

(Translation)

This document has been extracted and translated from the Japanese original for reference purpose and the translated document only includes Financial Information chapter and Sustainability Approach and Initiatives. In the event of any discrepancy between the translated document and Japanese original, the original shall prevail.

Financial Information and Sustainability Approach and Initiatives of Annual Securities Report

From January 1, 2025 to December 31, 2025

(The 107th Business term)

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Financial Information

1. Preparation of consolidated financial statements and non-consolidated financial statements

(1) The consolidated financial statements of Nissha Co., Ltd. (the “Company”) have been prepared in accordance with International Financial Reporting Standards (“IFRS”) pursuant to Article 312 of the “Ordinance on Terminology, Forms, and Preparation Methods of Consolidated Financial Statements” (Ordinance of the Ministry of Finance No. 28 of 1976; hereinafter referred to as the “Ordinance on Consolidated Financial Statements”).

(2) The figures for the previous fiscal year have been retrospectively revised following the finalization of the provisional accounting treatment pertaining to the business combination in the fiscal year ended December 31, 2025.

(3) The non-consolidated financial statements of the Company have been prepared in accordance with the “Ordinance on Terminology, Forms, and Preparation Methods of Financial Statements, etc.” (Ordinance of the Ministry of Finance No. 59 of 1963; hereinafter referred to as the “Ordinance on Financial Statements, etc.”).

The Company falls under a company which is permitted to submit non-consolidated financial statements prepared in accordance with special provisions, and prepares its non-consolidated financial statements pursuant to Article 127 of the Ordinance on Financial Statements, etc.

2. Audit certificate

The consolidated financial statements and non-consolidated financial statements of the Company for the fiscal year ended December 31, 2025 (from January 1, 2025 to December 31, 2025) have been audited by Deloitte Touche Tohmatsu LLC in accordance with Article 193-2, Paragraph 1 of the Financial Instruments and Exchange Act.

3. Special efforts to ensure fair presentation of consolidated financial statements, etc.

The Company has become a member of the Financial Accounting Standards Foundation and participates in seminars in order to develop a system for appropriately understanding the contents of the accounting standards and other rules and accurately reflecting changes to them in consolidated financial statements, etc.

4. Development of internal system to prepare consolidated financial statements, etc. fairly in accordance with IFRS

The Company obtains as necessary press releases and accounting standards published by the International Accounting Standards Board to keep up to date with the latest standards. In addition, the Company develops an internal system, including internal rules and manuals in compliance with IFRS, to prepare consolidated financial statements, etc. fairly in accordance with IFRS.

1 Consolidated Financial Statements, etc.

(1) Consolidated Financial Statements

1) Consolidated statements of financial position

(Million yen)

	Note	As of December 31, 2024	As of December 31, 2025
Assets			
Current assets			
Cash and cash equivalents	6, 34	50,970	39,213
Trade and other receivables	7, 34	37,588	39,427
Inventories	8	35,730	31,892
Other financial assets	15, 34	178	525
Other current assets	9	4,159	5,162
Total current assets		128,627	116,221
Non-current assets			
Property, plant and equipment	10, 13	46,651	49,279
Goodwill	11	31,834	33,277
Intangible assets	11	19,928	23,144
Right-of-use assets	12	9,408	10,176
Investments accounted for using equity method	14	5,136	5,542
Other financial assets	15, 34	9,073	11,075
Retirement benefit asset	22	80	80
Deferred tax assets	16	747	938
Other non-current assets	9	357	382
Total non-current assets		123,220	133,898
Total assets		251,847	250,120

(Million yen)

	Note	As of December 31, 2024	As of December 31, 2025
Liabilities and equity			
Liabilities			
Current liabilities			
Trade and other payables	17, 34	32,129	32,719
Bonds and borrowings	18, 34	16,958	38,781
Other financial liabilities	19, 34	2,700	1,131
Lease liabilities	12	1,910	2,228
Income taxes payable, etc.	16	2,638	551
Provisions	20	56	181
Other current liabilities	21	7,588	5,447
Total current liabilities		63,982	81,041
Non-current liabilities			
Bonds and borrowings	18, 34	45,338	23,711
Other financial liabilities	19, 34	6,448	4,319
Lease liabilities	12	8,577	9,077
Retirement benefit liability	22	5,267	5,214
Provisions	20	60	164
Deferred tax liabilities	16	5,999	8,213
Other non-current liabilities	21	388	505
Total non-current liabilities		72,081	51,206
Total liabilities		136,064	132,247
Equity			
Share capital	23	12,119	12,119
Capital surplus	23	10,653	8,583
Retained earnings	23	76,820	71,541
Treasury shares	23	(5,553)	(1,171)
Other components of equity	23	20,256	24,242
Total equity attributable to owners of parent		114,297	115,316
Non-controlling interests		1,486	2,555
Total equity		115,783	117,872
Total liabilities and equity		251,847	250,120

2) Consolidated statements of profit or loss and comprehensive income

Consolidated statements of profit or loss

(Million yen)

	Note	Fiscal Year Ended December 31, 2024	Fiscal Year Ended December 31, 2025
Net sales	25	195,598	194,898
Cost of sales	27	(151,800)	(151,203)
Gross profit		43,798	43,695
Selling, general and administrative expenses	26, 27	(37,155)	(38,408)
Other income	28	439	628
Other expenses	27, 28	(1,293)	(1,515)
Share of profit (loss) of investments accounted for using equity method	14	(331)	(358)
Operating profit (loss)		5,457	4,040
Finance income	29	2,546	1,435
Finance costs	29	(1,802)	(1,925)
Profit (loss) before tax		6,202	3,551
Income tax expense	16	(2,190)	(2,168)
Profit (loss)		4,011	1,383
Profit (loss) attributable to:			
Owners of parent		3,851	1,001
Non-controlling interests		160	381
Profit (loss)		4,011	1,383
Earnings (loss) per share attributable to owners of parent			
Basic earnings (loss) per share (Yen)	31	79.93	21.13
Diluted earnings (loss) per share (Yen)	31	—	—

Consolidated statements of comprehensive income

(Million yen)

	Note	Fiscal Year Ended December 31, 2024	Fiscal Year Ended December 31, 2025
Profit (loss)		4,011	1,383
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Net change in fair value of financial assets measured through other comprehensive income	30	474	1,331
Remeasurements of defined benefit plans	30	367	296
Total of items that will not be reclassified to profit or loss		842	1,627
Items that may be reclassified to profit or loss			
Exchange differences on translation of foreign operations	30	6,531	1,617
Share of other comprehensive income of investments accounted for using equity method	30	410	203
Total of items that may be reclassified to profit or loss		6,941	1,820

Total other comprehensive income	<u>7,783</u>	<u>3,448</u>
Total comprehensive income	<u>11,795</u>	<u>4,831</u>
Comprehensive income attributable to:		
Owners of parent	11,554	4,455
Non-controlling interests	241	376
Total comprehensive income	<u>11,795</u>	<u>4,831</u>

3) Consolidated statements of changes in equity

(Million yen)

	Equity attributable to owners of parent											
	Note	Share capital	Capital surplus	Retained earnings	Treasury shares	Other components of equity				Total equity attributable to owners of parent	Non-controlling interests	Total equity
						Net change in fair value of financial assets measured through other comprehensive income	Remeasurements of defined benefit plans	Exchange differences on translation of foreign operations	Total other components of equity			
Balance at January 1, 2024		12,119	14,865	69,934	(4,019)	7,684	–	10,329	18,013	110,913	(60)	110,852
Profit (loss)		–	–	3,851	–	–	–	–	–	3,851	160	4,011
Other comprehensive income		–	–	–	–	474	367	6,859	7,702	7,702	81	7,783
Total comprehensive income		–	–	3,851	–	474	367	6,859	7,702	11,554	241	11,795
Purchase of treasury shares	23	–	–	–	(1,916)	–	–	–	–	(1,916)	–	(1,916)
Disposal of treasury shares	23	–	(162)	–	382	–	–	–	–	220	–	220
Cancellation of treasury shares		–	–	–	–	–	–	–	–	–	–	–
Transfer from retained earnings to capital surplus		–	–	–	–	–	–	–	–	–	–	–
Dividends of surplus	24	–	–	(2,424)	–	–	–	–	–	(2,424)	(94)	(2,519)
Share-based payment transactions	23, 33	–	64	–	–	–	–	–	–	64	–	64
Changes in ownership interest		–	(83)	–	–	–	–	–	–	(83)	79	(3)
Increase (decrease) by business combination		–	–	–	–	–	–	–	–	–	1,320	1,320
Put options granted to non-controlling interests	23	–	(4,030)	–	–	–	–	–	–	(4,030)	–	(4,030)
Transfer from other components of equity to retained earnings		–	–	5,459	–	(5,091)	(367)	–	(5,459)	–	–	–
Total transactions with owners, etc.		–	(4,211)	3,034	(1,533)	(5,091)	(367)	–	(5,459)	(8,170)	1,305	(6,864)
Balance at December 31, 2024		12,119	10,653	76,820	(5,553)	3,067	–	17,188	20,256	114,297	1,486	115,783
Profit (loss)		–	–	1,001	–	–	–	–	–	1,001	381	1,383
Other comprehensive income		–	–	–	–	1,331	296	1,825	3,453	3,453	(4)	3,448
Total comprehensive income		–	–	1,001	–	1,331	296	1,825	3,453	4,455	376	4,831
Purchase of treasury shares	23	–	–	–	(656)	–	–	–	–	(656)	–	(656)
Disposal of treasury shares		–	(39)	–	122	–	–	–	–	83	–	83
Cancellation of treasury shares	23	–	(4,915)	–	4,915	–	–	–	–	–	–	–
Transfer from retained earnings to capital surplus	23	–	3,370	(3,370)	–	–	–	–	–	–	–	–
Dividends of surplus	24	–	–	(2,377)	–	–	–	–	–	(2,377)	(173)	(2,550)
Share-based payment transactions	23, 33	–	57	–	–	–	–	–	–	57	–	57
Changes in ownership interest		–	(1,475)	–	–	–	–	–	–	(1,475)	(158)	(1,633)
Increase (decrease) by business combination		–	–	–	–	–	–	–	–	–	1,024	1,024
Put options granted to non-controlling interests	23	–	932	–	–	–	–	–	–	932	–	932
Transfer from other components of equity to retained earnings		–	–	(533)	–	830	(296)	–	533	–	–	–
Total transactions with owners, etc.		–	(2,069)	(6,281)	4,382	830	(296)	–	533	(3,435)	693	(2,742)
Balance at December 31, 2025		12,119	8,583	71,541	(1,171)	5,228	–	19,013	24,242	115,316	2,555	117,872

4) Consolidated statements of cash flows

(Million yen)

	Note	Fiscal Year Ended December 31, 2024	Fiscal Year Ended December 31, 2025
Cash flows from operating activities			
Profit (loss) before tax		6,202	3,551
Depreciation and amortization		9,542	10,360
Impairment losses		–	699
Loss (gain) on sale and retirement of fixed assets		108	(5)
Share of loss (profit) of investments accounted for using equity method		331	358
Finance income	29	(2,546)	(1,435)
Finance costs	29	1,802	1,925
Decrease (increase) in trade and other receivables		(3,934)	1,049
Decrease (increase) in inventories		(2,299)	5,058
Increase (decrease) in trade and other payables		1,852	(2,147)
Increase (decrease) in provisions		(8)	184
Increase (decrease) in retirement benefit asset or liability		(508)	(1,174)
Other		3,012	(3,534)
Subtotal		13,554	14,889
Interest received		510	389
Dividends received		290	164
Interest paid		(1,530)	(1,675)
Income taxes paid		(1,602)	(4,639)
Income taxes refund		1,090	77
Net cash provided by (used in) operating activities		12,312	9,205
Cash flows from investing activities			
Proceeds from withdrawal of time deposits		7	–
Purchase of property, plant and equipment		(6,710)	(6,305)
Payments for retirement of property, plant and equipment		(49)	(51)
Proceeds from sale of property, plant and equipment		127	864
Purchase of intangible assets		(1,398)	(1,491)
Purchase of investment securities		(138)	(318)
Proceeds from sale of investment securities		8,185	51
Payments for acquisition of subsidiaries	5, 32	(11,320)	(5,655)
Purchase of shares of affiliates		(540)	(484)
Other		406	(457)
Net cash provided by (used in) investing activities		(11,431)	(13,848)

(Million yen)

	Note	Fiscal Year Ended December 31, 2024	Fiscal Year Ended December 31, 2025
Cash flows from financing activities			
Proceeds from short-term borrowings	32	11,134	2,865
Repayments of short-term borrowings	32	(2,534)	(1,321)
Repayments of lease liabilities	32	(2,116)	(2,218)
Proceeds from long-term borrowings	32	857	1,017
Repayments of long-term borrowings	32	(2,703)	(2,698)
Proceeds from issuance of bonds	32	8,953	–
Payments for acquisition of non-controlling interests		–	(2,892)
Purchase of treasury shares	23	(1,916)	(656)
Proceeds from sale of treasury shares	23	210	87
Decrease (increase) in deposit paid for repurchase of treasury stock		639	–
Dividends paid to owners of parent	24	(2,424)	(2,376)
Dividends paid to non-controlling shareholders		(94)	(175)
Other		(857)	(0)
Net cash provided by (used in) financing activities		9,147	(8,366)
Effect of exchange rate changes on cash and cash equivalents		3,087	1,253
Net increase (decrease) in cash and cash equivalents		13,115	(11,756)
Cash and cash equivalents at beginning of period	6	37,854	50,970
Cash and cash equivalents at end of period	6	50,970	39,213

Notes to Consolidated Financial Statements

1. Reporting entity

Nissha Co., Ltd. (the “Company”) is a corporation domiciled in Japan, and the registered address of its headquarters is Nakagyo-ku, Kyoto, Japan.

The consolidated financial statements of the Company with the fiscal year-end date of December 31 are prepared by combining the financial statements of the Company and its subsidiaries (collectively, the “Group”) and the Group's interest in its associates. The Group is engaged in the Industrial Materials business, the Devices business, the Medical Technologies business, and other businesses incidental thereto.

The details of the Group's business and major activities are described in Note 4 “Operating segments.”

2. Basis of preparation

(1) Statement of compliance with IFRS

The Company meets the requirements for a “specified company complying with designated international accounting standards” as stipulated in the Ordinance on Consolidated Financial Statements. Therefore, the Group's consolidated financial statements have been prepared in compliance with IFRS pursuant to the provisions set forth in Article 312 of the Ordinance.

(2) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis, except for certain items including the following items in the consolidated statements of financial position:

- Derivatives are measured at fair value.
- Financial instruments measured at fair value through profit or loss are measured at fair value.
- Financial instruments measured at fair value through other comprehensive income are measured at fair value.
- The net defined benefit liability (asset) is measured at the present value of defined benefit obligations less the fair value of plan assets.

(3) Functional currency and presentation currency

The Group's consolidated financial statements are presented in Japanese yen, which is the Company's functional currency. Unless otherwise noted, amounts are rounded down to the nearest million yen.

(4) Significant accounting estimates and judgements with estimates

In preparing the consolidated financial statements in compliance with IFRS, management makes judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and their underlying assumptions are reviewed on an ongoing basis. The effects of revisions to accounting estimates are recognized in the accounting period in which the estimates were revised and in any future accounting periods affected.

Accounting judgements that have significant effects on the consolidated financial statements for the fiscal year ended December 31, 2025 and accounting estimates subject to significant revisions in the consolidated financial statements for the subsequent fiscal year are as follows:

- Scope of consolidation – “(1) Basis of consolidation” in Note 3 “Material accounting policy information”
- Timing of sales recognition – “(17) Sales recognition” in Note 3 “Material accounting policy information”
- Impairment of non-financial assets – “(11) Impairment of non-financial assets” in Note 3 “Material accounting policy information,” Note 11 “Goodwill and intangible assets” and Note 13 “Impairment of non-financial assets”
- Recoverability of deferred tax assets – “(19) Income taxes” in Note 3 “Material accounting policy information” and Note 16 “Income taxes”
- Measurement of defined benefit obligations – “(13) Employee benefits” in Note 3 “Material accounting policy information” and Note 22 “Post-employment benefits”
- Fair value measurement of financial instruments – “(4) Financial instruments” in Note 3 “Material accounting policy information” and Note 34 “Financial instruments”

(5) Standards and interpretations issued but not yet applied

Of the standards and interpretations newly established or revised by the approval date of the consolidated financial statements, those that have been issued but not yet applied as of December 31, 2025 are mainly as follows. The impact of applying these new standards and revisions on the Group's financial position and operating results is under evaluation and cannot be estimated at this point in time.

IFRS	Title	Mandatory effective date (Fiscal years beginning on and after)	Timing of initial application by the Group	Summary of new standards and revisions
IFRS 18	Presentation and Disclosure in Financial Statements	January 1, 2027	Fiscal year ending December 31, 2027	Introduces three sets of new requirements to improve companies' reporting of financial performance and give investors a better basis for analyzing and comparing companies
IFRS 19	Subsidiaries without Public Accountability: Disclosures	January 1, 2027	Fiscal year ending December 31, 2027	Permits eligible subsidiaries to use IFRS Accounting Standards with reduced disclosures
IAS 21	The Effects of Changes in Foreign Exchange Rates	January 1, 2027	Fiscal year ending December 31, 2027	Clarifies the approach to translating financial information into hyperinflationary currencies

3. Material accounting policy information

(1) Basis of consolidation

1) Subsidiaries

A subsidiary is an entity over which the Group has control.

