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November 19, 2025

To whom it may concern,

Company name	NORITZ Corporation
Representative	Masayuki Takenaka, President and Representative Director (Securities code: 5943; Tokyo Stock Exchange, Prime Market)
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Notice Concerning Partial Share Exchange with OGIHARA MFG.CO., Ltd. (Simplified Partial Share Exchange) to Make it a Subsidiary

NORITZ Corporation (the “Company”) resolved today to conduct a partial share exchange (hereinafter the “Partial Share Exchange”) where the Company will be a parent company resulting from a partial share exchange and OGIHARA MFG.CO., Ltd. (hereinafter “OGIHARA”) will be a subsidiary company resulting from a partial share exchange. The Partial Share Exchange shall be conducted using treasury shares and will not involve the issuance of new shares. Furthermore, the Company plans to conduct the Partial Share Exchange through a simplified partial share exchange procedure, without obtaining the approval by a resolution of a general meeting of shareholders, in accordance with the provisions of Article 816-4, paragraph (1) of the Companies Act.

1. Purpose of making a subsidiary through a partial share exchange

The Company has entered the third year of its Medium-Term Management Plan “V-plan 26,” which started last year. Under this plan, the Company positions the three-year period as a phase for “initiating reform” and is proceeding to boost earning power through high value-added products and environmentally friendly products in the domestic business. As part of these measures, the Company shall undertake the provision of core components for its Water Heaters section. By making OGIHARA, which has technological capabilities, a subsidiary, the Company deems it will be possible to boost earning power through vertical integration, and further improve quality management systems to establish a stable supply structure. Moreover, the Company believes that its utilization of the management resources possessed by OGIHARA will be pivotal in achieving the “manufacturing strategy” that will contribute to the NORITZ Group’s medium to long-term growth.

Meanwhile, OGIHARA, founded in 1946, is a company with a long history and a deep trading relationship with the Company that goes back years. Looking forward, as OGIHARA works with the Company as its subsidiary, the Company will focus on further stabilizing the management foundation with the expectation of further expanding the customer base, improving technological capability and quality, streamlining the upstream supply chain, reducing costs, and reaping other benefits. With this in mind, the Company decided to convert OGIHARA into a subsidiary for the purpose of improving the corporate value of both companies.

The Company decided to utilize the partial share exchange system, as the Company has determined that exchanging shares of the Company to the managing shareholders of OGIHARA through the Partial Share Exchange will contribute to enhancing the sense of participation in the NORITZ Group, expanding the NORITZ Group's performance, and improving the corporate value.

2. Summary of the Partial Share Exchange

(1) Date of partial share exchange

Board of Directors meeting at which the partial share exchange was resolved	November 19, 2025 (Wednesday)
Date of application for the transfer of shares of the partial-share-exchange subsidiary	December 12, 2025 (Friday) (scheduled)
Scheduled date for conducting the partial share exchange (effective date)	December 19, 2025 (Friday) (scheduled)

- Notes:
1. The Partial Share Exchange is scheduled to be conducted by a simplified partial share exchange, which does not require approval from a general meeting of shareholders of the Company, in accordance with the provisions of Article 816-4, paragraph (1) of the Companies Act.
 2. The Company may change the schedule due to procedural necessities related to the Partial Share Exchange or other reasons.
 3. The Partial Share Exchange is contingent on effectuation of a securities registration statement in accordance with the Financial Instruments and Exchange Act, and other relevant laws and regulations.

(2) Method of the Partial Share Exchange

This is a partial share exchange whereby the Company is the partial-share-exchange parent company and OGIHARA is the partial-share-exchange subsidiary. The Partial Share Exchange is scheduled to be conducted by a simplified partial share exchange, which does not require approval from a general meeting of shareholders of the Company, in accordance with the provisions of Article 816-4, paragraph (1) of the Companies Act.

