



December 11, 2023

Company name: **C. Uyemura & Co., Ltd.**
Stock code: 4966 Listing: Standard Market of the Tokyo Stock Exchange
Representative: Hiroya Uyemura, President
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Notice concerning Absorption-type Merger (Simplified, Short Merger) of Consolidated Subsidiary

C. Uyemura & Co., Ltd. (hereinafter “the Company”) hereby announces that, at the Board of Directors meeting held on December 11, 2023, it has resolved upon that the Company will absorb Sumix Corporation (hereinafter “Sumix”) as per the details below.

Since the merger is simplified merger of a wholly owned subsidiary, therefore certain disclosure items and details are omitted.

1. Reason of Merger

Sumix is primarily engaged in the real estate rental business. The Company has decided to absorb Sumix to streamline the group's organization and improve administrative efficiency.

2. Outline of Merger

(1) Schedule of Merger

Resolution of the Company's Board of Directors relating to the merger	December 11, 2023
Conclusion of merger agreement	December 11, 2023
Date of merger (effective date)	April 1, 2024 (planned)

Note: The merger is, for the Company, a simplified merger under the provisions of Paragraph 2 of Article 796 of the Company Act. The merger is, for Sumix, a short form merger pursuant to Article 784 Paragraph 1 of the Companies Act. Therefore, the Company and Sumix will not hold a general meeting of shareholders to carry out the merger.

(2) Method of Merger

It is an absorption-type merger in which the Company is the surviving company, and Sumix will be dissolved.

(3) Allotment Details pertaining to Merger

The Company, which owns all outstanding shares Sumix, neither grants nor allots any shares or other consideration included money pertaining to the merger.

(4) Treatment of stock acquisition rights and bonds with stock acquisition rights with merger

Not applicable.

3. Overview of the Companies involved in Merger (as of September 30, 2023)

	Surviving company	Company being merged
(1) Company Name	C. Uyemura & Co., Ltd.	Sumix Corporation
(2) Location	2-6, Doshomachi 3-chome, Chuo-ku, Osaka	5-1, Deguchi 1-chome, Hirakata, Osaka
(3) Name and Title of Representative	Hiroya Uyemura, Representative Director and President	Hiroya Uyemura, Representative Director and Chairman
(4) Description of Business	Manufacturing and sales of plating chemicals and surface finishing machinery, Purchase and sales of plating chemicals, surface finishing machinery and industrial chemicals, etc. Real estate rental	Real estate rental
(5) Capital	1,336 million yen	10 million yen
(6) Establishment	December 3, 1933	September 25, 1963
(7) Number of Outstanding Shares	19,756,080 shares	1,780,000 shares
(8) Fiscal Year End	March 31	March 31
(9) Major Shareholders and Ratios of Shareholding	Naniwa Shokusan Corporation 28.24% The Master Trust Bank of Japan, Ltd. (trust account) 5.29% Mitsubishi UFJ Bank, Ltd. 5.10% Custody Bank of Japan, Ltd. (trust account) 4.75% BBH FOR FIDELITY LOW-PRICED STOCK FUND(PRINCIPAL ALL SECTOR SUBPORTFOLIO) 4.62%	C. Uyemura & Co., Ltd. 100.00%
(10) Financial Position and Results in Preceding Fiscal Year		
Fiscal year end	Fiscal year ended March 31, 2023(Consolidated)	Fiscal year ended March 31, 2023 (Non-consolidated)
Total Assets	107,267 million yen	522 million yen
Net Assets	84,364 million yen	437 million yen
Net Assets per share	5,125.00 yen	245.78 yen
Sales	85,749 million yen	12 million yen
Operating Income	15,046 million yen	(3)million yen
Ordinary Income	15,832 million yen	28 million yen
Profit attributable to owners of parent	10,545 million yen	22 million yen
Net income per share	636.84 yen	12.38 yen

4. Conditions after Merger

The merger does not affect the Company's name, location, representative's title and name, business content, share capital and fiscal year end.

5. Future Outlook

Since this merger is a merger between the Company and a wholly owned consolidated subsidiary of the Company, the impact on the Company's consolidated business results will be minimal.

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