

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

## Consolidated Financial Results for the First Half Ended September 30, 2025 (Japanese GAAP)



November 12, 2025

Tokyo Stock Exchanges in Japan

Company name : NHK SPRING CO., LTD.  
 Code number : 5991  
 URL : <https://www.nhkspg.co.jp/>  
 Representative : Kazuhisa Uemura, President & Chief Operating Officer, Representative Member of the Board  
 Contact person : Kazuko Tachibana, Director, Corporate Communications Dept, Corporate Planning & Control Division  
 TEL +81-45-786-7513

Filing date of interim securities report : November 13, 2025  
 Payment date of cash dividends : December 02, 2025  
 Supplemental materials prepared for financial results : Yes  
 Earnings announcement for financial results : Yes(Intended for securities analysts)

(Amounts less than one million yen are rounded down)

### 1. Consolidated Results for the First Half Ended September 30, 2025

(April 1, 2025 through September 30, 2025)

(1) Consolidated Financial Results (Percentage indicates change from the previous fiscal year)

	Net sales		Operating profit		Ordinary profit		Profit attributable to owners of parent	
Six months ended	Millions of yen	%	Millions of yen	%	Millions of yen	%	Millions of yen	%
September 30, 2025	393,930	0.7	18,534	(19.2)	19,833	(26.5)	13,906	(35.5)
September 30, 2024	391,230	8.0	22,949	188.6	26,972	43.8	21,545	50.1

Note: Comprehensive income  
 Six months ended September 30, 2025 11,860 million yen (45.7) %  
 Six months ended September 30, 2024 21,823 million yen (38.5) %

	Earnings per share, Basic	Earnings per share, Diluted
Six months ended	Yen	Yen
September 30, 2025	68.58	—
September 30, 2024	99.77	—

### (2) Consolidated Financial Position

	Total assets	Net assets	Shareholders' equity to total assets
As of	Millions of yen	Millions of yen	%
September 30, 2025	696,718	425,000	58.8
March 31, 2025	696,340	423,172	58.5

Reference: Shareholders' equity (Net assets excluding non-controlling interests)

As of September 30, 2025 409,677 million yen  
 As of March 31, 2025 407,679 million yen

### 2. Dividends

	Cash dividends per share				
	1st Quarter	2nd Quarter	3rd Quarter	Year-end	Full year
Fiscal year ended	Yen	Yen	Yen	Yen	Yen
March 31, 2025	—	30.00	—	39.00	69.00
Fiscal year ending March 31, 2026	—	33.00			
Fiscal year ending March 31, 2026 (Forecast)			—	33.00	66.00

Note: Revisions to the forecast of dividends since the latest announcement : No  
 Breakdown of fiscal year ended March 31, 2025 dividend : Ordinary dividend : ¥33.00  
 : Extraordinary dividend : ¥6.00

### 3. Forecast of Consolidated Results for Fiscal Year Ending March 31, 2026

(April 1, 2025 through March 31, 2026)

(Percentage indicates change from the previous fiscal year / period)

	Net sales		Operating profit		Ordinary profit		Profit attributable to owners of parent		Earnings per share, Basic
	Millions of yen	%	Millions of yen	%	Millions of yen	%	Millions of yen	%	Yen
Full year	800,000	(0.2)	47,000	(9.9)	53,000	(8.6)	40,000	(17.0)	196.15

Note: Revisions to the forecast of consolidated results since the latest announcement : No

#### 4. Others

- (1) Significant changes in the scope of consolidation during the period : Yes  
Newly consolidated : 1 company (NHK Automotive Components India Private Limited)  
Excluded : -
- (2) Application of specific accounting for preparing the quarterly consolidated financial statements : No
- (3) Changes in accounting policies, procedures and methods of presentation for preparing the consolidated financial statements
- [1] Changes due to revisions of accounting standards : No
  - [2] Changes due to other reasons : No
  - [3] Changes of estimation due to accounting issues : No
  - [4] Restatements : No

(4) Number of outstanding shares (Common Stock)

[1] Number of outstanding shares

As of September 30, 2025	231,066,144 shares
As of March 31, 2025	231,066,144 shares

[2] Number of treasury stock

As of September 30, 2025	28,472,182 shares
As of March 31, 2025	27,140,318 shares

[3] Average number of shares (Cumulative)

Six months ended September 30, 2025	202,776,566 shares
Six months ended September 30, 2024	215,940,705 shares

\* Review by a certified public accountant or an auditing firm of the attached condensed quarterly : No

\* Explanation about appropriate use of the financial results forecasts, and other noteworthy matters  
Statements related to the future, including the forecast of financial results, were based on the information available as of the date when this document was released. Therefore, actual results may differ considerably due to various factors that might occur in the future.

