



April 10, 2026

To whom it may concern

Company name: TACHI-S CO., LTD.
Representative: Yuichiro Yamamoto, Director & President
(Code 7239: Tokyo Stock Exchange Prime section)
Contact: Corporate Planning Office
(TEL: +81-428-33-1138)

Notice Regarding Acquisition of Shares Resulting in Change in Subsidiary and Change in Specified Subsidiary

TACHI-S CO., LTD. (the “Company”) hereby announces that it has determined, pursuant to resolution passed at its board of directors meeting held on April 10, 2026, to acquire shares in TACHI-S TOYO Group Holdings Co., Ltd. (the “New Company”) to make it a subsidiary (the “Share Acquisition”). The New Company will be established by TOYO H&I Co., Ltd. (“TOYO H&I”) and succeed to shares or equity interests owned by TOYO H&I in Toyo Seat Co., Ltd., Toyo Seat USA Corporation, TOYO SEAT Europe Autóalkatrész Gyártó és Kereskedelmi Korlátolt Felelősségű Társaság (English name: TOYO SEAT Europe Kft.), Toyo Seat Hong Kong Company Limited, Toyo Seat Philippines Corporation, and NANJO Auto Interior Co., Ltd. (collectively the “TOYO H&I Group”), as well as assets related to TOYO H&I Group’s automotive seats & interiors business, through a company split (absorption-type split).

The New Company will become a specified subsidiary of the Company because its net assets will be equivalent to at least 30% of the Company’s net assets as of the execution of the Share Acquisition.

1. Reason for the share acquisition

The Company has been working on the medium-term management plan “Transformative Value Evolution” (TVE) since FY2021. The scheme aims to improve profitability by “Deepening” the automotive seats and seat components businesses, and invest revenue thus generated to the “Innovating” and “Renewing” strategies so as to transform and expand the business portfolio and accelerate growth.

The Share Acquisition contributes to the “Deepening” strategy for business domain expansion, included in the TVE Wave2 2027 announced in May 2025, with synergies expected in four phases -- (1) enhancing the customer portfolio, (2) promoting mutual utilization of products and maximum asset utilization, (3) optimizing development resources and creating technological innovation, and (4) expanding business domains -- and helps the Company achieve the goal of 400 billion yen in net sales in FY2030 under the growth strategy. The Company seeks to constantly enhance corporate value as “a company that continues to be chosen” by offering high-value-added products and services to customers.

2. Outline of the new subsidiary (TACHI-S TOYO Group Holdings Co., Ltd.) (to be confirmed)

(1) Name	TACHI-S TOYO Group Holdings Co., Ltd.	
(2) Head office	5-14-7-704, Nishitenma, Kitaku, Osaka City, Osaka Prefecture Japan	
(3) Representative	Toru Yamaguchi, REPRESENTATIVE DIRECTOR	
(4) Business description	Automotive seats and interiors	
(5) Capital	JPY1 million	
(6) Date of establishment	April 22, 2026	
(7) Major shareholder / ownership ratio	TOYO H&I Inc.: 100%	
(8) Relationship with the	Capital	None

Company	Personnel	None
	Business	None
(9) Consolidated financial performance and position for the past three fiscal years		
No fiscal year has been closed for the New Company because it is scheduled to be established after a share transfer agreement is concluded between the Company and TOYO H&I and Marks Gatherway Inc..		

3. Outline of the seller (as of December 31, 2025)

(1)	Name	TOYO H&I Inc.	
(2)	Head office	5-14-7, Nishitenma, Kitaku, Osaka City, Osaka Pref. Japan	
(3)	Representative	Toru Yamaguchi, REPRESENTATIVE DIRECTOR	
(4)	Business description	Automotive seats and interiors	
(5)	Capital	JPY100 million	
(6)	Date of establishment	April 1, 2019	
(7)	Net assets	JPY29,587 million	
(8)	Total assets	JPY29,588 million	
(9)	Major shareholder / ownership ratio	Marks Gatherway Inc.: 70%	
(10)	Relationship with the Company	Capital	None
		Personnel	None
		Business	None
		Related party relationship	None

4. Number of shares to be acquired, acquisition costs, and shareholding before and after the acquisition

(1)	Number of shares held before the change	0 share (Number of voting rights: 0) (Percentage of voting rights: 0%)
(2)	Number of shares to be acquired	200 shares (Number of voting rights: 200 units)
(3)	Acquisition costs	Common shares: JPY21,200 million Advisory fees and expenses (estimated): JPY600 million Total (estimated): JPY21,800 million
(4)	Number of shares to be held after the change	200 shares (Number of voting rights: 200 units) (Percentage of voting rights: 100%)

5. Schedule

(1)	Date of resolution by the Board of Directors	April 10, 2026
(2)	Date of conclusion of the agreement	April 10, 2026
(3)	Date of execution of the share transfer	August 3, 2026 (to be confirmed)

6. Future outlook

The impact of the Share Acquisition on the Company's financial performance in FY2026/3 is currently under assessment. The Company will promptly make announcements should any matters that require disclosure arise.

