NEWS RELEASE

Resonac Holdings Corporation
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November 12, 2026

Notice Regarding the Transfer of the Graphite Electrode Business in Japan, the Americas and Europe through an Absorption-Type Company Split, Business Transfer, and Share Transfer by Consolidated Subsidiaries

Resonac Holdings Corporation (the "Company") hereby announces that Resonac Corporation ("REC"), a consolidated subsidiary of the Company, has today decided to transfer REC's graphite electrode business in Japan, the Americas and Europe (including the software service business related to electric arc furnace operations and other activities; hereinafter, the "Business to Be Transferred") to AURELIUS Investment Lux Thirty-Five SARL ("AURELIUS"), a holding company under AURELIUS Investment Lux Alpha SARL (hereinafter, the "Transaction"), as described below.

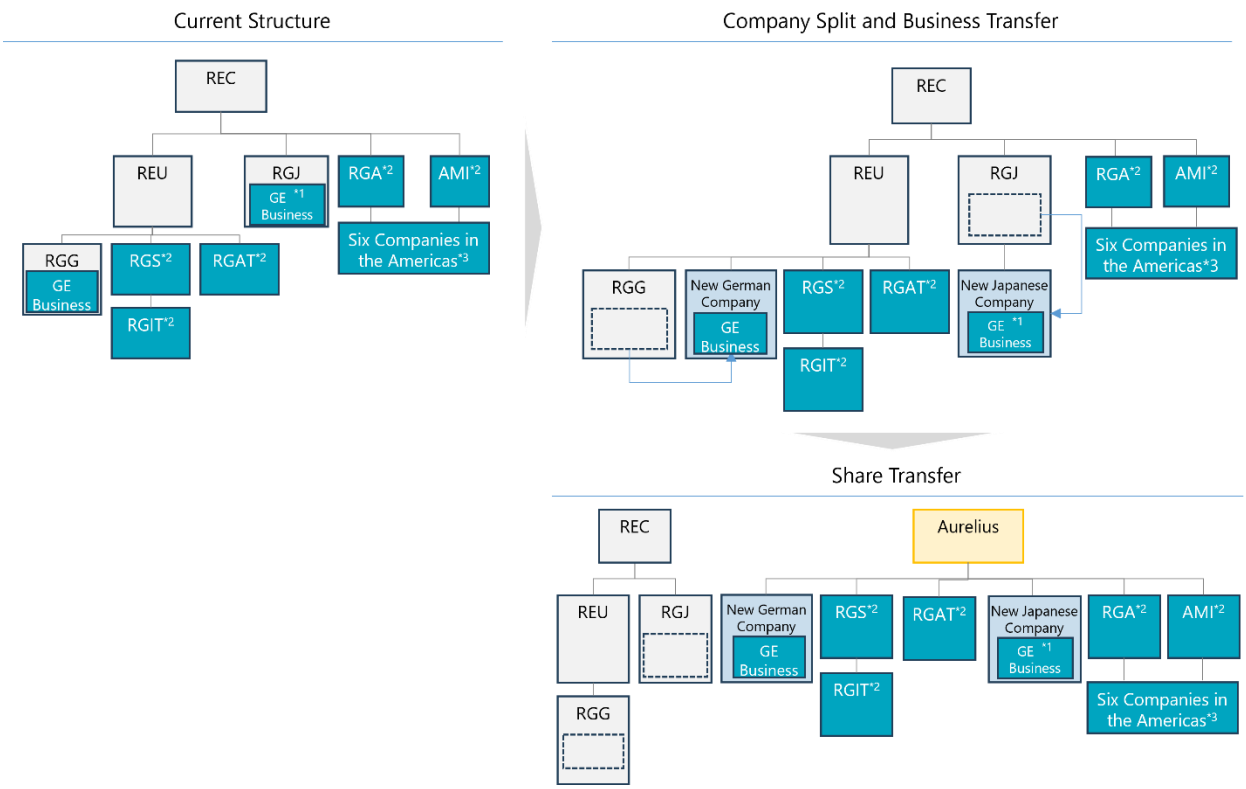
The Transaction is scheduled to be carried out through the following procedures:

(1) Company Split in Japan:
Resonac Graphite Japan Corporation ("RGJ"), a wholly owned subsidiary of REC, will cause its Business to Be Transferred to be succeeded, through an absorption-type company split, by a wholly owned subsidiary to be newly established by RGJ (the "New Japanese Company") (the "Company Split"). The land, buildings, facilities and other tangible assets (excluding inventories), as well as employees, of RGJ's Omachi Plant (Omachi City, Nagano Prefecture) will not be included in the Business to Be Transferred.