Attached Documents

Table of Contents

1. Qualitative Information related to Consolidated Financial Results.....	2
(1) Explanation of Consolidated Financial Results.....	2
(2) Explanation of Consolidated Financial Position.....	3
(3) Explanation Regarding Future Projection Including Consolidated Financial Forecasts.....	4
2. Condensed Interim Consolidated Financial Statements and Primary Notes.....	5
(1) Condensed Interim Consolidated Balance Sheets.....	5
(2) Condensed Interim Consolidated Statement of Income and Comprehensive Income.....	7
(3) Condensed Interim Consolidated Statement of Cash Flows.....	9
(4) Notes to Condensed Interim Consolidated Financial Statements.....	11
(Notes to Segment Information) .....	11
(Reference Information) .....	12
(Notes to Significant Changes in the Amount of Shareholders' Equity) .....	12
(Notes to Going Concern Assumption) .....	12
(Notes to Significant Subsequent Events) .....	13

## 1. Qualitative Information related to Consolidated Financial Results

### (1) Explanation of Consolidated Financial Results

In the automotive market, one of the main business fields of the Group, the production volume in Japan was 3,978 thousand units, up 0.3% from the same period last year, while in North America (U.S. and Canada), 5,997 thousand units were manufactured, up 4.5% from the same period last year. In China, 15,431 thousand units were manufactured, up 17.4% from the same period last year, and in Thailand, 759 thousand units were manufactured, up 0.3% from the same period last year. (All calculations are based on the figures of each region at the end of the quarter.)

In the data communications market, the Group's other main business field, the total demand for suspensions, the Group's main product, increased due to an increase in high-capacity HDDs (Hard Disk Drives) for data centers, despite a year-on-year decrease in the global production volume of HDDs.

As a result of the business environment mentioned above, the Group recorded net sales of 393,930 million yen (up 0.7% year-on-year), operating profit of 18,534 million yen (down 19.2% year-on-year), ordinary profit of 19,833 million yen (down 26.5% year-on-year), and profit attributable to owners of parent of 13,906 million yen (down 35.5% year-on-year).

Results by segment are as follows:

#### [Automotive Suspension Springs Business]

In the automotive suspension spring business, although there was a decrease in demand in Japan, as a result of reflecting increased costs of raw materials and other supplies in product selling prices and an increase in the number of units for certain vehicle models in Thailand, net sales decreased by 0.6% year-on-year to 83,014 million yen, and operating profit was 300 million yen (compared to an operating loss of 652 million yen in the same period last year).

#### [Automotive Seating Business]

In the automotive seating business, due to the impact of reduced production volumes by Japanese automotive manufacturers in Japan and Thailand and changes in vehicle models and product mixes in North America, etc., net sales decreased by 5.9% year-on-year to 142,003 million yen, and operating profit decreased by 63.1% year-on-year to 2,028 million yen.

#### [Precision Springs and Components Business]

In the precision springs and components business, due to demand for high-capacity HDDs for data centers increased, the sales volume of mechanical components for HDDs increased. Furthermore, a subsidiary in India has newly been included in the scope of consolidation. As a result of these factors, net sales increased by 2.0% year-on-year to 50,812 million yen, however, due to an increase of fixed costs and the impact of the U.S. additional tariffs that has not yet been reflected in product selling prices, etc., operating profit decreased by 23.2% year-on-year to 1,312 million yen.

[DDS Business]

In the DDS (Disk Drive Suspension) business, the sales volume of HDD suspension increased year-on-year due to an increase in demand for high-capacity HDDs for data centers, however, due to an increase in fixed costs and the impact of foreign exchange fluctuations, etc., net sales increased by 15.5% year-on-year to 60,040 million yen, and operating profit decreased by 4.4% year-on-year to 12,063 million yen.

