



Company name: ALCONIX CORPORATION  
Representative: Hiroshi Teshirogi, President, Executive Officer and CEO  
Listing: Tokyo Stock Exchange, Prime Market  
Stock code: 3036  
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## Notice of Merger and Absorption of Wholly Owned Subsidiaries (Simplified Merger)

*Note: The original announcement in Japanese was released on December 20, 2024.*

The Board of Directors of ALCONIX CORPORATION approved a resolution today for the merging of ALCONIX and ALCONIX MT CORPORATION (ALX-MT) and FUJI CARBON MANUFACTURING CO., LTD. (FCM-SPC), which are both wholly owned consolidated subsidiaries, as part of measures to reorganize ALCONIX Group companies. The two subsidiaries will be dissolved following the merger.

Some of disclosure items involving this merger have been omitted from this announcement because this is an absorption merger with wholly owned subsidiaries.

### 1. Purpose of merger

ALX-MT and FCM-SPC are intermediate holding companies within the ALCONIX Group. ALX-MT holds all of the stock of MARKTEC CORPORATION and FCM-SPC holds all of the stock of Fuji Carbon Manufacturing Corporation. This merger will make MARKTEC CORPORATION and Fuji Carbon Manufacturing Corporation direct subsidiaries of ALCONIX for the purpose of streamlining the management of the ALCONIX Group.

### 2. Summary of merger

#### (1) Schedule

|   |                   |
|---|-------------------|
| Board of Directors resolution for the merger (Surviving company: ALCONIX)                 | December 20, 2024 |
| Shareholders meetings resolution for the merger (Dissolved companies: ALX-MT and FCM-SPC) | December 20, 2024 |
| Merger agreement between ALCONIX, ALX-MT and FCM-SPC                                      | December 20, 2024 |
| Merger date   | January 29, 2025  |

\*Since the merger is a simplified merger based on Article 796, Paragraph 2 of the Companies Act, it will be implemented without obtaining the approval at the ALCONIX shareholders meetings for this agreement.

#### (2) Methods

An absorption-type merger between ALCONIX, which is the surviving company, and ALX-MT and FCM-SPC, which will be dissolved.

#### (3) Allocation of stock or cash for the merger

There are no allocations of stock or cash for this merger because these activities involve wholly owned subsidiaries of ALCONIX.

#### (4) Treatment of subscription rights to shares and bonds with subscription rights to shares of the dissolved companies

Not applicable.

### 3. Profile of the merging companies

| Surviving company  |  |
|--|--|
| (1) Name   | ALCONIX CORPORATION  |
| (2) Location   | 2-11-1, Nagata-cho, Chiyoda-ku, Tokyo  |
| (3) Representative   | Hiroshi Teshirogi, President, Executive Officer and CEO  |
| (4) Business   | Import/export and sale in Japan of products made of non-ferrous metals and other materials and of raw materials<br>Manufacture and sale of processed metal products, materials used in equipment and other products. |
| (5) Share capital  | 5,851 million yen  |
| (6) Established  | July 1, 1981   |
| (7) Shares outstanding   | 31,070,000   |
| (8) Fiscal year end  | March 31   |
| (9) Major shareholders and shareholding ratio (as of September 30, 2024) | The Master Trust Bank of Japan, Ltd. (Trust Account) 11.62%  |
|  | Custody Bank of Japan, Ltd. (Trust Account) 3.44%  |
|  | FUJI CORPORATION 3.11%   |
|  | Kobe Steel, Ltd. 2.96%   |
|  | Mizuho Bank, Ltd. 2.60%  |
| (10) Financial highlights in year prior to the merger                    | Fiscal year FY3/24 (consolidated)  |
|  | Net assets 66,350 million yen  |
|  | Total assets 182,890 million yen   |
|  | Net assets per share 2,180.07 yen  |
|  | Net sales 174,901 million yen  |
|  | Operating profit 5,463 million yen   |
|  | Ordinary profit 5,447 million yen  |
|  | Profit attributable to owners of parent 1,598 million yen  |
|  | Net income per share 53.05 yen   |

| Dissolved companies   |  |                            |  |                            |
|---|--|----------------------------|--|----------------------------|
| (1) Name  | ALCONIX MT CORPORATION   |                            | FUJI CARBON MANUFACTURING CO., LTD.  |                            |
| (2) Head office   | 2-11-1, Nagata-cho, Chiyoda-ku, Tokyo  |                            | 1-11, Nishiki-machi, Anjo, Aichi   |                            |
| (3) Representative  | Takumi Suzuki, President   |                            | Takumi Suzuki, President   |                            |
| (4) Business  | Intermediate holding company that holds all shares of MARKTEC CORPORATION, which manufactures and sells non-destructive testing equipment, marking devices and related items |                            | Intermediate holding company that holds all shares of Fuji Carbon Manufacturing Corporation, which manufactures and sells carbon brushes products and mechanical carbon products |                            |
| (5) Share capital   | 50 million yen   |                            | 76.8 million yen   |                            |
| (6) Established   | January 26, 2016   |                            | January 18, 2019   |                            |
| (7) Shares outstanding  | 1,000  |                            | 153,600  |                            |
| (8) Fiscal year end   | December 31  |                            | December 31  |                            |
| (9) Major shareholder and shareholding ratio (as of September 30, 2024) | ALCONIX  | 100%                       | ALCONIX  | 100%                       |
| (10) Financial highlights in year prior to the merger                   | Fiscal year  | FY12/23 (non-consolidated) | Fiscal year  | FY12/23 (non-consolidated) |
|   | Net assets   | 317 million yen            | Net assets   | (11) million yen           |
|   | Total assets   | 7,261 million yen          | Total assets   | 8,169 million yen          |
|   | Net assets per share   | 317,704.04 yen             | Net assets per share   | (74.21) yen                |
|   | Net sales  | - million yen              | Net sales  | - million yen              |
|   | Operating profit (loss)  | (0) million yen            | Operating profit (loss)  | (0) million yen            |
|   | Ordinary profit (loss)   | 42 million yen             | Ordinary profit (loss)   | (0) million yen            |
|   | Profit (loss) attributable to owners of parent   | 42 million yen             | Profit (loss) attributable to owners of parent   | (0) million yen            |
|   | Net income (loss) per share  | 42,104.23 yen              | Net income (loss) per share  | (2.03) yen                 |

#### 4. Post-merger profile

There will be no change in the ALCONIX's name, location, representative, business, share capital and fiscal year end due to this merger.

#### 5. Effect on the earnings forecast for the current fiscal year

This merger will have only a negligible effect on the consolidated results of operations because it is a merger with ALCONIX's wholly owned subsidiaries. An announcement will be made promptly if ALCONIX subsequently determines that there is an effect on results of operations.