exchange I.

[The Share Exchange II]

	The Company (wholly owning parent company)	Makino Logistics (wholly owned subsidiary)
Share Exchange Ratio for the Share Exchanges	1	41.0
Number of Shares to Be Delivered upon the Share Exchanges	Common Stock of the Company: 123,000 shares (Scheduled)	

*1 In the Share Exchange II, the Company will allot and deliver 41.0 shares of its common stock for each share of common stock of Makino Logistics held by the shareholders of Makino Logistics who are registered or recorded in its shareholder register after the effectiveness of the Dividend in Kind I. However, no shares shall be allotted in respect of the shares of Makino Logistics held by the Company.

*2 In delivering the Company's shares in connection with the Share Exchange II, the Company plans to use its treasury shares, and does not intend to issue any new shares for the allotment under the Share Exchange II.

[The Share Exchange III]

	The Company (wholly owning parent company)	Makino Giken (wholly owned subsidiary)
Share Exchange Ratio for the Share Exchanges	1	0.12
Number of Shares to Be Delivered upon the Share Exchanges	Common Stock of the Company: 19,200 shares (Scheduled)	

*1 In the Share Exchange III, the Company will allot and deliver 0.12 shares of its common stock for each share of common stock of Makino Giken held by the shareholders of Makino Giken who are registered or recorded in its shareholder register after the effectiveness of the Dividend in Kind II. However, no shares shall be allotted in respect of the shares of Makino Giken held by the Company.

*2 In delivering the Company's shares in connection with the Share Exchange III, the

Company plans to use its treasury shares, and does not intend to issue any new shares for the allotment under the Share Exchange III.

- (4) Treatment of Stock Acquisition Rights and Bonds with Stock Acquisition Rights in Connection with the Share Exchanges
Not applicable.

3. Basis for Calculating the Share Exchanges Ratio

With respect to the Company's share value, as the Company is a listed entity and a market price is available for its shares, the market stock price method was adopted on the basis that the market price appropriately reflects the value of the Company's shares. The valuation was based on the closing price of the Company's common stock on the Prime Market of the Tokyo Stock Exchange on the trading day immediately preceding the meeting of the Board of Directors of the Company held on July 31, 2026, which was used as the valuation date, resulting in a share value of 14,080 yen per share.

With respect to the share value of the Three Target Companies, since each of the Three Target Companies is an unlisted company immediately prior to the effective date of the Share Exchanges and the Company holds all of its issued shares directly or indirectly through its subsidiaries, the share value of each company was calculated using the adjusted net asset value method, taking into account the book value of net assets as well as the fair value of real estate and marketable securities held by each company. Based on these valuation results, the parties engaged in negotiations and discussions and determined the terms of the share exchange allotment set forth above.

Based on these valuations, the per-share values of the Three Target Companies and the calculated share exchange ratios, assuming the per-share value of the Company is set at 1, are as follows.

Target Company	Per-Share Value	Calculated Share Exchange Ratio
Makino Technical Service	281,200	19.9
Makino Giken	1,800	0.12
Makino Logistics	578,600	41.0