[Industrial Machinery and Equipment, and Other Operations Business]

In the industrial machinery and equipment, and other operations business, although demand for semiconductor process components has continued upward, net sales increased by 5.6% year-on-year to 58,060 million yen, and operating profit decreased by 25.2% year-on-year to 2,828 million yen due to an increase in depreciation and amortization expenses, etc. for capital expenditures to meet future demand growth for semiconductor process components and integrated metal substrates.

(2) Explanation of Consolidated Financial Position

For total assets at the end of the current consolidated interim period, operating receivable etc. decreased due to a decrease in operating transactions, on the other hand, property, plant and equipment increased due to an increase in capital investment and investment securities rose due to the appreciation in the market value of listed equity holdings. As a result, total assets increased by 377 million yen from the end of the previous consolidated fiscal year to 696,718 million yen.

Liabilities decreased by 1,450 million yen from the end of the previous consolidated fiscal year to 271,717 million yen due to factors such as a decrease in trade payables accompanying the shortening of payment terms, despite an increase in interest-bearing debt.

Net assets increased by 1,828 million yen from the end of the previous consolidated fiscal year to 425,000 million yen due to an increase in valuation difference on available-for-sale securities and an increase in retained earnings resulting from profit attributable to owners of parent, although there was an acquisition of treasury shares and a decrease in foreign currency translation adjustments resulting from the stronger yen.

(3) Explanation Regarding Future Projection Including Consolidated Financial Forecasts

The consolidated earnings forecasts for the full year ending March 31, 2026 remain unchanged from those announced on May 14, 2025. With regard to the U.S. additional tariffs, our basic policy is to pass the increased tariff burden on to customers through product pricing. However, 600 million yen has factored into our full-year earnings forecast as a profit-reducing cost, representing the portion temporarily borne by our group. Furthermore, the earnings forecast for each business segment has been revised as follows.

Business Segment	Net Sales			Operating Profit		
	Previous Forecast (May 14,2025) (A)	Latest Forecast (B)	Variance (B-A)	Previous Forecast (May 14,2025) (C)	Latest Forecast (D)	Variance (D-C)
Automotive Suspension Spring	Million yen 157, 500	Million yen 163, 400	Million yen 5, 900	Million yen 1, 800	Million yen 2, 100	Million yen 300
Automotive Seating	293, 500	288, 400	△5, 100	9, 500	7, 500	△2, 000
Precision Springs & Components	104, 000	104, 300	300	3, 700	4, 200	500
Disk Drive Suspension	120, 000	123, 300	3, 300	23, 000	25, 300	2, 300
Industrial Machinery & Others	125, 000	120, 600	△4, 400	9, 000	7, 900	△1, 100
Consolidated Total	800, 000	800, 000	0	47, 000	47, 000	0

## 2. Condensed Interim Consolidated Financial Statements and Primary Notes

### (1) Condensed Interim Consolidated Balance Sheets

(Millions of yen)

	As of March 31, 2025	As of September 30, 2025
<b>Assets</b>		
Current assets		
Cash and deposits	97,234	99,384
Notes and accounts receivable - trade, and contract assets	149,992	146,189
Electronically recorded monetary claims - operating	16,465	15,020
Merchandise and finished goods	30,406	28,543
Work in process	16,391	17,532
Raw materials and supplies	39,062	34,826
Partly-finished goods	11,772	12,666
Other	29,102	26,160
Allowance for doubtful accounts	△13	△4
Total current assets	390,414	380,319
Non-current assets		
Property, plant and equipment		
Buildings and structures	175,916	179,793
Accumulated depreciation	△120,004	△121,228
Buildings and structures, net	55,911	58,564
Machinery, equipment and vehicles	327,914	328,748
Accumulated depreciation	△269,522	△269,663
Machinery, equipment and vehicles, net	58,392	59,085
Land	34,939	34,705
Leased assets	1,437	1,402
Accumulated depreciation	△727	△534
Leased assets, net	710	868
Construction in progress	25,088	25,566
Other	101,102	101,783
Accumulated depreciation	△90,785	△90,859
Other, net	10,317	10,923
Total property, plant and equipment	185,359	189,712
Intangible assets	3,229	3,924
Investments and other assets		
Investment securities	64,962	68,565
Long-term loans receivable	1,368	484
Deferred tax assets	9,211	8,682
Retirement benefit asset	29,152	29,576
Other	14,409	17,208
Allowance for doubtful accounts	△1,767	△1,755
Total investments and other assets	117,336	122,760
Total non-current assets	305,925	316,398
Total assets	696,340	696,718