(Reference) The Company's consolidated financial forecasts for FY2026/3 (announced on February 12, 2026) and results in the previous fiscal year

	Net sales	Operating income	Ordinary income	Net income attributable to owners of parent
Forecasts (FY2026/3)	JPY264,000 million	JPY9,000 million	JPY11,000 million	JPY8,000 million
Results (FY2025/3)	JPY285,394 million	JPY9,625 million	JPY10,768 million	JPY11,310 million

Acquisition of Shares in the TOYO H&I Group

TACHI-S CO.,LTD.

April 10, 2026

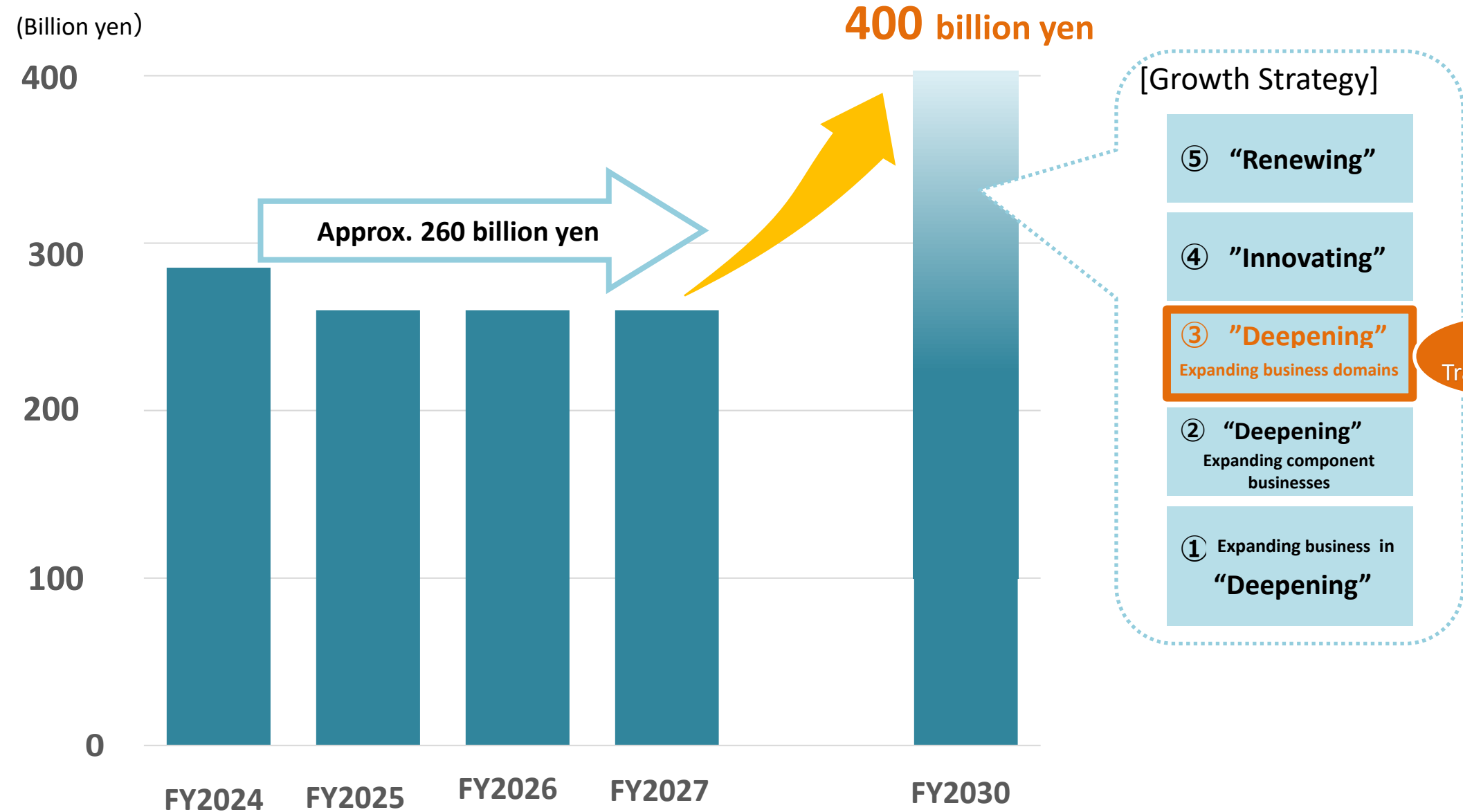


Positioning of the Transaction in the Medium-term Management Plan

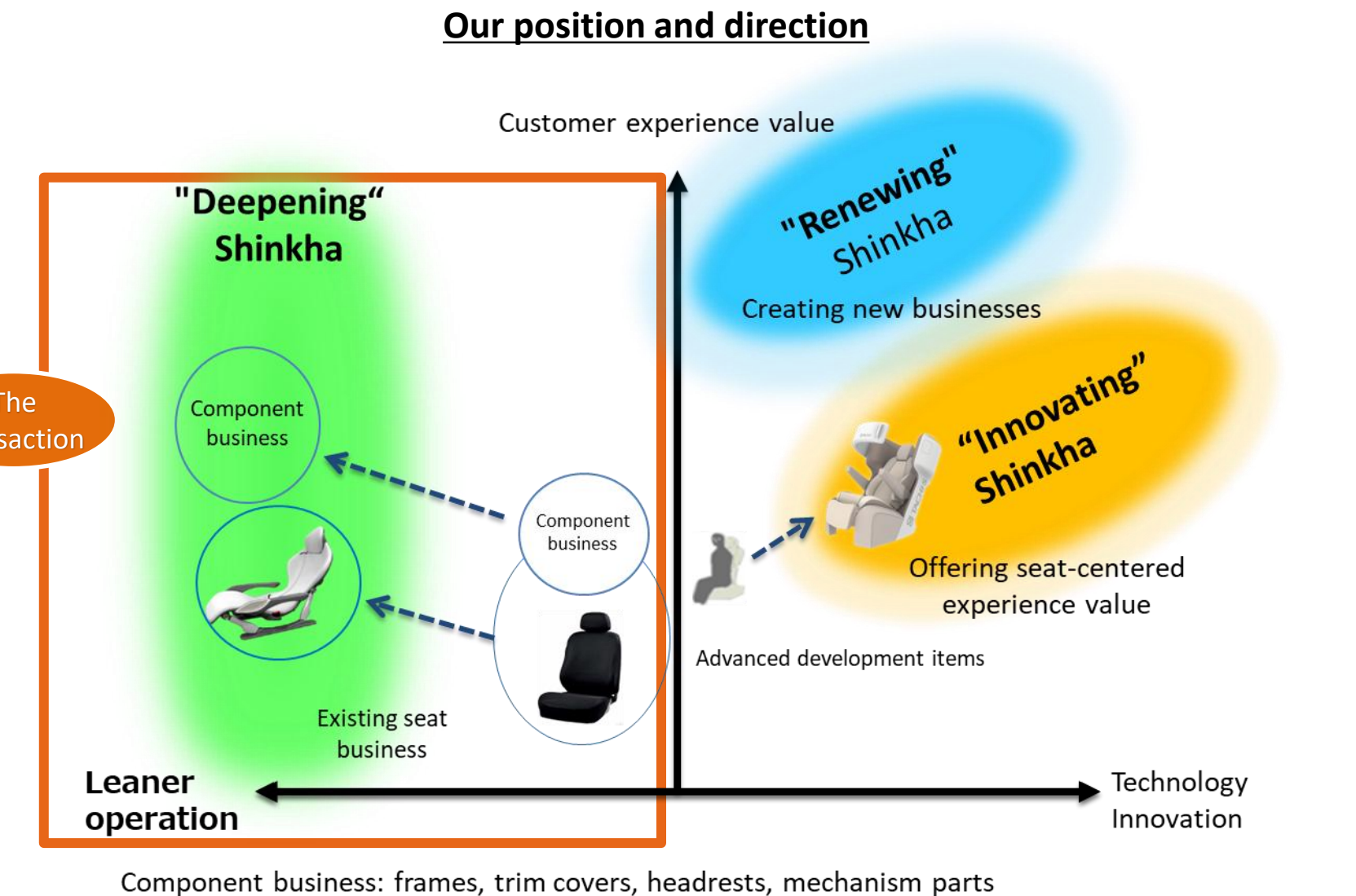
- TACHI-S has been implementing its growth strategy toward a net sales target of 400 billion yen by FY2030
- The transaction will support the strategy of “Deepening (*Shinka*)” that aims to enhance the added value of TACHI-S’ existing automotive seat business by expanding the business domains from “Seat as a component” to “Seat + Interiors”

Overview of Medium-term Management Plan TVE Wave2 2027 and Positioning of the Transaction

Net Sales Target



Business Portfolio



Common Philosophy Underlying the Transaction

- As shown in TACHI-S' "Mutual Respect and Cooperation," Toyo Seat's "Employee Satisfaction First," and Nanjo Auto Interior's "Spirit of Harmony," the three companies operate based on common core value that prioritizes "People"
- Additionally, the three companies have the same vision of contributing to society through the "Seating" and "Space" creating technologies, which will enable smooth business operations after the transaction



