

For Immediate Release

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Notice of Acquisition of Shares of MITSUTEC CO., LTD. (Making it a Subsidiary) and Personnel Change

OPTEX GROUP CO., LTD. (hereinafter "the Company") hereby announces that at a meeting held today, the Company's Board of Directors passed a resolution to conclude a share transfer agreement for acquiring all outstanding shares of MITSUTEC CO., LTD. (hereinafter "MITSUTEC") and converting MITSUTEC into the Company's subsidiary. Details are as follows.

1. Reasons for share acquisition

The Company and its consolidated subsidiaries (hereinafter "the Group") have been working together to expand viewing technologies, including those for monitoring changes and conditions, examining the invisible, and making observations and judgments, to make valuable proposals to diversifying customers, and to develop new solutions, by introducing telecommunications, lighting, image processing and other elemental technologies, in addition to sensing technologies.

MITSUTEC, on the other hand, plans, develops, manufactures, and sells image processing inspection equipment for a range of industrial fields and contributes to quality improvement at manufacturing sites using its advanced technology.

Since its founding, MITSUTEC has also been working on secondary cell battery manufacturing equipment and, as a system integrator in factory automation, applies its advanced mechatronics technology and image processing technology to battery manufacturing equipment and other products indispensable to a carbon-neutral society.

In addition, MITSUTEC has been improving its devices in recent years, to support IoT, the function of traceability management, and responses to artificial intelligence (AI) technology.

The Company plans to combine the technical and production capabilities of the OPTEX Group and MITSUTEC, and provide its customers with total solutions, from advanced control and measurement terminals to the development of devices and manufacturing lines in the factory automation market, in order to develop businesses in fields offering growth potential, thereby raising the corporate value of the Group.

2. Overview of the relevant subsidiary

(1) Name	MITSUTEC CO., LTD.		
(2) Location	134-1 Nakamura, Awaji, Hyogo		
(3) Name and title of representative	Hisanao Mitsu, Representative Director and President Chikuma Mitsu, Representative Director		
(4) Business	Planning, development, manufacturing, sale, and maintenance of image processing inspection equipment and automation machinery		
(5) Capital	50 million yen		
(6) Establishment	October 2, 1987		
(7) Major shareholder and shareholding ratio	Hisanao Mitsu, 600 shares (100%)		
(8) Relationships between the listed company and the relevant company	The Company has no capital, personal or business relationship with the relevant company. The relevant company does not correspond to a party related to the Company.		
(9) The relevant company's financial results and financial position for the last three years			
Accounting period	FY ended March 2019	FY ended March 2020	FY ended March 2021
Net assets	3,377 million yen	3,415 million yen	3,391 million yen
Total assets	3,979 million yen	3,593 million yen	3,888 million yen
Net assets per share	3,752,387 yen	3,795,541 yen	3,768,111 yen
Net sales	2,442 million yen	2,050 million yen	2,112 million yen
Operating profit	195 million yen	19 million yen	-241 million yen
Ordinary profit	275 million yen	47 million yen	-64 million yen
Net income	209 million yen	46 million yen	-20 million yen
Earnings per share	232,542 yen	51,487 yen	-23,264 yen
Dividend per share	25,000 yen	12,500 yen	-

3. Overview of the sellers of the shares

(1) Name	Hisanao Mitsu
(2) Address	Awaji, Hyogo
(3) Relationship between the listed company and the concerned individual	Not applicable.

4. Number of shares to be acquired and the state of share ownership before and after the acquisition

(1) Number of shares held before the change	0 shares (Number of voting rights: 0 rights) (Percentage of voting rights: 0%)
(2) Number of shares to be acquired	600 shares
(3) Number of shares held after the change	600 shares (Number of voting rights: 600 rights) (Percentage of voting rights: 100%)

5. Acquisition value

The Company refrains from disclosing the share acquisition value by mutual agreement with the other party. The parties decided on the acquisition value by properly exercising due diligence and calculating a reasonable amount in mutual consultation.

6. Schedule

Date of resolution by the Board of Directors: November 15, 2021

Share transfer agreement conclusion date: November 15, 2021

Share acquisition execution date: November 30, 2021 (plan)

7. Personnel change at MITSUTEC (as of November 30, 2021)

Title	Name	Concurrent Position
Representative Director and President	Akira Higashi	Director, OPTEX GROUP CO., LTD. (in charge of strategies) Director, Sanritz Automation Co., Ltd. Director, Three Ace Co., Ltd.

(*) The above personnel change will be officially finalized upon the approval of the extraordinary general meeting of shareholders of MITSUTEC to be held on November 30, 2021.

8. Outlook

The impact of this share acquisition on the consolidated financial results of the Company for the fiscal year ending December 31, 2021, will be negligible. The Company is now closely examining the effects this action may have on its consolidated financial results for the fiscal year ending December 31, 2022. The Company will promptly disclose any matter required to be disclosed in the future.

References: Consolidated earnings forecasts for the fiscal year ending December 31, 2021 (announced on July 13, 2021) and consolidated financial results for the fiscal year ended December 31, 2020

(Million yen)

	Consolidated net sales	Consolidated operating profit	Consolidated ordinary profit	Profit attributable to owners of parent
Consolidated earnings forecasts for the FY ending Dec. 31, 2021	45,000	4,500	4,800	3,350
Consolidated financial results for the FY ended Dec. 31, 2020	34,846	2,098	2,176	1,395