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June 27, 2025

Company name: TOMEN DEVICES CORPORATION  
Representative: Kiyotaka Nakao, President  
(Securities code: 2737, Prime Market)  
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### **Matters Concerning Controlling Shareholder, etc.**

TOMEN DEVICES CORPORATION (the “Company”) hereby announces information concerning the Company’s controlling shareholders, etc. as follows.

**1. Trade name, etc. of the parent company, controlling shareholders (other than the parent company), or other affiliated companies (As of March 31, 2025)**

Name	Attribute	Ratio of voting rights held (%)			Financial instruments exchange, etc. on which the issued shares are listed
		Voting rights directly held	Voting rights subject to aggregation	Total	
Toyota Tsusho Corporation	Parent company	26.62	23.51	50.13	<ul style="list-style-type: none"> <li>• Tokyo Stock Exchange, Prime Market</li> <li>• Nagoya Stock Exchange, Premier Market</li> </ul>
NEXTY Electronics Corporation	Other affiliated company	23.51	-	23.51	unlisted

**2. Name of the company within the category of parent company, etc. that is recognized as having the greatest influence on the Company and reason for having such recognition (as of date of submission)**

- (1) Trade Name: Toyota Tsusho Corporation
- (2) Reason: Since NEXTY Electronics Corporation (“NEXTY Electronics”) is a wholly-owned subsidiary of Toyota Tsusho Corporation (“Toyota Tsusho”), Toyota Tsusho Corporation, has control over NEXTY Electronics Corporation and is therefore deemed to have the greatest influence.

**3. Positioning of the Company in the corporate group of the parent company, etc. and other relationships between the company and the parent company, etc. (as of date of submission)**

- (1) **Positioning of the the company within the corporate group of the parent company, etc., and business relationships, personnel and capital relationships with the parent company, etc., and its group companies**

Toyota Tsusho is the parent company of the Company, holding 50.13% of the voting rights. Of these voting rights, 23.51% are owned by NEXTY Electronics, a consolidated subsidiary of Toyota Tsusho that operates in the same industry as the Company. Consequently, the Company is classified as an equity-method affiliate of NEXTY Electronics.

Together with NEXTY Electronics, the Company is positioned as a core subsidiary within the Digital Solutions Division of the Toyota Tsusho Group. While the Company primarily focuses on handling semiconductors and electronic components manufactured by the Samsung Group, NEXTY Electronics specializes in semiconductors and electronic components from non-Samsung foreign semiconductor manufacturers, thereby maintaining a clear distinction in business domains.

Regarding personnel relationships with the parent company etc., out of the Company's 12 directors, one is a transferred officer, two are seconded officers, and two hold concurrent positions in Toyota Tsusho.

Additionally, outside of the board of directors, the Company has accepted a total of three employees on secondment to strengthen its sales and operational management structure: one individual from Toyota Tsusho to our sales division and two individuals from NEXTY Electronics to our management division.

(Status of acceptance of transferred officer)

Title	Name	Name of the parent company etc., which the officer was transferred from
President	Kiyotaka Nakao	Toyota Tsusho Corporation

(Status of acceptance of seconded officer)

Title	Name	Name of the parent company etc., which the officer is seconded	Reason for appointment
Managing Director	Nobumitsu Masuyama	Toyota Tsusho Corporation	As he possesses expertise in finance and accounting, as well as knowledge of corporate management.
Full-time Audit & Supervisory Board Member	Tadashi Okamoto	Toyota Tsusho Corporation	As he possesses extensive experience in finance and accounting as well as knowledge of corporate management.

(Status of acceptance of officers holding concurrent positions)

Title	Name	Title at parent company company etc.	Reason for appointment
Director	Tsuyoshi Yamada	Executive Officer, COO for Digital Solutions Division, Toyota Tsusho	As he possesses extensive experience in promoting business abroad as well as experience and knowledge of corporate management.
Director	Shohei Seko	General Manager of Digital Solutions Planning Department, Digital Solutions Division, Toyota Tsusho	As he possesses extensive knowledge and experience in the semiconductor industry as well as insights into corporate management.

**(2) Business restrictions, risks, and benefits arising from belonging to the corporate group of the parent company, etc., and impact on management and business activities arising from business relationships, personnel and capital relationships with the parent company etc. and its group companies.**

By leveraging the Toyota Tsusho Group's extensive network, the Company anticipate positive effects on its business activities. However, as the parent company holds 50.13% of its voting rights, the management policies of the parent company may influence the Company's business operations and managerial decision-making.

**(3) Concept and measures ensuring a certain degree of independence from the parent company, amid constraints arising from belonging to a corporate group, as well as the impact of relationships with the parent company or its group companies, including business relationships, personnel and capital relationships.**

The Company operates as a semiconductor trading firm in the same industry as NEXTY Electronics. However, the Company differentiates its business focus by primarily handling semiconductors and electronic components manufactured by the Samsung Group.

Six of following officers are listed as independent officer as prescribed by the Tokyo Stock Exchange; external directors Atsuko Honda, Tatsumi Maeda, Toshiyasu Asai and Taisei Ko, external Audit & Supervisory Board Members Jun Yamada and Keita Gyouten.

**(4) Status of ensuring a certain degree of independence from the parent company, etc.**

The Company pursues its business activities based on a policy of maintaining a close cooperative relationship with its parent company group. However, it does not face any business restrictions imposed by the parent company and conducts its operations independently. Furthermore, transactions with the parent company group are carried out under terms equivalent to those applied to third-party counterparties, taking into consideration prevailing market prices and other relevant factors. In addition, the appointment of directors who concurrently serve at the parent company and the presence of seconded employees do not impede the Company's independent decision-making. Accordingly, the Company recognizes that a certain degree of independence from the parent company is being maintained.

**4. Matters concerning transactions with controlling shareholders, etc.**

Fiscal year ended on March 31, 2025 (From April 1, 2024 to March 31, 2025)

Attribute	Company Name	Relationship with related parties	Transaction details	Transaction Amount (millions of yen)	Item	Balance at fiscal year-end (millions of yen)
Parent Company	Toyota Tsusho Corporation	Deposit of money, acceptance of officers holding concurrent positions	Deposit of money (Note 1, 2)	(4,979)	Deposits paid	7,371
			Interest income	20	-	-

Note:

1. The transaction amount for cash deposits is the net increase or decrease from the balance at the end of the previous fiscal year.
2. Deposits are calculated based on market interest rates and other relevant factors, and interest rates are determined reasonably.
3. Regarding monetary deposits with our parent company, Toyota Tsusho, we consider market interest rates as described above. Additionally, since the interest rate for transactions with Toyota Tsusho is reasonable, our board of directors has determined that it does not harm our company's interests.

**5. Status of implementation of measures to protect minority shareholders when engaging in transactions, etc. with controlling shareholders, etc.**

When conflicts of interest arise with the parent company, the board of directors deliberates the matter and seeks opinions from external directors and external Audit & Supervisory Board Members who are not involved in the matter.

Additionally, the company appoints four independent external directors who are aware of the existence of a controlling shareholder and oversee conflicts of interest between the company, its management, and its controlling shareholders.

Furthermore, independent external directors strive to accurately represent the views of minority shareholders and other stakeholders on the board of directors. They do so while maintaining independence from management and controlling shareholders, and avoiding bias toward management or specific stakeholders.

In addition, our company has a Special Committee comprised of independent external directors and independent external Audit & Supervisory Board Members that reviews the necessity, reasonableness, and appropriateness of transactions with controlling shareholders and their group companies and reports its findings to the board of directors.

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