(Millions of yen)

	As of March 31, 2025	As of September 30, 2025
<b>Liabilities</b>		
Current liabilities		
Notes and accounts payable - trade	99,018	89,310
Electronically recorded obligations - operating	13,178	5,896
Short-term borrowings	27,199	34,295
Commercial papers	10,000	10,000
Current portion of bonds payable	—	10,000
Lease liabilities	611	747
Income taxes payable	4,308	4,147
Provision for bonuses	11,915	12,828
Provision for bonuses for directors (and other officers)	325	234
Notes payable - facilities	471	334
Other	27,287	26,070
Total current liabilities	194,317	193,866
Non-current liabilities		
Bonds payable	13,000	3,000
Long-term borrowings	20,015	27,334
Lease liabilities	991	1,278
Long-term income taxes payable	231	231
Deferred tax liabilities	13,002	15,345
Retirement benefit liability	25,244	24,577
Provision for retirement benefits for directors (and other officers)	521	563
Provision for officers' retirement benefits	970	1,007
Other	4,873	4,514
Total non-current liabilities	78,850	77,851
Total liabilities	273,168	271,717
<b>Net assets</b>		
Shareholders' equity		
Share capital	17,009	17,009
Capital surplus	17,954	18,278
Retained earnings	327,545	333,491
Treasury shares	△36,768	△39,052
Total shareholders' equity	325,741	329,727
Accumulated other comprehensive income		
Valuation difference on available-for-sale securities	26,822	31,587
Foreign currency translation adjustment	42,372	36,133
Remeasurements of defined benefit plans	12,743	12,229
Total accumulated other comprehensive income	81,937	79,950
Non-controlling interests	15,492	15,322
Total net assets	423,172	425,000
<b>Total liabilities and net assets</b>	696,340	696,718



(2) Condensed Interim Consolidated Statement of Income and Comprehensive Income  
(Condensed Interim Consolidated Statements of Income)  
(Six Months ended September 30, 2025)

(Millions of yen)

	Six months ended September 30, 2024	Six months ended September 30, 2025
Net sales	391,230	393,930
Cost of sales	338,586	342,565
Gross profit	52,644	51,364
Selling, general and administrative expenses	29,694	32,830
Operating profit	22,949	18,534
Non-operating income		
Interest income	983	1,065
Dividend income	1,690	1,791
Share of profit of entities accounted for using equity method	1,054	494
Foreign exchange gains	739	—
Other	924	1,425
Total non-operating income	5,391	4,777
Non-operating expenses		
Interest expenses	108	259
Provision of allowance for doubtful accounts	142	0
Loss on retirement of non-current assets	219	177
Foreign exchange losses	—	2,582
Expenses for product compensation	180	109
Other	719	349
Total non-operating expenses	1,369	3,478
Ordinary profit	26,972	19,833
Extraordinary income		
Settlement income	2,000	—
Total extraordinary income	2,000	—
Profit before income taxes	28,972	19,833
Income taxes	6,577	5,480
Profit	22,394	14,353
Profit attributable to non-controlling interests	849	446
Profit attributable to owners of parent	21,545	13,906

(Condensed Interim Consolidated Statements of Comprehensive Income)  
(Six Months ended September 30, 2025)

	(Millions of yen)	
	Six months ended September 30, 2024	Six months ended September 30, 2025
Profit	22,394	14,353
Other comprehensive income		
Valuation difference on available-for-sale securities	△8,071	4,769
Foreign currency translation adjustment	7,416	△6,380
Remeasurements of defined benefit plans, net of tax	△550	△514
Share of other comprehensive income of entities accounted for using equity method	634	△366
Total other comprehensive income	△571	△2,493
Comprehensive income	21,823	11,860
Comprehensive income attributable to		
Comprehensive income attributable to owners of parent	20,331	11,919
Comprehensive income attributable to non-controlling interests	1,491	△59

(3) Condensed Interim Consolidated Statements of Cash Flows

(Millions of yen)

