

September 2, 2025

To whom it may concern

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Name of representative: Izumi Oi, President & CEO
(Code No. 6951: TSE Prime Market)
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Notice Concerning the Establishment of a Subsidiary in the Medical Equipment Business Area, Absorption-type Company Split Between the Company and the Subsidiary (Simplified Absorption-type Company Split), and Transfer of Shares of the Subsidiary

JEOL Ltd. (hereinafter, the “Company”) hereby announces that the Company’s Board of Directors resolved at its meeting held today to: (i) transfer the Company's medical equipment business to its newly-established wholly-owned subsidiary (trade name undecided; Kiyotaka Fujino, Representative Director; Headquarters: 2-11-1 Inadaira, Musashimurayama City, Tokyo; hereinafter referred to as the “New Company”) through a company split (simplified absorption-type company split) (hereinafter referred to as the “Absorption-type Company Split”); and (ii) transfer to SYSMEX CORPORATION (Headquarters: 1-5-1 Wakinohama-kaigandori, Chuo-ku, Kobe City, Hyogo; hereinafter referred to as “Sysmex”) all shares of the New Company (hereinafter referred to as the “Share Transfer”).

Since the Absorption-type Company Split is a simplified absorption-type company split with a wholly-owned subsidiary of the Company, some of the disclosed items and the content of the disclosure have been omitted. In addition, the Company is voluntarily disclosing the Share Transfer as it does not fall under the timely disclosure requirements of the Tokyo Stock Exchange.

I. Summary of the Resolution

1. To establish the New Company as a wholly-owned subsidiary of the Company.
2. To transfer the Company's medical equipment business to the New Company through an absorption-type company split.
3. Subject to the Absorption-type Company Split taking effect, to transfer all shares of the New Company to Sysmex.

II. Summary of the Establishment of the New Company, the Absorption-type Company Split and the Share Transfer

1. Purpose of the Establishment of the New Company, the Absorption-type Company Split, and the Share Transfer

Since the release of our first automated clinical chemistry analyzer in 1972, our medical equipment business has contributed to the development of medical care and the maintenance of people's health by developing products and solutions that meet market needs. In particular, our automated clinical chemistry analyzers have received high praise from our customers because they have achieved the reduction of the required sample volume and reagent volume at the world's top level of high throughput along with a unique method of diluting collected samples.

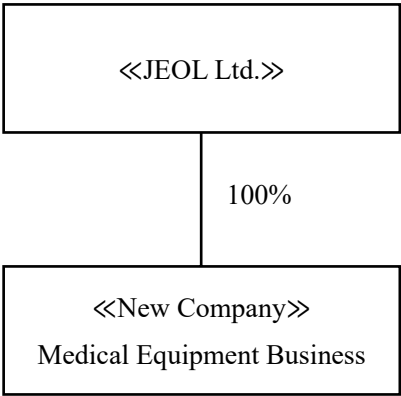
From the perspective of sustainable growth of the medical equipment business in the future and medium- to long-term improvement of the Company’s corporate value, we have determined that it is optimal to operate the medical

equipment business under Sysmex, which has a strong presence and expertise in the industry. Sysmex is one of Japan's leading medical equipment manufacturers, and has a wealth of experience and an excellent track record in the field of clinical testing (specimen testing) over many years. Sysmex has also built a strong global network and has high brand power in the industry. In addition, since Sysmex has a clear growth strategy for this field and sufficient management resources, we believe that the realization of the Absorption-type Company Split and the Share Transfer (hereinafter collectively referred to as the “Transaction”) will demonstrate significant synergies in terms of R&D, production, and business development of automated clinical chemistry analyzers, and we are confident that we will be able to achieve further growth and strengthen competitiveness in the medical equipment business. The Company expects that the Transaction will lead to the development of the medical equipment business and the expansion of growth opportunities for employees and the Company will continue to strive to further enhance the Company's corporate value.

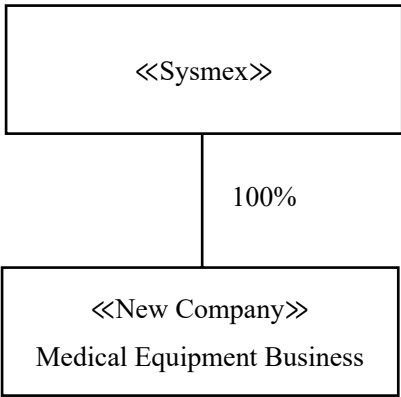
2. Outline of the Establishment of the New Company, the Absorption-type Company Split and the Share Transfer
(Current situation)



(After establishment of New Company and Absorption-type Company Split)



(After Share Transfer)



3. Schedule for the Establishment of the New Company, the Absorption-type Company Split and the Share Transfer

Date of Board Resolution	September 2, 2025
Date of Execution of Share Transfer Agreement	September 2, 2025
Date of Establishment of the New Company	Early September 2025 (planned)
Date of Execution of the Absorption-type Company Split Agreement	Late September 2025 (planned)
Effective Date of the Absorption-type Company Split and the Share Transfer	April 1, 2026 (planned)

*1 The Company plans to conduct the Absorption-type Company Split without the approval of the General Meeting of Shareholders in accordance with the provisions of Article 784, Paragraph 2 of the Companies Act.