The Group controls an investee entity when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

The acquisition date of a subsidiary is the date on which the Group obtains control of the subsidiary, and the subsidiary is consolidated from the acquisition date until the date on which the Group loses control over the subsidiary. When accounting policies applied by a subsidiary differ from those applied by the Group, adjustments are made to the financial statements of the subsidiary.

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly as equity attributable to owners of parent in equity.

In preparing the consolidated financial statements, intragroup balances of receivables and payables, intragroup transactions, and unrealized gains and losses arising from intragroup transactions are eliminated.

The fiscal year-end of all subsidiaries is the same as that of the Company.

2) Associates

An associate is an entity in which the Group has significant influence, but not control, over financial and operating policies.

Assessing and deciding whether the Group has significant influence over an entity reflects a comprehensive consideration of various elements. Such elements include the holding of voting rights (if the Group holds, directly or indirectly, 20% to 50% of the voting rights of the investee company, it is presumed that the Group has significant influence over the investee company), the existence of potential voting rights that are substantively exercisable and the percentage of directors that have been seconded from the Group.

An associate is accounted for using the equity method from the date on which the Group obtains significant influence until the date on which the Group loses such influence. When the accounting policies of an associate differ from those of the Group, adjustments are made to bring them in conformity with the accounting policies of the Group. Under the equity method, the amount of an investment in an associate is initially measured at cost and subsequently increased or decreased in proportion to changes in the Group's share of net assets of the associate after the acquisition. The Group's share of the associate's profit or loss is recognized in the Group's profit or loss, and the Group's share of the associate's other comprehensive income is recognized in the Group's other comprehensive income. Profits resulting from significant transactions between the Group and the associate are eliminated to the extent of the Group's interest in the associate.

The fiscal year-end of all associates is the same as that of the Company.

(2) Business combinations

Business combinations are accounted for using the acquisition method.

The consideration transferred is measured at the sum of the acquisition-date fair values of the assets transferred, liabilities assumed, and equity interests issued in exchange for control over the acquiree.

The identifiable assets, liabilities and contingent liabilities in the acquiree are measured at their acquisition-date fair values, except that:

- Deferred tax assets (or deferred tax liabilities) and assets or liabilities related to employee benefit arrangements are recognized and measured in accordance with IAS 12 “Income Taxes” and IAS 19 “Employee Benefits,” respectively.
- Liabilities or equity instruments that are related to the acquiree’s share-based payment transactions or the replacement of the acquiree’s share-based payment transactions with the acquirer’s share-based payment transactions are recognized and measured in accordance with IFRS 2 “Share-based Payment.”
- Non-current assets or disposal groups that are classified as held for sale at the acquisition date in accordance with IFRS 5 “Non-current Assets Held for Sale and Discontinued Operations” are measured in accordance with that IFRS.

Goodwill is measured as the excess, if any, of the consideration transferred over the net amount of identifiable assets and liabilities as of the acquisition date. If the difference is negative, it is immediately recognized in profit or loss.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the items for which the accounting is incomplete are measured at provisional amounts. In case new information obtained during the measurement period, which shall not exceed one year from the acquisition date, if known, would have affected the measurement of the amounts recognized as of the acquisition date, the provisional amounts recognized at the acquisition date are retrospectively adjusted.

Acquisition-related costs incurred to achieve a business combination are expensed as incurred. The acquisition of additional non-controlling interests is accounted for as an equity transaction without recognition of goodwill.

(3) Foreign currency translation

Transactions in foreign currencies are translated into the functional currency of each Group company using the exchange rate at the transaction date or a rate that approximates such rate. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency of each Group company using the exchange rate at the fiscal year-end. Exchange differences arising from the translation and settlement are recognized in profit or loss. However, exchange differences arising from the translation of investments in equity instruments measured at fair value through other comprehensive income and cash flow hedges are recognized in other comprehensive income.

The assets and liabilities of foreign operations are translated into Japanese yen using the exchange rate at the fiscal year-end, and the income and expenses of foreign operations are translated into Japanese yen using the average exchange rate for the fiscal year, except in cases where the exchange rate fluctuates significantly. Exchange differences arising from the translation are recognized in other comprehensive income. On the disposal of a foreign operation that results in a loss of control or significant influence over the foreign operation, the cumulative exchange differences relating to the foreign operation are recognized in profit or loss for the period of disposal.

(4) Financial instruments

1) Non-derivative financial assets

(i) Initial recognition and measurement

The Group initially recognizes trade and other receivables on the date of occurrence and all the other financial assets on the transaction date when the Group becomes a party to the contract.

At initial recognition, all financial assets are measured at fair value plus transaction costs that are directly attributable to the acquisition of the financial assets, except when they are classified as financial assets measured at fair value through profit or loss. Transaction costs of financial assets measured at fair value through profit or loss are recognized in profit or loss.

(ii) Classification and subsequent measurement

The Group classifies its financial assets as (a) financial assets measured at amortized cost, (b) debt instruments measured at fair value through other comprehensive income, (c) equity instruments measured at fair value through other comprehensive income or (d) financial assets measured at fair value through profit or loss. The classification is determined at initial recognition, and the financial assets are subsequently measured based on their classification as follows:

(a) Financial assets measured at amortized cost

A financial asset that meets both of the following conditions is classified as a financial asset measured at amortized cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, financial assets measured at amortized cost are measured at amortized cost using the effective interest method, less impairment losses. Interest income based on the effective interest method is recognized as finance income in profit or loss.

(b) Debt instruments measured at fair value through other comprehensive income

A debt instrument that meets both of the following conditions is classified as a financial asset measured at fair value through other comprehensive income:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, such debt instruments are measured at fair value. Subsequent changes in the fair value are recognized in other comprehensive income, except that foreign exchange gains or losses, impairment gains or losses, and interest income based on the effective interest method are recognized in profit or loss. When these debt instruments are derecognized, cumulative gains or losses recognized in other comprehensive income are reclassified from other components of equity to profit or loss as reclassification adjustments.

(c) Equity instruments measured at fair value through other comprehensive income

The Group has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of investments in equity instruments, which are classified as financial assets measured at fair value through other comprehensive income.

After initial recognition, such equity instruments are measured at fair value. Subsequent changes in the fair value are recognized in other comprehensive income. When these equity instruments are derecognized, cumulative gains or losses recognized in other comprehensive income are reclassified from other components of equity to retained earnings.

Dividends from financial assets measured at fair value through other comprehensive income are recognized as finance income in profit or loss unless the dividend clearly represents a return of the investment.

(d) Financial assets measured at fair value through profit or loss

Financial assets other than financial assets measured at amortized cost or at fair value through other comprehensive income as mentioned above are classified as financial assets measured at fair value through profit or loss.

There are no financial assets that the Group has elected to irrevocably designate as financial assets measured at fair value through profit or loss at initial recognition.

Financial assets measured at fair value through profit or loss are recognized at fair value at initial recognition, and the transaction costs are recognized in profit or loss as incurred.

After initial recognition, such financial assets are measured at fair value. Subsequent changes in the fair value, net of dividends and interest income, are recognized in profit or loss.

(iii) Impairment of financial assets

An allowance for doubtful accounts is recognized for expected credit losses on financial assets subject to impairment, including financial assets measured at amortized cost.

The Group assesses at each fiscal year-end whether the credit risk on financial instruments has increased significantly since initial recognition.

If the credit risk on a financial instrument has not increased significantly since initial recognition, the allowance for doubtful accounts for the financial instrument is measured at an amount equal to the 12-month expected credit losses. If the credit risk on a financial instrument has increased significantly since initial recognition, the allowance for doubtful accounts for the financial instrument is measured at an amount equal to the lifetime expected credit losses.

When contractual payments are more than 30 days past due, the Group determines in principle that there has been a significant increase in credit risk. In assessing whether credit risk has increased significantly, the Group considers reasonably available and supportable information as well as past due information on contractual payments.

For financial assets including trade receivables that do not contain a significant financing component, the allowance for doubtful accounts is always measured at an amount equal to lifetime expected credit losses irrespective of whether there has been a significant increase in credit risk since initial recognition.

The expected credit losses of a financial instrument are measured in a way that reflects:

- an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes;
- the time value of money; and
- reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

A provision of allowance for doubtful accounts for financial assets is recognized in profit or loss. In the event that the recognized allowance for doubtful accounts is reduced, a reversal of allowance for doubtful accounts is recognized in profit or loss.

(iv) Derecognition of financial assets

The Group derecognizes a financial asset only when:

- (a) the contractual rights to the cash flows from the financial asset expire, or
- (b) it transfers the financial asset so that substantially all the risks and rewards of ownership of the financial asset are transferred.

2) Non-derivative financial liabilities

(i) Initial recognition and measurement

Financial liabilities are classified at initial recognition as (a) financial liabilities measured at amortized cost or (b) financial liabilities measured at fair value through profit or loss. Financial liabilities are initially recognized on the transaction date when the Group becomes a party to the contract. Financial liabilities measured at amortized cost are initially measured at fair value less transaction costs that are directly attributable to the financial liabilities, while financial liabilities measured at fair value through profit or loss are initially measured at fair value.

(ii) Classification and subsequent measurement

(a) Financial liabilities measured at amortized cost

After initial recognition, financial liabilities measured at amortized cost are measured at amortized cost using the effective interest method. Interest expenses based on the effective interest method are recognized as finance costs in profit or loss.

(b) Financial liabilities measured at fair value through profit or loss

After initial recognition, financial liabilities measured at fair value through profit or loss are measured at fair value. Subsequent changes in the fair value are recognized in profit or loss.

(iii) Derecognition of financial liabilities

The Group derecognizes a financial liability when it is extinguished, that is, when the obligation specified in the contract is discharged, cancelled or expires.

3) Presentation of financial assets and financial liabilities

Financial assets and financial liabilities are offset and presented on a net basis in the consolidated statements of financial position only when the Group has a legally enforceable right to set off the balances and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

4) Derivative financial instruments

The Group utilizes forward exchange contracts and currency swaps to mitigate the risk of fluctuations in foreign exchange rates and utilizes interest rate swaps to mitigate the risk of fluctuations in interest rates. These derivatives are initially measured at the time when the contract is entered into, and are subsequently remeasured at fair value. Changes in the fair value of derivatives are all recognized in profit or loss.

Hedge accounting is not applied to the above derivatives. Accordingly, derivative financial instruments are classified as financial assets or financial liabilities measured at fair value through profit or loss.

5) Fair value of financial instruments

The fair value of financial instruments is determined using market information, including market prices, and appropriate valuation techniques.

Inputs used to measure fair value are categorized into the following three levels:

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Inputs (i.e., prices themselves) other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Inputs that are not based on observable market data (i.e., unobservable inputs) for the asset or liability.

(5) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, demand deposits, and short-term investments with a maturity of three months or less from the date of acquisition that are readily convertible to cash and subject to an insignificant risk of changes in value.

(6) Inventories

Inventories are measured at the lower of cost and net realizable value.

The cost of inventories includes all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realizable value is determined as the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

Valuation method for each inventory item is as follows:

1) Finished goods (excluding Decorative Film products, etc. of Industrial Materials) and work in process

Mainly by the specific identification method.

2) Finished goods (Decorative Film products, etc. of Industrial Materials)

By the moving average method.

3) Raw materials and supplies

Mainly by the periodic average method.

(7) Property, plant and equipment

Property, plant and equipment are measured using the cost model and are carried at cost less any accumulated depreciation and any accumulated impairment losses.

Depreciable property, plant and equipment are depreciated using the straight-line method over their useful lives.

The useful lives used in determining depreciation are as follow:

Buildings and structures: 15 to 50 years

Machinery and vehicles: 5 to 10 years

Tools, furniture and fixtures: 2 to 10 years

The cost includes any costs directly attributable to the acquisition of the asset; the initial estimate of the costs of dismantling and removing the asset and restoring the site on which it is located; and borrowing costs eligible for capitalization.

The costs of the day-to-day servicing for the repairs and maintenance of property, plant and equipment are expensed as incurred.

When an item of property, plant and equipment consists of components with different useful lives, each component is recognized as a separate item of property, plant and equipment.

The gain or loss arising from the derecognition of property, plant and equipment is included in profit or loss when the asset is derecognized.

The depreciation method, useful life and residual value of an asset are reviewed at each fiscal year-end, and any changes are accounted for prospectively as changes in accounting estimates.

(8) Intangible assets

Intangible assets are measured using the cost model and are carried at cost less any accumulated amortization and any accumulated impairment losses.

Intangible assets with finite useful lives are amortized using the straight-line method over their useful lives.

The useful lives of major intangible assets are as follows:

Software: 5 years

Customer-related assets: 8 to 28 years

Technical assets: 10 to 15 years

The useful lives and amortization method are reviewed at each fiscal year-end, and any changes are accounted for prospectively as changes in accounting estimates.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are not amortized but tested for impairment individually or as part of the cash-generating unit to which the asset belongs, at least once a year or whenever there is an indication that the asset may be impaired.

The gain or loss arising from the derecognition of intangible assets is included in profit or loss when the asset is derecognized.

(9) Goodwill

The measurement of goodwill at initial recognition is as described in “(2) Business combinations.”

Goodwill is measured at cost less any accumulated impairment losses. Goodwill is not amortized but tested for impairment at least once a year or whenever there is an indication that the asset may be impaired.

(10) Leases

The Group assesses whether a contract is, or contains, a lease by considering whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

1) Lessee

For leases as lessee, in principle, right-of-use assets and the corresponding lease liabilities are recognized. For short-term leases (with a lease term of 12 months or less) and leases for which the underlying asset is of low value, the lease payments are recognized as expenses on a straight-line basis over the lease term or another systematic basis.

Right-of-use assets are measured at cost at the commencement date, and lease liabilities are measured at the present value of the lease payments that are not made as of the commencement date. If the interest rate implicit in the lease cannot be readily determined, the lease payments are discounted using the lessee's incremental borrowing rate, which is the rate of interest that the lessee would have to pay to borrow the funds necessary to obtain a similar asset over a similar term.

After the commencement date of the lease, the right-of-use assets are measured at cost less any accumulated depreciation and any accumulated impairment losses, and are depreciated from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. Lease liabilities are measured by increasing the book value to reflect interest on the lease liability based on the effective interest method and reducing the book value to reflect the lease payments made.

In cases such as where there is a change in the lease term or a lease modification is not accounted for as a separate lease, the lease liability is remeasured with a corresponding adjustment to the right-of-use asset.

2) Lessor

For leases as lessor, leases are classified as operating leases or finance leases. Leases are classified as finance leases if they transfer substantially all the risks and rewards incidental to ownership of underlying assets. Leases are classified as operating leases if they do not transfer substantially all the risks and rewards incidental to ownership of underlying assets. Whether leases are finance leases or operating leases depends on the substance of the transactions rather than the form of the contracts.

(i) Finance leases

At the commencement date, assets held under finance leases are presented as receivables at amounts equal to the net investments in the leases. The recognition method of revenue from finance leases is described in “(17) Sales recognition, 2) Revenue from finance leases (lessor).”

(ii) Operating leases

The recognition method of revenue from operating leases is described in “(17) Sales recognition, 3) Revenue from operating leases (lessor).”

(11) Impairment of non-financial assets

Non-financial assets other than inventories and deferred tax assets are assessed at the end of each reporting period whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset or the cash-generating unit (or a group of cash-generating units) is estimated. Goodwill and intangible assets with indefinite useful lives or not yet available for use are tested for impairment at least annually, irrespective of whether there is any indication of impairment.

The recoverable amount of an asset or a cash-generating unit (or a group of cash-generating units) is the higher of its fair value less costs of disposal and its value in use. The value in use is determined by discounting the estimated future cash flows of the asset or the cash-generating unit (or a group of cash-generating units) to the present value at an after-tax discount rate that reflects the time value of money and risks specific to the asset. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Goodwill acquired in a business combination is allocated to the cash-generating unit expected to benefit from the synergies of the business combination, and the cash-generating unit is then tested for impairment. If the recoverable amount of an asset or a cash-generating unit is less than its book value, an impairment loss is recognized in profit or loss.

At the end of each reporting period, it is assessed whether there is an indication that impairment losses recognized previously for an asset may no longer exist or may have decreased. If any such indication exists, the recoverable amount of the asset is estimated. If the estimated recoverable amount exceeds the book value of the asset, impairment losses are reversed. The book value after the reversal is recognized to the extent that it does not exceed the book value (net of accumulated depreciation or amortization) that would have been determined had no impairment loss been recognized previously for the asset. The amount of reversal of impairment

losses is recognized in profit or loss.

Impairment losses recognized for goodwill are not reversed.

(12) Provisions

The Group recognizes a provision when the Group has a present legal or constructive obligation as a result of a past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and a reliable estimate can be made of the amount of the obligation.

A provision is recognized for the best estimate of the expenditure required to settle the present obligation at the fiscal year-end. Where the effect of the time value of money is material, a provision is measured at the present value of the expenditure discounted at a discount rate that reflects the risks specific to the liability. Where discounting is applied, an increase in the provision arising from the passage of time is recognized as finance costs.

(13) Employee benefits

1) Post-employment benefits

The Group has adopted defined benefit plans and defined contribution plans as post-employment benefit plans.

(i) Defined benefit plans

The present value of defined benefit obligations and the related current service cost and past service cost are determined using the projected unit credit method for each plan separately.

