

December 25, 2025

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Notice Concerning Making Tescan a Wholly-owned Subsidiary through an Acquisition of Shares of Glass HoldCo s.r.o.

Shimadzu Corporation (the "Company" or "Shimadzu") today announced that it has reached an agreement with Carlyle to acquire Tescan Group a.s. ("Tescan"), one of the pioneering companies in electron microscopy based in Europe, through a share purchase of all the shares of Glass HoldCo s.r.o., a special purpose company indirectly holding all the shares in Tescan (the "Transaction").

1. Reasons for the Transaction

Shimadzu, guided by its corporate philosophy "Contributing to Society through Science and Technology" and its management philosophy "Realizing Our Aspiration for the Health of People and the Planet," has leveraged the technologies and expertise cultivated over 150 years since its founding in 1875 to address social challenges. Shimadzu strives to provide products and services that meet various needs, earn the trust of shareholders and enhance corporate value.

Under its ongoing FY2023–2025 Medium-Term Management Plan, Shimadzu aims to transform into a total solution provider that delivers the "data" its customers require across business divisions. Key strategies include strengthening priority businesses and expanding global operations. In addition to pursuing organic growth through reinforcing its management foundation, Shimadzu has also advanced strategic investments, including M&A, as part of its inorganic growth initiatives.

Tescan is recognized as one of the pioneering companies in electron microscopy, which is expected to see significant growth within analytical and measurement instruments market. Its products are highly regarded for their robustness and user-friendliness, with a proven track record of more than 4,000 units sold across 80 countries worldwide, including regions such as Europe, the United States, and Asia, serving applications in materials science, semiconductors, and life sciences. In addition to Scanning Electron Microscopes ("SEM") and Focused-Ion Beam SEM ("FIB-SEM"), Tescan also handle precision measurement instruments such as Transmission Electron Microscope ("TEM"), and Micro-CT systems. Shimadzu believes that Tescan's "surface observation and analysis" capabilities complements Shimadzu's "composition analysis" and "physical property analysis," and will significantly contribute to enhancing our growth potential and profitability.

Since entering into a business alliance agreement in July 2024, Shimadzu and Tescan have built a strong relationship as business partners and have been collaborating by adding Tescan's products to Shimadzu's analytical measurement lineup. In February 2025, as the first joint

brand initiative, both companies launched two models of "SUPERSCAN SS-4000" in Japan. Shimadzu is working to provide high-value solutions for a wide range of research and development applications by offering comprehensive support—from installation to inspection and repair—along with Japanese-language software and manuals. Currently, in addition to the "SUPERSCAN SS-4000," Shimadzu has also started sales of the "SUPERSCAN SS-3000" and "SUPERSCAN SS-2000," further expanding the joint brand lineup.

Shimadzu has now decided to proceed with the Transaction, based on the judgement that further strengthening the relationship with Tescan will accelerate the provision of total solutions by combining data from "surface observation and analysis," "composition analysis," and "physical property analysis" for the global market, thereby contributing to the enhancement of corporate value over the medium to long term. With this transaction as a catalyst, Shimadzu aims to strengthen sales not only of SEM, where collaboration is already underway, but also of Tescan's FIB-SEM, TEM, and Micro-CT products by leveraging Shimadzu's customer network and support infrastructure. In addition, Shimadzu will promote the sale of its products by utilizing Tescan's extensive customer base and pursue the development of new products and applications integrating both companies' products.