(2) Business Transfer in Germany:
Resonac Graphite Germany GmbH ("RGG"), a wholly owned subsidiary of Resonac Europe GmbH ("REU"), which is a wholly owned subsidiary of REC, will transfer its Business to Be Transferred, through a business transfer, to a wholly owned subsidiary to be newly established by REU (the "New German Company") (the "Business Transfer").

(3) Share Transfer:
All shares of the New Japanese Company and the New German Company, to which the Business to Be Transferred will be consolidated through the Company Split and the Business Transfer, respectively, as well as all shares of the subsidiaries conducting the Business to Be Transferred in Europe (other than RGG) and the Americas, will be transferred to AURELIUS (the "Share Transfer").

(Transaction Structure)



*1 Excluding manufacturing.
*2 AMI: Showa Denko Carbon Mexico Holding, S.A. de C.V.; RGA: Resonac Graphite America, Inc.; RGAT: Resonac Graphite Austria GmbH; RGIT: Resonac Graphite Italy S.r.L.; RGS: Resonac Graphite Spain S.A.U.
*3 AMI Automation, LLC, AMI Automatización, S.A.P.I. de C.V., AMI International, S.A.P.I. de C.V., AMI Sudamerica S.A., AMI Brasil Automação e Manutenção Industrial Ltda., and Resonac Graphite America Sales Inc.

The Transaction is expected to be completed after obtaining the necessary clearances and approvals under domestic and foreign competition laws and other applicable laws and regulations in AURELIUS and satisfying other necessary conditions.
In addition, since the Company Split will be conducted between a wholly owned subsidiary and a wholly owned sub-subsidiary of REC, a consolidated subsidiary of the Company, certain disclosure items and details have been omitted.

1. Background of Consideration and Purpose of the Transaction

The Company's graphite electrode business dates back to 1933, when Showa Aluminum Works (currently RGJ's Omachi Plant) was established, followed by the commencement of graphite electrode production in 1938. In 1988, the Company acquired the graphite electrode business of Airco Carbon in the United States, and in 2017, acquired all shares of SGL GE Holding GmbH, a wholly owned subsidiary of SGL Carbon SE in Germany engaged in the graphite electrode business. Through these and other initiatives, the Company expanded its business bases across the United States, Europe and Asia, establishing one of the world's largest graphite electrode production capacities and providing high-quality graphite electrodes. In 2023, the Company also acquired all shares of AMI Automation in Mexico, which engages in the industrial automation

solutions business, and has been providing innovative solutions through automation solutions and advanced power control systems for electric arc furnaces.

As stated in the “Long-term Vision for the Newly Integrated Company (2021–2030),” announced on December 10, 2020, the Group aims to contribute to a sustainable society as a world-class functional chemical manufacturer. To achieve this goal and realize sustainable growth through continuous portfolio reviews, the Group has continued to consider the optimal allocation of management resources and business portfolio management.

Against this backdrop, with respect to the graphite electrode business, as stated in the “Promotion of Rationalization Measures for the Graphite Electrode Business,” announced on December 1, 2025, the Group has been implementing structural reforms, including the closure of its sites in Malaysia and China and workforce reductions at each site. In addition, at the financial results briefing for the fiscal year ended December 31, 2025, held on February 13, 2026, the Company announced that it would proceed with the concretization of strategic options for the business, and has since carefully considered all possible options regarding the future of the Business to Be Transferred.

As a result, from the perspectives of strategic fit to support the growth of the Business to Be Transferred and identifying the best owner, the Company has determined that selling the business to AURELIUS, a globally recognized private equity fund that is highly regarded for its management execution support and has extensive experience across a broad range of industries globally as well as expertise in business transformation, would be the optimal course of action for the respective stakeholders. Accordingly, the Company has decided to proceed with the Transaction.

Through the realization of the Transaction, the Company believes that the Business to Be Transferred will achieve further growth and enhanced competitiveness. At the same time, the Company believes that the Transaction will enable the Group to gain a certain degree of visibility regarding the recording of losses associated with its portfolio reforms and to promptly realize a structure in which business growth leads to growth in net income.