(3) Details of allotment related to the Partial Share Exchange (partial share exchange ratio)

The Company will allot and deliver 12.05 common shares of the Company for 1 common share of OGIHARA. In the Partial Share Exchange, the Company plans to allocate treasury shares in its possession for all of the common shares it delivers as the allotment for the exchange for shares of OGIHARA, without issuing new shares. The lower limit number of common shares of OGIHARA to be accepted by the Company will be 14,977 shares. The number of common shares of the Company to be allotted and delivered when the Company accepts

this lower limit number of common shares will be 180,472 shares, and the ratio to the Company's total number of shares issued of 48,554,930 as of September 30, 2025 will be 0.37%. Pursuant to the provisions of Article 234 of the Companies Act and other relevant laws and regulations, if fractions of less than one Company share arise in the Partial Share Exchange, a number of common shares of the Company equivalent to the total of those fractions (fractions will be rounded down to the share unit if that total is less than one), the Company will sell the number of shares equivalent to the sum of all of the fractions less than one share and deliver cash to the shareholders of OGIHARA in proportion to the fractions attributed to those shares.

The shareholders of OGIHARA who receive an allotment of common shares of the Company constituting less than one share unit (100 shares) (hereinafter "Shares Less Than One Unit") as a result of the Partial Share Exchange cannot sell the Shares Less Than One Unit they hold on the Tokyo Stock Exchange or any other financial instruments exchange. The shareholders who will hold Shares Less Than One Unit are allowed to demand the Company to purchase their holdings of Shares Less Than One Unit, in accordance with the provisions of Article 192, paragraph (1) of the Companies Act.

(4) Handling of share acquisition rights and bonds with share acquisition rights associated with the Partial Share Exchange

There are no share acquisition rights or bonds with share acquisition rights issued by OGIHARA.

3. Grounds, etc. for details of allotment in the Partial Share Exchange

(1) Basis and reason for details of allotment

In considering the partial share exchange ratio for the Partial Share Exchange, with the aim of ensuring the appropriateness, the Company selected FINANCIAL ADVISORY SERVICES INC. (Location: 6th floor, Taiga Building, 3-6-2, Bingo-machi, Chuo-ku, Osaka City; Representative: Shinta Wakino), a third-party institution independent of the Company and OGIHARA, and obtained a report on evaluation of share value in connection with the Partial Share Exchange as of November 18, 2025. Upon comprehensively considering these calculation results, along with factors such as the financial situation, the status of assets, current situation and future business activity prospects of both companies, and conducting thorough investigations, the Company finally concluded that the partial share exchange ratio specified in the above "2. Summary of the Partial Share Exchange, (3) Details of allotment related to the Partial Share Exchange (partial share exchange ratio)" would be appropriate and not undermine the interest of the Company's shareholders, as it is within the partial share exchange ratio range calculated by FINANCIAL ADVISORY SERVICES INC. In the event of any material change in the terms and conditions on which the calculation is based, the partial share exchange ratio may be changed through deliberations between the Company and shareholders of OGIHARA.

(2) Matters concerning calculation

(i) Name of the valuation agency and its relationship with the Company and OGIHARA

FINANCIAL ADVISORY SERVICES INC. is not classified as a related party of either the Company or OGIHARA, and has no significant interest in the Partial Share Exchange. Fees for FINANCIAL ADVISORY SERVICES INC. pertaining to the Partial Share Exchange are fixed fees only that are paid regardless of the success or failure of the Partial Share Exchange and do not include incentive fees to be paid on certain conditions, such as the successful conclusion of the Partial Share Exchange.

(ii) Overview of calculation

When evaluating the Company's share value as consideration in the Partial Share Exchange, FINANCIAL ADVISORY SERVICES INC. determined that the market price method would provide sufficiently appropriate results, on the grounds that the common shares of the Company are traded on the Tokyo Stock Exchange Prime Market, which provides a market price and ensures high liquidity in the trading market, and thus used the market price method in its calculation.

