



January 31, 2025

Company name: Matsuda Sangyo Co., Ltd.  
Representative: Yoshiaki Matsuda  
President  
Exchanges listed on: Tokyo Stock Exchange (Prime Market)  
Company code: 7456  
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## Notice Regarding the Acquisition of Shares (Establishment of Subsidiary)

The Company has resolved, at an extraordinary meeting of the Board of Directors convened on January 31, 2025, to acquire all the shares of Sanyo-Rec Co., Ltd. and Flap Resource Co., Ltd. (hereinafter, “this share acquisition”), and to make them into subsidiaries of the Company. Details of this share acquisition are as follows.

### 1. Reason for the share acquisition

The Matsuda Sangyo Group has developed the Precious Metals Business Segment and Food Business Segment. The Environmental Related Business in the Precious Metals Business Segment recovers industrial waste generated in the manufacturing and other sectors, and carries out proper intermediate processing and recycling, thereby contributing to environmental conservation and reducing the burden on the environment.

Sanyo-Rec Co., Ltd. and Flap Resource Co., Ltd. have many years of track record and knowhow on the intermediate processing and recycling of industrial waste, and this share acquisition is anticipated to produce synergistic effects by increasing sales and expanding market domains, including complementing Matsuda Sangyo’s regional operations in the Company’s lithium-ion battery recycling business, which will in turn accelerate the Group’s growth and enhance corporate value. Based on this, Matsuda Sangyo has decided to carry out this share acquisition.

### 2. Overview of the subsidiary whose shares are transferred

(1)	Name	Sanyo-Rec Co., Ltd.
(2)	Location	6-1 Hitoko, Obayashi-cho, Asakita-ku, Hiroshima-shi, Hiroshima-ken
(3)	Representative	Representative Director: Akio Nakagawa
(4)	Business	Industrial waste treatment, collection, and transportation, etc.
(5)	Capital	10 million yen
(6)	Date of establishment	August 31, 1977
(7)	Major shareholders and shareholding ratio	Akio Nakagawa 86.4% Four other shareholders 13.6%
(8)	Relationship between the listed company and the company in question	Capital relationship
		No applicable matters.
		Human relationship
		No applicable matters.
		Business relationship
		Supplier of industrial waste treatment

(9) Business results and financial position of the company in question in the past three years (millions of yen)			
Fiscal year	FY7/22	FY7/23	FY7/24
Net sales	1,379	1,566	1,623
Operating profit	260	289	334
Ordinary profit	254	275	328
Profit attributable to owners of parent	△238	320	246
Net profit per share	—	0	0
Net assets	932	1,252	1,499
Total assets	4,154	4,353	4,401
Net assets per share (*1)	46,629.54	62,636.30	74,956.35
Dividends per share (*1)	—	—	—

\*1: Unit: yen

(1)	Name	Flap Resource Co., Ltd		
(2)	Location	59-1 Hitoko, Obayashi-cho, Asakita-ku, Hiroshima-shi, Hiroshima-ken		
(3)	Representative	Representative Director: Akio Nakagawa		
(4)	Business	Recovery and wholesale retail of nonferrous metals		
(5)	Capital	10 million yen		
(6)	Date of establishment	April 14, 2014		
(7)	Major shareholders and shareholding ratio	Akio Nakagawa 100%		
(8)	Relationship between the listed company and the company in question	Capital relationship	No applicable matters.	
		Human relationship	No applicable matters.	
		Business relationship	Supplier of nonferrous metals and other valuable materials	
(9)	Business results and financial position of the company in question in the past three years (millions of yen)			
	Fiscal year	FY3/22	FY3/23	FY3/24
	Net sales	66	101	103
	Operating profit	19	43	13
	Ordinary profit	19	43	12
	Profit attributable to owners of parent	13	29	18
	Net profit per share	0	0	0
	Net assets	34	64	82
	Total assets	48	97	144
	Net assets per share (*1)	174,671.63	324,257.94	414,710.94
	Dividends per share (*1)	—	—	—

\*1: Unit: yen

3. Overview of the party whose shares are acquired

	Sanyo-Rec Co., Ltd.	Flap Resource Co., Ltd
(1) Name	Akio Nakagawa and four other shareholders	Akio Nakagawa
(2) Address	Akitakata-shi, Hiroshima-ken, etc.	Akitakata-shi, Hiroshima-ken
(3) Relationship between the listed company and the individual in question	There are no capital, personnel, or trade relationships, and no relationships between the relevant parties.	There are no capital, personnel, or trade relationships, and no relationships between the relevant parties.

Note: The shares of Sanyo-Rec Co., Ltd. are expected to be fully owned by Akio Nakagawa at the time of this share acquisition, making him the counterparty in this transaction.

4. Number of shares acquired, and status of shareholdings before and after the acquisition

(Issuing company)	Sanyo-Rec Co., Ltd.	Flap Resource Co., Ltd
(1) Number of shares owned before the transfer	0 shares (Number of voting rights: 0) (Percentage of voting rights: 0%)	0 shares (Number of voting rights: 0) (Percentage of voting rights: 0%)
(2) Number of shares acquired	20,000 shares (Number of voting rights: 20,000)	200 shares (Number of voting rights: 200)
(3) Number of shares owned after the transfer	20,000 shares (Number of voting rights: 20,000) (Percentage of voting rights: 100.0%)	200 shares (Number of voting rights: 200) (Percentage of voting rights: 100.0%)

5. Schedule

(1) Date of resolution by the Board of Directors	January 31, 2025
(2) Contract date	February 3, 2025 (provisional)
(3) Date of share transfer	February 28, 2025 (provisional)

6. Future outlook

The impact of this share acquisition for the fiscal year ending March 2025 is minor.