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September 29, 2023

Company Name: Restar Holdings Corporation
(Code: 3156 Tokyo Stock Exchange
Prime Market)

Name of Representative: Tomoharu Asaka,
Representative Director CFO
Contact Information: Susumu Nishima,
Corporate Executive Officer in charge of
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Notice Concerning Conclusion of Share Transfer Agreement Related to the Acquisition of Shares (Addition of Subsidiaries)

Restar Holdings Corporation (the “Company”) hereby announces that, at a meeting of the Board of Directors held on the date of this release, it resolved to acquire the shares of TSUZUKI EMBEDDED SOLUTIONS CO., LTD., TSUZUKI DENSAN TRADING (SHANGHAI) CO., LTD., TSUZUKI DENSAN HONG KONG CO., LTD., and TSUZUKI DENSAN SINGAPORE PTE.LTD. (hereinafter, collectively referred to as the “Target Companies”), which are group companies of TSUZUKI DENKI CO., LTD., and make them wholly owned subsidiaries, and thereby concluded a share transfer agreement with TSUZUKI DENKI CO., LTD. on the date of this release.

1. Reason and Purpose of Share Acquisition

Under our management vision of “Global (in view and scale) / Social Contribution / Collaboration and Innovation,” the Company aims to be “the Electronics Value Platformer” that accommodates all manner of stakeholder needs through a wide range of business activities, including the sale and provision of solutions for semiconductors and electronic components, the handling of video, audio, and communications equipment for broadcasters and the public, the development, manufacture, and sale of settlement and access management systems integrating NFC (Near Field Communication) technology, the planning and operation of solar and wind power plants and other renewable energy, and the operation of vegetable factories.

In order to enrich people's lives and society, industry and society are evolving at an ever-accelerating pace. The Company believes that demand for electronic components, particularly semiconductors, will continue to grow in the future based on factors such as production innovation that utilizes new advanced technologies, electrification in support for the safe driving of vehicles, investment in digitalization in the IoT society, and the growing need for environmental products for a decarbonized society.

Under this environment, customers in the FA, production machinery, and automotive device markets, as well as a wide range of products and related services and technologies held by the Target Companies will be added to the Group, including power semiconductors for decarbonization and energy-saving products, GPUs, ASICs, and memory. Along with this expansion in scale, the Group will expand its cross-selling variations by further enhancing line cards without duplication. Also, in IoT solutions such as image recognition and sensing, which are growth areas of the Target Companies, it will be possible to supplement the Company’s strength in vision-related technologies, including Sony semiconductors and equipment, as well as image-related AI. In addition, the Company believes that developments such as the expansion of its semiconductor reliability testing and design and development contract services to major customers of the Target Companies will contribute to further enhancing its presence in semiconductor manufacturing related fields. The Company will target further growth by leveraging the strengths of both the Company and the Target Companies and exercising synergies.

< Synergies Targeted by Making the Target Companies Subsidiaries >

- (1) Mutual complementing and cross-selling of existing products
- (2) Development of solutions in the sensing domain
- (3) Restar matching service (business matching service) utilization and collaboration
- (4) Development of high value-added businesses by merging technical resources from both sides
- (5) Sharing business models that focus on customer value chains
- (6) Expanding the Company's appeal in the SaaS and security fields

2. Overview of the Subsidiary to be Transferred (Acquired)

1) Overview of TSUZUKI EMBEDDED SOLUTIONS CO., LTD.

(1)	Name	TSUZUKI EMBEDDED SOLUTIONS CO., LTD.		
(2)	Location	2-5-3 Nishi-Shinbashi, Minato-ku, Tokyo, Japan		
(3)	Job title and name of representative	Masato Tozawa, President and Representative Director		
(4)	Description of business	Sales, maintenance and support of ICT products, electronic devices, electronic components and other embedded products; sales of office supplies		
(5)	Share capital	350 million yen		
(6)	Date of establishment	July 1, 2021		
(7)	Major shareholders and ownership ratios	TSUZUKI DENKI CO., LTD. (100%)		
(8)	Relationship between the Company and said company	Capital relationship	Not applicable.	
		Personnel relationship	Not applicable.	
		Business relationship	Not applicable.	
(9)	Operating results and financial position of said company for the last three years (millions of yen)			
	Fiscal year-end	Fiscal year ended March 31, 2021	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
	Net assets	—	10,744	11,175
	Total assets	—	19,484	20,442
	Net assets per share	—	1,534,904.65 yen	1,596,525.49 yen
	Net sales	—	12,296	26,537
	Operating profit	—	261	791
	Ordinary profit	—	268	821
	Profit attributable to owners of parent	—	173	549
	Basic earnings per share	—	24,744.06 yen	78,477.12 yen