The discount rate is determined by reference to yields at the fiscal year-end on high quality corporate bonds with a term to maturity corresponding to the discount period, which is set based on the period until the expected maturity of benefit payments in each future fiscal year.

The present value of defined benefit obligations less the fair value of plan assets is recognized as a liability or an asset. When a defined benefit plan has a surplus, the net defined benefit asset is limited to the asset ceiling, which is the present value of future economic benefits available in the form of a reduction in future contributions to the plan.

Current service cost, past service cost and net interest on the net defined benefit liability (asset) are recognized in profit or loss. Remeasurements of the net defined benefit liability (asset) are recognized collectively in other comprehensive income for the period in which they are incurred and immediately reclassified to retained earnings.

(ii) Defined contribution plans

Retirement benefit expenses of the defined contribution plans are recognized as expenses for the period in which employees render the related services.

2) Short-term employee benefits

Short-term employee benefits are not discounted but are expensed at the time when employees render the related services.

When the Group has a present legal or constructive obligation to make payments as a result of past service rendered by employees, and a reliable estimate can be made of the amount of the obligation, the estimated amount to be paid is recognized as a liability.

3) Other long-term employee benefits

Long-term employee benefits other than post-employment benefits are determined by discounting to the present value the future benefits that employees have earned in return for their services rendered in the current and prior fiscal years.

(14) Government grants

Government grants are recognized at fair value when there is reasonable assurance that the Group will comply with the conditions attaching to the grants and that the grants will be received.

Government grants related to income are recognized as income on a systematic basis over the periods in which the Group recognizes as expenses the related costs for which the grants are intended to compensate.

Government grants related to assets are presented by deducting the grant from the cost of the asset in arriving at the book value of the asset.

(15) Equity

1) Share capital and capital surplus

Equity instruments issued by the Company are recognized at issue value in share capital and capital surplus. Transaction costs directly attributable to the issuance are deducted from capital surplus.

2) Treasury shares

Any treasury shares acquired are recognized at cost and deducted from equity. Transaction costs directly attributable to the acquisition are deducted from equity.

Any treasury shares disposed of are recognized as an increase in equity at the consideration received, and the difference between the book value and the consideration received is included in capital surplus.

(16) Share-based payment plans

The Group has adopted equity-settled and cash-settled share-based payment plans for Directors of the Board (excluding Independent Outside Directors of the Board), Corporate Officers and employees of the Company and certain directors of the board and employees of the Company's subsidiaries.

1) Equity-settled

For equity-settled share-based payments, the consideration for the services received is measured at fair value of the equity instruments at grant date and recognized as an expense, with the corresponding increase in equity.

2) Cash-settled

For cash-settled share-based payments, the services received and the liability incurred are measured at the fair value of the liability and recognized as expenses over the vesting period with the corresponding increase recognized as a liability. Until the liability is settled, the fair value of the liability is remeasured at the end of each quarterly period and at the date of settlement with any changes in fair value recognized in profit or loss.

3) Share-based payment transactions with cash alternatives

A share-based payment transaction with cash alternatives is accounted for as a cash-settled payment transaction if, and to the extent that, the Group has incurred a liability to settle in cash or other assets, or as an equity-settled payment transaction if, and to the extent that, no such liability has been incurred.

(17) Sales recognition

1) Revenue from contracts with customers

Except for interest and dividend income and other income items under IFRS 9, the Group recognizes sales in an amount that reflects the consideration to which the Group expects to be entitled in exchange for the transfer of goods or services to customers, based on the following five-step approach:

Step 1: Identify the contract(s) with a customer.

Step 2: Identify the performance obligations in the contract.

Step 3: Determine the transaction price.

Step 4: Allocate the transaction price to each distinct performance obligation in the contract.

Step 5: Recognize sales when (or as) a performance obligation is satisfied.

For products (see Note 25 "Net sales") that the Group has promised to deliver to a customer, the performance obligation in the contract is satisfied at a point at which the customer is deemed to have obtained control of the product in light of contractual terms and conditions, and the Group recognizes net sales primarily upon delivery of the product to the customer or the customer's acceptance, or based on terms and conditions of trade. For performance obligations in service contracts and other contracts that meet the criteria for determining whether control of goods or services is transferred over time, net sales are recognized over time by measuring the progress based on input methods, such as costs incurred.

Sales are measured at the amount net of returned products, rebates and discounts.

The consideration in the sales contracts on goods is collected mainly within one year from the time when control of the goods has been transferred to the customer. Those contracts do not contain a significant financing component.

2) Revenue from finance leases (lessor)

Revenue from finance leases is recognized based on a way reflecting constant periodic rates of return on the net investments in the leases.

3) Revenue from operating leases (lessor)

Revenue from operating leases is recognized on a straight-line basis over the lease term.

(18) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset (an asset that necessarily takes a substantial period of time to get ready for its intended use or sale) are included in the cost of the asset. All other borrowing costs are recognized in profit or loss for the period in which they are incurred.

(19) Income taxes

Income tax expense is presented as the aggregate amount of current and deferred tax, and recognized in profit or loss, except for those related to business combinations and items recognized in other comprehensive income or directly in equity.

Current tax is measured at the amount expected to be paid to or recovered from the taxation authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the fiscal year-end.

Deferred tax is recognized primarily for temporary differences between the tax base and the accounting book value of an asset and liability at the fiscal year-end. Deferred tax assets are recognized for deductible temporary differences and the carryforward of unused tax losses and tax credits to the extent that it is probable that taxable profit will be available against which they can be utilized. Deferred tax liabilities are, in principle, recognized for all taxable temporary differences.

Deferred tax assets or liabilities are not recognized for the following temporary differences:

- Taxable temporary differences arising from the initial recognition of goodwill.
- Temporary differences arising from the initial recognition of an asset or liability in a transaction (other than a business combination) that, at the time of the transaction, affects neither accounting profit nor taxable profit, and does not give rise to equal taxable and deductible temporary differences.
- Deductible temporary differences associated with investments in subsidiaries and affiliates where it is probable that the temporary difference will not reverse in the foreseeable future, or taxable profit will not be available against which the temporary difference can be utilized.
- Taxable temporary differences associated with investments in subsidiaries and affiliates where it is probable that the Group is able to control the timing of the reversal of the temporary difference, and the temporary difference will not reverse in the foreseeable future.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the fiscal year when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the fiscal year-end.

The Company and some of its domestic consolidated subsidiaries apply the group tax sharing system.

(20) Earnings per share

Basic earnings per share are calculated by dividing profit or loss attributable to ordinary shareholders of the parent company by the basic weighted average number of common shares outstanding during the period, adjusted for the number of treasury shares. Diluted earnings per share are calculated by adjusting for the effects of all dilutive potential common shares.

(21) Segment information

An operating segment is a component of business activities from which the Group earns sales and incurs expenses, including transactions with other operating segments. The operating results of all operating segments, for which separate financial information is available, are regularly reviewed by the Company's Board of Directors in order to decide the allocation of management resources to each segment and to assess its performance.

(22) Assets held for sale

A non-current asset (or a disposal group) is classified as held for sale if its book value will be recovered principally through a sale transaction rather than through continuing use.

An asset held for sale is measured at the lower of its “book value” and “fair value less costs to sell.” Property, plant and equipment and intangible assets are not depreciated or amortized once classified as held for sale.

4. Operating segments

(1) Description of reportable segments

The Group's reportable segments are those for which separate financial information is available and regular evaluation by the board of directors is being performed in order to decide the allocation of management resources and to review business results.

The Group sets up divisions by product or service. Each division draws up a plan for comprehensive strategies in Japan and overseas for the products and services it handles, and thereupon develops its business activities.

Accordingly, the Group consists of segments by product and service based on the divisions. The three reportable segments are the Industrial Materials segment, Devices segment, and Medical Technologies segment.

The Industrial Materials segment manufactures and sells decorative films, decorative molded parts, metallized paper, sustainable molded products and others. The Devices segment manufactures and sells film-based Touch Sensors, gas sensors and others. The Medical Technologies segment provides contract design/development and manufacturing services for major medical device manufacturers especially for those in North America and Europe, along with products such as surgical instruments for minimally invasive treatments, medical wearable sensors and disposable electrocardiogram (ECG) electrodes. In addition to these, the segment manufactures and sells its own brand products to medical institutions.

(2) Methods of measurement for the amounts of sales, profit (loss), assets, and other items for each reportable segment

The accounting methods for the reportable segments are the same as that set forth in Note 3 “Material accounting policy information.” Segment profit is based on operating profit, and inter-segment sales is based on current market prices.

(3) Information about sales, profit (loss), assets, and other items by reportable segment

The fiscal year ended December 31, 2024 (January 1, 2024 to December 31, 2024)

(Million yen)

	Reportable segment				Other (Note 1)	Total	Reconcilia- tions (Note 2)	Consolidated (Note 3)
	Industrial Materials	Devices	Medical Technolo- gies	Sub-total				
Sales from external customers	74,090	67,542	45,622	187,255	8,343	195,598	–	195,598
Inter-segment sales	61	22	–	83	997	1,081	(1,081)	–
Total	74,151	67,564	45,622	187,338	9,341	196,680	(1,081)	195,598
Segment profit (loss)	4,871	1,798	2,388	9,058	(731)	8,327	(2,869)	5,457
Finance income	–	–	–	–	–	–	–	2,546
Finance costs	–	–	–	–	–	–	–	(1,802)
Profit (loss) before tax	–	–	–	–	–	–	–	6,202
Segment assets	64,425	38,756	68,200	171,382	10,969	182,351	69,495	251,847
Other								
Depreciation and amortization	4,181	2,293	2,016	8,491	797	9,289	252	9,542
Share of profit (loss) of investments accounted for using equity method	(131)	–	(51)	(182)	(148)	(331)	–	(331)
Impairment losses (See Note 13)	–	–	–	–	–	–	–	–
Increase in property, plant and equipment, intangible assets and right-of-use assets	5,441	1,485	1,824	8,752	532	9,284	326	9,611
Investments accounted for using equity methods	2,319	–	711	3,031	2,105	5,136	–	5,136

(Notes) 1. The “Other” category consists of a business segment not included in the reportable segments and includes the Information and Communication and the prescription pharmaceutical manufacturing business.

2. Reconciliations are as follows:

- (1) The negative ¥2,869 million of reconciliations in segment profit (loss) includes unallocated corporate expenses, etc. Corporate expenses mainly consist of general and administrative expenses and foreign exchange loss or gain not attributable to any reportable segment.
- (2) The positive ¥69,495 million of reconciliations in segment assets consists of the positive ¥69,614 million in total of cash and cash equivalents, investment securities, and corporate (R&D and administrative) property, plant and equipment, not allocated to reportable segments and the negative ¥118 million of inter-segment elimination of receivables and payables.
- (3) The positive ¥252 million of reconciliations in depreciation and amortization relates to corporate (R&D and administrative) property, plant and equipment, etc.
- (4) The positive ¥326 million of reconciliations in increase in property, plant and equipment, intangible assets and right-of-use assets is the amount of corporate (R&D and administrative) capital investment.

3. Segment profit (loss) is reconciled with operating profit (loss) recorded in the consolidated statements of profit or loss.

4. In the fiscal year ended December 31, 2025, the Company finalized the provisional accounting treatment pertaining to the business combination. Accordingly, the figures for the previous fiscal year have been retrospectively revised to reflect the finalization of the provisional accounting treatment.

The fiscal year ended December 31, 2025 (January 1, 2025 to December 31, 2025)

(Million yen)

	Reportable segment				Other (Note 1)	Total	Reconcilia- tions (Note 2)	Consolidated (Note 3)
	Industrial Materials	Devices	Medical Technolo- gies	Sub-total				
Sales from external customers	76,315	58,452	47,130	181,897	13,000	194,898	–	194,898
Inter-segment sales	103	12	–	116	1,056	1,172	(1,172)	–
Total	76,418	58,464	47,130	182,013	14,057	196,070	(1,172)	194,898
Segment profit (loss)	3,741	2,130	2,035	7,908	390	8,299	(4,258)	4,040
Finance income	–	–	–	–	–	–	–	1,435
Finance costs	–	–	–	–	–	–	–	(1,925)
Profit (loss) before tax	–	–	–	–	–	–	–	3,551
Segment assets	68,379	29,192	67,171	164,744	21,405	186,150	63,970	250,120
Other								
Depreciation and amortization	4,577	2,025	2,098	8,701	1,201	9,903	457	10,360
Share of profit (loss) of investments accounted for using equity method	(63)	–	(74)	(137)	(221)	(358)	–	(358)
Impairment losses (See Note 13)	–	–	–	–	6	6	693	699
Increase in property, plant and equipment, intangible assets and right-of-use assets	5,362	1,719	2,322	9,405	1,198	10,603	1,104	11,707
Investments accounted for using equity methods	2,546	–	627	3,173	2,368	5,542	–	5,542

(Notes) 1. The “Other” category consists of a business segment not included in the reportable segments and includes the Information and Communication and the prescription pharmaceutical manufacturing business.

2. Reconciliations are as follows:

- (1) The negative ¥4,258 million of reconciliations in segment profit (loss) includes unallocated corporate expenses, etc. Corporate expenses mainly consist of general and administrative expenses and foreign exchange loss or gain not attributable to any reportable segment.
- (2) The positive ¥63,970 million of reconciliations in segment assets consists of the positive ¥64,126 million in total of cash and cash equivalents, investment securities, and corporate (R&D and administrative) property, plant and equipment, not allocated to reportable segments and the negative ¥156 million of inter-segment elimination of receivables and payables.
- (3) The positive ¥457 million of reconciliations in depreciation and amortization relates to corporate (R&D and administrative) property, plant and equipment, etc.
- (4) The positive ¥693 million of reconciliations in impairment losses relates to corporate (R&D and administrative) property, plant and equipment.
- (5) The positive ¥1,104 million of reconciliations in increase in property, plant and equipment, intangible assets and right-of-use assets is the amount of corporate (R&D and administrative) capital investment.

3. Segment profit (loss) is reconciled with operating profit (loss) recorded in the consolidated statements of profit or loss.

(4) Information about products and services

This information is omitted since the same information is disclosed in (3) Information about sales, profit (loss), assets, and other items by reportable segment.

(5) Information by region

The fiscal year ended December 31, 2024 (January 1, 2024 to December 31, 2024)

1) Sales from external customers

(Million yen)

Japan	Ireland	United States	Other	Total
21,145	44,076	53,218	77,158	195,598

(Notes) 1. Sales are categorized by country or region based on the locations of customers.

2. Sales from external customers in Ireland consists mainly of that from APPLE OPERATIONS LIMITED listed in (6) Information by major customer.

2) Non-current assets

(Million yen)

Japan	United States	Other	Total
42,545	52,353	18,246	113,144

(Notes) 1. Financial instruments, deferred tax assets, retirement benefit asset, and rights arising under insurance contracts are not included.

2. Non-current assets are categorized by country or region based on the locations of assets.

3. In the fiscal year ended December 31, 2025, the Company finalized the provisional accounting treatment pertaining to the business combination. Accordingly, the figures for the previous fiscal year have been retrospectively revised to reflect the finalization of the provisional accounting treatment.

The fiscal year ended December 31, 2025 (January 1, 2025 to December 31, 2025)

1) Sales from external customers

(Million yen)

Japan	Ireland	United States	Other	Total
25,207	37,970	54,923	76,796	194,898

(Notes) 1. Sales are categorized by country or region based on the locations of customers.

2. Sales from external customers in Ireland consists mainly of that from APPLE OPERATIONS LIMITED listed in (6) Information by major customer.

2) Non-current assets

(Million yen)

Japan	United States	Other	Total
37,620	55,995	22,453	116,069

(Notes) 1. Financial instruments, deferred tax assets, retirement benefit asset, and rights arising under insurance contracts are not included.

2. Non-current assets are categorized by country or region based on the locations of assets.

(6) Information by major customer

Details of sales from a major customer are as follows:

(Million yen)

Customer	Related Segment	Fiscal year ended December 31, 2024	Fiscal year ended December 31, 2025
APPLE OPERATIONS LIMITED and its group companies	Devices, Industrial Materials, and Other	44,637	38,612

(Note) The sales are reported under Ireland, United States and Japan in 1) Sales from external customers under (5) Information by region.

5. Business combinations

In connection with the business combinations involving Isometric Intermediate LLC and its group companies, as well as Cathtek, LLC, for which provisional accounting treatment was applied in the previous fiscal year, the fair value measurement of the assets acquired, liabilities assumed, and consideration paid as of the acquisition date was completed in the fiscal year ended December 31, 2025. The figures presented below reflect the amounts after the provisional accounting treatment was finalized.

The fiscal year ended December 31, 2024 (January 1, 2024 to December 31, 2024)

Acquisition of Isometric Intermediate LLC

The Company, pursuant to a resolution of the Meeting of the Board of Directors held on December 4, 2023, decided to acquire an equity interest in Isometric Intermediate LLC (DBA Isometric Micro Molding) through its consolidated subsidiaries Graphic Controls Acquisition Corp. and Nissha Medical Technologies (Wisconsin), LLC (hereinafter, "NMT LLC") in the Medical Technologies segment to make Isometric Intermediate LLC and its affiliated group companies (hereinafter, "Isometric") the Company's subsidiaries, and completed the acquisition of the equity interest on March 1, 2024.

