

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.



September 25, 2024

Company Name	Restar Corporation (Code: 3156 Tokyo Stock Exchange Prime Market)
Representative	Tomoharu Asaka, Representative Director Vice President
Contact Information	Atsuki Ishida, Corporate Officer (Tel.: +81-3-3458-4618)

(Update on previous Disclosure) Notice Concerning Conclusion of Share Transfer Agreement Regarding the Acquisition of Shares of Dexerials Taiwan Corporation and Dexerials Korea Corporation Becoming Consolidated Subsidiaries)

Restar Corporation (Head Office: Minato-ku, Tokyo; Representative Director Chairman and President: Kunihiro Konno; hereinafter, the “Company” or “Restar”) hereby announces that as announced in “Agreement Regarding Discussion for the Formation of a Strategic Partnership with Dexerials Corporation” dated December 27, 2023, “(Progress in the Disclosed Matters) Notice concerning Acquisition of Shares of Dexerials Hong Kong Limited (Becoming a Consolidated Subsidiary)” dated February 5, 2024, and “(Update of Previous Disclosure) Notice of Completion of the Acquisition of Shares (Becoming a Consolidated Subsidiary) and Change of Trade Name, etc.” dated July 1, 2024 (hereinafter, collectively “Timely Disclosure Concerning the Joint Ventures”) that it has resolved to conclude a share transfer agreement and a shareholders’ agreement with Dexerials Corporation (Headquarters: Shimotsuke-shi, Tochigi; Representative Director and President: Yoshihisa Shinya; hereinafter, “Dexerials”) for the purpose of converting Dexerials Taiwan Corporation and Dexerials Korea Corporation into joint ventures. The details are as follows.

#### 1. Reason for Transfer

As the Company has announced in the Timely Disclosure Concerning the Joint Ventures, we aim to enhance the Group’s chemical line cards in its devices business and strengthen its marketing activities to increase its sales of material products by forming a strategic partnership with Dexerials. The Company has already converted Restar Dexerials Hong Kong Limited (formerly Dexerials Hong Kong Limited) into a joint venture and commenced collaborative operation with the aim of developing new business opportunities by developing sales channels in the automotive and photonics fields, as well as expand local business in Asia. It was decided to transfer the shares to convert Dexerials Taiwan Corporation and Dexerials Korea Corporation into joint ventures as part of the establishment of the framework for collaboration also in Taiwan and Korea.

#### 2. Method of Transfer

Dexerials will transfer the sales and marketing functions of Dexerials Taiwan Corporation and Dexerials Korea Corporation to wholly owned subsidiaries it will newly establish for both of them. The Company will convert Dexerials Taiwan Corporation and Dexerials Korea Corporation, which take functions of sales, into joint ventures by acquiring 51% of their shares.

The share transfer is subject to obtaining the approval of the relevant authorities in accordance with the competition laws of each country.

### 3. Overview of the Subsidiaries to be Transferred

#### Dexerials Taiwan Corporation

(1)	Name	Dexerials Taiwan Corporation		
(2)	Location	3F, No.167, Sec. 2, Nanjing E. Rd., Zhongshan Dist., Taipei City 104, Taiwan		
(3)	Name and job title of representative	Yasushi Bando, Managing Director		
(4)	Description of business	Optical Materials and Components Business, and Electronic Materials and Components Business		
(5)	Share capital	TWD20,000,000		
(6)	Date of establishment	August 29, 2012		
(7)	Major shareholder and its ownership ratio	Dexerials: 100.0%		
(8)	Relationship with Dexerials	Capital	Not applicable	
		Personnel	Not applicable	
		Business transaction	Not applicable	
(9)	Operating results and financial position for the past three years (Million Yen)			
	Fiscal years ended	March 31, 2022	March 31, 2023	March 31, 2024
	Net assets	1,952	2,966	3,141
	Total assets	8,955	6,657	8,299
	Net assets per share (Yen)	976.38	1,483.15	1,570.90
	Net sales	23,734	25,313	21,598
	Operating profit	1,149	1,134	956
	Ordinary profit	1,171	1,304	1,194
	Profit	937	993	955
	Basic earnings per share (Yen)	468.56	496.52	477.97
	Cash dividends per share (Yen)	294.60	–	504.95

#### Dexerials Korea Corporation

(1)	Name	Dexerials Korea Corporation		
(2)	Location	10F Serveone Gangnam Building, 2621 Nambusunhwan-ro, Gangnam-gu, Seoul, 06267, Korea		
(3)	Name and job title of representative	Koichi Hirose, President		
(4)	Description of business	Optical Materials and Components Business, and Electronic Materials and Components Business		
(5)	Share capital	KRW5,000,000,000		
(6)	Date of establishment	August 23, 2012		
(7)	Major shareholder and its ownership ratio	Dexerials: 100.0%		
(8)	Relationship with Dexerials	Capital	Not applicable	
		Personnel	Not applicable	
		Business transaction	Not applicable	
(9)	Operating results and financial position for the past three years (Million Yen)			
	Fiscal years ended	March 31, 2022	March 31, 2023	March 31, 2024
	Net assets	1,840	2,669	3,883
	Total assets	4,692	5,272	7,625
	Net assets per share (Yen)	1,840.33	2,669.93	3,883.92
	Net sales	16,315	20,591	23,496
	Operating profit	945	965	1,073
	Ordinary profit	943	1,044	1,219
	Profit	737	801	953
	Basic earnings per share (Yen)	737.89	801.56	953.04
	Cash dividends per share (Yen)	218.35	–	–

(Note) Even after the above two companies become joint ventures, a portion of the sales will be made directly to

distributors by Dexerials without going through these joint ventures.

