



October 30, 2024

Name of Company: ISEKI & CO., LTD  
Company Representative: President, Shiro Tomiyasu  
Code number: 6310  
Stock exchange listing: Tokyo Stock Exchange Prime Market  
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### **Notice Concerning Company Split with a Wholly Owned Subsidiary (Simplified Absorption-type Company Split)**

We hereby announce that at a Board of Directors' Meeting held today, the Company has resolved to transfer the agricultural facilities business (the "Business") in which it engages to ISEKI Japan Co., Ltd. (ISEKI Japan), by means of a company split (simplified absorption-type company split; the "Company Split") with an effective date of January 1, 2025 (scheduled), with details as follows.

As the Company announced on June 28, 2024 in "Notice Concerning Change in Trade Name of Surviving Company as a Result of the Merger between Consolidated Subsidiaries," the Company plans to merge six sales subsidiaries in Japan, namely, ISEKI Hokkaido Co., Ltd., ISEKI Tohoku Co., Ltd, ISEKI Kanto Koshinetsu Co., Ltd., ISEKI Kansai Chubu Co., Ltd., ISEKI ChuShikoku Co., Ltd., and ISEKI Kyushu Co., Ltd., and in line with that merger, to change the trade name to "ISEKI Japan Co., Ltd." as of January 1, 2025.

The Company Split is a simplified absorption-type company split with a wholly owned subsidiary of the Company, and as such, certain disclosure matters and details have been omitted.

#### 1. Reason for the Company Split

The Group is committed to swift business growth in response to changes in society and the environment, and to address needs, together with strengthening its management foundation.

The Company Split will transfer the Business to ISEKI Japan, a wholly owned subsidiary of the Company, and by further quickening the pace of decision making and flexibly executing measures, the Company aims to further develop its business in partnership with the core business of ISEKI Japan.

#### 2. Overview of the Company Split

##### (1) Schedule of the Company Split

Board of Directors' resolution	October 30, 2024
Conclusion of company split agreement	November 8, 2024
Effective date of the Company Split	January 1, 2025 (scheduled)

\*Since the Company Split constitutes a simplified absorption-type company split as stipulated in Article 784, Paragraph 2 of the Companies Act for the Company, the splitting company, and a summary company split as stipulated in Article 796, Paragraph 1 of the same Act for ISEKI Japan, the successor company, both companies will carry out the Company Split without obtaining approval at a General Meeting of Shareholders.

##### (2) Method of the Company Split

An absorption-type split with the Company as the splitting company, and ISEKI Japan as the successor company.

##### (3) Details of allotments related to the Company Split

The Company Split will be carried out by the Company and its wholly owned subsidiary, and as such, the Company Split will be without compensation.

##### (4) Handling of stock acquisition rights to shares and bonds with stock acquisition rights accompanying the Company Split

There will be no change in the treatment of stock acquisition rights issued by the Company as a result of the Company Split. In addition, the Company has not issued any bonds with stock acquisition rights.

- (5) Increase or decrease of capital arising from the Company Split  
There will be no increase or decrease in the Company's capital from the Company Split.
- (6) Rights and obligations to be succeeded  
Assets, liabilities, contracts and other rights and obligations pertaining to the Business will be succeeded to ISEKI Japan as prescribed in the absorption-type company split agreement.
- (7) Prospect of fulfillment of obligations  
It has been determined that following the effective date of the Company Split, the Company and ISEKI Japan will have no problem with the prospect of carrying out the obligations for which they are responsible.

### 3. Overview of the Parties Involved in the Company Split

	Splitting company (As of December 31, 2023)	Successor company (Scheduled to be established January 1, 2025)
(1) Company name	ISEKI & CO., LTD.	ISEKI Japan Co., Ltd.
(2) Location	5-3-14, Nishi-Nippori, Arakawa-ku, Tokyo, 116-8541 JAPAN	5-3-14, Nishi-Nippori, Arakawa-ku, Tokyo, 116-8541 JAPAN
(3) Name and title of representative	Shiro Tomiyasu, President	Noriaki Ishimoto, Representative Director & President
(4) Business description	Development, manufacturing, sales, and services of agricultural machinery and landscaping machinery	Sales of agricultural machinery and equipment
(5) Capital	23,344 million yen	81 million yen
(6) Establishment date	April 6, 1936	January 1, 2025 (scheduled)
(7) Outstanding no. of shares	22,984,993 shares	162,000 shares
(8) Fiscal year end	December	December
(9) Major shareholders and percentage of shares held	The Master Trust Bank of Japan, Ltd. (Trust Account) 9.66% Mizuho Bank, Ltd. 4.68% Iseki Kabushiki Hoyukai (Company's Stockholding Co-op.) 4.29% The Norinchukin Bank 3.79% Other	ISEKI & CO., LTD. 100.00%
(10) Financial condition and management results in the most recent fiscal year		
Fiscal year end	December 31, 2023 (consolidated)	December 31, 2023
Net assets	74,215 Million yen	— Million yen
Total assets	217,102 Million yen	— Million yen
Net assets per share (common stock)	3,065.05 Yen	— Yen
Net sales	169,916 Million yen	— Million yen
Operating income	2,253 Million yen	— Million yen
Ordinary income	2,092 Million yen	— Million yen

Profit attributable to owners of parent	29 Million yen	— Million yen
Profit per share	1.28 Yen	— Yen

(Note) Percentage of shares held is calculated excluding treasury shares.  
ISEKI Japan is scheduled to be established on January 1, 2025, and as such, data is not stated for “(10) Financial condition and management results in the most recent fiscal year.”

#### 4. Overview of the Business to be Split

(1) Business description

Agricultural facilities business

(2) Business performance

Net sales: 1,019 million yen (fiscal year ended December 31, 2023)

(3) Assets and liabilities to be split, and their amounts

Assets		Liabilities	
Item	Book value	Item	Book value
Current assets	279 million yen	Current liabilities	196 million yen
Non-current assets	2 million yen	Non-current liabilities	0 million yen
Total	281 million yen	Total	196 million yen

(Note) The actual amounts of assets and liabilities to be split will be determined after adding or subtracting any increase or decrease up to the effective date of the Company Split to the above amounts.

#### 5. Status Following the Company Split

(1) Status of the Company

The Company Split will not impact the Company’s name, location, title or name of representative, business description, capital, or fiscal year end.

(2) Status of ISEKI Japan

The Company Split will not impact ISEKI Japan’s name, location, title or name of representative, business description, capital, or fiscal year end.

#### 6. Future Outlook

Since this is a company split between the Company and its wholly owned subsidiary, the impact of the Company Split on consolidated financial results will be immaterial.