Adopted method	Calculation result (per common share)
Market price method	1,843 yen to 2,009 yen

For OGIHARA's share value calculation, comprehensive consideration was given to such matters as its shares not having a market price because it is an unlisted company; its stated net assets as of the reference date of the evaluation not indicating a share value that took into consideration future cash flows, and the difficulty to provide objective and reasonable judgment if adopting the profit level from any fiscal year for the profit element of the profit and multiples (times), which form the calculation components of comparable company analysis method, due to the profit level significantly fluctuating depending on the state of progress and implementation certainty of projects OGIHARA will perform in the future. As a result, the discount cash flow method (hereinafter "DCF") was adopted in order to reflect the circumstances of future business activities in the valuation.

Adopted method	Calculation result (per common share)
DCF method	17,649 yen to 26,974 yen

As a result, the calculation of the partial share exchange ratio for one common share of OGIHARA, when the value for one common share of the Company is one, is as follows.

	Calculation result of partial share exchange ratio
Common share	8.78 to 14.64

In the market price method, with November 18, 2025 set as the reference date for calculation, the share value per share of the Company was analyzed based on the closing price on the Prime Market of the Tokyo Stock Exchange on the reference date for calculation and the simple average closing prices for the preceding one-month, three -month, and six-month periods.

For the DCF method, the Company evaluated the corporate value of OGIHARA by using a certain discount rate to discount, to the current value, the free cash flow it is expected to generate in the future based on its financial forecasts that it provided to the Company for the period from the fiscal year ended October 31, 2025 to the fiscal year ending October 31, 2029 to the current value at a certain discount rate. The terminal value for the period after the plan period was calculated using the perpetual growth method by applying a perpetual growth rate of 2.0%, taking into account the conceivable level of business growth after the plan period as of the time of valuation, and a discount rate of 7.8% to 8.8% with 8.3% as the reference.

In calculating the partial share exchange ratio, FINANCIAL ADVISORY SERVICES INC., used

information provided by the Company and OGIHARA and publicly available information, etc. basically as they are, assumed that the documents and information, etc. are accurate and complete with no facts that may materially affect its calculation of the partial share exchange ratio remaining undisclosed to FINANCIAL ADVISORY SERVICES INC., and has not independently verified their accuracy and completeness. In addition, FINANCIAL ADVISORY SERVICES INC. has not undertaken any independent evaluation, appraisal or assessment of any of the assets or liabilities of the Company and OGIHARA (including contingent liabilities) including any analysis or evaluation of each individual asset or liability, nor has it made any request to a third-party institution for an appraisal or assessment of such. It is assumed that the information regarding business plans of OGIHARA referenced for the calculation were prepared reasonably by the management of OGIHARA based on the best forecasts and judgments available at the current time. The calculation results by FINANCIAL ADVISORY SERVICES INC. reflect the information and economic conditions available as of November 18, 2025.

The business plan of OGIHARA, which is the basis of the valuation of the DCF Method above, includes fiscal years in which it expects a significant profit increase due to future business expansion. Specifically, over the period from the fiscal year ended October 31, 2025 to the fiscal year ending October 31, 2029, OGIHARA expects to expand the scale of adoption of its products particularly by new customers and there is anticipated adoption of new products, which is expected to increase its operating income. The financial forecasts from the fiscal year ended October 31, 2025 to the fiscal year ending October 31, 2029 in which OGIHARA expects significant profit gain are as follows.

(Thousands of yen)

	FYE 10/2025	FYE 10/2026	FYE 10/2027	FYE 10/2028	FYE 10/2029
Operating income	131,158	98,484	164,965	273,236	339,499
Change (%)	—	(24.9)%	67.5%	65.6%	24.3%

(3) Prospect and reason for delisting

Not applicable.

