



July 31, 2024

Company name: TOKYO ELECTRON DEVICE LIMITED  
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## **Announcement of the Absorption-Type Merger (Simplified, Short-form Merger) of Wholly Owned Subsidiary**

TOKYO ELECTRON DEVICE LIMITED (“the Company,” together with its subsidiaries, the “Group”), hereby announces that it has resolved, at a meeting of the Board of Directors held today, to conduct an absorption-type merger (“the merger”) of the Company’s wholly owned subsidiary, FAST CORPORATION, with an effective date of January 1, 2025, the details of which appear below.

However, because the merger is a simplified merger of the Company’s wholly-owned subsidiary, the disclosure of certain matters and contents is omitted.

### **1. Purpose of the Merger**

Considering the development of “manufacturing system” that fully utilized image processing and robotics in manufacturing goods is a crucial growing business, the Company acquired the shares of FAST CORPORATION and made it a wholly owned subsidiary of the Company in 2018 with a view to providing more advanced image processing application solutions and promoting the development of new products integrating image recognition and robotics. This has led to the fulfillment of a major role in the development of new products, including the macro-inspection device, RAYSENS, and the growth-type vision automation system, TriMath. The purpose of the merger is to strengthen the foundations for technological development by assembling human capital within the Company and rebuilding its development structures, with the aim of furthering the maximally efficient operation of management resources.

### **2. Summary of the Merger**

#### **(1) Merger schedule**

Date of resolution at the meeting of the Board of Directors: July 31, 2024  
Date of conclusion of agreement: August 1, 2024 (scheduled)  
Scheduled date of merger (Effective date): January 1, 2025 (scheduled)

Note: Neither of the merging companies will hold their respective annual general meeting of shareholders for approval of the merger because it is a simplified merger provided in Article 796, Paragraph 2 of the Companies Act for the Company as the surviving company and a short-form merger provided in Article 784, Paragraph 1 of the Companies Act for FAST CORPORATION as the absorbed company.

#### **(2) Merger method**

The merger will be an absorption-type merger with the Company as the surviving company, and FAST CORPORATION will be dissolved.

(3) Details of share allotment in relation to the Merger

As the Company owns all of the outstanding shares in FAST CORPORATION, there will be no exchange or allotment of shares or other monetary consideration on the occasion of the merger.

(4) Procedures relating to Share Subscription Rights and Corporate Bonds with Share Subscription Rights of the absorbed company

Not applicable.

### 3. Overview of the Parties to the Merger

|  | Surviving Company  | Absorbed Company  |   |                   |
|--|--|---|---|-------------------|
| (1) Company Name   | TOKYO ELECTRON DEVICE LIMITED  | FAST CORPORATION  |   |                   |
| (2) Address  | 1-4, Kinko-cho, Kanagawa-ku, Yokohama City, Kanagawa, Japan  | 2791-5, Shimotsuruma, Yamato City, Kanagawa, Japan  |   |                   |
| (3) Representative   | Atsushi Tokushige<br>President & Representative Director, CEO  | Yorio Sakamoto<br>President and Representative Director   |   |                   |
| (4) Business Description   | Sales of semiconductor products, boards, electronic components, and software & services, manufacturing and sales of private brand (PB) products, sales of network-related products, storage-related products, and security-related products, and maintenance & monitoring services | Development, manufacturing and sales of general-purpose image processing systems for factory automation |   |                   |
| (5) Share Capital  | 2,495 million yen  | 100 million yen   |   |                   |
| (6) Date of Establishment  | March 3, 1986  | August 2, 1982  |   |                   |
| (7) Number of Shares Outstanding   | 31,336,500 shares  | 158,900 shares  |   |                   |
| (8) End of Fiscal Year   | March 31   | March 31  |   |                   |
| (9) Major Shareholders and Shareholding Ratio (As of March 31, 2024)           | Tokyo Electron Ltd. 33.82%   | Tokyo Electron Device Limited<br>100.00%  |   |                   |
|  | The Master Trust Bank of Japan, Ltd. (Trust Account) 7.38%   |   |   |                   |
|  | Tokyo Electron Device Employee Shareholder Association 5.00%   |   |   |                   |
|  | Custody Bank of Japan, Ltd. 2.65%  |   |   |                   |
|  | The Master Trust Bank of Japan, Ltd. (Directors' Compensation BIP Trust Account 75723) 1.26%   |   |   |                   |
| (10) Operating Results and Financial Condition for the Most Recent Fiscal Year | Fiscal year ended March 31, 2024 (Consolidated)  |   | Fiscal year ended March 31, 2024 (Non-consolidated) |                   |
|  | Net assets   | 46,190 million yen  | Net assets  | 979 million yen   |
|  | Total assets   | 162,567 million yen   | Total assets  | 2,161 million yen |
|  | Net assets per share   | 1,501.09 yen  | Net assets per share                                | 6,164.65 yen      |
|  | Net sales  | 242,888 million yen   | Net sales   | 2,271 million yen |
|  | Operating income   | 15,428 million yen  | Operating loss                                      | 27 million yen    |
|  | Ordinary income  | 13,922 million yen  | Ordinary loss                                       | 42 million yen    |
|  | Net income attributable to owners of parent  | 9,986 million yen   | Net loss  | 41 million yen    |
|  | Basic net income per share   | 333.46 yen  | Basic net loss per share                            | 259.66 yen        |

### 4. Status of the Company after the Merger

There will be no change to the name, location, name and job title of representative, description of business, share capital or fiscal year-end of the Company resulting from the merger.

Although not related to the merger, the Company plans to relocate its head office in October 2024. The location of the Company on the scheduled date of the merger (effective date) will be 1-1 Sakuragaoka-cho, Shibuya-ku, Tokyo.

## 5. Future Outlook

As this is a merger with a wholly owned subsidiary, the impact of the merger on the consolidated financial results of the Group will be minimal.

[Reference] Forecast financial results for the current fiscal year (announced on April 30, 2024) and actual financial results of the previous fiscal year

|  | Consolidated net sales     | Consolidated ordinary income | Net income attributable to owners of parent |
|--|----------------------------|------------------------------|---|
| Forecast for fiscal year ending March 31, 2025 | Millions of yen<br>230,000 | Millions of yen<br>12,700    | Millions of yen<br>8,700                    |
| Results for fiscal year ended March 31, 2024   | 242,888                    | 13,922                       | 9,986                                       |