	Six months ended September 30, 2024	Six months ended September 30, 2025
Cash flows from operating activities		
Profit before income taxes	28,972	19,833
Depreciation	14,275	13,929
Increase (decrease) in net defined benefit asset(debt)	△413	△805
Interest and dividend income	△2,674	△2,857
Interest expenses	108	259
Foreign exchange losses (gains)	△962	1,406
Share of loss (profit) of entities accounted for using equity method	△1,054	△494
Loss (gain) on sale and retirement of property, plant and equipment	133	△153
Settlement income	△2,000	—
Decrease (increase) in trade receivables	△609	2,942
Decrease (increase) in inventories	△3,261	2,996
Increase (decrease) in trade payables	△258	△16,265
Other, net	△2,290	3,938
Subtotal	29,966	24,729
Interest and dividends received	3,440	2,887
Interest paid	△54	△204
Settlement received	2,000	—
Income taxes paid	△11,794	△3,662
Net cash provided by (used in) operating activities	23,558	23,750
Cash flows from investing activities		
Decrease (increase) in time deposits	△1,405	△3,836
Purchase of property, plant and equipment	△23,479	△20,337
Proceeds from sale of property, plant and equipment	559	386
Purchase of intangible assets	△543	△634
Purchase of investment securities	△9	△220
Proceeds from sale of investment securities	1	57
Loan advances	△231	△532
Proceeds from collection of loans receivable	123	205
Other, net	1	△1,000
Net cash provided by (used in) investing activities	△24,984	△25,912
Cash flows from financing activities		
Net increase (decrease) in short-term borrowings	△777	1,183
Proceeds from long-term borrowings	21,000	20,000
Repayments of long-term borrowings	△3,907	△6,497
Proceeds from issuance of commercial papers	13,000	25,000
Redemption of commercial papers	△13,000	△25,000
Purchase of treasury shares	△10,646	△1,981
Purchase of shares of subsidiaries not resulting in change in scope of consolidation	△1,583	△0
Repayments of lease liabilities	△221	△273
Dividends paid	△5,541	△7,960
Dividends paid to non-controlling interests	△317	△109
Net cash provided by (used in) financing activities	△1,994	4,360

(Millions of yen)

	Six months ended September 30, 2024	Six months ended September 30, 2025
Effect of exchange rate change on cash and cash equivalents	4,711	△2,999
Net increase (decrease) in cash and cash equivalents	1,291	△801
Cash and cash equivalents at beginning of period	93,065	81,805
Increase in cash and cash equivalents resulting from inclusion of subsidiaries in consolidation	—	16
Cash and cash equivalents at end of period	94,357	81,020

#### (4) Notes to Condensed Interim Consolidated Financial Statements

(Notes to Segment Information)

##### I . Result of Interim of the Year ended March 2025 (Six Months ended September 30, 2024)

Information regarding the Amount of Net Sales and Profit or Loss by Business Segment

	Reportable Segment						Adjustments	Consolidated Total
	Automotive Suspension Springs	Automotive Seating	Precision Springs & Components	Disk Drive Suspension	Industrial Machinery & Equipment, & Other Operations	Total		
Sales:	(Millions of yen)							
Sales to External Customers	83,533	150,861	49,830	51,998	55,005	391,230	—	391,230
Inter-segment Sales	952	66	1,267	(524)	6,406	8,169	(8,169)	—
Net Sales	84,486	150,928	51,098	51,474	61,412	399,399	(8,169)	391,230
Segment Profit (Loss)	(652)	5,493	1,709	12,617	3,781	22,949	—	22,949

(Note 1)

Adjustment for inter-segment sales of ¥8,169 million is elimination of the inter-segment transaction.

(Note 2)

Segment profit (loss) is in accordance with operating profit (loss) in the quarterly consolidated statement of income.  
There is no amount of the adjustment.

##### II . Result of Interim of the Year ending March 2026 (Six Months ended September 30, 2025)

##### 1. Information regarding the Amount of Net Sales and Profit or Loss by Business Segment

	Reportable Segment						Adjustments	Consolidated Total
	Automotive Suspension Springs	Automotive Seating	Precision Springs & Components	Disk Drive Suspension	Industrial Machinery & Equipment, & Other Operations	Total		
Sales:	(Millions of yen)							
Sales to External Customers	83,014	142,003	50,812	60,040	58,060	393,930	—	393,930
Inter-segment Sales	958	472	780	—	6,510	8,721	(8,721)	—
Net Sales	83,972	142,475	51,592	60,040	64,571	402,652	(8,721)	393,930
Segment Profit (Loss)	300	2,028	1,312	12,063	2,828	18,534	—	18,534

(Note 1)

Adjustment for inter-segment sales of ¥8,721 million is elimination of the inter-segment transaction.