(4) Measures to secure fairness

In considering the partial share exchange ratio for the Partial Share Exchange, with the aim of ensuring the appropriateness, the Company selected FINANCIAL ADVISORY SERVICES INC., a third-party institution independent of the Company and OGIHARA, and obtained a report on calculation of partial share exchange ratio in connection with the Partial Share Exchange as of November 18, 2025. For an overview of the report on calculation, please refer to the above “3. (2) Matters concerning calculation (ii) Overview of calculation.”

The calculation results of the partial share exchange ratio by FINANCIAL ADVISORY SERVICES INC., are not to express its opinion on the fairness of the partial share exchange ratio in the Partial Share Exchange, and the Company has not obtained any written opinion expressing that the partial share exchange ratio in the Partial Share Exchange is fair for common shareholders of the Company from the financial point of view (otherwise known as the fairness opinion).

(5) Measures to avoid conflicts of interest

No special measures have been taken regarding the Partial Share Exchange because no special conflicts of interest have arisen between the Company and OGIHARA.

4. Overview of the companies concerned in the Partial Share Exchange

(1) Share-exchange parent company

(1) Trade name	NORITZ Corporation	
(2) Location of head office	93 Edo-machi, Chuo-ku, Kobe City, Hyogo Prefecture	
(3) Name and title of representative	Masayuki Takenaka, President and Representative Director	
(4) Description of business	Manufacturing, sale and service of housing equipment and facilities, mainly in the Water Heaters section.	
(5) Share capital	20,167,979,107 yen (As of September 30, 2025)	
(6) Date of establishment	March 10, 1951	
(7) Total number of shares issued	48,554,930 shares (As of September 30, 2025)	
(8) Fiscal year end	December 31	
(9) Number of employees (non-consolidated)	2,038 employees (As of December 31, 2024)	
(10) Major trading partners	OSAKA GAS CO., LTD. TOKYO GAS CO., LTD.	
(11) Main banks	Sumitomo Mitsui Banking Corporation MUFG Bank, Ltd.	
(12) Major shareholders and shareholding ratio (As of June 30, 2025)	The Master Trust Bank of Japan, Ltd. (Trust Account)	10.62%
	Noritz Clients' Shareholding Association	5.09%
	Sumitomo Mitsui Banking Corporation	3.80%
	The Dai-ichi Life Insurance Company, Limited	3.52%
	Chofu Seisakusho Co., Ltd.	3.32%
	NIPPON ACTIVE VALUE FUND PLC	3.28%
	STATE STREET BANK AND TRUST COMPANY 505103	3.22%
	Noritz Employees' Shareholding Association	2.80%
	Noritz Customers' Shareholding Association	2.51%
	Nippon Electric Glass Co., Ltd.	2.44%
(13) Relationship between the companies concerned (As of September 30, 2025)	Capital relationship	The Company owns 26,333 common shares of OGIHARA and its shareholding ratio is 32.5%.
	Personnel relationship	No matters to report.
	Business relationship	OGIHARA is a manufacturing component supplier of the Company
	Relationship with related parties	No matters to report.

(14) Operating results and financial position of the company for the past three years (consolidated)			
Fiscal year end	December 31, 2022	December 31, 2023	December 31, 2024
Net assets (Thousands of yen)	119,656,519	126,667,147	136,939,350
Total assets (Thousands of yen)	216,974,957	207,771,529	223,767,845
Net assets per share (Yen)	2,508.08	2,644.38	2,852.62
Net sales (Thousands of yen)	210,966,041	201,891,300	202,204,016
Operating income (Thousands of yen)	6,889,629	3,840,587	2,395,961
Ordinary income (Thousands of yen)	7,900,624	1,245,104	3,579,995
Net income attributable to shareholders of parent company (Thousands of yen)	4,800,729	868,889	4,383,109
Net income per share (Yen)	104.64	18.84	94.89
Dividend per share (Yen)	53	53	69