#### 4. Outline of the Companies After Conversion into Joint Ventures

##### Outline of Dexerials Taiwan Corporation after becoming a joint venture

(1)	Name	TBD
(2)	Location	3F, No.167, Sec. 2, Nanjing E. Rd., Zhongshan Dist., Taipei City 104, Taiwan(No change)
(3)	Name and job title of representative	TBD
(4)	Description of business	Sales of Optical Materials and Components, and of Electronic Materials and Components
(5)	Share capital	TWD20,000,000 (No change)
(6)	Shareholding ratio	Restar: 51.0%, Dexerials: 49.0%
(7)	Fiscal years ended	March (No change)

##### Outline of Dexerials Korea Corporation after becoming a joint venture

(1)	Name	TBD
(2)	Location	10F Serveone Gangnam Building, 2621 Nambusunhwan-ro, Gangnam-gu, Seoul, 06267, Korea(No change)
(3)	Name and job title of representative	TBD
(4)	Description of business	Sales of Optical Materials and Components, and of Electronic Materials and Components
(5)	Share capital	KRW3,950,000,000
(6)	Shareholding ratio	Restar: 51.0%, Dexerials: 49.0%
(7)	Fiscal years ended	March (No change)

#### 5. Outline of Joint Venture Partner

(1)	Name	Dexerials Corporation		
(2)	Location	1724 Shimotsuboyama, Shimotsuke-shi, Tochigi		
(3)	Name and job title of representative	Yoshihisa Shinya, Representative Director and President		
(4)	Description of business	Manufacture and Sales of Electronic Components, Bonding Materials, Optical Materials, etc.		
(5)	Share capital	JPY16,194 million		
(6)	Date of establishment	June 20, 2012		
(7)	Major shareholder and its ownership ratio	The Master Trust Bank of Japan, Ltd. (trust account): 16.51% (As of March 31, 2024)		
(8)	Relationship with Dexerials	Capital	Not applicable.	
		Personnel	Not applicable.	
		Business transaction	Restar acts as a sales agent for Dexerials' products. Based on the shareholders' agreement between the Company and Dexerials, we are engaged in a joint venture at Restar Dexerials Hong Kong Limited, an equity method associate of the Company.	
		Applicability of related parties	Not applicable.	
(9)	Consolidated operating results and consolidated financial position for the past three years (Millions of yen unless otherwise indicated)			
	Fiscal years ended	March 31, 2022	March 31, 2023	March 31, 2024
	Consolidated net assets	64,576	73,774	84,953
	Consolidated total assets	128,785	126,379	138,016
	Consolidated net assets per share (Yen)	1,063.24	1,257.14	1,485.96
	Consolidated net sales	95,712	106,167	105,198
	Consolidated operating profit	26,642	32,288	33,421

Consolidated ordinary profit	25,023	30,174	30,028
Profit attributable to owners of parent	16,669	20,685	21,382
Consolidated basic earnings per share (Yen)	274.61	350.62	368.71
Cash dividends per share (Yen)	60.00	65.00	100.00

6. Number of shares to be acquired, acquisition costs, and shareholding status before and after acquisition  
Dexerials Taiwan Corporation

(1)	Number of shares held before the acquisition	0 shares (Ratio of voting rights held: 0%)
(2)	Number of shares to be acquired	1,020,000 shares (Ratio of voting rights held: 51.0%)
(3)	Acquisition costs	NTD126,990,000 (approx. 570 million yen, exchange rate 4.5 yen/NTD)
(4)	Number of shares held after the acquisition	1,020,000 shares (Ratio of voting rights held: 51.0%)

Dexerials Korea Corporation

(1)	Number of shares held before the acquisition	0 shares (Ratio of voting rights held: 0%)
(2)	Number of shares to be acquired	402,900 shares (Ratio of voting rights held: 51.0%)
(3)	Acquisition costs	10,208,160,000 Korean won (approx. 1.12 billion yen, exchange rate: 0.11 yen/KRW)
(4)	Number of shares held after the acquisition	402,900 shares (Ratio of voting rights held: 51.0%)

7. Schedule

(1)	Date of execution of share transfer agreement and shareholders' agreement	September 25, 2024
(2)	Date of share acquisition	Dexerials Taiwan Corporation January 1, 2025 (scheduled) Dexerials Korea Corporation January 2, 2025 (scheduled)
(3)	Scheduled commencement of operations of the joint venture	Joint venture with Dexerials Taiwan Corporation January 1, 2025 (scheduled) Joint venture with Dexerials Korea Corporation January 2, 2025 (scheduled)

8. Future Outlook

The effect of the above transactions on our full-year consolidated financial results for the fiscal year ending March 31, 2025, will be immaterial.

(Reference) Forecasts of Consolidated Operating Results for the Current Fiscal Year (Announced on May 13, 2024) and Consolidated Results for the Previous Fiscal Year

	Net sales	Operating profit	Ordinary profit	Profit attributable to owners of parent
Forecasts of consolidated operating results for the current fiscal year (fiscal year ending March 31, 2025)	JPY560,000 million	JPY16,000 million	JPY10,500 million	JPY8,000 million
Consolidated operating results for the previous fiscal year (fiscal year ended March 31, 2024)	JPY512,484 million	JPY15,931 million	JPY9,690 million	JPY7,004 million