2) Overview of TSUZUKI DENSAN TRADING (SHANGHAI) CO., LTD.

(1)	Name	TSUZUKI DENSAN TRADING (SHANGHAI) CO., LTD.	
(2)	Location	Room3902, United Plaza, No1468 Nanjing Road(W), Shanghai, China	
(3)	Job title and name of representative	Yasunori Hida, President	
(4)	Description of business	Sales of semiconductors, electronic components, and electronic equipment	
(5)	Share capital	560,000 US dollars (65 million yen)	
(6)	Date of establishment	February 20, 2006	
(7)	Major shareholders and ownership ratios	TSUZUKI DENKI CO., LTD. (100%)	
(8)	Relationship between the	Capital	Not applicable.

Company and said company	relationship		
	Personnel relationship	Not applicable.	
	Business relationship	Not applicable.	
(9) Operating results and financial position of said company for the last three years (millions of yen)			
Fiscal year-end	Fiscal year ended March 31, 2021	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
Net assets	303	359	416
Total assets	490	627	671
Net assets per share	542.00 yen	642.78 yen	743.44 yen
Net sales	831	1,098	1,352
Operating profit	9	13	44
Ordinary profit	5	19	59
Profit attributable to owners of parent	5	14	61
Basic earnings per share	8.95 yen	26.01 yen	110.31 yen

3) Overview of TSUZUKI DENSAN HONG KONG CO., LTD.

(1) Name	TSUZUKI DENSAN HONG KONG CO., LTD.		
(2) Location	Unit4012, Tower2, Metroplaza, 223 Hing Fong Road, Kwai Chung New Territories, Hong Kong		
(3) Job title and name of representative	Ryoji Atogami, President		
(4) Description of business	Sales of semiconductors, electronic components, and electronic equipment		
(5) Share capital	2 million HK dollars (31 million yen)		
(6) Date of establishment	June 11, 1997		
(7) Major shareholders and ownership ratios	TSUZUKI DENKI CO., LTD. (100%)		
(8) Relationship between the Company and said company	Capital relationship	Not applicable.	
	Personnel relationship	Not applicable.	
	Business relationship	Not applicable.	
(9) Operating results and financial position of said company for the last three years (millions of yen)			
Fiscal year-end	Fiscal year ended March 31, 2021	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
Net assets	252	314	345
Total assets	642	803	694
Net assets per share	126.31 yen	157.04 yen	173.00 yen
Net sales	1,754	3,378	2,471
Operating profit (loss)	(1)	40	24
Ordinary profit	2	36	23
Profit attributable to owners of parent	2	33	21
Basic earnings per share	1.04 yen	16.93 yen	10.88 yen

4) Overview of TSUZUKI DENSAN SINGAPORE PTE.LTD.

(1) Name	TSUZUKI DENSAN SINGAPORE PTE.LTD.
(2) Location	60 Paya Lebar Road, #11-38 Paya Lebar Square, Singapore 409051
(3) Job title and name of representative	Akinori Shigeta, President
(4) Description of business	Sales of semiconductors, electronic components, security solutions, IoT solutions