4. Overview of the New Company (planned)

(1) Name	Undecided	
(2) Location	2-11-1 Inadaira, Musashimurayama City, Tokyo	
(3) Name and Title of Representative	Kiyotaka Fujino, Representative Director	
(4) Content of Business	Manufacturing, sales, and research of medical equipment, as well as contract manufacturing, maintenance, and servicing of products and parts associated therewith, and procurement and sales of peripheral equipment	
(5) Stated Capital	95 million yen	
(6) Date of Establishment	Early September 2025	
(7) Major Shareholders and Shareholding Ratios	JEOL Ltd.: 100%	
(8) Relationship with the Company	Capital Relationship	The Company plans to own 100% of the total number of issued shares.
	Personnel	The Company plans to transfer personnel from its Medical Equipment Division to the New Company.
	Business Relationship	The New Company has not started operations and therefore has no business relationship with the Company. When executing the Share Transfer, the Company plans to conclude a Transitional Period Product Supply Agreement with the New Company as the outsourcer and the Company as the outsourcee for some products related to the medical equipment business.

III. In Relation to the Absorption-type Company Split

1. Summary of the Absorption-type Company Split

(1) Date of the Absorption-type Company Split

Please refer to “3. Schedule of Establishment of the New Company, Absorption-type Company Split and Share Transfer” in “II. Summary of the Establishment of the New Company, the Absorption-type Company Split and the Share Transfer” above.

(2) Method of Absorption-type Company Split

A simplified absorption-type company split in which the Company is the splitting company in absorption-type

company split and the New Company is the succeeding company in absorption-type company split.

- (3) Details of the Allocation Pertaining to the Absorption-type Company Split
Since the Absorption-type company Split is with the New Company, which is a wholly-owned subsidiary of the Company, it will be a non-consideration company split and no shares, money, or other assets will be allocated from the New Company to the Company.
- (4) Handling of Stock Acquisition Rights and Bonds with Stock Acquisition Rights in Connection with the Absorption-type Company Split
This does not apply.
- (5) Increase or Decrease in the Amount of the Stated Capital Due to the Absorption-type Company Split
There will be no increase or decrease in the amount of the stated capital due to the Absorption-type Company Split.
- (6) Rights and Obligations of the Succeeding Company
Through the Absorption-type Company Split, the Company will transfer to the New Company the assets, liabilities, and other rights and obligations related to the Company's medical equipment business, as stipulated in the absorption-type company split agreement. The transfer of debts will be based on the method of discharging assumption of an obligation.
- (7) Prospects for Fulfilling Obligations
The Company has determined that the New Company will not have any issues in terms of the prospects for fulfilling its obligations after the effective date of the Absorption-type Company Split.

2. Summary of the Parties to the Absorption-type Company Split (as of March 31, 2025). (The information related to the New Company is based on the plans at the current stage)

	Splitting Company in Absorption-type Company Split	Succeeding Company in Absorption-type Company Split (New Company)
(1) Name	JEOL Ltd.	Undecided
(2) Location	3-1-2 Musashino, Akishima City, Tokyo	2-11-1 Inadaira, Musashimurayama City, Tokyo
(3) Name and Title of Representative	Izumi Oi, President & CEO	Kiyotaka Fujino, Representative Director
(4) Content of Business	Manufacturing, marketing, development & research of Scientific and Metrology Instruments (Electron Optics Instruments, Analytical Instruments, Measuring Instruments), Semiconductor Equipment, Industrial Equipment, and Medical Equipment, processing, maintenance & services of related products and parts, as well as procurement & sales of peripherals.	Manufacturing, sales, and research of medical equipment, as well as contract manufacturing, maintenance, and servicing of products and parts associated therewith, and procurement and sales of peripheral equipment.
(5) Stated Capital	21,394 million yen	95 million yen
(6) Date of Establishment	May 30, 1949	Early September 2025

(7) Number of Issued Shares	51,532,800 shares	50 shares
(8) Major Shareholders and Shareholding Ratios	The Master Trust Bank of Japan, Ltd. (13.09%) Custody Bank of Japan, Ltd. (Trust Account) (6.27%) NIKON CORPORATION (4.47%) MISAKI ENGAGEMENT MASTER FUND (4.06%) THE BANK OF NEW YORK MELLON 140042 (2.31%) MUFG Bank, Ltd. (2.19%) JEOL Kyoeikai (2.16%) STATE STREET BANK AND TRUST COMPANY 505103 (2.12%) Nippon Life Insurance Company (2.03%) MLI FOR CLIENT GENERAL OMNI NON COLLATERAL NON TREATY-PB (1.90%)	JEOL Ltd. (100%)
(9) Fiscal Year	March 31	March 31
(10) Financial Position and Operating Results for the Previous Fiscal Year (Fiscal Year Ending March 2025) (Consolidated)		
Net Assets	136,653 million yen	—
Total assets	222,486 million yen	—
Net Assets per Share	2,672.19 yen	—
Sales	196,695 million yen	—
Operating Profit	35,501 million yen	—
Ordinary Income	34,424 million yen	—
Net Income Attributable to Shareholders of the Parent Company	18,688 million yen	—
Net Income per Share	JPY 365.55	—