 **TACHI-S**

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 **TACHI-S H&P**

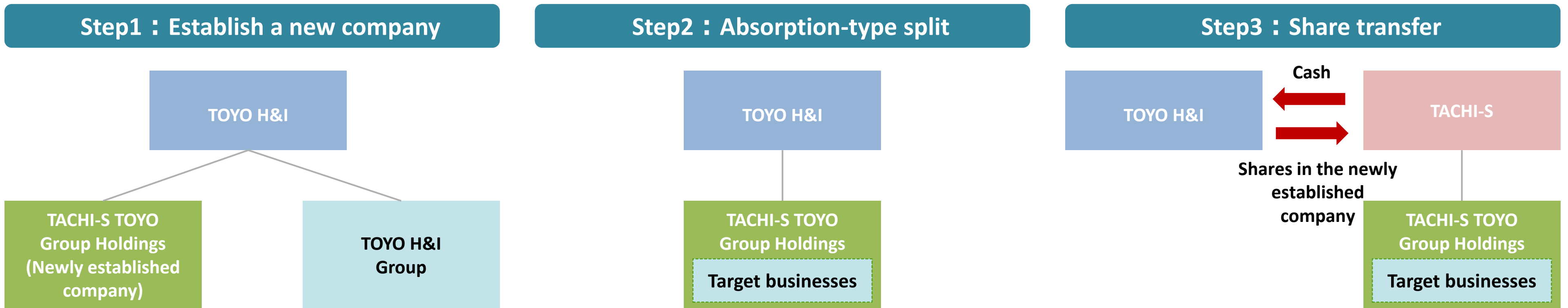
TOYO h&i
HOLDINGS & INNOVATIONS

 SHAPING THE FUTURE
TOYO SEAT

 **NANJO**

Overview of the Transaction

- TOYO H&I Inc. will transfer the target businesses to a newly-established company through an absorption-type split in which TOYO H&I Co., Ltd. is the splitting company and the newly-established company is the succeeding company. After the succession is completed, TACHI-S will acquire all the outstanding shares in the newly-established company for a cash consideration

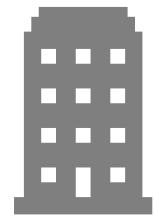


Target business	Shares or equity interests in the TOYO H&I Group ⁽¹⁾ and the assets related to the automotive seat and interior component business, etc.
Share acquisition price	21.2 billion yen
Acquisition funds	The acquisition is planned to be financed with cash on hand and external borrowings *No equity financing planned
Signing date	April 10, 2026
Scheduled closing date	August 3, 2026

Note: (1) Toyo Seat Co., Ltd., Toyo Seat USA Corporation, TOYO SEAT Europe Kft., Toyo Seat Hong Kong Company Limited and TOYO SEAT PHILIPPINES CORPORATION and Nanjo Auto Interior Co., Ltd.

TOYO H&I Group Overview

Outline⁽¹⁾



No. of group companies

23 firms

- Consolidated subsidiaries: 11 firms
- Equity-method affiliates: 8 firms
- Other affiliates: 3 firms



Plants

27 plants

- Consolidated subsidiaries: 19 plants
- Equity-method affiliates: 7 plants
- Other affiliates: 1 plant



Manufacturing footprints

7 countries



Consolidated net sales (FY2024) ⁽²⁾

92.9 billion yen

Key products

Automotive seat



Major products of Toyo Seat

- Since the establishment in 1974, Toyo Seat has been pursuing “the enjoyment of sitting in a seat” as an automotive seat specialized company, continuing to produce seats satisfying a wide range of needs

Door trim



Major products of Nanjo Auto Interior

- Nanjo Auto Interior primarily manufactures door trims (interior door components), which require various decorative parts and control switches, having a 90% share in door trim products for Mazda
- The company’s products are characterized not only by functionality but also by sophisticated design

Interior-related products



- The group develops and manufactures a wide range of mechanical parts related to automobiles including automotive seats, such as seat frames and seat slides

Others



- The group entered the field of manufacturing of daily necessities with the start of baby strollers in 1970
- Currently, the group develops and manufactures railway seats and nursing care seats

Note: (1) Figures as of March 31, 2026 (excluding the data of consolidated net sales) (2) Unaudited simplified consolidate figures

Toyo Seat Co., Ltd. Company Overview

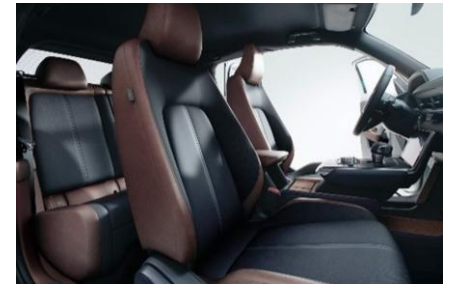
- Operates business globally, focusing on development and manufacture of automotive seats, for Mazda and Suzuki as major clients
- Has strengths in its comprehensive manufacture and development capabilities underpinned by in-house production of automotive seat components

Basic Information

Name	Toyo Seat Co., Ltd.
Head office	1-6-25, Kuninobu, Kaita-cho, Aki-gun, Hiroshima Prefecture
Established	May 21, 1947
Capital stock	100 million yen
Net sales	36.8 billion yen (FY2025)
Number of employees	782 employees (February 2026)
Stock exchange	Private
Business	Development, manufacture and sale of automotive seats, automotive convertible tops and mechanical components
Major clients	Mazda, Toyota Boshoku, Adient, Fuji Seat
President	Shinji Watanabe, REPRESENTATIVE DIRECTOR