2. Overview of the subsidiary to be acquired (Glass HoldCo s.r.o.)

(1)	Company name	Glass HoldCo s.r.o.	
(2)	Address	Libušina třída 863/21, Kohoutovice, 623 00 Brno, Czech Republic	
(3)	Name and position of representative	Each of: - Mr Petr Rieger, Member of the Board of Statutory Directors; - Mr Vladimír Lasocki, Chairman of the Board of Statutory Directors and Member of the Board of Statutory Directors; - Mr Marek Nechvátal, Member of the Board of Statutory Directors; - Mr Cyrille Sudraud, Member of the Board of Statutory Directors; - Mr Pavel Šustek, Member of the Board of Statutory Directors; and - Mr Jean-Charles Chen, Member of the Board of Statutory Directors.	
(4)	Business description	Administrative services and services of an organisational and economic nature	
(5)	Share capital	CZK 107,213	
(6)	Established date	January 13, 2020	
(7)	Major shareholders and ownership ratios	CETP V Glass 2 S.A.S. 100%	
(8)	Relationship between the Company	Capital relationship	Not applicable
		Human relationship	Not applicable
		Business relationship	The Company has entered into a business alliance with Tescan, which is indirectly wholly owned by Glass HoldCo s.r.o.

(9) Consolidated financial results of the past three years (CZ GAAP) (note 1, 2)			
Fiscal year ended	December 31, 2022	December 31, 2023	December 31, 2024
Consolidated total equity	CZK 0	CZK 4,177 million	CZK 4,102 million
Consolidated total assets	CZK 0	CZK 7,381 million	CZK 7,814 million
Consolidated net sales	CZK 0	CZK 3,316 million	CZK 4,026 million
Consolidated EBITDA	CZK 0	CZK 285 million	CZK 627 million
Consolidated adjusted operating profit (note 3)	CZK 0	CZK 146 million	CZK 475 million

(Note 1) As Tescan has been consolidated by Glass HoldCo s.r.o. since January 31, 2023, its financial results for the fiscal year ended December 31, 2022 are all CZK 0.

(Note 2) 1 CZK=7.6 JPY

(Note 3) Operating profit before goodwill amortization.

3. Overview of the counterparty to the acquisition of shares

(1) Company name	CETP V Glass 2 S.A.S.	
(2) Address	2, avenue Charles de Gaulle, 4th floor, L-1653 Luxembourg, Grand Duchy of Luxembourg	
(3) Name and position of representative	William Cagney, President	
(4) Business description	Holding Company	
(5) Share capital	USD 19,688,165.40 represented by 196,775,174 redeemable ordinary shares and 10,648 redeemable SE shares	
(6) Established date	20 October 2022	
(7) Total equity	USD 93,385,475.16	
(8) Total assets	USD 131,863,355.95	
(9) Major shareholders and ownership ratios	CETP V Glass 1 S.a.r.l. – 71.41% Glass Founders a.s. – 17.57% Orsay Group S.A.S – 6.70%	
(10) Relationship between the Company	Capital relationship	Not applicable
	Human relationship	Not applicable
	Business relationship	The Company has entered into a business alliance with Tescan, which is indirectly wholly owned by CETP V Glass 2 S.A.S.
	Related party relationship	Not applicable

4. Number of shares acquired, acquisition price, and shareholding before and after acquisition

(1) Number of shares held before the Transaction	0 shares (Ratio of voting rights held: 0%)
(2) Number of shares to be acquired	All shares

(3) Acquisition price (note 4, 5)	Approx. USD 678 million (approx. JPY 105.8 billion) * Additional advisory fees and related costs of approx. USD 11.6 million (estimated amount, approx. JPY 1.8 billion) are anticipated
(4) Number of shares held after the Transaction	All shares (Ratio of voting rights held: 100%)

(Note 4) 1 USD=156 JPY

(Note 5) The value is subject to change, since the final acquisition value is to be determined upon value adjustment after the closing, as defined in the share purchase agreement.

5. Schedule

(1) Resolution by the Board of Directors	December 25, 2025
(2) Contract date	December 25, 2025
(3) Closing of the Transaction	During the first half of calendar year 2026 (planned)

6. Future outlook

The Company is currently assessing the impact of the Transaction on its consolidated earnings forecast for the fiscal year ending March 31, 2026. Any matters requiring disclosure will be promptly disclosed.

7. Advisors

Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. is retained as the financial adviser, and Clifford Chance is retained as the legal adviser to Shimadzu.

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