



May 22, 2026

Company name: NIPPON CONCRETE INDUSTRIES
CO., LTD.
Representative: SUGITA Yoshihiko,
Representative Director and President
(Securities code: 5269, Tokyo
Stock Exchange Prime Market)
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Managing Executive Officer
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Notice Concerning Absorption-Type Merger of Wholly-Owned Subsidiary (NC Management Service Co., Ltd.) and Recording of Extraordinary Losses (Loss on Extinguishment of Tie-in Shares)

NIPPON CONCRETE INDUSTRIES CO., LTD. (the “Company”) hereby announces that it has, at the Board of Directors meeting held on May 22, 2026, resolved to carry out an absorption-type merger of NC Management Service Co., Ltd. (hereinafter “NCMS”), a wholly owned subsidiary of the Company, effective October 1, 2026, and that the Company has entered into a merger agreement today.

As the merger is an absorption-type merger involving a wholly-owned subsidiary, certain disclosure items and details have been omitted. In addition, as the merger is expected to result in extraordinary losses (loss on extinguishment of tie-in shares) in the Company’s non-consolidated financial results, this matter is subject to approval at the Annual General Meeting of Shareholders scheduled to be held on June 26, 2026, pursuant to the provisions of the proviso to Article 796, Paragraph 2, and Article 795, Paragraph 2, Item 1 of the Companies Act.

1. Purpose of the merger

NCMS is a wholly owned subsidiary of the Company that manages and leases the land and buildings used by certain manufacturing subsidiaries within the Group. With a view to improving the efficiency of group management and consolidating operations, the Company has decided to carry out an absorption-type merger of NCMS effective October 1, 2026 (hereinafter the “Merger”).

2. Summary of the merger

(1) Schedule for the merger

Record date for the Annual General Meeting of Shareholders:	March 31, 2026
Date of the Board of Directors meeting to resolve the merger:	May 22, 2026
Date of execution of the merger agreement:	May 22, 2026
Scheduled date of approval at the General Meeting of Shareholders:	June 26, 2026 (scheduled)
Scheduled date of merger (effective date):	October 1, 2026 (scheduled)

* As the Merger constitutes a simplified merger for NCMS pursuant to Article 784, Paragraph 1 of the Companies Act, it will be carried out without holding a general meeting of shareholders at NCMS to approve the merger agreement.

(2) Method of the merger

This will be an absorption-type merger with the Company as the surviving company and NCMS as the disappearing company. NCMS will be dissolved as of the effective date.

(3) Details of allotment related to the merger

As this is an absorption-type merger of the Company’s wholly-owned subsidiary, no issuance of new shares or

delivery of cash or other consideration will take place as a result of the Merger.

(4) Handling of share acquisition rights and bonds with share acquisition rights upon the merger

Not applicable.

3. Overview of companies involved in the merger

	Surviving company	Disappearing company
(1) Name	NIPPON CONCRETE INDUSTRIES CO., LTD.	NC Management Service Co., Ltd.
(2) Location	4-6-14, Shibaura, Minato-ku, Tokyo	4-6-14, Shibaura, Minato-ku, Tokyo
(3) Job title and name of representative	SUGITA Yoshihiko, Representative Director and President	KODERA Mitsuru, Representative Director and President
(4) Description of business	Sale and installation of secondary concrete products	Real estate management and leasing
(5) Share capital	5,111,583 thousand yen	10,000 thousand yen
(6) Date of establishment	August 5, 1948	June 24, 1978
(7) Number of issued shares	57,777,432 shares	20,000 shares
(8) Fiscal year-end	March 31	March 31
(9) Major shareholders and ownership ratios (as of March 31, 2026)	NIPPON STEEL CORPORATION: 12.69% Mizuho Trust & Banking Co., Ltd. Retirement Benefit Trust for TAIHEIYO CEMENT CORPORATION Account Re-trust trustee: Custody Bank of Japan, Ltd.: 6.64% The Master Trust Bank of Japan, Ltd. (trust account): 6.57% NC Shareholders' Stockholding: 5.71% NIPPON DENSETSU KOGYO CO., LTD.: 3.67%	NIPPON CONCRETE INDUSTRIES CO., LTD.: 100.00%
(10) Financial positions and operating results for the last fiscal year (fiscal year ended March 31, 2026)		
	Surviving company (consolidated)	Disappearing company (non-consolidated)
Net assets	48,447,404 thousand yen	93,086 thousand yen
Total assets	87,692,096 thousand yen	1,298,984 thousand yen
Net sales	49,233.255 thousand yen	6,880 thousand yen
Operating profit	322,763 thousand yen	9 thousand yen
Profit (loss) attributable to owners of parent	684,022 thousand yen	(22,400) thousand yen
Net assets per share	841.82 yen	4,654.30 yen
Basic earnings (loss) per share	12.59 yen	(1,120.01) yen

(Note) The ownership ratios are calculated by subtracting the treasury shares from the total number of issued shares, rounded down to two decimal places. The number of treasury shares owned by the Company is 3,119,126 shares.

4. Status after the merger

There will be no change to the Company's name, description of business, location of the head office, representative, share capital, or fiscal year-end as a result of the Merger.

5. Future outlook

In connection with the Merger, the Company expects to record loss on extinguishment of tie-in shares as extraordinary losses in its non-consolidated financial results, the amount of which has not yet been determined. The loss on extinguishment of tie-in shares will be eliminated in the consolidated financial results, and therefore will have no impact on consolidated earnings.