Features

- **Years of track record and reliability**
Holds advanced technologies and extensive track record in automotive seats, having a particular high share in products for Mazda
- **International footprints and group companies**
Has established its global supply system, having operational bases in the U.S., Philippines, Hungary, China, Mexico, India, etc.
- **In-house development and manufacture of seat devices**
Holds a highly-competitive and wide-ranging product supply system supported by a number of its production sites
- **Convertible top business**
Has built a comprehensive production system managing from development to manufacturing of diverse styles of convertible tops, ranging from manual to electric roof systems



Nanjo Auto Interior Co., Ltd. Company Overview

- Operates business globally, focusing on development and manufacture of door trims, for Mazda as a major client
- Has strengths in its technical capabilities, holding a number of proprietary technologies including three-dimensional sewing technology and plastic molding technology

Basic Information

Name	Nanjo Auto Interior Co., Ltd.
Head office	Teriha Hiroshima 5F, 1-8, Nishi-Kojinmachi, Minami-ku, Hiroshima City, Hiroshima Prefecture
Established	February 1965
Capital stock	100 million yen
Net sales	23.7 billion yen (FY2024)
Number of employees	972 employees (FY2024)
Stock exchange	Private
Business	Development, manufacture and sale of automotive interior components
Major clients	Mazda, Daikyo Nishikawa, Toyota Boshoku
President	Yuji Yamaguchi, REPRESENTATIVE DIRECTOR

Features

- **Large share in door trims for Mazda in Japan**
Has established a dominant position in automotive interior components for Mazda through years of collaboration
- **International footprints and group companies**
Has built the global supply system with its operational bases in China and Mexico
- **Advanced technologies and uniqueness**
Possess a number of proprietary technologies developed ahead of the industry, such as three-dimensional sewing technology and plastic molding technology
- **Comprehensive production system**
Has built a comprehensive production system managing from development to manufacturing, to improve design features and texture



Vision and Objectives for the Transaction

Vision

- **Combine the customer bases and business domains of TACHI-S and the TOYO H&I Group to develop each company's businesses and enhance corporate value**
- **Enhance product competitiveness by mutually leveraging and complementing the technologies, know-how, and resources possessed by TACHI-S and the TOYO H&I Group, as well as by utilizing and sharing parts of each company**