(1) Outline of the business combination

1) Name of the acquired company and the outline of business acquired

Name of the acquired company	Isometric Intermediate LLC
Outline of business acquired	Manufacturing and sales of micro and precision components for medical devices

2) Major reason for the business combination

In the Company's Medical Technologies segment, we offer high-quality and value-added products in medical devices and other related markets on a global scale. The business' mainstay contract design/development and manufacturing services employ a comprehensive business model that encompasses from OEMs of major medical devices to the design, development, and manufacturing, especially of surgical instruments for minimal invasive medical treatments and medical wearable sensors.

We recognize the immense growth potential within the contract design/development and manufacturing organization (CDMO) market for medical devices and have focused our efforts on such services as a key area for driving growth of the business. Our goal is to secure and expand our pipeline by fortifying and broadening our capabilities to respond to the ever-evolving landscape of medical device innovation, particularly in the existing realm of minimal invasive surgical instruments, and explore exciting new business opportunities in areas like surgical robotics.

Isometric utilizes its proprietary tooling and process technologies related to micro injection molding to achieve single micron tolerances of micro and precision components (micro molded products) for medical devices and pharmaceutical markets. For over 30 years, Isometric has operated as a trusted solution provider engaged in the design and development, as well as the manufacturing and assemblies of micro molded products. Isometric is uniquely positioned in the micro molding industry with its in-house technologies and expertise, such as those in best-in-class tool making and molding process to control part-to-part and lot-to-lot variation, advanced measurement technology including CT scanning, development support for micro 3D printing, and micro assembly automation platforms. The company offers its micro molded products for a wide range of uses, including endoscopic and other surgical instruments for minimal invasive medical treatments, diagnostic devices, microfluidic devices, medical wearables, ophthalmological implants, and patient monitoring equipment, contributing to the miniaturization of these medical devices. Miniaturization of medical devices is not only sought after in our existing field of minimal invasive surgical devices but also in new areas such as surgical robotics. Through this equity partnership, we will offer significant innovation opportunities for medical devices by acquiring Isometric's design for excellence (DfX) and development capabilities for component miniaturization, as well as processing technologies for micro molding such as silicone and micro two-shot molding.

3) Acquisition date

March 1, 2024

4) Method by which the acquiring company obtained control of the acquired company

Acquisition of equity with cash as consideration

5) Ratio of equity with voting rights acquired

75.53%

(2) Consideration transferred

(Million yen)

Items	Initial provisional fair value	Amount of adjustment	Fair value after adjustment
Cash	9,241	–	9,241
Written put options	–	1,584	1,584
Purchased call options	–	(879)	(879)
Contingent consideration	977	(60)	916
Total consideration transferred	10,218	645	10,863

(3) Contingent consideration

Contingent consideration is included in the consideration transferred as part of the contract. The contingent consideration is an obligation to transfer equity interest equivalent to up to USD 6,500 thousand (undiscounted in accordance with the EBITDA achievement level of the acquired company for 2024), and is currently categorized within Level 3 of the fair value hierarchy.

Changes in the contingent consideration, which is recorded in other financial liabilities (current), consist of the following:

(Million yen)

Beginning balance	–
Increase resulting from the business combination	916
Changes in fair value	49
Effects of changes in exchange rates	49
Ending balance	1,016

(4) Acquisition-related costs

Acquisition-related costs incurred for this business combination was ¥114 million, and ¥28 million and ¥86 million were recorded in selling, general and administrative expenses for the fiscal years ended December 31, 2024 and 2025, respectively.

(5) Fair value of assets acquired and liabilities assumed, non-controlling interests, and goodwill

(Million yen)

Account	Initial provisional fair value	Amount of adjustment	Adjusted fair value
Fair value of assets acquired and liabilities assumed			
Current assets			
Cash and cash equivalents	75	–	75
Trade and other receivables (Note 1)	352	–	352
Inventories	404	48	452
Other	87	22	109
Non-current assets			
Property, plant and equipment	759	237	997
Intangible assets	–	2,645	2,645
Other	493	(16)	476
Current liabilities (Note 2)	(576)	57	(518)
Non-current liabilities (Note 2)	(422)	(40)	(463)
Fair value of assets acquired and liabilities assumed, net	1,173	2,954	4,128
Non-controlling interests (Notes 3, 4)	(287)	(717)	(1,004)
Goodwill (Note 5)	9,332	(1,591)	7,740
Total	10,218	645	10,863

(Notes) 1. With respect to the fair value of trade and other receivables acquired, which amounts to ¥352 million, the total contractual amount of such receivables is ¥352 million.

2. There are no contingent liabilities.

3. The non-controlling interests are measured at the non-controlling interests' proportionate share of the fair value of the acquired company's identifiable net assets.

4. The fair values of the written put options granted to and the call options purchased from the non-controlling shareholders of the acquired company are recognized in other financial liabilities (non-current) and other financial assets (non-current), and the net amount of these two is deducted from capital surplus.

5. As the consideration transferred exceeded the fair value of net assets of the acquired company at the time of the business combination, the difference was recognized as goodwill. The goodwill is expected to be fully deductible for tax purposes.

(6) Cash flow information

The expenditures related to the acquisition of a subsidiary are as follows:

(Million yen)

Items	Amount
Consideration paid	(10,863)
Portion of consideration attributable to written put options	1,584
Portion of consideration attributable to purchased call options	(879)
Portion of consideration attributable to contingent consideration	916
Cash and cash equivalents held by the acquired company at the time of acquisition	75
(Net) Expenditures related to acquisition of subsidiary	(9,166)

(7) Impact on the consolidated statements of profit or loss

1) The acquired company's results recognized in the consolidated statements of profit or loss on and after the acquisition date

(Million yen)

Account	Amount
Net sales	3,787
Profit attributable to owners of parent	513

2) Proforma information assuming that the business combination had been conducted at the beginning of the fiscal year

(Million yen)

Account	Amount
Net sales	196,205
Profit attributable to owners of parent	3,923

(Note) This note has not been audited by the audit firm.

Acquisition of Cathtek, LLC

Pursuant to a resolution of the Meeting of the Board of Directors held on September 20, 2024, the Company decided to acquire an equity interest in Cathtek, LLC through Eimo Technologies, Inc. and Nissha Eimo Acquisition Corp., both of which are consolidated subsidiaries in the Industrial Materials segment, to make Cathtek, LLC a subsidiary, and completed the acquisition of the equity interest on October 1, 2024.

(1) Outline of the business combination

1) Name of the acquired company and the outline of business acquired

Name of the acquired company	Cathtek, LLC
Outline of business acquired	Production and sales of injection molded products for medical devices

2) Major reason for the business combination

The Company has established the Sustainability Vision for 2030, aiming to create economic and social value by contributing to solving global social issues related to medical, mobility, and environment, through integrating and orchestrating diverse talents of our employees and technologies. Especially in the medical market, we are pursuing business opportunities across the entire company.

The Industrial Materials business operates globally, utilizing core technologies such as printing, molding, and metal processing to produce and sell decorative films, molded products, and sustainable materials. In the U.S., we supply decorative films and molded products primarily to the mobility and the home appliance markets, while also providing injection-molded components for medical devices in the medical market.

Founded in 1999, Cathtek is a U.S.-based company with a solid business foundation in injection molding and assembly technologies, and quality control systems for medical devices. The company supplies products for various diagnostic and testing devices, such as blood collection device, to medical device OEMs.

This equity acquisition marks the first step toward strengthening our Industrial Materials business in the medical market in line with the Sustainability Vision. Through this acquisition, we aim to acquire Cathtek's quality control systems, technologies, and customer base for medical devices, while creating synergies with our existing injection molding production capabilities and mold manufacturing technologies to expand our business.

3) Acquisition date

October 1, 2024

4) Method by which the acquiring company obtained control of the acquired company

Acquisition of equity with cash as consideration

5) Ratio of equity with voting rights acquired

85.00%

(2) Consideration transferred

(Million yen)

Items	Initial provisional fair value	Amount of adjustment	Fair value after adjustment
Cash	2,204	–	2,204
Written put options	–	212	212
Purchased call options	–	(60)	(60)
Contingent consideration	1,124	(548)	576
Total consideration transferred	3,328	(396)	2,932

(Note) The contingent consideration is not finalized at the present time.

(3) Contingent consideration

Contingent consideration is included in the contingent consideration transferred as part of the contract. The contingent consideration is an obligation to make additional payments of up to USD 13,000 thousand (undiscounted) in accordance with the EBITDA achievement level of the acquired company over the three years following the business combination.

The contingent consideration is not finalized at the present time, and is currently categorized within Level 3 of the fair value hierarchy.

Changes in the contingent consideration, which is recorded in other financial liabilities, consist of the following:

(Million yen)

Beginning balance	–
Increase resulting from the business combination	576
Changes in fair value	0
Effects of changes in exchange rates	56
Ending balance	632

(4) Acquisition-related costs

Acquisition-related costs of ¥55 million were recorded in selling, general and administrative expenses.

(5) Fair value of assets acquired and liabilities assumed, non-controlling interests, and goodwill

(Million yen)

Account	Initial provisional fair value	Amount of adjustment	Adjusted fair value
Fair value of assets acquired and liabilities assumed			
Current assets			
Cash and cash equivalents	50	–	50
Trade and other receivables (Note 1)	159	–	159
Inventories	44	–	44
Other	22	–	22
Non-current assets			
Property, plant and equipment	5	160	165
Intangible assets	–	1,710	1,710
Other	440	–	440
Current liabilities (Note 2)	(127)	–	(127)
Non-current liabilities (Note 2)	(359)	–	(359)
Fair value of assets acquired and liabilities assumed, net	234	1,870	2,105
Non-controlling interests (Notes 3, 4)	(35)	(280)	(315)
Goodwill (Note 5)	3,129	(1,986)	1,142
Total	3,328	(396)	2,932

(Notes) 1. With respect to the fair value of trade and other receivables acquired, which amounts to ¥159 million, the total contractual amount of such receivables is ¥159 million.

2. There are no contingent liabilities.

3. The non-controlling interests are measured at the non-controlling interests' proportionate share of the fair value of the acquired company's identifiable net assets.

4. The fair values of the written put options granted to and the call options purchased from the non-controlling shareholders of the acquired company are recognized in other financial liabilities (non-current) and other financial assets (non-current), and the net amount of these two is deducted from capital surplus.

5. As the consideration transferred exceeded the fair value of net assets of the acquired company at the time of the business combination, the difference was recognized as goodwill. The goodwill is expected to be fully deductible for tax purposes.

(6) Cash flow information

The expenditures related to the acquisition of a subsidiary are as follows:

(Million yen)

Items	Amount
Consideration paid	(2,932)
Portion of consideration attributable to written put options	212
Portion of consideration attributable to purchased call options	(60)
Portion of consideration attributable to contingent consideration	576
Cash and cash equivalents held by the acquired company at the time of acquisition	50
(Net) Expenditures related to acquisition of subsidiary	(2,154)

(7) Impact on the consolidated statements of profit or loss

1) The acquired company's results recognized in the consolidated statements of profit or loss on and after the acquisition date

(Million yen)

Account	Amount
Net sales	334
Profit attributable to owners of parent	55

2) Proforma information assuming that the business combination had been conducted at the beginning of the fiscal year

(Million yen)

Account	Amount
Net sales	196,352
Profit attributable to owners of parent	4,010

(Note) This note has not been audited by the audit firm.

The fiscal year ended December 31, 2025 (January 1, 2025 to December 31, 2025)

Acquisition of SHIGAKEN PHARM. IND. CO., LTD.

The Company, pursuant to a resolution of the Meeting of the Board of Directors held on December 20, 2024, decided to acquire shares of SHIGAKEN PHARM. IND. CO., LTD. (hereinafter, “Shigaken Pharma”) to make it a subsidiary of the Company, and completed the acquisition of shares of the company on January 8, 2025.

(1) Outline of the business combination

1) Name of the acquired company and the outline of business acquired

Name of the acquired company	SHIGAKEN PHARM. IND. CO., LTD.
Outline of business acquired	Manufacturing and marketing authorization holder of pharmaceuticals

2) Major reason for the business combination

As part of its Sustainability Vision (long-term vision), the Company aims to create economic and social value by contributing to solving global social issues related to medical, mobility, and the environment through integrating and orchestrating diverse talents of our employees and technologies. Especially in the medical market, we are targeting net sales of ¥150.0 billion in 2030, including sales of ¥20.0 billion for the pharmaceuticals business.

In 2019, the Company acquired Zonnebodo Pharmaceutical Co., Ltd. (presently Nissha Zonnebodo Pharma Co., Ltd.), which is a manufacturing and marketing authorization holder of prescription pharmaceuticals and quasi-drugs, marking our entry into the domestic pharmaceuticals market. Focusing on the drug delivery system*1, the Company has proceeded with the development of film-type pharmaceuticals (oral thin films, transdermal patches, etc.) by utilizing our core technologies.

Established in 1943, Shigaken Pharma is a manufacturing and marketing authorization holder of pharmaceuticals and quasi-drugs. It has carved out a strong position in the market with a contract design/development and manufacturing organization (CDMO) business model mainly for over-the-counter (OTC) drugs such as cold medicines and analgesic antipyretics and has an extensive customer base. Furthermore, Shigaken Pharma possesses advanced production technologies and quality management abilities enabling it to deal with not only diverse dosage forms, such as solid and liquid formulations, but also various packaging types.

In the pharmaceuticals market, demand is increasing with each year as the population continues to age. Additionally, recent supply shortages have posed a societal issue, making maintenance of stable supply a key challenge. In the OTC market as well, demand is growing due to a heightened awareness of self-medication*2 and the spread of switch OTC drugs*3. In such a market environment, pharmaceutical manufacturers are concentrating their resources on product planning and marketing activities, while expanding the outsourcing of processes from drug development through manufacturing. In the OTC market, in particular, in addition to efficient and flexible manufacturing responses, comprehensive services, including packaging processes, are being demanded, and in light of such needs, the Company expects demand for CDMO to grow steadily in the future.

With this acquisition, the Company will be able to enter the pharmaceutical CDMO business. By combining Shigaken Pharma's ability to respond to diverse dosage forms and its abundant track record with the Group's managerial resources, manufacturing and design abilities, quality management capabilities, and advanced production technologies, namely automation and digital transformation (DX), the Company aims to strengthen the manufacturing capabilities of Shigaken Pharma. Additionally, by leveraging Shigaken Pharma's extensive customer base, the Company seeks to actively engage in marketing activities to grow sales of film-type pharmaceuticals and create new business opportunities to expand the scale of the pharmaceuticals business.

Through these, we will continue to further pursue initiatives that work to contribute to the stable supply and quality improvement of pharmaceuticals and realize our Sustainability Vision.

*1: Drug delivery system: Dosing system designed for efficiently delivering required amount of drug into targeted sites in body for required time

*2: Self-medication: Health management whereby consumers themselves treat mild physical ailments with OTC drugs, etc.

*3: Switch OTC drugs: Drugs that had been prescription-only but have been approved to be sold as OTC drugs

3) Acquisition date

January 8, 2025

4) Method by which the acquiring company obtained control of the acquired company

Acquisition of shares with cash as consideration

5) Ratio of equity with voting rights acquired

88.3%

(2) Consideration transferred

¥9,500 million in cash

(3) Acquisition-related costs

Acquisition-related costs incurred for this business combination was ¥284 million, and ¥40 million and ¥244 million were recorded in selling, general and administrative expenses for the fiscal years ended December 31, 2024 and 2025, respectively.

(4) Fair value of assets acquired and liabilities assumed, non-controlling interests, and goodwill

(Million yen)

Account	Amount
Fair value of assets acquired and liabilities assumed	
Current assets	
Cash and cash equivalents	4,498
Trade and other receivables (Note 1)	1,580
Inventories	642
Other	430
Non-current assets	
Property, plant and equipment	2,332
Intangible assets (Note 3)	3,223
Other	57
Current liabilities (Note 2)	(1,475)
Non-current liabilities (Note 2)	(2,496)
Fair value of assets acquired and liabilities assumed, net	8,794
Non-controlling interests (Note 4)	(1,024)
Goodwill (Note 5)	1,730
Total	9,500

(Notes) 1. With respect to the fair value of trade and other receivables acquired, which amounts to ¥1,580 million, the total contractual amount of such receivables is ¥1,582 million.

2. There are no contingent liabilities.

3. Intangible assets are customer-related assets.

4. The non-controlling interests are measured at the non-controlling interests' proportionate share of the fair value of the acquired company's identifiable net assets.

5. As the consideration transferred exceeded the fair value of net assets of the acquired company at the time of the business combination, the difference was recognized as goodwill. Please note that none of the recognized goodwill is expected to be deductible for tax purposes.

(5) Cash flow information

The expenditures related to the acquisition of a subsidiary are as follows:

(Million yen)

Items	Amount
Consideration paid	(9,500)
Cash and cash equivalents held by the acquired company at the time of acquisition	4,498
(Net) Expenditures related to acquisition of subsidiary	(5,001)

(6) Impact on the consolidated statements of profit or loss

The acquired company's results recognized in the consolidated statements of profit or loss on and after the acquisition date are as follows:

(Million yen)

Account	Amount
Net sales	5,054
Profit attributable to owners of parent	620

Proforma information assuming that the business combination was conducted at the beginning of the current fiscal year is not presented as the amount of its impact on the consolidated statements of profit or loss is immaterial.

6. Cash and cash equivalents

The breakdown of cash and cash equivalents is as follows. The balance of cash and cash equivalents in the consolidated statements of financial position matches the balance of cash and cash equivalents at end of period in the consolidated statements of cash flows.