2. Schedule of the Transaction (Note 1)

Date of resolution by the Board of Directors	November 12, 2026
Date of execution of the Share Transfer Agreement (share transfer agreement relating to the Transaction)	
Date of execution of the absorption-type company split agreement	First Quarter of the Fiscal Year Ending December 31, 2027 (Scheduled)
Date of execution of the business transfer agreement	
Effective date of the Company Split	Second Quarter of the Fiscal Year Ending December 31, 2027 (Scheduled)
Effective date of the Business Transfer	
Date of execution of the Share Transfer	

Note 1: The Transaction is scheduled to be implemented subject to the obtaining of necessary clearances and approvals under domestic and foreign competition laws and other applicable laws and regulations in AURELIUS, and other applicable conditions.

3. Outline of the Company Split

(1) Outline of the Company Split

1) Method of the Company Split

The Company Split will be conducted by way of an absorption-type company split, with RGJ as the splitting company and the New Japanese Company as the succeeding company.

2) Details of Allotment in Connection with the Company Split

In connection with the Company Split, the New Japanese Company will allot one share of its common stock to RGJ.

3) Treatment of Share Options and Bonds with Share Options in Connection with the Company Split

Not applicable.

4) Changes in Stated Capital as a Result of the Company Split

There will be no change in the amount of stated capital of RGJ as a result of the Company Split.

5) Rights and Obligations to Be Succeeded to by the New Japanese Company

On the effective date of the Company Split, the New Japanese Company, as the succeeding company in the absorption-type company split, will succeed to the assets, liabilities, contractual positions and other rights and obligations related to the Business to Be Transferred conducted by RGJ, as stipulated in the absorption-type company split agreement.

6) Prospects for Fulfillment of Obligations

The Company has determined that there are no issues regarding the prospects for the fulfillment of obligations to be borne by the New Japanese Company on and after the effective date of the Company Split.

(2) Overview of the Party to the Company Split (as of December 31, 2025)

Splitting Company		
(1)	Name	Resonac Graphite Japan Corporation
(2)	Address	6850 Omachi, Omachi-shi, Nagano, Japan
(3)	Representative	Hidemitsu Arai, Representative Director and President
(4)	Description of Business	Manufacture, development, sale, and import and export of carbon and graphite products; hydroelectric power generation business; and electricity supply business
(5)	Capital	JPY 110 million
(6)	Date of Establishment	March 5, 1981
(7)	Number of Shares Issued	50,000 shares
(8)	Fiscal Year-End	December
(9)	Number of Employees	Approximately 290
(10)	Major Shareholder and Shareholding Ratio	Resonac Corporation: 100%
(11) Operating Results and Financial Position of the Splitting Company		

	Fiscal Year Ended December 31, 2023	Fiscal Year Ended December 31, 2024	Fiscal Year Ended December 31, 2025
Net assets	JPY 27,631 million	JPY 26,879 million	JPY 27,296 million
Total assets	JPY 36,990 million	JPY 35,844 million	JPY 34,986 million
Net sales	JPY 20,627 million	JPY 19,292 million	JPY 14,563 million
Operating income	JPY 2,972 million	JPY 3,430 million	JPY 2,755 million

Successor Company in the Absorption-Type Company Split (Note 2)	
(1) Name	Graphite Electrode Business Split Preparation Company, Ltd. (planned)
(2) Address	1-9-1 Higashi-Shimbashi, Minato-ku, Tokyo, Japan (planned)
(3) Representative	(To be determined)
(4) Description of Business	Sale of graphite electrode products and provision of optimization software, automation, support, and control solutions for electric arc furnace operations and other industrial applications
(5) Capital	JPY 1 (planned)
(6) Date of Establishment	First Quarter of the Fiscal Year Ending December 31, 2027 (Scheduled)
(7) Number of Shares Issued	1 share (planned)
(8) Fiscal Year-End	December (planned)
(9) Number of Employees	(to be determined)
(10) Major Shareholder and Shareholding Ratio	Resonac Graphite Japan Corporation: 100%

Note 2: The company is scheduled to be established in the first quarter of the fiscal year ending December 31, 2027, and all of the above information is based on current plans. As the company is newly established, there are no applicable operating results or financial position to report.