Objectives

1

Enhancing the Customer Portfolio

2

Mutual Utilization of Products and
Maximizing Asset Utilization

3

Optimizing Development Resources and
Creating Technological Innovation

4

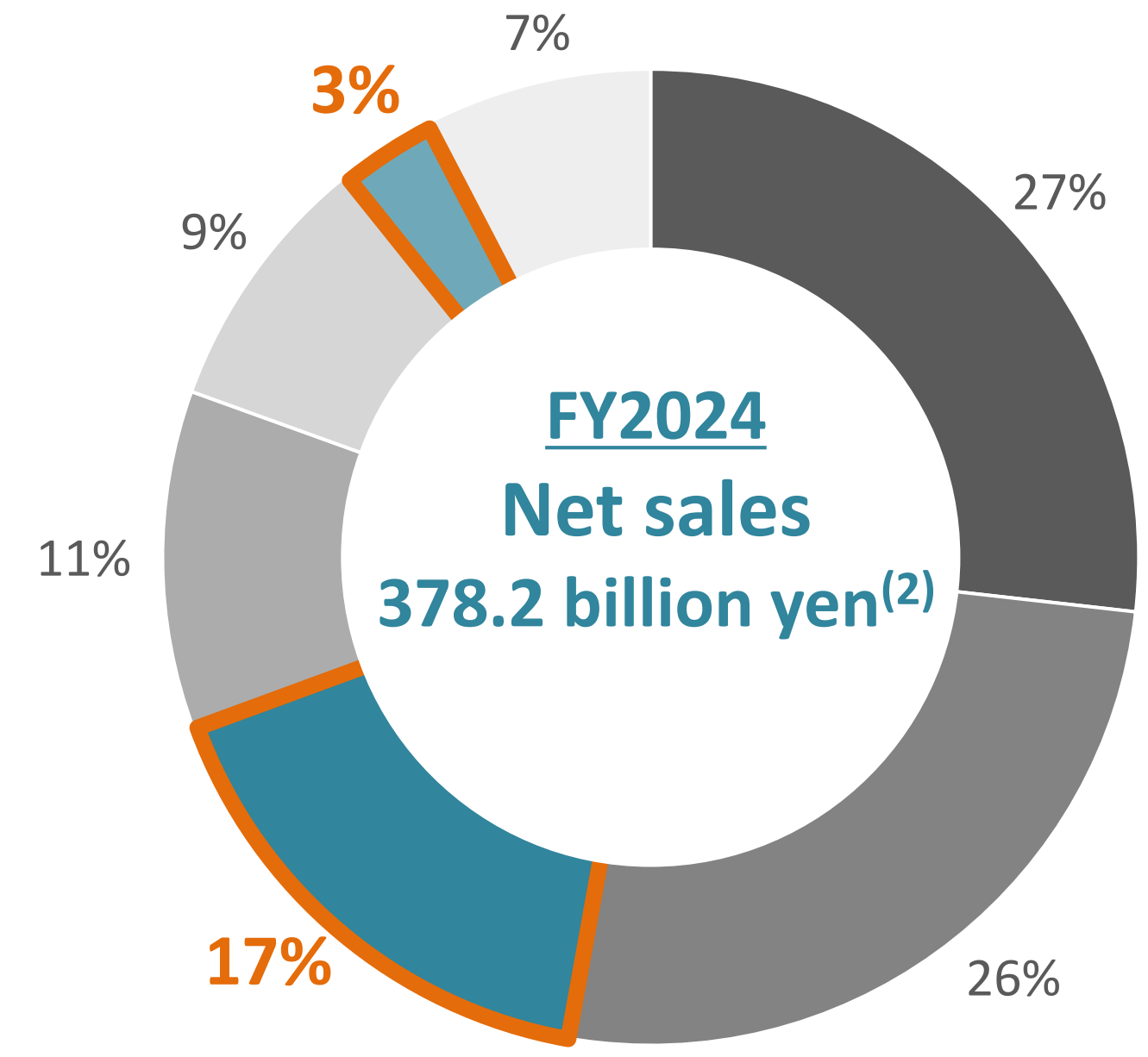
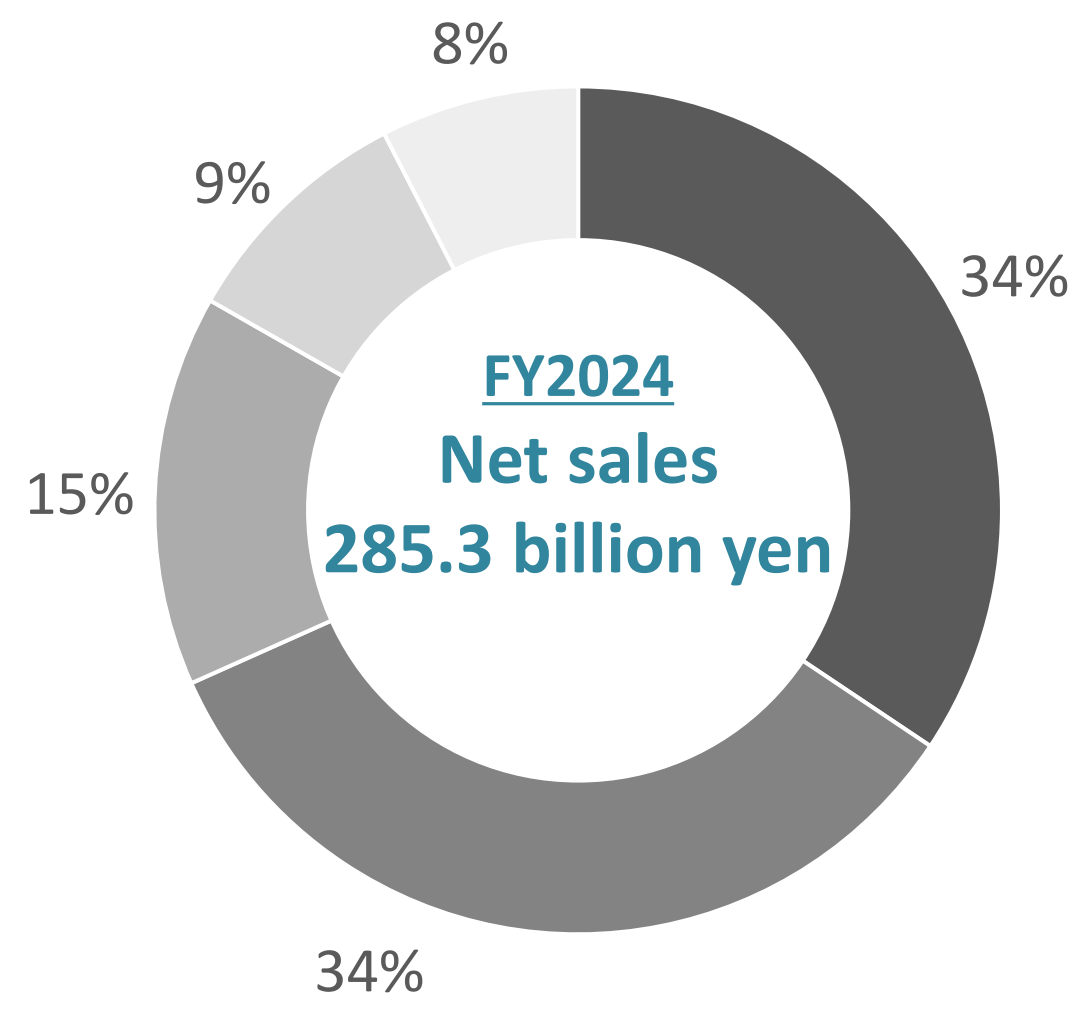
Expanding Business Domains

① Enhancing the Customer Portfolio

- TACHI-S will further strengthen its customer portfolio as an independent seat manufacturer by adding Mazda and Suzuki, clients of the TOYO H&I Group, thereby expanding opportunities to secure new business in the future

Net sales by customer (1) ■ Nissan ■ Honda ■ Mitsubishi ■ Toyota ■ Mazda ■ Suzuki ■ Others

Current state **Image chart after the transaction**



Note: (1) The figures presented are derived by simply adding the consolidated net sales of the Toyo H & I Group to TACHI-S's consolidated net sales for FY2024. However, the consolidated net sales for the Toyo H & I Group are simplified figures that have not been audited.