(Note 2)

Segment profit (loss) is in accordance with operating profit (loss) in the quarterly consolidated statement of income.  
There is no amount of the adjustment.

(Reference Information)

〈Region Segment Information〉

1. Result of Interim of the Year ended March 2025 (Six Months ended September 30, 2024)

	Japan	Asia	America, Europe & Others	Total	Adjustments	Consolidated Total
Sales:	(Millions of yen)					
Sales to External Customers	219,480	101,451	70,298	391,230	—	391,230
Inter-segment Sales	20,821	3,259	1,128	25,209	(25,209)	—
Net Sales	240,301	104,710	71,427	416,439	(25,209)	391,230
Segment Profit (Loss)	15,420	11,392	(3,863)	22,949	—	22,949

(Note 1) The countries are grouped depending on the geographical proximity.

(Note 2) Countries in the groups except Japan

(1) Asia ..... Thailand, Malaysia, China, India

(2) America, Europe & Others ... U.S., Mexico, Netherlands, Hungary

2. Result of Interim of the Year ending March 2026 (Six Months ended September 30, 2025)

	Japan	Asia	America, Europe & Others	Total	Adjustments	Consolidated Total
Sales:	(Millions of yen)					
Sales to External Customers	219,440	107,645	66,844	393,930	—	393,930
Inter-segment Sales	20,309	3,679	1,142	25,131	△25,131	—
Net Sales	239,750	111,324	67,987	419,061	△25,131	393,930
Segment Profit (Loss)	11,701	10,846	△4,013	18,534	—	18,534

(Note 1) The countries are grouped depending on the geographical proximity.

(Note 2) Countries in the groups except Japan

(1) Asia ..... Thailand, Malaysia, China, India

(2) America, Europe & Others ... U.S., Mexico, Netherlands, Hungary

(Notes to Significant Changes in the Amount of Shareholders' Equity)

Not applicable

(Notes to Going Concern Assumption)

Not applicable

(Notes to Significant Subsequent Events)

(Liquidation of Consolidated Subsidiary and Equity Method Subsidiary)

NHK SPRING CO., LTD. (“the Company”) hereby announces that it decided at the Board of Directors meeting held on November 12, 2025, to liquidate NHK Seating (Hubei) Co., Ltd. and FNK China Co., Ltd. as described below.

1. Reason for Liquidation

NHK Seating (Hubei) Co., Ltd. and FNK China Co., Ltd. have strived to expand the Automotive Seating Business targeting Japanese-owned auto manufacturers in the Chinese market. However, the sales of Japanese-owned auto manufacturers have slowed down, and it is uncertain if they will recover in the future. In light of these changes in the business environment and from the perspective of selecting and concentrating management resources, the Company decided to liquidate this consolidated subsidiary and equity-method affiliates.

2. Overview of the Subsidiaries the Company Decided to Liquidate

Name	NHK Seating (Hubei) Co., Ltd.	FNK China Co., Ltd..
Location	Xiangyang city, Hubei province, China	Guangzhou city, Guangdong province, China
Share capital	180 million yuan	0.2 million US dollars
Representative	Tetsuya Sasaki, General Manager	Yoshiyuki Takahashi, General Manager
Major shareholder and shareholding percentage	NHK SPRING CO., LTD. 100%	NHK SPRING CO., LTD. 100%
Date of Established	November 30, 2010	April 24, 2011
Relationship with Company	Consolidated subsidiary	Equity-method affiliates
Major business contents	Manufacturing of automotive seats	Sale of finished products of automotive seats and components

3. Timeline

The liquidation is planned to be completed as soon as the necessary procedures are completed pursuant to the local laws and regulations. However, no specific timeline has been determined at present.

4. Impact on Business Results

While the impact of this liquidation on the consolidated business results for the current fiscal year will be negligible, should there be any matter that should be disclosed, the Company will promptly do so upon the occurrence thereof.