



January 24, 2025

Company name: Kanadevia Corporation
Representative: Michi Kuwahara, President and COO
(Securities code: 7004; Prime Market, Tokyo Stock Exchange)
Inquiries: Hiroshi Miyazaki, Executive Officer,
General Manager, Corporate Planning
Department
Telephone: +81-6-6569-0005

Notice Regarding Share Transfer and Partial Transfer of Business of Consolidated Subsidiaries, and Recording of Extraordinary Income

Kanadevia Corporation (hereinafter the "Kanadevia") hereby announces that its board of directors held today, has resolved to transfer all issued shares of its wholly-owned subsidiary, H&F Corporation (hereinafter "H&F"), to AMADA CO., LTD. (hereinafter "AMADA") (hereinafter the "Share Transfer"), and partial transfer of businesses of its consolidated subsidiaries, Kanadevia Trading (Shanghai) Co., Ltd. (hereinafter "KVTS"), Kanadevia India Private Limited (hereinafter "KVIND"), and PT. Kanadevia INDONESIA (hereinafter "PTKV") (hereinafter the "Business Transfer").

As a result, Kanadevia expects to record extraordinary income in the financial results for the first quarter of the fiscal year ending March 2026, as outlined below.

Furthermore, due to the Share Transfer, H&F and its wholly-owned subsidiaries, H&F SERVICES U.S.A., INC., H&F EUROPE LIMITED, and H&F Services (Thailand) Co., Ltd., and its affiliated company, HZF Services (Malaysia) Sdn. Bhd. will be excluded from its consolidated subsidiaries and affiliated companies.

1. Reason for the Share Transfer and Business Transfer

After its predecessor Fukui Machinery Co., Ltd. was established in 1964 and joined Kanadevia Group, in 1999, it merged with Kanadevia press business and changed its business name to "H&F" and has developed the manufacturing and after-sales services for large press machines mainly for Japanese automobile companies. In the meantime, in 2006, H&F was listed on the Tokyo Stock Exchange (JASDAQ) at that time, and since 2017, H&F has been in the press business of Kanadevia group as a wholly owned subsidiary.

In recent years, as the level of demand for production capacity has increased, such as the weight reduction of car bodies in line with the shift to electric vehicles (EVs), Kanadevia has been seeking partnerships to accelerate H&F growth strategy and improve and enhance profitability, with an eye to further changes in the environment in the future. As a result, Kanadevia has determined that having AMADA become the parent company of H&F would provide significant benefits. These include complementarity with AMADA Group's small to medium press machines, the expansion of business opportunities through leveraging AMADA Group's sales network and processing expertise, strengthening the management foundation, and enhancing corporate value. Accordingly, Kanadevia decided to proceed with the share transfer and Business Transfer. Through the Share Transfer and Business Transfer, H&F will pursue synergies with AMADA Group by establishing a complementary relationship between H&F's large press machines and AMADA Group's small to medium press machines. This will enable a substantial expansion of product lineups and customer bases, as

well as the allocation of capital toward high-value-added products such as laser blanking systems. Moving forward, H&F aims to further solidify its positioning in the press machine industry and enhance corporate value.

2. Content of the Share Transfer

(1) Overview of the subsidiary to be transferred (H&F)

(1) Name	H&F Corporation		
(2) Head office	1-8-28, Jiyugaoka, Awara, Fukui, Japan		
(3) Representative	Yasushi Yamada, President		
(4) Description of business	Manufacturing, sales, and after-sales service of press machines, various automation equipment, and control devices		
(5) Share capital	JPY 1,055 million		
(6) Date of establishment	August 18, 1964		
(7) Major shareholders and shareholding ratios	Kanadevia Corporation 100.00%		
(8) Relationship between Kanadevia and H&F	Capital relationship	Wholly-owned subsidiary	
	Personnel relationship	Some employees have been seconded from Kanadevia to H&F.	
	Business relationship	There are no applicable matters.	
(9) Operating results and financial positions of H&F for the last three years	(Millions of yen, unless otherwise noted)		
As of / Fiscal year ended	March 31.2022	March 31.2023	March 31.2024
Net assets	14,375	14,651	14,873
Total assets	23,368	24,951	28,271
Net assets per share (Yen)	1,459	1,487	1,510
Net sales	12,634	14,563	17,925
Operating income	-258	203	569
Ordinary income	-123	297	685
Net income	-60	281	415
Net income per share (Yen)	-6	29	42
Dividend per share (Yen)	0	14	21

(Note) The combined operating results and financial position of H&F and its wholly-owned subsidiaries, H&F SERVICES U.S.A., INC., H&F EUROPE LIMITED, and H&F Services (Thailand) Co., Ltd., are as follows. (Fiscal year ended March 31, 2024)

Net assets:	16,220 million yen
Total assets:	30,442 million yen
Net sales:	20,916 million yen
Operating income:	674 million yen
Ordinary income:	817 million yen
Net income:	519 million yen

(2) Overview of the counterparty of the Share Transfer (AMADA)