4. Overview of the Parties to the Share Exchanges (July 31, 2026)

Wholly Owning Parent Company Resulting from the Share Exchanges		
Company Name	Makino Milling Machine Co., Ltd.	
Address	3-19, Nakane 2-chome, Meguro-ku, Tokyo	
Representative	Shotaro Miyazaki	
Business Description	Manufacture, sale, and repair of machine tools	
Capital (mil yen)	21,142	
Date of Establishment	May 1, 1951	
Number of Issued Shares	24,893,841	
Fiscal Year-end	March 31	
Major Shareholders and Their Shareholding Ratios	(As of March 31, 2026)	
	The Master Trust Bank of Japan, Ltd. (Trust Account)	10.12%
	BNY GCM CLIENT ACCOUNT JPRD AC ISG (FE-AC)	7.97%
	The Machine Tool Engineering Foundation	3.82%
	JP JPMSE LUX RE BARCLAYS CAPITAL SEC LTD EQ CO	3.55%
	GOLDMAN SACHS INTERNATIONAL	3.45%
	MLI FOR SEGREGATED PB CLIENT	2.97%
	SBI SECURITIES Co., Ltd	2.72%
	JPMorgan Securities Japan Co., Ltd.	2.68%
	UBS AG LONDON ASIA EQUITIES	2.32%
	Jiro Makino	2.05%
Financial Situation and Business Performance of the Previous Fiscal Year		
Fiscal Year	March 2026 (Consolidated)	
Net Assets (mil Yen)	261,429	
Total Assets (mil Yen)	423,026	
Net Assets per Share (Yen)	11,160.24	
Sales (mil Yen)	261,184	
Operating Profit (mil Yen)	25,035	
Ordinary Profit (mil Yen)	27,299	
Net Profit Attributable to Owners of the Parent (mil Yen)	20,992	
Net Profit per Share (Yen)	897.49	

Wholly Owned Subsidiaries Resulting from the Share Exchanges						
Company Name	Makino Technical Service Co., Ltd.		Makino Giken Co.,Ltd.		Makino Logistics Co., Ltd.	
Address	3-19, Nakane 2-chome, Meguro-ku, Tokyo		1501, Araya, Fujiyoshida-shi, Yamanashi		938, Kamiechi, Atsugi-shi, Kanagawa,	
Representative	Kazuhiko Matsunaga		Katsumi Suzuki		Junichi Maeda	
Business Description	Installation of machine tools, after-sales services, and sales of spare parts		Manufacturing and development of peripheral equipment for machine tools		Packaging of machine tools and insurance agency services	
Capital (mil yen)	30		100		10	
Date of Establishment	February 4, 1977		March 10, 1951		April 1, 1965	
Number of Issued Shares	60,000		3,740,000		20,000	
Fiscal Year-end	March 31		March 31		March 31	
Major Shareholders and Their Shareholding Ratios	(As of July 31, 2026)					
	Makino Milling Machine Co., Ltd.	50.0 %	Makino Milling Machine Co., Ltd.	50.1 %	Makino Milling Machine Co., Ltd.	50.0 %
	Makino Logistics Co., Ltd.	50.0 %	Makino Technical Service Co., Ltd.	23.0 %	Makino Technical Service Co., Ltd.	35.0 %
	—	—	Makino Logistics Co., Ltd.	22.6 %	Kanto Bussan Co., Ltd.	15.0 %
	—	—	Kanto Bussan Co., Ltd.	4.3 %	—	—
Financial Situation and Business Performance of the Previous Fiscal Year						
Fiscal Year	March 2026		March 2026		March 2026	
Net Assets (mil Yen)	10,215		2,824		1,904	
Total Assets (mil Yen)	18,925		3,267		2,531	

Net Assets per Share (Yen)	170,252.71	755.09	95,241.77
Sales (mil Yen)	17,652	2,869	4,774
Operating Profit (mil Yen)	1,945	131	74
Ordinary Profit (mil Yen)	2,169	211	555
Net Profit Attributable to Owners of the Parent (mil Yen)	1,486	150	527
Net Profit per Share (Yen)	24,777.46	40.27	26,370.89

5. Status After the Share Exchanges

There will be no changes to the Company's name, head office location, title and name of the representative, business description, capital, or fiscal year-end as a result of the Share Exchanges.

6. Future Outlook

As a result of the Share Exchanges, shares of the Company's common stock will be allotted to two of the Three Target Companies. However, following the effective date of the Share Exchanges, the Company plans to acquire a total of 739,200 shares of its own common stock from such companies through dividends in kind.

The Three Target Companies are consolidated subsidiaries of the Company, and the impact of the Share Exchanges on the Company's consolidated financial results is expected to be immaterial. Should any matters requiring disclosure arise in the future, they will be promptly announced.

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