*2 As the succeeding company in absorption-type company split is scheduled to be established in early September 2025, all items are described based on the current plans. In addition, since the succeeding company in absorption-type company split has yet to be established, there is no finalized fiscal year for the succeeding company in absorption-type company split.

3. Overview of the Business to be Split

(1) Business Description

Manufacturing, sales, and research of medical equipment, as well as contract manufacturing, maintenance, and servicing of products and parts associated therewith, and procurement and sales of peripheral equipment.

(2) Operating Results (Fiscal Year Ended March 2025)

Net sales: 15,418 million yen

Operating profit: 662 million yen

(3) Items and Amounts of Assets and Liabilities (as of March 31, 2025)

Total Assets: 13,716 million yen

Total Liabilities: 2,566 million yen

*3 The amounts of assets and liabilities to be transferred will be finalized on the effective date of the Absorption-type Company Split.

4. Status after the Absorption-type Company Split

At this time, there are no plans to change the Company's name, location, position and name of the representative, content of business, stated capital, and fiscal year after the Absorption-type Company Split. The name of the New Company has not been finalized at this time.

IV. In Relation to the Share Transfer

1. Purpose of the Share Transfer

Please refer to "1. Purpose of the Establishment of the New Company, the Absorption-type Company Split and the Share Transfer" in "II. Summary of the Establishment of the New Company, the Absorption-type Company Split and the Share Transfer" above. The Share Transfer is scheduled to be executed on April 1, 2026, subject to the Absorption-type Company Split taking effect.

2. Overview of Subsidiary Whose Shares will be Transferred

Please refer to "4. Overview of the New Company (Planned)" in "II. Summary of the Establishment of the New Company, the Absorption-type Company Split and the Share Transfer".

3. Overview of Counterparties to Share Transfer (as of March 31, 2025)

(1) Name	SYSMEX CORPORATION
(2) Location	1-5-1 Wakinohama-kaigandori, Chuo-ku, Kobe City, Hyogo
(3) Name and Title of Representative	Kaoru Asano, President
(4) Content of Business	Development, manufacture, sales and export/import of diagnostic instruments, reagents and related software
(5) Stated Capital	14,887,820,000 yen
(6) Date of Establishment	February 20, 1968
(7) Consolidated Net Assets	464,534 million yen
(8) Consolidated Total Assets	665,268 million yen
(9) Major Shareholders and Shareholding Ratios	The Master Trust Bank of Japan, Ltd. (12.39%) Nakatani Foundation for Advancement of Measuring Technologies in Biomedical Engineering (6.16%) Custody Bank of Japan, Ltd. (5.99%) The Kobe Yamabuki Foundation (5.73%) Nakatani Kosan, Ltd. (5.47%) Taeko Wada (3.46%)

	Kazuko Ietsugu (3.33%) Rusoru, Ltd. (2.27%) State Street Bank and Trust Company 505001 (2.15%) Northern Trust Co. (AVFC) Sub A/C American Clients (1.99%)	
(10) Relationship with the Company	Capital Relationship	This does not apply.
	Personnel	This does not apply.
	Business Relationship	SYSMEX CORPORATION conducts sales activities as a distributor of the Company's medical equipment in some foreign countries.
	Status as Related Parties	This does not apply.

4. Number of Shares Transferred and Percentage of Shares Owned by the Company Before and After the Share Transfer

Number of Shares Owned Before Transfer	50 shares (100% of voting rights)
Number of Shares Transferred	50 shares (100% of voting rights)
Number of Shares Owned After all Transfers	0 shares (0% of voting rights)

*4: The transfer price will not be disclosed due to confidentiality obligations between the parties.

5. Date of the Share Transfer

Please refer to “3. Schedule for Establishment of the New Company, the Absorption-type Company Split and the Share Transfer” in “II. Summary of the Establishment of the New Company, the Absorption-type Company Split and the Share Transfer” above.

V. Future outlook

As a result of the Share Transfer, the New Company will be excluded from the Company's consolidated financial reporting from the first quarter of the fiscal year ending March 2027. The impact of the Absorption-type Company Split and the Share Transfer on the Company group's results for the fiscal year ending March 2026 is minor, and the impact on the Company group's results for the fiscal year ending March 2027 is currently under review. If any matters that need to be disclosed arise, they will be promptly disclosed.