(1) Name	AMADA CO., LTD.		
(2) Head Office	200, Ishida, Isehara-shi, Kanagawa, Japan		
(3) Representative	Takaaki Yamanashi, Representative Director, President		
(4) Description of business	Development, manufacture, sale, and service of metalworking machines (sheet metal processing products, micro welding products), metal machine (cutting machines, grinders, press machines)		
(5) Share capital	JPY 54,768 million		
(6) Date of establishment	May 1, 1948		
(7) Major shareholders and shareholding ratios (as of September 30, 2024) (Note)	The Master Trust Bank of Japan, Ltd. (Trust accounts)	20.96%	
	Custody Bank of Japan, Ltd. (Trust accounts)	13.51%	
	STATE STREET BANK AND TRUST COMPANY 505001	3.31%	
	The AMADA FOUNDATION	3.02%	
	JPMorgan Securities Japan Co., Ltd.	2.15%	
	MSIP CLIENT SECURITIES	2.04%	
	JAPAN POST INSURANCE Co., Ltd.	1.83%	
	Nippon Life Insurance Company	1.79%	
	The Nomura Trust and Banking Co., Ltd. (Trust accounts)	1.57%	
	JP MORGAN CHASE BANK 385781	1.37%	
(8) Relationship between Kanadevia and AMADA	Capital relationship	There are no applicable matters.	
	Personnel relationship	There are no applicable matters.	
	Business relationship	There are no applicable matters.	
	Related party relationship	There are no applicable matters.	
(9) Consolidated operating results and financial positions of AMADA for the last three years	(Millions of yen, unless otherwise noted)		
As of/ Fiscal year ended	March 31.2022	March 31.2023	March 31.2024
Total equity	484,034	508,521	534,396
Total assets	614,439	647,562	681,053
Revenue	312,658	365,687	403,500
Operating profit	38,538	49,867	56,507
Profit before tax	40,496	49,608	58,066
Profit attributable to owners of parent	27,769	34,158	40,638

(Note) The shareholding ratio is calculated excluding the number of treasury shares. It should be noted that while AMADA holds treasury shares, these are excluded from the list of major shareholders.

(3) Number of shares transferred and shareholding before and after the transfer

(1) Number of shares held before the transfer	9,849,602 shares (shareholding ratios: 100.00%)
(2) Number of shares to be transferred	9,849,602 shares
(3) Number of shares held after the transfer	0 shares (shareholding ratios: 0.00%)

3. Content of the Business Transfer

(1) Overview of the subsidiary undergoing the Business Transfer

① Overview of KVTS

(1) Name	Kanadevia Trading (Shanghai) Co., Ltd.
(2) Head Office	Room A041, 40th Floor, Hang Seng Bank Tower, 1000 Lujiazui Ring Road, Pudong New District, Shanghai, China
(3) Representative	Ma Kohtoh, Chairman & General Manager
(4) Description of business	1. Import and sales of Kanadevia Group products within China 2. Export and sales of Chinese products to the Kanadevia Group 3. Domestic trading of related products within China 4. Provision of related technical and service support, as well as after-sales services
(5) Share capital	CNY 2 million
(6) Date of establishment	August 13, 2013
(7) Major shareholders and shareholding ratios	Kanadevia Corporation 100.00%

② Overview of KVIND

(1) Name	Kanadevia India Private Limited
(2) Head Office	503, 5th Floor, Vatika City Point, Mehrauli Gurgaon Road, Gurgaon-122002, Haryana, India
(3) Representative	Tetsuya Kanasaka, President
(4) Description of business	1. Import and sales of Kanadevia Group products within India 2. Export and sales of Indian products to Kanadevia Group, etc.
(5) Share capital	INR 648 million
(6) Date of establishment	May 3, 2011
(7) Major shareholders and shareholding ratios	Kanadevia Corporation 99.93%
	Ecomanage Corporation 0.07%

③ Overview of PTKV

(1) Name	PT. Kanadevia INDONESIA
(2) Head Office	Wisma BNI 46 Lt. 6 Suite 6.11 Jl. Jendral Sudirman Kav. 1 karet Tengsin Tanah Abang Jakarta Pusat, 10220, Indonesia
(3) Representative	Toshiaki Tatsu, President
(4) Description of business	1. Sales and after-sales services of Kanadevia Group products within Indonesia 2. Import of marine diesel engine parts, press machines and their components, shield tunneling machines and their components
(5) Share capital	IDR 6,000 million
(6) Date of establishment	August 30, 2013
(7) Major shareholders and shareholding ratios	Kanadevia Corporation 99.00%
	Ecomanage Corporation 1.00%

(2) Transferred business

Operations related to after-sales services for press machines manufactured by H&F

(3) Business performance of the transferred business (fiscal year ended March 2024) (Note)

① Net sales: 901 million yen

② Ordinary income: 166 million yen

(Note) Simple aggregation of KVTS, KVIND and PTKV

(4) Items and amounts of assets and liabilities to be transferred

Assets and liabilities associated with the transferred business will be examined and transferred accordingly.

(5) Overview of the counterparty of the Business Transfer

The overview is the same as 2. (2) “Overview of the counterparty of the Share Transfer (AMADA)”

4. Transfer price and payment method for the Share Transfer and Business Transfer

Transfer price : 17.7 billion yen

The payment method is planned to be in cash.

5. Schedule

(1)	Date of Board of Directors' Resolution	January 24, 2025
(2)	Contract Signing Date of the Share Transfer	January 24, 2025
(3)	Execution Date of the Share Transfer and Business Transfer	April 1, 2025

(Note) The contract for the Business Transfer is scheduled to be executed promptly as soon as preparations are completed following today.

(Note) The effectiveness of the Share Transfer and Business Transfer is subject to the completion of necessary approvals and procedures under Act on Prohibition of Private Monopolization and Maintenance of Fair Trade and other relevant regulations in Japan. The above schedule may be subject to change due to delays in these procedures or other reasons.

6. Impact on Financial Performance

(1) Non-Consolidated Financial Statements

As a result of the Share Transfer, a gain of approximately 7.2 billion yen from the sale of affiliated company shares is expected to be recorded as extraordinary income in the non-consolidated financial statements for the first quarter of the fiscal year ending March 2026.

(2) Consolidated Financial Statements

The impact on the consolidated financial results is currently under review. If any matters requiring disclosure arise in the future, Kanadevia will promptly provide notification.

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