(Million yen)

	As of December 31, 2024	As of December 31, 2025
(Cash and cash equivalents)		
Cash and deposits	42,747	30,945
Time deposits with maturities of three months or less	8,222	8,268
Cash and cash equivalents in the consolidated statements of financial position	50,970	39,213

7. Trade and other receivables

The breakdown of trade and other receivables is as follows:

(Million yen)

	As of December 31, 2024	As of December 31, 2025
Notes and accounts receivable-trade	37,389	39,384
Accounts receivable-other	549	482
Allowance for doubtful accounts	(350)	(439)
Total	37,588	39,427

(Notes) 1. Trade and other receivables are classified as financial assets measured at amortized cost.

2. Trade and other receivables are stated at net of allowance for doubtful accounts in the consolidated statements of financial position.

3. Credit risk management is described in Note 34 "Financial instruments."

8. Inventories

The breakdown of inventories is as follows:

(Million yen)

	As of December 31, 2024	As of December 31, 2025
Merchandise and finished goods	15,987	11,266
Work in process	6,414	6,547
Raw materials and supplies	13,329	14,078
Total	35,730	31,892

(Notes) 1. Inventories recognized as an expense in cost of sales for the fiscal years ended December 31, 2024 and December 31, 2025 were ¥149,605 million and ¥149,776 million, respectively.

2. As a result of valuing inventories at net realizable value, write-downs of ¥2,167 million and ¥1,406 million were recognized for the fiscal years ended December 31, 2024 and December 31, 2025, respectively.

3. There was no material reversal of write-downs recognized for the fiscal years ended December 31, 2024 and December 31, 2025.

4. Inventories pledged as collateral of liabilities are described in Note 18 “Bonds and borrowings.”

9. Other assets

The breakdown of other current assets and other non-current assets is as follows:

(Million yen)

	As of December 31, 2024	As of December 31, 2025
(Other current assets)		
Advance payments-other and prepaid expenses	1,856	1,833
Consumption taxes receivable	1,909	1,850
Income taxes receivable, etc.	342	1,403
Other	51	75
Total	4,159	5,162
(Other non-current assets)		
Long-term prepaid expenses	183	190
Other	174	191
Total	357	382

10. Property, plant and equipment

Changes in cost, accumulated depreciation and accumulated impairment losses, and the book value of property, plant and equipment are as follows:

(Million yen)						
Cost	Buildings and structures	Machinery and vehicles	Tools, furniture and fixtures	Land	Construction in progress	Total
As of January 1, 2024	65,455	64,155	13,374	8,103	2,185	153,275
Acquisitions	442	1,223	459	–	4,851	6,976
Business combination (Note 3)	62	928	3	–	168	1,162
Disposals	(13)	(2,744)	(659)	(13)	(73)	(3,504)
Transfers (Note 4)	262	2,151	366	(3)	(2,981)	(204)
Foreign currency translation differences	758	2,522	212	50	108	3,652
As of December 31, 2024	66,968	68,237	13,756	8,136	4,258	161,357
Acquisitions	603	1,161	450	141	4,056	6,412
Business combination (Note 3)	1,457	1,151	52	355	–	3,017
Disposals	(801)	(3,862)	(544)	(323)	(13)	(5,545)
Transfers (Note 4)	2,642	2,683	292	–	(6,226)	(607)
Foreign currency translation differences	513	1,786	289	52	371	3,014
As of December 31, 2025	71,382	71,157	14,298	8,362	2,446	167,647

(Million yen)

Accumulated depreciation and accumulated impairment losses	Buildings and structures	Machinery and vehicles	Tools, furniture and fixtures	Land	Construction in progress	Total
As of January 1, 2024	(43,157)	(53,714)	(11,091)	(2,126)	(17)	(110,106)
Depreciation (Note 1)	(1,988)	(2,866)	(812)	–	–	(5,667)
Impairment losses (Note 5)	–	–	–	–	–	–
Disposals	10	2,671	646	2	13	3,344
Transfers (Note 4)	56	131	(116)	–	–	71
Foreign currency translation differences	(313)	(1,855)	(178)	(0)	(0)	(2,347)
As of December 31, 2024	(45,391)	(55,633)	(11,552)	(2,123)	(4)	(114,705)
Depreciation (Note 1)	(2,058)	(3,229)	(815)	–	–	(6,103)
Impairment losses (Note 5)	(699)	–	(0)	–	–	(699)
Disposals	395	3,822	517	–	–	4,735
Transfers (Note 4)	32	163	3	–	1	201
Foreign currency translation differences	(193)	(1,379)	(223)	0	0	(1,795)
As of December 31, 2025	(47,914)	(56,256)	(12,069)	(2,123)	(3)	(118,368)

(Million yen)

Book value	Buildings and structures	Machinery and vehicles	Tools, furniture and fixtures	Land	Construction in progress	Total
As of January 1, 2024	22,298	10,441	2,283	5,977	2,167	43,169
As of December 31, 2024	21,576	12,603	2,204	6,013	4,253	46,651
As of December 31, 2025	23,467	14,901	2,228	6,239	2,443	49,279

(Notes) 1. Depreciation of property, plant and equipment is included in cost of sales, selling, general and administrative expenses, and other expenses in the consolidated statements of profit or loss.

2. Expenditures related to property, plant and equipment under construction are presented as construction in progress in the above tables.

3. Business combination is described in Note 5 “Business combinations.”

4. Transfers principally represent transfers from construction in progress to the related accounts of property, plant and equipment.

5. Impairment losses are described in Note 13 “Impairment of non-financial assets.”

6. Property, plant and equipment pledged as collateral of liabilities are described in Note 18 “Bonds and borrowings.”

7. In the fiscal year ended December 31, 2025, the Company finalized the provisional accounting treatment pertaining to the business combination. Accordingly, the figures for the previous fiscal year have been retrospectively revised to reflect the finalization of the provisional accounting treatment.

11. Goodwill and intangible assets

(1) Reconciliations

Changes in cost, accumulated amortization and accumulated impairment losses, and the book value of goodwill and intangible assets are as follows:

(Million yen)

Cost	Goodwill	Trademark rights	Software	Technical assets	Customer-related assets	Other	Total
As of January 1, 2024	31,212	4,966	8,452	3,539	12,034	1,550	61,755
Additions from internal development	–	–	–	–	–	–	–
Acquisitions	–	–	69	–	751	563	1,384
Business combination (Note 2)	8,883	233	–	2,319	1,803	–	13,239
Disposals	(7)	–	(57)	–	–	(194)	(259)
Transfers (Note 3)	–	(30)	162	–	–	(168)	(36)
Foreign currency translation differences	3,277	569	152	492	922	117	5,531
As of December 31, 2024	43,366	5,737	8,779	6,351	15,511	1,868	81,615
Additions from internal development	–	–	–	–	–	(0)	(0)
Acquisitions	–	–	82	–	–	1,442	1,525
Business combination (Note 2)	1,730	0	3	–	3,220	0	4,954
Disposals	–	–	(71)	–	–	(6)	(78)
Transfers (Note 3)	–	–	813	–	–	(523)	290
Foreign currency translation differences	1,010	(28)	103	354	497	11	1,949
As of December 31, 2025	46,107	5,709	9,709	6,706	19,228	2,793	90,255

(Million yen)

Accumulated amortization and accumulated impairment losses	Goodwill	Trademark rights	Software	Technical assets	Customer-related assets	Other	Total
As of January 1, 2024	(10,974)	–	(7,093)	(1,881)	(6,378)	(545)	(26,873)
Amortization (Note 1)	–	–	(405)	(469)	(888)	(64)	(1,827)
Impairment losses	–	–	–	–	–	–	–
Disposals	7	–	37	–	–	171	216
Transfers (Note 3)	–	–	(0)	–	–	–	(0)
Foreign currency translation differences	(564)	–	(68)	(112)	(600)	(20)	(1,366)
As of December 31, 2024	(11,531)	–	(7,530)	(2,462)	(7,866)	(459)	(29,851)
Amortization (Note 1)	–	–	(472)	(512)	(976)	(57)	(2,018)
Impairment losses	–	–	–	–	–	–	–
Disposals	–	–	70	–	–	5	75
Transfers (Note 3)	–	–	(0)	–	–	–	(0)
Foreign currency translation differences	(1,298)	–	(67)	(270)	(385)	(14)	(2,037)
As of December 31, 2025	(12,830)	–	(8,001)	(3,246)	(9,228)	(526)	(33,833)

(Million yen)

Book value	Goodwill	Trademark rights	Software	Technical assets	Customer-related assets	Other	Total
As of January 1, 2024	20,238	4,966	1,358	1,658	5,655	1,004	34,882
As of December 31, 2024	31,834	5,737	1,248	3,888	7,644	1,409	51,763
As of December 31, 2025	33,277	5,709	1,708	3,459	10,000	2,267	56,422

(Notes) 1. Amortization of intangible assets is included in cost of sales and selling, general and administrative expenses in the consolidated statements of profit or loss.

2. Business combination is described in Note 5 “Business combinations.”

3. Transfers principally represent transfers from software in progress included in other to the related accounts of intangible assets.

4. Research and development expenses that do not meet asset recognition criteria are recognized as expenses as incurred and are recorded as selling, general and administrative expenses (see Note 26). Research and development expenses recognized as expenses for the fiscal years ended December 31, 2024 and December 31, 2025 were ¥4,437 million and ¥4,124 million, respectively.

5. Intangible assets pledged as collateral of liabilities are described in Note 18 “Bonds and borrowings.”

6. In the fiscal year ended December 31, 2025, the Company finalized the provisional accounting treatment pertaining to the business combination. Accordingly, the figures for the previous fiscal year have been retrospectively revised to reflect the finalization of the provisional accounting treatment.

(2) Impairment test for goodwill and intangible assets with indefinite useful lives

Periodic impairment tests are performed at least once a year, regardless of whether there is any indication of impairment.

The book values of goodwill and intangible assets with indefinite useful lives allocated to each cash-generating unit are principally as follows.

Those that were significant as of December 31, 2024 and 2025 are attributable to the acquisitions of Graphic Controls Holdings, Inc. and its subsidiaries in September 2016.

(Million yen)

Cash-generating unit	Segment	Account	As of	As of
			December 31, 2024	December 31, 2025
			Book value	Book value
Graphic Controls Holdings, Inc. and its subsidiaries	Medical Technologies	Goodwill	29,476	29,201
		Trademark rights (Note)	5,468	5,418

(Notes) 1. Trademark rights are expected to exist as long as the business continues. Therefore, their useful lives are considered indefinite.

2. In the fiscal year ended December 31, 2025, the Company finalized the provisional accounting treatment pertaining to the business combination. Accordingly, the figures for the previous fiscal year have been retrospectively revised to reflect the finalization of the provisional accounting treatment.

Information including major assumptions used for determining the recoverable amount of each cash-generating unit is as follows:

Graphic Controls Holdings, Inc. and its subsidiaries

The recoverable amount is determined as the value in use and compared with the book value of the cash-generating unit. The value in use of the cash-generating unit, including goodwill and trademark rights, is determined based on a five-year business plan approved by management. For fiscal years beyond the plan, the value is based on the discounted present value of future cash flows, estimated using growth rates in major sales countries. For the calculation of the value in use, the Company relies on a report prepared by an external evaluation expert.

The above-mentioned business plan contains elements with uncertainties such as sales forecasts by region and product lineups based on demand trends and changes in manufacturing costs. In addition, a growth rate and a discount rate used to determine the value in use are highly uncertain and may fluctuate as these rates are affected by changes in the external environment such as economic conditions and interest-rate fluctuations. Therefore, when the business plan needs to be reviewed due to significant changes in the management environment and other factors or when the growth rate and the discount rate fluctuate significantly due to changes in the external environment such as economic conditions and interest-rate fluctuations, it may significantly affect the consolidated financial statements from the next fiscal year.

The growth rate used to estimate the future cash flows is 4.3% as of December 31, 2024 and 3.9% as of December 31, 2025.

The discount rate, which is determined based on the after-tax weighted average cost of capital, is 12.3% as of December 31, 2024 and 12.2% as of December 31, 2025.

The recoverable amount exceeded the book value by ¥3,732 million as of December 31, 2025. It is estimated that a 0.7% decrease in the growth rate or a 0.5% increase in the discount rate would result in recognizing impairment losses.

The above presumption of thresholds for impairment losses is derived under the assumption that the decrease in the growth rate and the increase in the discount rate occur independently.

(3) Significant intangible assets

Significant intangible assets recognized in the consolidated statements of financial position are as follows:

- “Customer-related assets” and “Technical assets” that were incurred from the acquisition of Nissha Metallizing Solutions N.V. and its subsidiaries in August 2015

For customer-related assets, the book value was ¥1,686 million as of December 31, 2024 and ¥1,639 million as of December 31, 2025, and the remaining amortization period is 6 years. For technical assets, the book value was ¥1,228 million as of December 31, 2024 and ¥1,131 million as of December 31, 2025, and the remaining amortization period is 4 years.

- “Customer-related assets” that were incurred from the acquisition of Graphic Controls Holdings, Inc. and its subsidiaries in September 2016

The book value was ¥1,311 million as of December 31, 2024 and ¥1,129 million as of December 31, 2025, and the remaining amortization period is 6 years.

- “Customer-related assets” that were incurred from the acquisition of Zonnebodo Pharmaceutical Co., Ltd. (Currently Nissha Zonnebodo Pharma Co., Ltd.) in November 2019

The book value was ¥1,126 million as of December 31, 2024 and ¥1,077 million as of December 31, 2025, and the remaining amortization period is 22 years.

- “Customer-related assets” that were incurred from the acquisition of SHIGAKEN PHARM. IND. CO., LTD. in January 2025

The book value was ¥3,059 million as of December 31, 2025, and the remaining amortization period is 19 years.

12. Leases

(1) Lessee

1) The balance of right-of-use assets as of each fiscal year-end is as follows:

(Million yen)

	Buildings and structures	Machinery and vehicles	Tools, furniture and fixtures	Land	Intangible assets	Total
As of December 31, 2024	8,439	735	96	137	–	9,408
As of December 31, 2025	8,208	1,739	66	162	–	10,176

Additions to right-of-use assets are described in Note 32 “Cash flow information.”

Depreciation and amortization for right-of-use assets are as follows:

(Million yen)

	Buildings and structures	Machinery and vehicles	Tools, furniture and fixtures	Land	Intangible assets	Total
Fiscal year ended December 31, 2024	1,588	403	46	10	0	2,048
Fiscal year ended December 31, 2025	1,707	480	37	12	–	2,238

2) The maturity analysis of lease liabilities is as follows:

(Million yen)

		As of December 31, 2024	As of December 31, 2025
Book value	Lease liabilities (current)	1,910	2,228
	Lease liabilities (non-current)	8,577	9,077
	Total lease liabilities	10,488	11,306
Contractual cash flows	Total	12,110	13,426
	1 year or less	2,264	2,686
	Over 1 year to 5 years	6,652	7,997
	Over 5 years	3,193	2,741

3) Expenses and cash outflows relating to leases are as follows:

(Million yen)

	Fiscal year ended December 31, 2024	Fiscal year ended December 31, 2025
Repayments of lease liabilities	2,116	2,218
Interest expenses on lease liabilities	333	390
Variable lease payments not included in the measurement of lease liabilities	51	50
Expenses relating to short-term leases	330	424
Expenses relating to leases of low-value assets (excluding expenses relating to short-term leases of low-value assets)	285	251
Total cash outflow for leases	3,117	3,334

(2) Lessor

1) Finance leases

The Group leases buildings that are not used by the Group as a lessor of finance leases. For the purpose of risk management of underlying assets, the Group monitors credit risks on a periodical basis.

2) Revenue from leases based on finance lease contracts is as follows:

(Million yen)

	Fiscal year ended December 31, 2024	Fiscal year ended December 31, 2025
Finance income on the net investments in the leases	19	17

3) The maturity analysis of lease receivables (before discount) based on finance lease contracts is as follows:

(Million yen)

	As of December 31, 2024	As of December 31, 2025
1 year or less	47	47
Over 1 year to 2 years	47	47
Over 2 years to 3 years	47	47
Over 3 years to 4 years	47	47
Over 4 years to 5 years	47	47
Over 5 years	303	256
Total	540	493
Unearned finance income	(115)	(97)
Net investments in the leases	425	395

13. Impairment of non-financial assets

(1) Cash-generating unit

The Group carries out grouping by the smallest cash-generating unit that generates cash inflows that are largely independent of the cash inflows from other units. Assets to be disposed of (assets to be disposed of by disposal or sale, etc.) and idle assets are grouped on an individual basis.

Goodwill acquired in a business combination is allocated to the cash-generating unit that is expected to benefit from the synergies of the combination, and the cash-generating unit is tested for impairment.

(2) Impairment losses

The Group recognizes impairment losses if the recoverable amount of an asset or a group of assets has fallen below its book value. Impairment losses are included in other expenses in the consolidated statements of profit or loss (see Note 28 “Other income and other expenses”).

The amount incurred by each reportable segment is as described in Note 4 “Operating segments.”

The fiscal year ended December 31, 2024 (January 1, 2024 to December 31, 2024)

Not applicable.

The fiscal year ended December 31, 2025 (January 1, 2025 to December 31, 2025)

(Assets to be disposed of)

The Company reduced the book value of idle assets and other items that are no longer expected to be used to their recoverable amount and recognized an impairment loss.

The recoverable amount is measured at fair value less costs of disposal (Level 3). Such assets are carried on the books at a memorandum value.