② Mutual Utilization of Products and Maximizing Asset Utilization

- Improving proposal capabilities by complementing each other's product lineups through the mutual use of seat devices held by each company
- Adding door trim to TACHI-S' product lineup, expanding its domain to include seats and interior components, and strengthening its development capabilities
- Enhancing profitability by maximizing the use of mutual assets, such as trim covers, and adding plastic molding capabilities

TACHI-S



Recliner Power



Recliner Manual



Brake Manual



Brake Power



Slide rail Power

Seat devices

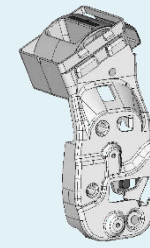


Single lock

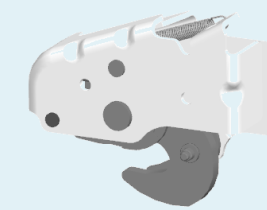


Slide rail Manual

TOYO SEAT



Double lock



Floor latch



Long slide rail Manual

NANJO
Interior components



Door trim



Armrest console lid

Held assets



Trim cover



Urethane foaming



Integrated headrest foaming

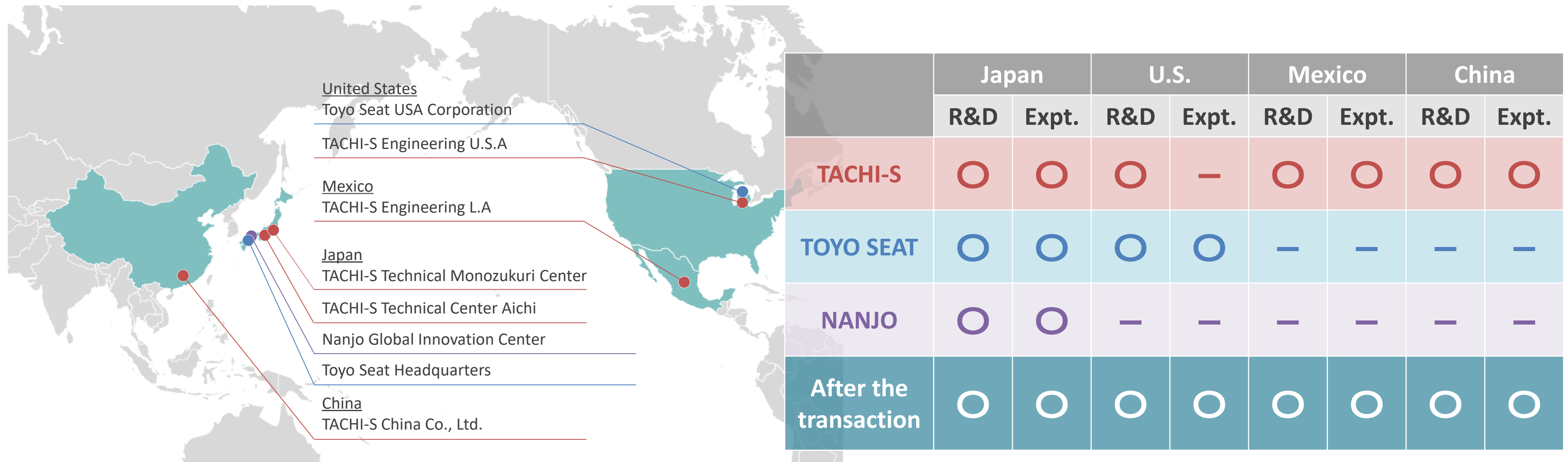


Plastic molding

③ Optimizing Development Resources and Creating Technological Innovation

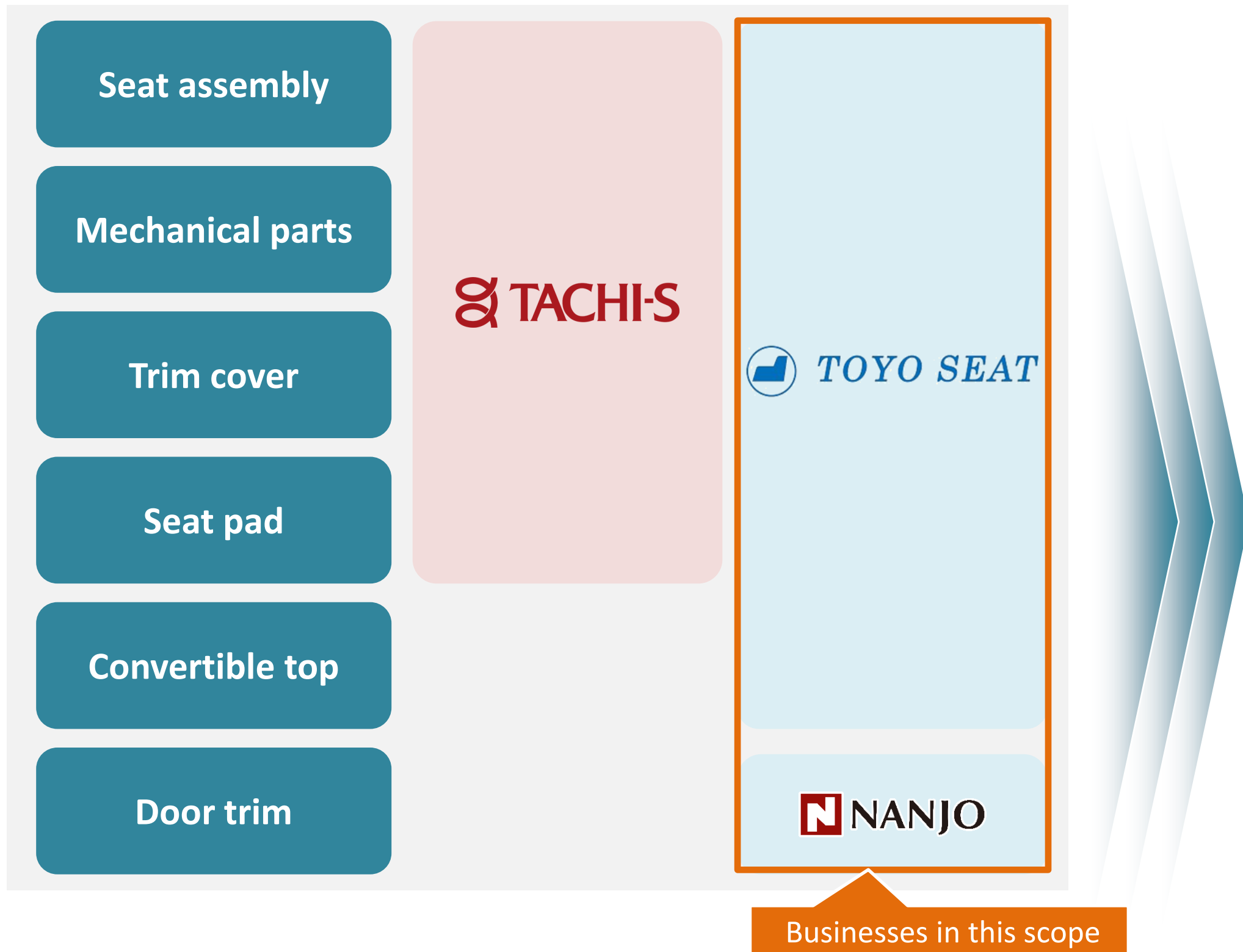
- Strengthening global development capabilities by establishing a global development framework with complementary development functions in Japan, the United States, Mexico, and China, thereby ensuring timely responses to customer requests
- Improving development efficiency by leveraging each other's insights, know-how, and technologies based on the long-standing development track records of each company, TACHI-S will further capitalize on its strength as an independent manufacturer with extensive relationships with OEMs and enhance its proposal capabilities
- Leveraging resources generated through improved development efficiency to create technological innovations