4. Details of the Business Transfer

(1) Details of the Subject Business

The Subject Business operated by RGG

Subject Business	
(1) Description of Business	The Subject Business operated by RGG
(2) Net Sales for the Most Recent Fiscal Year (Note 3)	209 million euros (38,574 million yen)
(3) Net Assets (Note 3)	81 million euros (14,907 million yen)
(4) Total Assets (Note 3)	178 million euros (32,788 million yen)

Note 3: Yen amounts have been calculated using the exchange rate of EUR 1 = JPY 184.33 as of December 30, 2025.

(2) Overview of the Transferee

Transferee (Note 4)		
(1)	Name	(To be determined)
(2)	Address	Daimlerstraße 19, 86368 Gersthofen, Germany (planned)
(3)	Representative	(To be determined)
(4)	Description of Business	Sale of graphite electrodes and procurement and sale of needle coke (planned)
(5)	Capital (Note 5)	25,000 euros (JPY 4,608 thousand) (planned)
(6)	Date of Establishment	First Quarter of the Fiscal Year Ending December 31, 2027 (Scheduled)
(7)	Major Shareholder and Shareholding Ratio	Resonac Europe GmbH 100% (planned)

Note 4: The company is scheduled to be established in the first quarter of the fiscal year ending December 31, 2027, and all of the above information is based on current plans. As the company is newly established, there are no applicable operating results or financial position to report.

Note 5: Yen amounts have been calculated using the exchange rate of EUR 1 = JPY 184.33 as of December 30, 2025.

5. Outline of the Share Transfer

(1) Overview of the Companies Whose Shares Will Be Transferred

1) New Japanese Company

Please refer to 3. (2) above for details.

2) New German Company

Please refer to 4. (2) above for details.

3) Resonac Graphite America, Inc.

(1)	Name	Resonac Graphite America, Inc.	
(2)	Address	478 Ridge Road, P.O.Box 2947201 Ridgeville, SC 29472, U.S.A.	
(3)	Representative	Bradley Canaday, President	
(4)	Description of Business	Manufacture and sale of graphite electrodes	
(5)	Capital (Note 6)	50,000 thousand U.S. dollars (JPY 7,828 million)	
(6)	Date of Establishment	December 31, 1990	
(7)	Major Shareholder and Shareholding Ratio	Resonac Corporation 100%	
(8)	Relationship with the Listed Company	Capital Relationship	The company is a consolidated subsidiary in which the Company indirectly holds 100% of the issued shares.
		Personnel Relationship	Not applicable.
		Business Relationship	Not applicable.

	Status as a Related Party	Not applicable.

(9) Financial Position and Operating Results for the Past Three Fiscal Years (Note 6)			
Fiscal Year-End	Fiscal Year Ended December 31, 2023	Fiscal Year Ended December 31, 2024	Fiscal Year Ended December 31, 2025
Consolidated Net Assets	400,546 thousand U.S. dollars (62,709 million yen)	405,476 thousand U.S. dollars (63,481 million yen)	377,851 thousand U.S. dollars (59,156 million yen)
Consolidated Total Assets	510,843 thousand U.S. dollars (79,978 million yen)	466,513 thousand U.S. dollars (73,037 million yen)	430,511 thousand U.S. dollars (67,401 million yen)
Consolidated Net Sales	333,286 thousand U.S. dollars (52,179 million yen)	263,717 thousand U.S. dollars (41,288 million yen)	149,712 thousand U.S. dollars (23,439 million yen)
Consolidated Operating Income	19,021 thousand U.S. dollars (2,978 million yen)	5,027 thousand U.S. dollars (787 million yen)	-34,777 thousand U.S. dollars (-5,445 million yen)

Note 6: Yen amounts have been calculated using the exchange rate of USD 1 = JPY 156.56 as of December 30, 2025.

4) Showa Denko Carbon Mexico Holding, S.A. de C.V.

(1)	Name	Showa Denko Carbon Mexico Holding, S.A. de C.V.	
(2)	Address	Blvd. Diaz Ordaz 402, Col. Rincon de Santa Maria, Monterrey, Nuevo Leon C.P. 64650, Mexico	
(3)	Representative	Juan Bernardo Sainz Barajas, Chairman	
(4)	Description of Business	Holding company of the AMI Group in the Americas	
(5)	Capital (Note 7)	755,768 thousand pesos (JPY 6,575 million)	
(6)	Date of Establishment	March 30, 2021	
(7)	Major Shareholder and Shareholding Ratio	Resonac Corporation 99.96%	
(8)	Relationship with the Listed Company	Capital Relationship	The company is a consolidated subsidiary in which the Company indirectly holds 100% of the issued shares.
		Personnel Relationship	One employee of the Company concurrently serves as a director of the company.
		Business Relationship	The Company Group provides loans to a subsidiary of the company.