Segment	Asset type	Amount (Million yen)
Other	Buildings and structures	6
	Tools, furniture and fixtures	0
	Subtotal	6
Corporate assets	Buildings and structures	693
Total		699

14. Investments accounted for using equity method

The book value of investments in associates that are not individually material is as follows:

(Million yen)

	As of December 31, 2024	As of December 31, 2025
Book value of investments accounted for using equity method	5,136	5,542

Financial information on associates that are not individually material is as follows:

(Million yen)

	Fiscal year ended December 31, 2024	Fiscal year ended December 31, 2025
Share of profit	(331)	(358)
Share of other comprehensive income	410	203
Share of total comprehensive income	78	(155)

15. Other financial assets

The breakdown of other financial assets is as follows:

(Million yen)

	As of December 31, 2024	As of December 31, 2025
(Current assets)		
Financial assets measured at amortized cost		
Time deposits with maturities of more than three months	–	15
Advances paid	39	71
Lease receivables (see Note 12)	29	30
Deposits paid	57	111
Other	50	110
Allowance for doubtful accounts	(0)	(0)
Financial assets measured at fair value through profit or loss		
Derivatives	1	2
Debt instruments	–	182
Total	178	525
(Non-current assets)		
Financial assets measured at amortized cost		
Guarantee deposits	289	346
Long-term loans receivable	6	6
Lease receivables (see Note 12)	395	365
Other	226	228
Allowance for doubtful accounts	(226)	(227)
Financial assets measured at fair value through profit or loss		
Derivatives	12	5
Debt instruments	800	683
Purchased call options to acquire non-controlling interests	940	744
Financial assets measured at fair value through other comprehensive income		
Equity instruments (Note 1)	6,627	8,923
Total	9,073	11,075

(Notes) 1. The individual issuer and fair value of equity instruments designated as measured at fair value through other comprehensive income are as described in Note 34 “Financial instruments.”

2. In the fiscal year ended December 31, 2025, the Company finalized the provisional accounting treatment pertaining to the business combination. Accordingly, the figures for the previous fiscal year have been retrospectively revised to reflect the finalization of the provisional accounting treatment.

16. Income taxes

(1) Deferred taxes

The breakdown by major cause and changes in deferred tax assets and deferred tax liabilities are as follows.

In the fiscal year ended December 31, 2025, the Company finalized the provisional accounting treatment pertaining to the business combination. Accordingly, the figures for the previous fiscal year have been retrospectively revised to reflect the finalization of the provisional accounting treatment.

The fiscal year ended December 31, 2024 (January 1, 2024 to December 31, 2024)

(Million yen)

	As of January 1, 2024	Amount recognized in profit or loss	Amount recognized in other comprehensive income	Business combination (see Note 5)	Amount recognized directly in equity	Foreign currency translation differences	As of December 31, 2024
Deferred tax assets:							
Inventories	462	82	–	–	–	25	570
Property, plant and equipment and intangible assets	512	(205)	–	–	–	32	339
Allowance for doubtful accounts	53	(4)	–	–	–	4	53
Accrued bonuses	507	(214)	–	–	–	2	295
Obligation for paid absences	112	(8)	–	–	–	10	114
Accounts payable-other and accrued expenses, etc.	240	(11)	–	–	–	9	239
Retirement benefit liability	336	(170)	–	–	–	5	171
Unused tax losses	836	(723)	–	–	–	9	123
Lease liabilities	2,770	(575)	–	101	–	166	2,462
Other	485	(4)	–	–	–	44	525
Total	6,318	(1,836)	–	101	–	312	4,894
Deferred tax liabilities:							
Financial assets measured at fair value through other comprehensive income	(3,948)	–	2,395	–	–	–	(1,553)
Property, plant and equipment and intangible assets	(1,459)	47	–	–	–	(152)	(1,564)
Assets identified in business combinations	(3,672)	261	–	–	–	(235)	(3,645)
Right-of-use assets	(2,315)	533	–	(101)	–	(129)	(2,011)
Other	(1,287)	(15)	(39)	–	–	(28)	(1,371)
Total	(12,682)	826	2,356	(101)	–	(545)	(10,146)
Net deferred tax assets (liabilities)	(6,364)	(1,010)	2,356	–	–	(233)	(5,251)

The fiscal year ended December 31, 2025 (January 1, 2025 to December 31, 2025)

(Million yen)

	As of January 1, 2025	Amount recognized in profit or loss	Amount recognized in other comprehensive income	Business combination (see Note 5)	Amount recognized directly in equity	Foreign currency translation differences	As of December 31, 2025
Deferred tax assets:							
Inventories	570	(24)	–	–	–	1	547
Property, plant and equipment and intangible assets	339	43	–	1	–	10	395
Allowance for doubtful accounts	53	5	–	–	–	1	60
Accrued bonuses	295	162	–	–	–	0	457
Obligation for paid absences	114	19	–	10	–	(0)	142
Accounts payable-other and accrued expenses, etc.	239	(58)	–	–	–	1	181
Retirement benefit liability	171	238	–	–	–	11	420
Unused tax losses	123	111	–	–	–	(0)	234
Lease liabilities	2,462	(318)	–	0	–	18	2,163
Other	525	(587)	–	484	280	(1)	701
Total	4,894	(407)	–	497	280	40	5,305
Deferred tax liabilities:							
Financial assets measured at fair value through other comprehensive income	(1,553)	–	(673)	–	–	–	(2,226)
Property, plant and equipment and intangible assets	(1,564)	(130)	–	(405)	–	(7)	(2,109)
Assets identified in business combinations	(3,645)	158	–	(1,099)	–	(137)	(4,724)
Right-of-use assets	(2,011)	263	–	(0)	–	(0)	(1,749)
Other	(1,371)	(229)	(63)	(102)	–	(2)	(1,769)
Total	(10,146)	60	(736)	(1,607)	–	(149)	(12,579)
Net deferred tax assets (liabilities)	(5,251)	(347)	(736)	(1,110)	280	(108)	(7,274)

Unused tax losses and deductible temporary differences for which deferred tax assets are not recognized

(Million yen)

	As of December 31, 2024	As of December 31, 2025
Unused tax losses (Note)	9,383	14,599
Deductible temporary differences	20,846	17,609

(Note) Amount by expiration period of unused tax losses for which deferred tax assets are not recognized

(Million yen)

	As of December 31, 2024	As of December 31, 2025
1st year	–	678
2nd year	693	1,204
3rd year	1,204	353
4th year	353	392
5th year	392	53
After 5th year	6,739	11,918
Total	9,383	14,599

The above figures do not include the amount of unused tax losses for which deferred tax assets are not recognized related to local taxes (inhabitants' tax and enterprise tax), which are not subject to the group tax sharing system. As of December 31, 2025, the amount of unused tax losses for which deferred tax assets were not recognized related to local taxes (inhabitants' tax and enterprise tax) was ¥8,167 million (¥3,132 million as of December 31, 2024) for inhabitants' tax and ¥9,771 million (¥4,118 million as of December 31, 2024) for enterprise tax.

Taxable temporary differences associated with investments in the Group's subsidiaries for which deferred tax liabilities were not recognized were ¥41,259 million as of December 31, 2024 and ¥46,370 million as of December 31, 2025.

This was because the Group was able to control the timing of the reversal of the temporary difference, and it is probable that the temporary difference would not reverse in the foreseeable future.

The Group has adopted the temporary exception to the requirements in IAS 12 regarding deferred tax accounting published by IASB in May 2023, and thus does not recognize and disclose deferred tax assets and liabilities related to Pillar Two income taxes.

(2) Income tax expense

The breakdown of income tax expense is as follows.

In the fiscal year ended December 31, 2025, the Company finalized the provisional accounting treatment pertaining to the business combination. Accordingly, the figures for the previous fiscal year have been retrospectively revised to reflect the finalization of the provisional accounting treatment.

(Million yen)

	Fiscal year ended December 31, 2024	Fiscal year ended December 31, 2025
Current tax expense	1,217	1,836
Tax expense for prior periods	(36)	(15)
Deferred tax expense	1,010	347
Total	2,190	2,168

(Notes) 1. The amount of the benefits arising from previously unrecognized tax losses, tax credits or temporary differences of prior periods that were used to reduce current tax expense for the fiscal years ended December 31, 2024 and December 31, 2025 were ¥3,067 million and ¥153 million, respectively.

2. The amount of the benefits arising from previously unrecognized tax losses, tax credits or temporary differences of prior periods that were used to reduce deferred tax expense for the fiscal years ended December 31, 2024 and December 31, 2025 were ¥387 million and ¥783 million, respectively.

3. Deferred tax expense includes expenses arising from write-downs, or reversal of previous write-downs, of deferred tax assets. This does not cause any material changes in deferred tax expense for the fiscal years ended December 31, 2024 and December 31, 2025.

The Company is mainly subject to income taxes, inhabitants' taxes, and deductible enterprise taxes, based on which the statutory effective tax rate is calculated. The Company's statutory effective tax rate was 30.5% for the fiscal years ended December 31, 2024 and December 31, 2025.

Furthermore, following the enactment by the Diet on March 31, 2025 of the Act for Partial Amendment to the Income Tax Act, etc. (Act No. 13 of 2025), the Group will be subject to the Special Corporate Tax for Defense for fiscal years beginning on or after January 1, 2027. Accordingly, the statutory effective tax rate used to measure deferred tax assets and deferred tax liabilities for temporary differences expected to reverse in fiscal years beginning on or after January 1, 2027 has been revised from the previous 30.5% to 31.4%.

The foreign subsidiaries are subject to tax rates in the jurisdiction where they operate.

The difference between the statutory effective tax rate and the average actual effective tax rate consists of the following factors:

	Fiscal year ended December 31, 2024	Fiscal year ended December 31, 2025
Statutory effective tax rate	30.5 %	30.5 %
(Adjustments)		
Difference in tax rate of foreign subsidiaries	(7.5)%	(5.7)%
Share of profit (loss) of investments accounted for using equity method	1.4 %	2.5 %
Changes in recoverability of deferred tax assets	13.0 %	24.9 %
Permanent non-deductible expenses	5.7 %	3.1 %
Tax credits	(7.0)%	(0.3)%
Impact of change in statutory effective tax rate	(0.1)%	1.0 %
Retained earnings of foreign subsidiaries	(2.0)%	4.3 %
Other	1.3 %	0.8 %
Actual effective tax rate	35.3 %	61.1 %

Legislation related to Pillar Two, as published by the Organisation for Economic Co-operation and Development (OECD), has

been enacted or is substantively enacted in certain countries and regions in which the Group operates. In Japan, as part of the FY2023 tax reform, a corporate tax corresponding to the global minimum tax was introduced, and the Tax Reform Act (Act for Partial Amendment to the Income Tax Act, etc., Act No. 3 of 2023) (hereinafter, the Amended Corporate Tax Act), which includes the relevant provisions, was enacted on March 28, 2023. The Income Inclusion Rule (IIR) was introduced under the Amended Corporate Tax Act as part of the global minimum tax framework. Accordingly, starting with the fiscal year ended December 31, 2025, an additional tax would be imposed on parent companies located in Japan until the tax burden of their subsidiaries and other entities located in Japan reaches the minimum tax rate (15%). However, these changes will have an immaterial impact on the Group's consolidated financial statements.

(Changes in presentation)

“Retained earnings of foreign subsidiaries” and “Impact of change in statutory effective tax rate,” which had been included in “Other” in the previous fiscal year, are presented separately from the fiscal year ended December 31, 2025 due to their increased materiality. To reflect this change in presentation, the consolidated financial statements for the previous fiscal year have been reclassified accordingly.

17. Trade and other payables

The breakdown of trade and other payables is as follows:

	(Million yen)	
	As of December 31, 2024	As of December 31, 2025
Accounts payable-trade	22,708	22,338
Electronically recorded obligations-operating	2,562	3,784
Accounts payable-other and accrued expenses	6,331	5,898
Electronically recorded obligations-non-operating	191	438
Accounts payable-facilities	335	259
Total	32,129	32,719

(Note) Trade and other payables are classified as financial liabilities measured at amortized cost.

18. Bonds and borrowings

(1) Bonds

Company name	Bond name	Date of issuance	As of December 31, 2024 (Million yen)	As of December 31, 2025 (Million yen)	Interest rate (%)	Collateral	Maturity date
Nissha Co., Ltd.	The First Series Unsecured Bonds	April 20, 2021	9,995	10,000	0.56	None	April 20, 2026
Nissha Co., Ltd.	The Second Series Unsecured Bonds	December 9, 2024	6,675	6,690	1.59	None	December 9, 2027
Nissha Co., Ltd.	The Third Series Unsecured Bonds	December 9, 2024	2,287	2,292	1.89	None	December 7, 2029

(2) Borrowings

	As of December 31, 2024 (Million yen)	As of December 31, 2025 (Million yen)	Average interest rate (Note 1) (%)	Repayment date (Note 2)
Short-term loans payable	14,311	15,925	2.78	—
Current portion of long-term loans payable	2,646	12,855	1.78	—
Long-term loans payable (excluding current portion)	26,380	14,728	3.07	2027 to 2032
Total	43,338	43,510	—	—

(Notes) 1. Average interest rate represents the weighted average interest rate on the balance as of December 31, 2025.

2. Repayment date represents the due date for the balance as of December 31, 2025.

The breakdown of assets pledged as collateral and corresponding liabilities is as follows:

(Million yen)

	As of December 31, 2024	As of December 31, 2025
Assets pledged as collateral		
Cash and cash equivalents	521	272
Trade and other receivables	7,159	6,825
Inventories	8,656	8,696
Other current assets	43	46
Property, plant and equipment	2,107	2,625
Intangible assets	45	54
Total	18,534	18,522
Corresponding liabilities		
Borrowings (current)	331	1,173
Bonds and borrowings (non-current)	723	502
Total	1,054	1,676

(Notes) 1. Of the above assets pledged as collateral, ¥13,158 million was an asset pledged as collateral by a U.S. consolidated subsidiary of the Company for a commitment line agreement (in a foreign currency) of USD 10 million with a financial institution.

2. Other than those listed above, there are assets pledged as collateral that were eliminated in the consolidated financial statements, including shares of subsidiaries and affiliates (¥5,978 million as of December 31, 2024; ¥5,978 million as of December 31, 2025) and trade and other receivables (¥14,076 million as of December 31, 2024; ¥8,589 million as of December 31, 2025).

3. Assets pledged as collateral are for a part of consolidated subsidiaries' borrowings from financial institutions. In the event of default of the principal and interest of borrowings that are due and payable, the financial institution has the right to dispose of the collateral and apply it to the repayment amount of the borrowings under the contracts.

19. Other financial liabilities

The breakdown of other financial liabilities is as follows:

(Million yen)

	As of December 31, 2024	As of December 31, 2025
(Current liabilities)		
Financial liabilities measured at amortized cost		
Deposits received	765	823
Accounts payable-other and accrued expenses	247	250
Financial liabilities measured at fair value through profit or loss		
Derivatives liabilities	196	56
Contingent consideration	1,490	–
Total	2,700	1,131
(Non-current liabilities)		
Financial liabilities measured at amortized cost		
Accounts payable-other and accrued expenses	220	–
Other	18	17
Financial liabilities measured at fair value through profit or loss		
Derivatives liabilities	–	1
Contingent consideration	158	–
Written put options held by non- controlling shareholders	6,051	4,301
Total	6,448	4,319

(Note) In the fiscal year ended December 31, 2025, the Company finalized the provisional accounting treatment pertaining to the business combination. Accordingly, the figures for the previous fiscal year have been retrospectively revised to reflect the finalization of the provisional accounting treatment.

20. Provisions

(1) Breakdown

The breakdown of provisions is as follows:

(Million yen)

	As of December 31, 2024	As of December 31, 2025
Asset retirement obligations	52	53
Restructuring provisions	–	89
Other	65	202
Total	117	345
Current liabilities	56	181
Non-current liabilities	60	164

(Note) “Other” represents provisions for the performance-linked compensation plan and product warranties.

(2) Changes

Details of changes in provisions are as follows:

(Million yen)

	Asset retirement obligations	Restructuring provisions	Other	Total
As of January 1, 2024	52	–	74	127
Provision	3	–	49	52
Intended use	(3)	–	(42)	(45)
Reversal	–	–	(19)	(19)
Foreign currency translation differences	–	–	3	3
Other	0	–	–	0
As of December 31, 2024	52	–	65	117
Provision	1	86	169	257
Intended use	–	–	(24)	(24)
Reversal	–	–	(18)	(18)
Foreign currency translation differences	–	3	10	13
Other	0	–	–	0
As of December 31, 2025	53	89	202	345

1) Asset retirement obligations

The amount to be incurred for the restoration obligation of operating bases used by the Group are estimated based on historical experience and recognized as a provision for asset retirement obligations. These costs are expected to be incurred principally after one year or more, but will be affected by the development of future business plans and other factors.

2) Restructuring provisions

The provision recorded at the end of the fiscal year ended December 31, 2025 relates to the consolidation of production facilities in the Americas by a consolidated subsidiary in the Medical Technologies segment. The outflow of resources embodying economic benefits is expected within one year from the end of the fiscal year. However, this timeline may change depending on the progress of the restructuring plan.

