

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 original shall prevail.



April 18, 2025

Company name:	Toyota Industries Corporation
Name of representative:	Koichi Ito, President, Member of the Board (Securities code: 6201; Tokyo and Nagoya Stock Exchanges)
Inquiries:	Koichi Tamaki, General Manager of Accounting Department (Tel. +81-(0)566-22-2511)

(Update Concerning Disclosure Matters)

Notice Concerning Change of Subsidiary (Partial Transfer of Shares), Execution of Business Alliance Agreement and Plan to Recognize Gains on Sale of Shares of Subsidiaries and Affiliates in Consolidated and Non-Consolidated Financial Statements

Toyota Industries Corporation (the “Company”) announced in the press release dated March 19, 2025 titled “Notice Concerning Change of Subsidiary (Partial Transfer of Shares), Execution of Business Alliance Agreement and Plan to Recognize Gains on Sale of Subsidiaries and Affiliates Shares in Consolidated and Non-Consolidated Financial Statements” (the “Previous Timely Disclosure”) that its Board of Directors resolved at a meeting held on that date to transfer a portion of the common stock of its consolidated subsidiary, AICHI CORPORATION (“AICHI”), to ITOCHU Corporation (“ITOCHU”; the share transfer is referred to as the “Share Transfer”) and that it executed a share transfer agreement on that day. The Company also announced that its Board of Directors resolved at a meeting held on that date to execute a three-way business alliance agreement with AICHI and ITOCHU, and that the agreement was executed that same day.

The Share Transfer is planned to be carried out following settlement of a tender offer by AICHI for its own shares (the “Tender Offer”) as part of a series of transactions (the “Transactions”) including the Tender Offer and the tender of shares by the Company to the Tender Offer, as announced in the press release dated March 19, 2025 titled “Notice Regarding the Determination of Repurchase of Shares of Toyota Industries Subsidiary through Tender Offer and Tender Offer Application by Toyota Industries.” The Tender Offer has been concluded, and the Company now announces that certain matters that were previously undetermined at the time of the Previous Timely Disclosure have been finalized, as described below.

It should be noted that it is planned that AICHI will cease to be a subsidiary of the Company and will become an affiliate subject to the equity method as of May 14, 2025, the day that settlement of the Tender Offer will commence.

Below, those portions of the matters that were undetermined at the time of the Previous Timely Disclosure that have now been finalized and revised are underlined.

1. Number of shares to be transferred, transfer price, and number of shares held before and after change

(1)	Number of shares held before change	40,521,000 shares (Number of voting rights: 405,210) (Percentage of voting rights held: 54.35% (see Note 1))
(2)	Number of shares to be transferred	<u>Number of shares to be transferred in the tender offer</u> <u>9,092,100 shares</u> (Number of voting rights: 90,921) (Percentage of voting rights held: <u>12.19%</u> (see Note 1))
(3)	Transfer price	<u>Transfer Price in the Tender Offer</u> <u>11,665 million yen (1,283 yen per share)</u>
(4)	Number shares held after change	<u>31,428,900 shares</u> (Number of voting rights: 314,289) (Percentage of voting rights held: 48.68% (see Note 2))

Note 1: The “percentage of voting rights held” prior to the change refers to the number of voting rights pertaining to the shares of AICHI held by the Company expressed as a percentage (rounded to the second decimal place) of the number of voting rights based on the total number of issued shares of AICHI as of December 31, 2024 (74,570,000 shares), as stated in the “Consolidated Financial Results for the Nine Months Ended December 31, 2024 [Japanese GAAP]” announced by AICHI on January 30, 2025, less the number of treasury shares held by AICHI as of that date (9,852 shares). The resulting number of shares (74,560,148 shares) corresponds to 745,601 voting rights.

Note 2: The “percentage of voting rights held” prior to the change refers to the number of voting rights pertaining to the shares of AICHI held by the Company expressed as a percentage (rounded to the second decimal place) of the number of voting rights based on the total number of issued shares of AICHI as of December 31, 2024 (74,570,000 shares), as stated in the “Consolidated Financial Results for the Nine Months Ended December 31, 2024 [Japanese GAAP]” announced by AICHI on January 30, 2025, less the number of treasury shares held by AICHI as of that date (9,852 shares) and the number of treasury shares acquired through the Tender Offer (10 million shares). The resulting number of shares (64,560,148 shares) corresponds to 645,601 voting rights.

2. Future outlook

In conjunction with implementation of the Transactions, the Company plans to record 30,667 million yen in gains on the sale of shares of subsidiaries and affiliates as extraordinary gains in its non-consolidated financial statements for the fiscal year ending March 31, 2026. The Company also plans to record approximately 9,000 million yen in gains on the sale of shares of subsidiaries and affiliates as operating profit in its consolidated financial statements for that fiscal year.

Reference: Forecasts of Consolidated Financial Results for the Current Fiscal Year (announced on January 31, 2025) and Financial Results for the Previous Fiscal Year

	Net sales	Operating profit	Profit before income taxes	Profit attributable to owners of parent
Forecast of consolidated financial results for the current fiscal year (ending March 31, 2025)	3,900,000 million yen	220,000 million yen	345,000 million yen	260,000 million yen
Consolidated financial results for the previous fiscal year (ended March 31, 2024)	3,833,205 million yen	200,404 million yen	309,190 million yen	228,778 million yen