(5)	Share capital	300,000 Singapore dollars (19 million yen)		
(6)	Date of establishment	March 16, 1994		
(7)	Major shareholders and ownership ratios	TSUZUKI DENKI CO., LTD. (100%)		
(8)	Relationship between the Company and said company	Capital relationship	Not applicable.	
		Personnel relationship	Not applicable.	
		Business relationship	Not applicable.	
(9)	Operating results and financial position of said company for the last three years (millions of yen)			
	Fiscal year-end	Fiscal year ended March 31, 2021	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
	Net assets	217	276	350
	Total assets	336	451	617
	Net assets per share	724.11 yen	921.67 yen	1,167.88 yen
	Net sales	829	1,132	1,921
	Operating profit	28	58	91
	Ordinary profit	29	56	90
	Profit attributable to owners of parent	24	46	78
	Basic earnings per share	82.48 yen	153.90 yen	262.72 yen

3. Overview of Counterparty in the Share Acquisition

(1)	Name	TSUZUKI DENKI CO., LTD.		
(2)	Location	Tokyo Art Club Building, 6-19-15 Shinbashi, Minato-ku, Tokyo, Japan		
(3)	Job title and name of representative	Isao Emori, Representative Director, President and CEO		
(4)	Description of business	Design, development, construction, maintenance of network system and information system		
(5)	Share capital	9,812.93 million yen		
(6)	Date of establishment	March 26, 1941		
(7)	Consolidated net assets	35,387 million yen (fiscal year ended March 31, 2023)		
(8)	Consolidated total assets	83,207 million yen (fiscal year ended March 31, 2023)		
(9)	Major shareholders and ownership ratios	ASO CORPORATION 4,500 thousand shares (24.14%) Fujitsu Limited 2,402 thousand shares (12.88%) The Master Trust Bank of Japan, Ltd. (trust account) 1,200 thousand shares (6.44%) (As of March 31, 2023)		
(10)	Relationship between the Company and said company	Capital relationship	Not applicable.	
		Personnel relationship	Not applicable.	
		Business relationship	Not applicable.	
		Related party relationship	Not applicable.	

4. Number of Shares to be Acquired, Acquisition Costs, and Shareholding Before and After Acquisition

(1)	Number of shares held before the change	0 shares (Ratio of voting rights held: 0%)		
(2)	Number of shares to be acquired	TSUZUKI EMBEDDED SOLUTIONS CO., LTD. 7,000 shares TSUZUKI DENSAN TRADING (SHANGHAI) CO., LTD. 560,000 shares TSUZUKI DENSAN HONG KONG CO., LTD. 2,000,000 shares		

		TSUZUKI DENSAN SINGAPORE PTE.LTD.	300,000 shares
(3)	Acquisition costs (Note)	Approx. 12,970 million yen	
(4)	Number of shares held after the change	TSUZUKI EMBEDDED SOLUTIONS CO., LTD.	7,000 shares
		TSUZUKI DENSAN TRADING (SHANGHAI) CO., LTD.	560,000 shares
		TSUZUKI DENSAN HONG KONG CO., LTD.	2,000,000 shares
		TSUZUKI DENSAN SINGAPORE PTE.LTD.	300,000 shares

(Note) Acquisition costs are expected to be approximately 12,970 million yen, but will be determined after certain adjustments following the acquisition.

5. Schedule

(1)	Date of resolution at the meeting of the Board of Directors	September 29, 2023
(2)	Date of conclusion of agreement	September 29, 2023
(3)	Date of share transfer	January 9, 2024 (scheduled)

6. Future Outlook

If the share acquisition is executed as scheduled, the Target Companies will become consolidated subsidiaries of the Company from the fourth quarter of the fiscal year ending March 31, 2024.

The Company is currently examining the impact of this transaction on consolidated financial results for the current fiscal year, and will promptly disclose information related to any matters that require disclosure.

(Reference) Forecasts of Consolidated Operating Results for the Current Fiscal Year (Announced on May 12, 2023) and Consolidated Results for the Previous Fiscal Year

(millions of yen)

	Consolidated net sales	Consolidated operating profit	Consolidated ordinary profit	Profit attributable to owners of parent
Forecasts of consolidated operating results for the current fiscal year (fiscal year ending March 31, 2024)	500,000	10,000	7,000	7,000
Consolidated results for the previous fiscal year (fiscal year ended March 31, 2023)	487,129	14,423	12,043	7,085