(2) Share-exchange subsidiary

(1) Trade name	OGIHARA MFG.CO., LTD.
(2) Location of head office	8060 Misuzu, Ina City, Nagano Prefecture
(3) Name and title of representative	Aruto Takaoku, Representative Director and President
(4) Description of business	Design, manufacturing and sale of miniature pumps and water treatment systems, etc.
(5) Share capital	81,000,000 yen (As of October 31, 2025)
(6) Date of establishment	August 5, 1954
(7) Total number of shares issued	81,000 shares (As of October 31, 2025)
(8) Fiscal year end	October 31
(9) Number of employees (non-consolidated)	180 employees (As of October 31, 2025)
(10) Major trading partners	NORITZ Corporation Rinnai Corporation Paloma Co., Ltd.
(11) Main banks	Sumitomo Mitsui Banking Corporation The Hachijuni Bank, Ltd. Shoko Chukin Bank THE NAGANO-KEN SHINKUMI BANK

(12) Major shareholders and shareholding ratio (As of October 31, 2025)	NORITZ Corporation		32.5%
	Aruto Takaoku		22.7%
	Ricoh Company, Ltd.		15.2%
	Kuniichi Hirabayashi		10.5%
	Hideaki Fukasawa		10.5%
	Hinode Kenko Co., Ltd.		4.9%
	ORGANO CORPORATION		3.2%
	THE NAGANO-KEN SHINKUMI BANK		0.5%
(13) Relationship between the companies concerned (As of October 31, 2025)	Capital relationship	The Company owns 26,333 common shares of OGIHARA and its shareholding ratio is 32.5%	
	Personnel relationship	No matters to report	
	Business relationship	OGIHARA is a manufacturing component supplier of the Company	
	Relationship with related parties	No matters to report	
(14) Operating results and financial position of the company for the past three years			
Fiscal year end	October 31, 2022	October 31, 2023	October 31, 2024
Net assets (Thousands of yen)	2,034,872 [1,895,966]	2,039,052 [1,851,084]	1,796,042 [1,613,408]
Total assets (Thousands of yen)	6,140,551 [6,989,089]	5,306,377 [6,751,360]	4,648,225 [6,896,933]
Net assets per share (Yen)	25,121.88 [23,406.99]	25,173.49 [22,852.90]	22,173.36 [19,918.62]
Net sales (Thousands of yen)	3,791,307 [4,440,776]	3,720,875 [4,383,023]	3,322,537 [4,044,315]
Operating income (loss) (Thousands of yen)	12,064 [(20,405)]	19,432 [(23,395)]	(60,260) [(38,388)]
Ordinary income (loss) (Thousands of yen)	51,909 [14,840]	53,963 [5,175]	(29,873) [(24,349)]
Profit (loss) (Thousands of yen)	23,301 [(14,323)]	22,000 [(27,061)]	(225,190) [(219,856)]
Net income (loss) per share (Yen)	287.67 [(176.83)]	271.61 [(334.09)]	(2,780.13) [(2,714.28)]
Dividend per share (Yen)	220 [220]	220 [220]	220 [220]

Note: Although OGIHARA does have subsidiaries, because it does not produce consolidated operating metrics, the operating results and financial position shown above are for the stand-alone entity and the combined results for the stand-alone entity and its subsidiaries are shown inside square parentheses.

5. Status after the Partial Share Exchange

- (1) There will be no changes to the Company's trade name, location of head office, name and title of representative, business details, share capital or fiscal year end as a result of the Partial Share Exchange.
- (2) There will be no changes to OGIHARA's trade name, location of head office, name and title of representative, business details, share capital or fiscal year end as a result of the Partial Share Exchange.

6. Overview of accounting treatment

The Partial Share Exchange is expected to be treated as an acquisition under the Accounting Standard for Business Combinations. In addition, the amount of goodwill (or negative goodwill) to be recognized through the Partial Share Exchange is undetermined at the current time.

7. Future outlook

The Company believes that the Partial Share Exchange will have only a minor impact on the consolidated financial results of the Company.

The Company will promptly announce any incidents that may arise in the future that are deemed necessary to be disclosed.