	Status as a Related Party	Not applicable.

(9) Financial Position and Operating Results for the Past Three Fiscal Years (Note 7)			
Fiscal Year-End	Fiscal Year Ended December 31, 2023	Fiscal Year Ended December 31, 2024	Fiscal Year Ended December 31, 2025
Net Assets	737,780 thousand pesos (6,419 million yen)	739,437 thousand pesos (6,433 million yen)	731,482 thousand pesos (6,364 million yen)
Total Assets	779,961 thousand pesos (6,786 million yen)	739,458 thousand pesos (6,433 million yen)	734,021 thousand pesos (6,386 million yen)
Net Sales	23 thousand pesos (0 million yen)	24 thousand pesos (0 million yen)	30 thousand pesos (0 million yen)
Operating Income	-17,954 thousand pesos (-156 million yen)	-6,085 thousand pesos (-53 million yen)	-2,991 thousand pesos (-26 million yen)

Note 7: Yen amounts have been calculated using the exchange rate of MXN 1 = JPY 8.70 as of December 30, 2025.

5) Resonac Graphite Austria GmbH

(1)	Name	Resonac Graphite Austria GmbH	
(2)	Address	Elektrodenwerkplatz 1, 4822 Bad Goisern am Hallstaettersee, Austria	
(3)	Representative	Eugen Hofer, Managing Director	
(4)	Description of Business	Manufacture and sale of graphite electrodes	
(5)	Capital (Note8)	51 thousand euros (JPY 9 million)	
(6)	Date of Establishment	December 17, 2015	
(7)	Major Shareholder and Shareholding Ratio	Resonac Europe GmbH 100%	
(8)	Relationship with the Listed Company	Capital Relationship	The company is a consolidated subsidiary in which the Company indirectly holds 100% of the issued shares.
		Personnel Relationship	Not applicable.
		Business Relationship	The Company Group provides loans to the company.
		Status as a Related Party	Not applicable.

(9) Financial Position and Operating Results for the Past Three Fiscal Years (Note8)			
Fiscal Year-End	Fiscal Year Ended December 31, 2023	Fiscal Year Ended December 31, 2024	Fiscal Year Ended December 31, 2025
Net Assets	59,928 thousand euros (11,047 million yen)	52,375 thousand euros (9,654 million yen)	44,730 thousand euros (8,245 million yen)
Total Assets	79,044 thousand euros (14,570 million yen)	77,736 thousand euros (14,329 million yen)	75,873 thousand euros (13,986 million yen)
Net Sales	75,263 thousand euros (13,873 million yen)	66,309 thousand euros (12,223 million yen)	65,589 thousand euros (12,090 million yen)
Operating Income	-22,737 thousand euros (-4,191 million yen)	-7,506 thousand euros (-1,384 million yen)	-7,140 thousand euros (-1,316 million yen)

Note 8: Yen amounts have been calculated using the exchange rate of EUR 1 = JPY 184.33 as of December 30, 2025.

6) Resonac Graphite Spain S.A.U.

(1)	Name	Resonac Graphite Spain S.A.U.	
(2)	Address	Zona Industrial de la Grela, Ctra. Banos de Arteixo No 34, 15008 La Coruña, Spain	
(3)	Representative	Alberto Enríquez, Managing Director	
(4)	Description of Business	Manufacture and sale of graphite electrodes	
(5)	Capital (Note 9)	12,795 thousand euros (JPY 2,359 million)	
(6)	Date of Establishment	July 2, 1957	
(7)	Major Shareholder and Shareholding Ratio	Resonac Europe GmbH 100%	
(8)	Relationship with the Listed Company	Capital Relationship	The company is a consolidated subsidiary in which the Company indirectly holds 100% of the issued shares.
		Personnel Relationship	The Company has assigned one secondee to the company.
		Business Relationship	The Company Group provides loans to the company.
		Status as a Related Party	Not applicable.