21. Other liabilities

The breakdown of other current liabilities and other non-current liabilities is as follows:

(Million yen)

	As of December 31, 2024	As of December 31, 2025
(Other current liabilities)		
Accrued consumption taxes	674	158
Accrued bonuses	2,596	2,381
Accrued directors' bonuses	149	156
Cash-settled share-based payment expenses for directors (see Note 33)	1,017	–
Obligation for paid absences	1,340	1,461
Advances received and unearned revenue (see Note 25)	1,809	1,289
Other	0	0
Total	7,588	5,447
(Other non-current liabilities)		
Cash-settled share-based payment expenses (see Note 33)	0	2
Cash-settled share-based payment expenses for directors (see Note 33)	55	75
Other long-term employee benefit obligations	184	177
Other	148	250
Total	388	505

22. Post-employment benefits

(1) Outline of post-employment benefit plans

The Company and certain consolidated subsidiaries have adopted defined benefit plans and defined contribution plans to provide for retirement benefits to their employees.

The principal defined benefit plans are unfunded retirement lump-sum payment plans, which provide lump-sum payments based on a point system or based on salary and service period.

The Company and certain consolidated subsidiaries are exposed to actuarial risks, including investment risk, interest rate risk and longevity risk, through the defined benefit plans.

(2) Defined benefit plans

Amounts related to defined benefit plans in the consolidated statements of financial position are as follows:

1) Amounts related to defined benefit plans in the consolidated statements of financial position

(Million yen)

	As of December 31, 2024	As of December 31, 2025
Present value of funded defined benefit obligations	1,352	1,359
Fair value of plan assets	(723)	(751)
Subtotal	629	608
Present value of unfunded defined benefit obligations	4,558	4,525
Changes in the effect of the asset ceiling	–	–
Total	5,187	5,133
Amounts in the consolidated statements of financial position		
Retirement benefit liability	5,267	5,214
Retirement benefit asset	(80)	(80)
Net of liability and asset recorded in the consolidated statements of financial position	5,187	5,133

2) Changes in present value of defined benefit obligations

(Million yen)

	Fiscal year ended December 31, 2024	Fiscal year ended December 31, 2025
Beginning balance of present value of defined benefit obligations	8,479	5,910
Current service cost	449	443
Interest expenses	106	123
Remeasurements		
Actuarial gains and losses arising from changes in demographic assumptions	(318)	(2)
Actuarial gains and losses arising from changes in financial assumptions	(205)	(356)
Other	60	(28)
Benefit payments	(418)	(1,777)
Foreign currency translation differences	80	195
Past service cost and settlement gain (loss)	266	—
Decrease resulting from transition to defined contribution plans	(2,589)	—
Liabilities assumed through business combinations (see Note 5)	—	1,375
Other	(1)	1
Ending balance of present value of defined benefit obligations	5,910	5,885

The weighted average duration of defined benefit obligations as of December 31, 2024 and December 31, 2025 was 9.8 years and 8.9 years, respectively.

3) Changes in fair value of plan assets

(Million yen)

	Fiscal year ended December 31, 2024	Fiscal year ended December 31, 2025
Beginning balance of fair value of plan assets	2,478	723
Interest income	15	17
Remeasurements		
Return on plan assets, excluding interest income	(68)	(40)
Contributions by employers	34	37
Benefit payments	(55)	(45)
Foreign currency translation differences	22	58
Decrease resulting from transition to defined contribution plans	(1,702)	—
Other	(0)	0
Ending balance of fair value of plan assets	723	751

The contributions for the following fiscal year are expected to be ¥27 million.

4) Changes in the effect of the asset ceiling

(Million yen)

	Fiscal year ended December 31, 2024	Fiscal year ended December 31, 2025
Beginning balance of the effect of the asset ceiling	22	—
Remeasurements		
Changes in the effect of the asset ceiling	(22)	—
Ending balance of the effect of the asset ceiling	—	—

5) Fair value of plan assets

(Million yen)

	As of December 31, 2024		As of December 31, 2025	
	With market prices in active markets	No market prices in active markets	With market prices in active markets	No market prices in active markets
Equity instruments				
Foreign equities	—	—	—	—
Japanese equities	—	—	—	—
Debt instruments				
Japanese bonds	—	—	—	—
Foreign bonds	239	—	286	—
General accounts of life insurance companies (Note 1)	—	221	—	192
Other (Note 2)	—	261	—	271
Total plan assets	239	483	286	464

(Notes) 1. General accounts of life insurance companies represent the investment of plan assets through general accounts for which the life insurance companies mainly guarantee both principal and interest.

2. The major item is plan assets in Germany and consists of insurance contracts, etc.

The investment of plan assets is aimed at maximizing total returns in the long-term within acceptable risk levels in order to ensure future payments of benefits. To achieve this investment objective, the return is targeted at the expected rate of return from the plan assets with the asset allocation (the “policy asset mix”) that should be maintained in the long-term. The policy asset mix is set from a medium- to long-term perspective of more than three to five years, reviewed annually, and revised as necessary if there are any changes in the underlying conditions.

The basic policy for risk management of the investment is to diversify the portfolio into asset classes with different risk-return profile and other characteristics. The status of the investment is monitored, including through the quarterly reports from the investment managers on the investment of the plan assets and the quantitative and qualitative assessment of the investment managers.

6) Significant actuarial assumption

The significant actuarial assumption (weighted average value) used to measure the fair value of defined benefit obligations is as follows:

	As of December 31, 2024 (%)	As of December 31, 2025 (%)
Discount rate	2.2	3.0

7) Sensitivity analysis of the significant actuarial assumptions

The sensitivity analysis of the significant actuarial assumptions is as follows:

(Million yen)

	Change in underlying rate	As of December 31, 2024	As of December 31, 2025
Discount rate	0.5% increase	(254)	(199)
	0.5% decrease	268	249

This analysis assumes that other variables are constant.

There are correlations between some assumptions, and it is rare for each assumption to change independently. Accordingly, the sensitivity analysis above may not necessarily show the actual change in defined benefit obligations. In addition, in the sensitivity analysis above, the present value of defined benefit obligations is determined as of the end of the reporting period using the projected unit credit method, as is the case with determining retirement benefit liability (asset) recognized in the consolidated statements of financial position.

(3) Defined contribution plans

For contributions to the defined contribution plans, the Company and certain consolidated subsidiaries recognized expenses of ¥3,623 million and ¥3,834 million for the fiscal years ended December 31, 2024 and December 31, 2025, respectively.

The above amounts include contributions to public plans recognized as expenses.

23. Share capital and other equity items

(1) Share capital and capital surplus

1) Number of shares authorized

Class	Number of shares authorized (Shares)
Common stock	180,000,000

(Note) This represents the number of shares authorized as of December 31, 2024 and December 31, 2025.

2) Number of shares issued and fully paid

Changes in the number of common shares issued and the balances of share capital and capital surplus are as follows:

	Number of common shares issued (Thousand shares)	Share capital (Million yen)	Capital surplus (Million yen)
Balance at January 1, 2024	50,855	12,119	14,865
Changes during the period	–	–	(4,211)
Balance at December 31, 2024	50,855	12,119	10,653
Changes during the period	(2,839)	–	(2,069)
Balance at December 31, 2025	48,016	12,119	8,583

(Notes) 1. The shares issued by the Company are common shares with no par value that have no restrictions on any rights.

2. Changes in number of common shares issued during the period for the fiscal year ended December 31, 2025 are due to cancellation of treasury shares.

3. Changes in capital surplus during the period for the fiscal year ended December 31, 2024 are mainly due to the recognition of the fair value of written put options granted to non-controlling shareholders of a subsidiary as financial liabilities, with a corresponding deduction from capital surplus, and share-based payment transactions (see Note 33).

4. Changes in capital surplus during the period for the fiscal year ended December 31, 2025 are mainly due to the redemption of non-controlling interests, the cancellation of treasury shares, and transfers from retained earnings to capital surplus.

5. In the fiscal year ended December 31, 2025, the Company finalized the provisional accounting treatment pertaining to business combination. Accordingly, the figures for capital surplus for the previous fiscal year have been retrospectively revised to reflect the finalization of the provisional accounting treatment.

(2) Treasury shares

Changes in the number of treasury shares and balance thereof are as follows:

	Number of shares (Thousand shares)	Amount (Million yen)
Balance at January 1, 2024	2,244	4,019
Changes during the period	868	1,533
Balance at December 31, 2024	3,112	5,553
Changes during the period	(2,482)	(4,382)
Balance at December 31, 2025	629	1,171

(Notes) 1. Changes during the period for the fiscal year ended December 31, 2024 are mainly due to acquisition based on a resolution of the Meeting of the Board of Directors and delivery to the beneficiaries of the Stock Benefit Trust (BBT).

2. Changes during the period for the fiscal year ended December 31, 2025 are mainly due to acquisition based on a resolution of the Meeting of the Board of Directors and cancellation based on a resolution of the Meeting of the Board of Directors.

(3) Capital surplus

Capital surplus consists of amounts arising from equity transactions that are not included in share capital. Changes in ownership interest in subsidiaries that do not result in a loss of control are accounted for as equity transactions.

1) Legal capital surplus

Under the Companies Act, more than one-half of the paid-in capital or contributed capital upon issuance of shares shall be credited to share capital, and the remainder shall be credited to legal capital surplus included in capital surplus. Legal capital surplus may be transferred to share capital by resolution of the General Meeting of Shareholders.

2) Written put options held by non-controlling shareholders

Written put options have been granted to non-controlling shareholders of subsidiaries. The fair value of such options is recognized as financial liabilities, with a corresponding deduction from capital surplus. Subsequent changes in fair value after initial recognition are recognized in profit or loss.

(4) Retained earnings

Retained earnings consist of earnings recognized in profit or loss for the fiscal year ended December 31, 2025 and prior fiscal years and earnings reclassified from other comprehensive income.

Under the Companies Act, one-tenth of the amount to be paid as dividends of surplus shall be accumulated as legal capital surplus or legal retained earnings until the total amount of legal capital surplus and legal retained earnings reaches one-fourth of share capital. The accumulated legal retained earnings may be used to eliminate or reduce a deficit, and the legal retained earnings may also be reversed by resolution of the General Meeting of Shareholders.

(5) Other components of equity

1) Net change in fair value of financial assets measured through other comprehensive income

Net change in fair value of financial assets measured through other comprehensive income represents valuation differences in fair value of financial assets measured through other comprehensive income.

2) Remeasurements of defined benefit plans

Remeasurements of defined benefit plans consist mainly of the effect of changes in actuarial assumptions, the effect of adjustment to the actual results, and return on plan assets (excluding the amount included in net interest expenses). These are recognized in other comprehensive income as incurred, and immediately transferred from other components of equity to retained earnings.

3) Exchange differences on translation of foreign operations

Exchange differences on translation of foreign operations are translation differences arising when consolidating the financial statements of foreign operations prepared in foreign currencies.

24. Dividends

Dividends paid are as follows:

The fiscal year ended December 31, 2024 (January 1, 2024 to December 31, 2024)

Resolution	Type of stock	Total amount of dividends (Million yen)	Dividend per share (Yen)	Record date	Effective date
Meeting of the Board of Directors held on February 14, 2024	Common shares	1,226	25.00	December 31, 2023	March 4, 2024
Meeting of the Board of Directors held on August 6, 2024	Common shares	1,216	25.00	June 30, 2024	September 2, 2024

(Notes) 1. The total amount of dividends based on a resolution of the Meeting of the Board of Directors held on February 14, 2024 includes ¥11 million paid to Custody Bank of Japan, Ltd. (Trust E Account) as dividends on Company shares it holds.

2. The total amount of dividends based on a resolution of the Meeting of the Board of Directors held on August 6, 2024 includes ¥7 million paid to Custody Bank of Japan, Ltd. (Trust E Account) as dividends on Company shares it holds.

The fiscal year ended December 31, 2025 (January 1, 2025 to December 31, 2025)

Resolution	Type of stock	Total amount of dividends (Million yen)	Dividend per share (Yen)	Record date	Effective date
Meeting of the Board of Directors held on February 13, 2025	Common shares	1,203	25.00	December 31, 2024	March 3, 2025
Meeting of the Board of Directors held on August 6, 2025	Common shares	1,193	25.00	June 30, 2025	September 1, 2025

(Notes) 1. The total amount of dividends based on a resolution of the Meeting of the Board of Directors held on February 13, 2025 includes ¥10 million paid to Custody Bank of Japan, Ltd. (Trust E Account) as dividends on Company shares it holds.

2. The total amount of dividends based on a resolution of the Meeting of the Board of Directors held on August 6, 2025 includes ¥9 million paid to Custody Bank of Japan, Ltd. (Trust E Account) as dividends on Company shares it holds.

Dividends that take effect in the following fiscal year are as follows:

The fiscal year ended December 31, 2024 (January 1, 2024 to December 31, 2024)

Resolution	Type of stock	Dividend resource	Total amount of dividends (Million yen)	Dividend per share (Yen)	Record date	Effective date
Meeting of the Board of Directors held on February 13, 2025	Common shares	Retained earnings	1,203	25.00	December 31, 2024	March 3, 2025

(Note) The total amount of dividends based on a resolution of the Meeting of the Board of Directors held on February 13, 2025 includes ¥10 million paid to Custody Bank of Japan, Ltd. (Trust E Account) as dividends on Company shares it holds.

The fiscal year ended December 31, 2025 (January 1, 2025 to December 31, 2025)

Resolution	Type of stock	Dividend resource	Total amount of dividends (Million yen)	Dividend per share (Yen)	Record date	Effective date
Meeting of the Board of Directors held on February 12, 2026	Common shares	Retained earnings	1,200	25.00	December 31, 2025	March 4, 2026

(Note) The total amount of dividends based on a resolution of the Meeting of the Board of Directors held on February 12, 2026 includes ¥15 million paid to Custody Bank of Japan, Ltd. (Trust E Account) as dividends on Company shares it holds.

25. Net sales

(1) Revenue from contracts with customers

“Net sales” recorded in the consolidated statements of profit or loss for the fiscal years ended December 31, 2024 and December 31, 2025, in the amount of ¥195,598 million and ¥194,898 million, respectively, mainly consist of “revenue from contracts with customers.” Revenue from other sources, which is earned from leases as a lessor (operating leases and financial leases), is included in (2) Disaggregation of revenue because the balance became immaterial.

(2) Disaggregation of revenue

As described in Note 4 “Operating segments,” the Group has three reportable segments, which are the Industrial Materials segment, Devices segment, and Medical Technologies segment. Net sales are disaggregated by product lineups. The following table shows how the disaggregated net sales tie in with the net sales of each reportable segment.

(Million yen)

Segment	Product lineups	Fiscal year ended December 31, 2024	Fiscal year ended December 31, 2025
Industrial Materials	Decoration (Mobility)	22,698	23,315
	Decoration (Home appliances and others)	20,057	21,054
	Sustainable materials (Metallized paper and others)	31,334	31,945
	Subtotal	74,090	76,315
Devices	Tablet devices	45,325	39,766
	Smartphones devices	1,144	58
	Handheld terminals (logistics related), Mobility, Gaming devices, Gas sensors and others	21,072	18,627
	Subtotal	67,542	58,452
Medical Technologies	Medical devices (contract design/development and manufacturing services)	26,247	27,356
	Medical devices (Own brand)	9,224	9,183
	Business media	10,151	10,590
	Subtotal	45,622	47,130
Other		8,343	13,000
	Total	195,598	194,898

1) Industrial Materials

In the Industrial Materials segment, the Company mainly offers proprietary technologies that enable to create added value on the surfaces of various materials. IMD, IML, and IME, which facilitate simultaneous in-mold decoration, design and function adding of plastic products, are extensively used in mobility components and home appliances in global markets. Also, the metallized paper, which unites the properties of metallic luster and printing friendliness, has the largest market share in the industry as sustainable materials for beverages and foods on a global basis.

2) Devices

In the Devices segment, the Company produces components and module products that pursue precision and functionality. The main products, film-based Touch Sensors are widely adopted mainly in tablets, handheld terminals (logistics related), mobility components, and gaming devices in global markets. In addition, the Company offers gas sensors that can detect gas conditions, along with other products.

3) Medical Technologies

The Medical Technologies segment is a business segment that offers high-quality and value-added products in medical devices and other related markets to contribute to healthy and affluent life. The segment currently provides contract design/development and manufacturing services for major medical device manufacturers, especially for those in North America and Europe, with products such as surgical instruments for minimal invasive medical treatments and medical wearable sensors used for a wide range of therapeutic areas. In addition to these, the segment manufactures and sells its own brand products to medical institutions.

These are accounted for in accordance with policies stated in Note 3 “Material accounting policy information.” The consideration for performance obligations is collected within one year after the performance obligations are satisfied and, therefore, is accounted for as not having a significant financing component. The amount of assets recognized from the costs to obtain or fulfill contracts with customers for the fiscal years ended December 31, 2024 and December 31, 2025 was not material. By applying the practical expedient, the incremental costs of obtaining contracts are recognized as expenses as incurred if the amortization period of the assets that would otherwise have been recognized is one year or less.

(3) Contract balances

The breakdown of contract balances is as follows. Receivables from contracts with customers are notes and accounts receivable-trade included in trade and other receivables (see Note 7). The amount of contract assets is not material. Contract liabilities are advances received from customers in sale transactions of the Group's products before the time when the customers obtain control of the products, such as upon customer acceptance.

(Million yen)

	As of December 31, 2024	As of December 31, 2025
Contract liabilities		
Advances received (see Note 21)	1,763	1,255

(Notes) 1. Revenue recognized for the previous fiscal year that was included in the beginning balance of contract liabilities was ¥772 million.

