



February 7, 2023

For Immediate Release

Ryosan Company, Limited

Representative: Kazuhiko Inaba

Representative Director, President

Listing Code No.: 8140

Listing: Prime Market, Tokyo Stock Exchange

Inquiries: Norihiko Takahashi

Executive Officer

General Manager, Corporate Planning

Headquarters

TEL: +81-3-3862-3816

Notice Concerning Acquisition of Ryosan Company Stock by Ryoyo Electro and Related Changes to Main Shareholders and Main and Largest Shareholder (Planned)

Ryosan Company, Limited (“the Company”) hereby announces that the Company has received a notification of the acquisition of company stock from Ryoyo Electro Corporation (“Ryoyo Electro”) which will affect the main shareholders and main and largest shareholder of the Company as follows.

1. Details of Changes

The Company received a notification from Ryoyo Electro today regarding the acquisition of company stock pursuant to the execution of a stock transfer contract with our main shareholder, Silchester International Investors LLP. As a result of the execution of this contract, changes are expected in the Company’s main shareholders and main and largest shareholder.

The Company and Ryoyo Electro have been engaged in discussions pursuing business synergy for some time, and will intensify the consideration and discussion further concerning the form for a broad alliance between the two parties. By utilizing the superior products and solutions, customer relations, and other management resources accumulated by each company in their long histories within a new framework, both will be able to not only sustainably increase corporate value but also contribute to achieving a new ideal as an electronics trading company which will contribute to resolving problems and concerns of customers and the market as a whole.

2. Planned Date for Implementation of Changes

February 9, 2023

3. Overview of Shareholders to be Transferred

(1) Overview of shareholder who will no longer be main shareholder

(1) Name	Silchester International Investors LLP
(2) Address	5F Time & Life Building 1 Bruton Street London, W1J 6TL, United Kingdom
(3) Representative name and title	Timothy Linehan, Partner
(4) Content of business	Investment advisory business

(2) Overview of shareholder to become the new main and largest shareholder

(1) Name	Ryoyo Electro Corporation		
(2) Address	1-12-22 Tsukiji, Chuo-ku, Tokyo, Japan		
(3) Representative name and title	Moritaka Nakamura, Representative Director, President		
(4) Content of business	1) Sales of semiconductors/devices 2) Sales of ICT products 3) Sales of embedded devices 4) Various engineering support 5) Various services		
(5) Capital	13,672 million yen (as of October 31, 2022)		
(6) Date of founding	February 27, 1961		
(7) Major shareholders and their holdings ratios (as of July 31, 2022)	The Master Trust Bank of Japan, Ltd. (trust account)	11.78%	
	SHC Corporation	10.49%	
	Mitsubishi Electric Corporation	7.81%	
	Sheep Shokai Co.	2.59%	
	Nippon Life Insurance Company (standing proxy: The Master Trust Bank of Japan, Ltd.)	2.03%	
	Ryoyo Electro Employee Stockholder Association	1.53%	
	SMBC Nikko Securities Inc.	1.08%	
	Yoshihisa Shimada	1.05%	
	Yoichiro Ohashi	1.02%	
	Custody Bank of Japan, Ltd. (trust account)	1.01%	
(8) Relationships between the Company and Ryoyo Electro	No notable capital, personal, or business relationships. Also applies to related parties.		
(9) Financial conditions and business performance of Ryoyo Electro for the three most recent accounting periods (consolidated)			
Accounting period	FY ended Jan. 2020	FY ended Jan. 2021	FY ended Jan. 2022
Net assets (million yen)	62,135	37,992	42,309
Total assets (million yen)	78,117	59,336	72,652
Net assets per share (yen)	2,524.47	2,188.90	2,130.46
Net sales (million yen)	108,538	95,792	112,099
Operating profit (million yen)	2,154	1,266	2,258
Ordinary profit (million yen)	2,187	905	2,400
Profit attributable to owners of parent (million yen)	1,303	806	1,873
Net income per share (yen)	53.06	35.19	103.94
Dividends per share (yen)	80	180	120

4. Number of Votes Held by the Shareholders, Shares Owned, and Ratio of Voting Rights Before and After Changes

(1) Silchester International Investors LLP

	Attribution	Number of votes (shares owned) (ratio of voting rights)			Major shareholder ranking
		Direct holdings	Applicable totaling	Total	
Before changes	Main shareholder	43,847 votes (4,384,700 shares) (18.71%)	—	43,847 votes (4,384,700 shares) (18.71%)	—
After changes	—	0 votes (0 shares) (—%)	—	0 votes (0 shares) (—%)	—

(2) Ryoyo Electro Corporation

	Attribution	Number of votes (shares owned) (ratio of voting rights)			Major shareholder ranking
		Direct holdings	Applicable totaling	Total	
Before changes (as of September 30, 2022)	—	0 votes (0 shares) (—%)	—	0 votes (0 shares) (—%)	—
After changes	Main and largest shareholder	43,847 votes (4,384,700 shares) (18.71%)	—	43,847 votes (4,384,700 shares) (18.71%)	#1

Notes: 1. Ratio of voting rights is calculated based on 234,322 votes pertaining to 23,432,200 shares, which is equal to the total number of shares issued as of September 30, 2022 (25,000,000 shares) less 1,567,800 shares without voting rights as of the same date.

2. Ratio of voting rights values are rounded up to the second decimal place.

3. Although the major shareholder ranking before changes is based on the listings in the Company's shareholders ledger as of September 30, 2022, since no corresponding entry could be found for Silchester International Investors LLP, the corresponding major shareholder ranking before changes is not listed.

4. The major shareholder ranking after changes is listed as an estimation based on the current information in the Company's shareholder ledger as of September 30, 2022.

5. Future Outlook

Although this matter is expected to have a minimal impact on business results for the consolidated fiscal year 2022, the Company believes it will contribute to increasing its corporate value in the medium- to long-term. Any notable related matters in the future will be disclosed promptly.