(9) Financial Position and Operating Results for the Past Three Fiscal Years (Note 9)			
Fiscal Year-End	Fiscal Year Ended December 31, 2023	Fiscal Year Ended December 31, 2024	Fiscal Year Ended December 31, 2025
Net Assets	160,970 thousand euros (29,672 million yen)	25,131 thousand euros (4,632 million yen)	14,177 thousand euros (2,613 million yen)

Total Assets	347,034 thousand euros (63,969 million yen)	250,346 thousand euros (46,146 million yen)	253,779 thousand euros (46,779 million yen)
Net Sales	202,587 thousand euros (37,343 million yen)	177,143 thousand euros (32,653 million yen)	156,736 thousand euros (28,891 million yen)
Operating Income	-531 thousand euros (-98 million yen)	9,898 thousand euros (1,824 million yen)	-5,096 thousand euros (-939 million yen)

Note 9: Yen amounts have been calculated using the exchange rate of EUR 1 = JPY 184.33 as of December 30, 2025.

*In addition to the four companies listed above, the shares of a total of 13 companies will be sold, including AMI Automation, LLC, AMI Automatización, S.A.P.I. de C.V., AMI Brasil Automação e Manutenção Industrial Ltda., AMI International, S.A.P.I. de C.V., AMI Sudamerica S.A., Resonac Graphite America Sales Inc., Resonac Graphite Italy S.r.L., the New Japanese Company and the New German Company, each of which is a subsidiary or sub-subsidiary of one of the four companies listed above.

(2) Overview of the Transferee in the Share Transfer

(1)	Name	AURELIUS Investment Lux Thirty-Five SARL	
(2)	Address	4 rue Jean Monnet, L-2180 Luxembourg, Grand Duchy of Luxembourg	
(3)	Legal Basis for Establishment	An S.à r.l. (Société à responsabilité limitée) established under Luxembourg company law	
(4)	Purpose of Formation	A holding company formed by AURELIUS to hold investment participations, wholly owned by AURELIUS Investment Lux Alpha SARL, which acts as the master holding company.	
(5)	Date of Formation	November 13, 2025	
(6)	Total Contributions (Note10)	12,000 euros (JPY 2,212 thousand)	
(7)	Investors and Contribution Ratios Overview of Investors	AURELIUS Investment Lux Alpha SARL (100%)	
(8)	Relationship Between the Listed Company and the Fund	Listed Company and the Fund Relationship	Not applicable.
		Relationship Between the Listed Company and the Managing Member	Not applicable.
		Listed Company and Domestic Agent Relationship	Not applicable.

Note 10: Yen amounts have been calculated using the exchange rate of EUR 1 = JPY 184.33 as of December 30, 2025.

(3) Number of Shares to Be Transferred and Voting Rights Ownership Ratios Before and After the Transfer (Note 11)

1) Voting Rights Ownership Ratio Before the Transfer	100.00%
2) Voting Rights Ratio Pertaining to the Shares to Be Transferred	100.00%
3) Voting Rights Ownership Ratio After the Transfer	0.00%

Note 11: The transfer price will not be disclosed in consideration of confidentiality obligations with the transferee. The transfer price was determined through discussions between the parties following a fair process, and the Company considers the price to be fair and reasonable.

(4) Principal Agreement Related to the Transaction

Following completion of the Transaction, RGJ is scheduled to enter into a toll manufacturing agreement with the New Japanese Company, which will be under AURELIUS, and manufacture graphite electrode and its pins for the New Japanese Company at RGJ's Omachi Plant. Under the agreement, the New Japanese Company will bear manufacturing costs, inventories and certain other costs, and the arrangement is expected to limit the Group's exposure to risks associated with fluctuations in market conditions and other factors affecting the graphite electrode business.

6. Future Outlook

In the consolidated financial statements for the fiscal year ending December 31, 2026, the Company expects to record a loss of approximately JPY 105.0 billion in non-recurring items in connection with the Transaction, which will affect IFRS operating income. The loss has already been reflected in the consolidated financial forecast for the fiscal year ending December 31, 2026, announced on November 11, 2026, and there is currently no change to the full-year financial forecast. The amount of the loss is an estimate as of this time and may fluctuate depending on future transaction terms, price adjustments and other factors. If any matters requiring disclosure arise in the future, the Company will promptly disclose them.

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