



December 17, 2021

Company name: Ube Industries, Ltd.
Representative: Masato Izumihara
President and Representative Director
Security code: 4208 (shares listed on First Section of Tokyo
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Ube Industries Announces Absorption (Simplified Merger/Short-Form Merger) of Wholly-Owned Subsidiary Meiwa Plastic Industries, Ltd.

Ube Industries, Ltd. announced today that the company's Board of Directors resolved to implement a merger by absorption of its wholly-owned subsidiary, Meiwa Plastic Industries, Ltd., which will take effect on April 1, 2022. Details of the merger are below.

Since the merger is a simplified and short-form merger between Ube Industries and its wholly-owned subsidiary, some items and details of the merger have not been disclosed.

1. Purpose of Merger

Meiwa Plastic Industries, Ltd. was established in 1946 as a joint venture including Ube Industries for the manufacture and sale of phenolic resin molding materials. Subsequently, it expanded its phenolic resin business with a focus on electronic material applications, growing into a materials manufacturer playing a part in the supply chain for cutting-edge fields such as semiconductors (epoxy resin curing agents for encapsulation materials).

In 2005, Ube Industries made Meiwa Plastic Industries into a wholly-owned subsidiary. Ube Industries has determined it will be desirable to absorb Meiwa Plastic Industries and operate it as an integrated part of the specialty products business in order to actively allocate management resources to the phenolic resin business, for which demand is expected to continue to grow mainly in the electronic materials field, and to accelerate the growth of the business in the future.

2. Summary of Merger

(1) Schedule of Merger

| | |
|--|-------------------|
| Date of resolution by Board of Directors | December 17, 2021 |
| Date of signing merger agreement | December 17, 2021 |
| Effective date of the merger | April 1, 2022 |

Note: For Ube Industries, the merger is a simplified merger as prescribed in Article 796, paragraph (2) of Japan's Companies Act. For Meiwa Plastic Industries, it is a short-form merger as prescribed in Article 784, paragraph (1) of the Companies Act. As such, the merger will be implemented without the approval of the respective general shareholders meetings.

(2) Method of Merger

Absorption-type merger with Ube Industries being the surviving company. Meiwa Plastic Industries will be dissolved as of the effective date of the merger.

(3) Shares Related to Merger

As an absorption-type merger between Ube Industries and its wholly-owned subsidiary, no shares or money will be issued from the merger.

(4) Handling of Stock Acquisition Rights and Bonds with Stock Acquisition Rights as a Result of Merger

Not applicable.

3. Summary of the Companies Involved in the Merger

| | Surviving Company | Absorbed Company |
|--|--|---|
| (1) Name | Ube Industries, Ltd. | Meiwa Plastic Industries, Ltd. |
| (2) Location | 1978-96 Kogushi, Ube, Yamaguchi Prefecture | 1988-20 Kogushi, Ube, Yamaguchi Prefecture |
| (3) Representative | President and Representative Director Masato Izumihara | President and Representative Director Takashi Kono |
| (4) Business Description | Business related to chemicals, construction materials, machinery, etc. | Manufacturing and sale of phenolic resin |
| (5) Capital | 58,435 million yen | 100 million yen |
| (6) Date of Establishment | March 10, 1942 | December 2, 1946 |
| (7) Shares Issued | 106,200,107 | 1,995,250 |
| (8) Fiscal Year-End | March 31 | March 31 |
| (9) Shareholders (As of March 31, 2021) | The Master Trust Bank of Japan, Ltd. (Trust Account) 11.07% Custody Bank of Japan, Ltd. (Trust Account) 6.50% Sumitomo Life Insurance Company 1.98% Nippon Life Insurance Company 1.58% Yamaguchi Bank, Ltd. 1.53% Custody Bank of Japan, Ltd. (Trust Account 5) 1.50% Custody Bank of Japan, Ltd. (Trust Account 6) 1.33% JP Morgan Chase Bank 385781 1.31% THE BANK OF NEW YORK MELLON 140044 1.26% The Norinchukin Bank 1.22% | Ube Industries, Ltd. 100.0% |
| (10) Consolidated Earnings and Financial Data for the Previous Fiscal Year (Million yen unless otherwise stated) | | |
| | UBE Industries, Ltd (Consolidated) | Meiwa Plastic Industries, Ltd. (Non-consolidated) |
| Fiscal Year-End | Fiscal year ended March 2021 | Fiscal year ended March 2021 |
| Net assets | 380,635 | 3,559 |
| Gross assets | 769,710 | 5,931 |
| Net assets per share (yen) | 3,549.52 | 1,783.90 |
| Net sales | 613,889 | 6,893 |
| Operating profit | 25,902 | 861 |
| Ordinary profit | 23,293 | 837 |
| Profit attributable to owners of parent | 22,936 | 571 |
| Net income per share (yen) | 226.79 | 286.15 |

4. Status after Merger

The company name, Head Office location, title and name of representative director, contents of business, capital, and fiscal year of Ube Industries remain unchanged as a result of merger.

5. Future Outlook

As an absorption-type merger between Ube Industries and its wholly-owned subsidiary, the merger will have a minimal impact on the consolidated earnings of Ube Industries.

(Reference) Consolidated Earnings Forecast for the Fiscal Year Ending March 31, 2022 (Announced October 22, 2021) and Consolidated Earnings for the Fiscal Year Ended March 31, 2021

(Million yen)

| | Consolidated net sales | Consolidated operating profit | Consolidated ordinary profit | Profit attributable to owners of parent |
|--|------------------------|-------------------------------|------------------------------|---|
| Fiscal Year Ending March 2022 (Forecast) | 635,000 | 39,000 | 33,500 | 19,500 |
| Fiscal Year Ended March 2021 (Results) | 613,889 | 25,902 | 23,293 | 22,936 |