Global development footprints



④ Expanding Business Domains

- Broadening TACHI-S group's business domains by incorporating Toyo Seat and Nanjo Auto Interior



- Transitioning into the “Innovating” phase, which delivers new experiential value by using technology cultivated through existing products

“Deepening” Delivering functional value

SEAT

DOOR TRIM

⇓

“Innovating” Delivering an experiential value

「Smart Shell」
 A new type of seat that stimulates the five senses and provides an immersive experience in personalized environment.

※Exhibited at “Automotive Engineering Exposition 2025”

Expected Contribution of the Transaction

- Growing net sales through contributions from the TOYO H&I Group's net sales and the realization of collaborative synergies
- Steady progress is also expected toward achieving the financial targets for TVE Wave2 2027: an ROIC of 8.0% and an ROE of 10.0%

	FY2024	Estimated figures after the transaction	Target announced
Net Sales	285.3 billion yen	≥ Approx. 350 billion yen	400 billion yen (FY2030)
ROIC	6.6%	≥ Approx. 7.5%	8.0% (FY2027)
ROE	8.2% ⁽¹⁾	≥ Approx. 10.0%	10.0% (FY2027)

Note: (1) Figure after adjustment for gain on sale of non-current assets

**Supporting People and the Earth
through “Seating” Technology**



Global Seat System Creator

Cautionary Statement

This document contains forward-looking statements that reflect TACHI-S’ judgments and estimates that have been made on the basis of currently available information. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause TACHI-S’ actual results to be materially different from any future results, performance or achievements expressed or implied by those forward-looking statements.