

*(NOTE) This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the Japanese original shall prevail.*

[TRANSLATION]

October 25, 2021

To whom it may concern

Company name:	Sanden Holdings Corporation
Representative:	Zhu Dan, Representative Director & President (Securities code: 6444 TSE First Section)
Inquiries:	Yoshiro Obayashi, Division General Manager of Legal Division Tel: (03)-5209-3296

**(Update of a Disclosure Matter) Notice Concerning Execution of Agreements for the Merger (absorption-type merger) and Agreement for the Company Split (simple-form absorption-type company split) with Our Wholly-owned Subsidiaries, Change of Our Trade Name, and Partial Amendment of Our Articles of Incorporation**

As announced in the notice titled “Notice Concerning Making of a Decision on the Basic Policy to Execute Merger (absorption-type merger) and Company Split (simple-form absorption-type company split) with Our Wholly-owned Subsidiaries” dated September 13, 2021 and the notice titled “Notice Concerning Execution of Agreements for the Merger (absorption-type merger) and Agreement for the Company Split (simple-form absorption-type company split) with Our Wholly-owned Subsidiaries, Change of Our Trade Name, and Partial Amendment of Our Articles of Incorporation” dated September 28, 2021, Sanden Holdings Corporation (hereinafter referred to as the ‘Company’) resolved to execute the reorganization of the management system by transforming the Company from a holding company into an operating company (hereinafter collectively referred to as the “Reorganization”), the change of Company’s trade name (“Change of Trade Name”) and the partially amendment of the Company’s articles of incorporation (“Amendment of Articles”) accompanying the Reorganization.

The Company hereby announces as follows that it has passed a resolution at the board of directors meeting held today to change the date of the Extraordinary General Meeting of Shareholders to December 27, 2021 and reset November 10, 2021 as the record date for the Extraordinary General Meeting of Shareholders regarding the Reorganization, the Change of Trade Name, and the Amendment of Articles, since it would take time for the internal procedures required for holding the meeting.

As the Reorganization concerns merger (absorption-type merger) and company split (simple-form absorption-type company split) to be executed between the Company and each of its wholly-owned subsidiaries, some of the disclosure items and contents have been omitted.

For details of the change in the scheduled date of the Extraordinary General Meeting of

Shareholders, please refer to our “(Update of a Disclosure Matter) Notice of Convocation of Extraordinary General Meeting of Shareholders and Setting of the Record Date for Extraordinary General Meeting of Shareholders” dated today.

(Changes are shown in underlines.)

**I. The Reorganization**

(Omitted)

- 2. Summary of the Reorganization
  - (1) Summary of the Merger
    - (i) Schedule

(Before the change)

Date of public notice on the record date for the extraordinary general meeting of shareholders	<u>August 14, 2021</u>
Record date for the extraordinary general meeting of shareholders	<u>August 29, 2021</u>
Date of resolution by the Board of Directors on the basic policy for the Merger	September 13, 2021
Date of resolution by the Board of Directors to approve the execution of the agreements for the Merger	September 28, 2021
Date of execution of the agreements for the Merger	September 28, 2021
Date of resolution by the extraordinary general meeting of shareholders	<u>November 25, 2021</u> (scheduled)
Effective date of the Merger	January 1, 2022 (scheduled)

(Note) As the Merger falls under a short form merger stipulated in Article 748, paragraph 1 of the Companies Act for each Target that will be dissolved as a result of the Merger, each Target is scheduled to execute the Merger without resolution of the general meeting of shareholders.

(After the change)

Date of public notice on the record date for the extraordinary general meeting of shareholders	<u>October 26, 2021</u>
Record date for the extraordinary general meeting of shareholders	<u>November 10, 2021</u>
Date of resolution by the Board of Directors on the basic policy for the Merger	September 13, 2021
Date of resolution by the Board of Directors to approve the execution of the	September 28, 2021

agreements for the Merger	
Date of execution of the agreements for the Merger	September 28, 2021
Date of resolution by the extraordinary general meeting of shareholders	<u>December 27</u> , 2021 (scheduled)
Effective date of the Merger	January 1, 2022 (scheduled)

(Note) As the Merger falls under a short form merger stipulated in Article 748, paragraph 1 of the Companies Act for each Target that will be dissolved as a result of the Merger, each Target is scheduled to execute the Merger without resolution of the general meeting of shareholders.

(Omitted)

## **II. The Change of Trade Name and Amendment of Articles**

### **1. Reasons for changing the trade name and amending the articles**

(Before the change)

As the company will transform to an operating company from a holding company as a result of the Reorganization, the Company will change its trade name and partially amend its articles effective January 1, 2022, which is the effective date of the Reorganization, to change its business activities to expressly indicate that the Company is an operating company and to reflect the Change of Trade Name.

The Change of Trade Name and Amendment of Articles are subject to approval by the extraordinary general meeting of shareholders that is scheduled to be held on November 25, 2021 on the item to approve partial amendment to the articles and item to approve the Reorganization Agreements, and for the Reorganization to take effect.

(After the change)

As the company will transform to an operating company from a holding company as a result of the Reorganization, the Company will change its trade name and partially amend its articles effective January 1, 2022, which is the effective date of the Reorganization, to change its business activities to expressly indicate that the Company is an operating company and to reflect the Change of Trade Name.

The Change of Trade Name and Amendment of Articles are subject to approval by the extraordinary general meeting of shareholders that is scheduled to be held on December 27, 2021 on the item to approve partial amendment to the articles and item to approve the Reorganization Agreements, and for the Reorganization to take effect.

(Omitted)

### **4. Schedule**

(Before the change)

(1) Extraordinary general meeting of shareholders for the Change of Trade Name and

Amendment of Articles:  
November 25, 2021 (scheduled)

(After the change)

- (1) Extraordinary general meeting of shareholders for the Change of Trade Name and Amendment of Articles:  
December 27, 2021 (scheduled)

(Omitted)

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