2. Revenue recognized for the current fiscal year that was included in the beginning balance of contract liabilities was ¥467 million.

(4) Transaction price allocated to the remaining performance obligations

The Group applies the practical expedient of omitting the disclosure of information on the remaining performance obligations because it has no significant transaction with individual expected contractual terms exceeding one year. In addition, there is no significant consideration from contracts with customers that is not included in transaction prices.

26. Selling, general and administrative expenses

The breakdown of selling, general and administrative expenses is as follows:

(Million yen)

	Fiscal year ended December 31, 2024	Fiscal year ended December 31, 2025
Personnel expenses	17,197	18,075
Research and development expenses (see Note 11)	4,437	4,124
Packing and transportation costs	3,011	3,229
Depreciation and amortization	2,908	3,277
Other	9,600	9,700
Total	37,155	38,408

(Note) In the fiscal year ended December 31, 2025, the Company finalized the provisional accounting treatment pertaining to business combination. Accordingly, the figures for the previous fiscal year have been retrospectively revised to reflect the finalization of the provisional accounting treatment.

27. Employee benefit expenses

Employee benefit expenses were ¥45,551 million for the fiscal year ended December 31, 2024 and ¥47,538 million for the fiscal year ended December 31, 2025.

Employee benefit expenses include salaries, bonuses, retirement benefit expenses, legal welfare expenses and non-legal welfare expenses, and are recorded in cost of sales, selling, general and administrative expenses and other expenses in the consolidated statements of profit or loss.

The above employee benefit expenses also include remuneration for key management personnel. Remuneration for key management personnel is described in Note 35 “Related parties.”

28. Other income and other expenses

The breakdown of other income and other expenses is as follows:

(Million yen)

	Fiscal year ended December 31, 2024	Fiscal year ended December 31, 2025
(Other income)		
Gain on sale of non-current assets	62	112
Government grants (Note 1)	60	44
Compensation income (Note 2)	151	–
Change in fair value of contingent considerations (Note 3)	–	154
Gain on cancellation of leases (Note 4)	–	90
Other	166	226
Total	439	628
(Other expenses)		
Foreign exchange loss	213	134
Loss on sale and retirement of non-current assets	170	107
Impairment losses (Note 5)	–	699
Restructuring expenses (Note 6)	–	86
Loss on closing of office (Note 7)	82	–
Expenses related to idle assets (Note 8)	464	381
Loss on revision of retirement benefit plan (Note 9)	266	–
Other	96	105
Total	1,293	1,515

(Notes) 1. Government grants

The fiscal year ended December 31, 2024 (January 1, 2024 to December 31, 2024)

Government grants mainly consist of government support for investigation, analysis, and demonstration experiment on new businesses conducted by the Company in Other segment.

The fiscal year ended December 31, 2025 (January 1, 2025 to December 31, 2025)

Government grants mainly represent financial support provided to one of our consolidated subsidiaries overseas in the Industrial Materials segment for its technological innovation efforts.

2. Compensation income

The fiscal year ended December 31, 2024 (January 1, 2024 to December 31, 2024)

Compensation income is attributable to compensation received for expenses incurred for the relocation of product inspection and other facilities within the same base by a domestic consolidated subsidiary in the Devices segment.

3. Change in fair value of contingent considerations

The fiscal year ended December 31, 2025 (January 1, 2025 to December 31, 2025)

Change in fair value of contingent considerations is related mainly to the acquisition of Cathtek, LLC.

4. Gain on cancellation of leases

The fiscal year ended December 31, 2025 (January 1, 2025 to December 31, 2025)

Gain on cancellation of leases is a gain arisen from early cancellation of a lease contract by a consolidated subsidiary overseas in the Industrial Materials segment.

5. Impairment losses

The fiscal year ended December 31, 2025 (January 1, 2025 to December 31, 2025)

See Note 13 “Impairment of non-financial assets.”

6. Restructuring expenses

The fiscal year ended December 31, 2025 (January 1, 2025 to December 31, 2025)

Restructuring expenses are related to a structural reform of a consolidated subsidiary overseas in the Medical Technologies segment.

7. Loss on closing of office

The fiscal year ended December 31, 2024 (January 1, 2024 to December 31, 2024)

Loss on closing of office is related to the closure of an office at a domestic consolidated subsidiary in the Devices segment.

8. Expenses related to idle assets

The fiscal year ended December 31, 2024 (January 1, 2024 to December 31, 2024)

Idle asset expenses are mainly related to depreciation and other costs of facilities in line with the suspension of operations of domestic production bases whose operation rates are low in the Devices segment.

The fiscal year ended December 31, 2025 (January 1, 2025 to December 31, 2025)

Idle asset expenses are mainly related to depreciation and other costs of facilities in line with the suspension of operations of domestic production bases whose operation rates are low in the Devices and Corporate segments.

9. Loss on revision of retirement benefit plan

The fiscal year ended December 31, 2024 (January 1, 2024 to December 31, 2024)

Loss on revision of retirement benefit plan was incurred due to the transfer of a part of a defined benefit retirement plan to a defined contribution pension plan by the Company and some of its domestic consolidated subsidiaries effective on January 1, 2024.

29. Finance income and finance costs

The breakdown of finance income and finance costs is as follows:

(Million yen)

	Fiscal year ended December 31, 2024	Fiscal year ended December 31, 2025
(Finance income)		
Interest income		
Financial assets measured at amortized cost	527	398
Dividend income		
Financial assets measured at fair value through other comprehensive income	290	162
Gain on valuation of financial assets and financial liabilities measured at fair value through profit or loss	156	781
Foreign exchange gains	1,572	93
Other	–	–
Total	2,546	1,435
(Finance costs)		
Interest expenses		
Financial liabilities measured at amortized cost	1,602	1,723
Loss on valuation of financial assets and financial liabilities measured at fair value through profit or loss	200	200
Other	(0)	0
Total	1,802	1,925

(Note) In the fiscal year ended December 31, 2025, the Company finalized the provisional accounting treatment pertaining to business combination. Accordingly, the figures for the previous fiscal year have been retrospectively revised to reflect the finalization of the provisional accounting treatment.

30. Other comprehensive income

Amounts arising during the year, reclassification adjustments to profit or loss and tax effects (including non-controlling interests) for each item of other comprehensive income are as follows:

The fiscal year ended December 31, 2024 (January 1, 2024 to December 31, 2024)

(Million yen)

	Amount arising during the year	Reclassification adjustment	Before tax effects	Tax effects	Net of tax effects
(Items that will not be reclassified to profit or loss)					
Net change in fair value of financial assets measured through other comprehensive income	571	–	571	(96)	474
Remeasurements of defined benefit plans	416	–	416	(48)	367
Share of other comprehensive income of investments accounted for using equity method	–	–	–	–	–
Total of items that will not be reclassified to profit or loss	987	–	987	(144)	842
(Items that may be reclassified to profit or loss)					
Exchange differences on translation of foreign operations	6,531	–	6,531	–	6,531
Share of other comprehensive income of investments accounted for using equity method	410	–	410	–	410
Total of items that may be reclassified to profit or loss	6,941	–	6,941	–	6,941
Total other comprehensive income	7,928	–	7,928	(144)	7,783

(Note) In the fiscal year ended December 31, 2025, the Company finalized the provisional accounting treatment pertaining to business combination. Accordingly, the figures for the previous fiscal year have been retrospectively revised to reflect the finalization of the provisional accounting treatment.

The fiscal year ended December 31, 2025 (January 1, 2025 to December 31, 2025)

(Million yen)

	Amount arising during the year	Reclassification adjustment	Before tax effects	Tax effects	Net of tax effects
(Items that will not be reclassified to profit or loss)					
Net change in fair value of financial assets measured through other comprehensive income	1,783	–	1,783	(452)	1,331
Remeasurements of defined benefit plans	360	–	360	(63)	296
Share of other comprehensive income of investments accounted for using equity method	–	–	–	–	–
Total of items that will not be reclassified to profit or loss	2,143	–	2,143	(516)	1,627
(Items that may be reclassified to profit or loss)					
Exchange differences on translation of foreign operations	1,617	–	1,617	–	1,617
Share of other comprehensive income of investments accounted for using equity method	203	–	203	–	203
Total of items that may be reclassified to profit or loss	1,820	–	1,820	–	1,820
Total other comprehensive income	3,964	–	3,964	(516)	3,448

31. Earnings per share

Basic earnings (loss) per share, diluted earnings (loss) per share and the basis for their calculation are as follows:

	Fiscal year ended December 31, 2024	Fiscal year ended December 31, 2025
Profit (loss) attributable to ordinary shareholders of the parent company (Million yen)	3,851	1,001
Adjustment to profit (loss) used to calculate diluted earnings per share (Million yen)	–	–
Profit (loss) used to calculate diluted earnings per share (Million yen)	–	–
Basic weighted average number of common shares outstanding (Thousand shares)	48,191	47,415
Adjustment to number of shares due to convertible bonds (bonds with stock acquisition rights) (Thousand shares)	–	–
Weighted average number of common shares outstanding used to calculate diluted earnings (loss) per share (Thousand shares)	–	–
Basic earnings (loss) per share (Yen)	79.93	21.13
Diluted earnings (loss) per share (Yen)	–	–

(Notes) 1. Diluted earnings (loss) per share is not stated because there were no potential shares.

2. In the fiscal year ended December 31, 2025, the Company finalized the provisional accounting treatment pertaining to business combination. Accordingly, the figures for the previous fiscal year have been retrospectively revised to reflect the finalization of the provisional accounting treatment.

32. Cash flow information

(1) Significant non-cash transactions

Significant non-cash transactions (investing and financing transactions that do not require the use of cash or cash equivalents) are as follows:

(Million yen)

	Fiscal year ended December 31, 2024	Fiscal year ended December 31, 2025
Acquisition of right-of-use assets by means of a lease (see Note 12)	1,257	3,772
Cancellation of treasury shares	–	4,915
Shares granted relating to the settlement of contingent consideration	–	972

(2) Reconciliation of liabilities arising from financing activities

Changes in main liabilities arising from financing activities are as follows:

(Million yen)

	Short-term borrowings	Long-term borrowings (Note)	Bonds	Lease liabilities
As of January 1, 2024	5,524	29,539	9,984	10,720
Changes due to cash flows from financing activities	8,599	(1,846)	8,953	(2,116)
Non-cash changes				
Acquisition of right-of-use assets	–	–	–	1,257
Remeasurements of lease liabilities	–	–	–	(808)
Business combination (see Note 5)	–	–	–	934
Foreign currency translation differences	187	1,298	–	605
Other	–	34	20	(103)
As of December 31, 2024	14,311	29,026	18,957	10,488
Changes due to cash flows from financing activities	1,544	(1,680)	–	(2,218)
Non-cash changes				
Acquisition of right-of-use assets	–	–	–	3,770
Remeasurements of lease liabilities	–	–	–	–
Business combination (see Note 5)	–	–	–	1
Foreign currency translation differences	69	219	–	324
Other	–	18	24	(1,059)
As of December 31, 2025	15,925	27,584	18,982	11,306

(Note) Current portion of long-term borrowings is included.

(3) Payments for acquisition of subsidiaries

The major components of assets and liabilities at the time control was obtained, as well as the relationship between the consideration paid and payments for the acquisition related to companies that became subsidiaries through the acquisition of shares, are as follows (see Note 5 “Business combinations”).

In the fiscal year ended December 31, 2025, the Company finalized the provisional accounting treatment pertaining to business combination. Accordingly, the figures for the previous fiscal year have been retrospectively revised to reflect the finalization of the provisional accounting treatment.

(Million yen)

	As of December 31, 2024	As of December 31, 2025
Breakdown of assets at the time control was obtained		
Current assets	1,267	7,263
Non-current assets	6,436	6,307
Breakdown of liabilities at the time control was obtained		
Current liabilities	(646)	(1,520)
Non-current liabilities	(822)	(2,496)
Goodwill	8,883	1,730

(Million yen)

	Fiscal year ended December 31, 2024	Fiscal year ended December 31, 2025
Consideration paid	(13,796)	(10,260)
Portion of consideration attributable to written put options	1,796	–
Portion of consideration attributable to purchased call options	(939)	–
Portion of consideration attributable to contingent consideration	1,493	–
Cash and cash equivalents held by the acquired company at the time of acquisition	125	4,604
(Net) Payments for acquisition of subsidiaries	(11,320)	(5,655)

33. Share-based payment

The Group has introduced a Stock Benefit Trust (BBT: Board Benefit Trust) Plan, a Stock Benefit Trust (J-ESOP) Plan, and a Stock Benefit Trust (Employee Shareholding Association Purchase-type) Plan as share-based payment plans.

The share-based payment plans are accounted for as equity-settled share-based payments or cash-settled share-based payments. Amounts recognized for share-based payment expenses and liabilities arising from share-based payments are as follows:

Share-based payment expenses

(Million yen)

	Fiscal year ended December 31, 2024	Fiscal year ended December 31, 2025
Equity-settled	55	47
Cash-settled	1,110	770

(Note) Share-based payment expenses are included in cost of sales and selling, general and administrative expenses.

Liabilities arising from share-based payments

(Million yen)

	As of December 31, 2024	As of December 31, 2025
Book value of liabilities (see Note 21)	1,073	77
Vested portion thereof	1,017	—

(1) Stock Benefit Trust (BBT) Plan

The Company has adopted a share-based payment plan comprising both an equity-settled plan and a cash-settled plan (the “Plan”) for Directors of the Board (excluding Independent Outside Directors of the Board), Corporate Officers and certain directors of the board of the Company’s subsidiaries (collectively, the “Directors”).

1) Overview of the Plan

The Plan is a share-based payment plan where shares in the Company and cash equivalents of such shares at their fair value (collectively, “Company Shares”) are paid by the Stock Benefit Trust (BBT) to the Directors pursuant to the policy on directors' stock benefits established by the Company and its subsidiaries. The shares in the Company are acquired by the trust using funds contributed by the Company. For each fiscal year, points are determined according to the policy on directors' stock benefits and awarded to the Directors. The time when the Directors receive Company Shares shall in principle be the date set out in the policy, that is, on or after the earlier of the date the designated beneficiary confirmation procedures set out in the policy are carried out within the three fiscal years set out in the policy or the date the Directors retire.

2) The Company's own shares in the trust

The Company's own shares in the trust are recorded as treasury shares in equity. The number of such treasury shares was 262,604 shares and 261,704 shares as of December 31, 2024 and December 31, 2025, respectively.

3) Changes in the number of points during the period

(Points)

	Fiscal year ended December 31, 2024	Fiscal year ended December 31, 2025
Beginning balance of points	178,944	67,600
Increase due to points awarded	43,822	53,220
Decrease due to points exercised	(155,166)	(1,890)
Decrease due to points expired	—	—
Ending balance of points	67,600	118,930
Ending balance of exercisable points	—	—

4) Fair value of points awarded

The weighted average fair value of points awarded for the fiscal years ended December 31, 2024 and December 31, 2025 was ¥1,777 and ¥1,377, respectively. The fair value of points awarded is determined using the share price at grant date, which approximates the fair value of points granted.

(2) Stock option plan

Certain subsidiaries of the Company have adopted a share-based payment plan for their employees. The plan grants to employees stock options to purchase common shares in the subsidiaries as well as put options for the subsidiaries to purchase the shares issued through the exercise of the stock options. Consequently, the difference between the exercise price of the stock options and the share price at exercise date is paid in cash to the employees. Under the share-based payment plan, one plan granted rights for four years from December 2016 and another granted rights in December 2020. The rights granted have a vesting period of three years as of grant date.

The Company has discontinued the stock option plan effective from the fiscal year ended December 31, 2025, following the introduction of a new performance-linked compensation plan.

1) Changes in number of rights and weighted average exercise price

	Fiscal year ended December 31, 2024		Fiscal year ended December 31, 2025	
	Number of rights (Shares)	Weighted average exercise price (Yen)	Number of rights (Shares)	Weighted average exercise price (Yen)
Beginning balance	18,077	134,669	7,875	119,763
Granted	—	—	—	—
Exercised	(10,202)	173,120	(7,875)	109,516
Expired	—	—	—	—
Ending balance	7,875	119,763	—	—
Ending balance of exercisable rights	6,054	119,523	—	—

(Notes) 1. The weighted average remaining period of the share-based payment plan as of December 31, 2024 was 1 year.

2. The weighted average share price at exercise date of stock options exercised during the period cannot be identified because the shares granted were unlisted.

(3) Stock Benefit Trust (J-ESOP) Plan

The Company has adopted an equity-settled share-based payment plan (the “Plan”) for employees of the Company and some of its subsidiaries (“Eligible Employees”) who satisfy the set requirements.

1) Overview of the Plan

The Plan is an incentive plan that grants the Company's shares to Eligible Employees who satisfy the set requirements pursuant to the policy on stock benefits prescribed in advance by the Company.

The Company awards points to Eligible Employees principally based on their individual degree of contribution, and grants the Company's shares equivalent to the awarded points when set terms and conditions are met and vested rights are granted. The shares granted to Eligible Employees, including future shares, are acquired using cash funds contributed in advance to the trust E account established at Custody Bank of Japan, Ltd., and are managed separately as trust assets.

2) The Company's own shares in the trust

The Company's own shares in the trust are recorded as treasury shares in equity. The number of such treasury shares was 119,064 shares and 117,864 shares as of December 31, 2024 and December 31, 2025, respectively.

3) Changes in the number of points during the period

	(Points)	
	Fiscal year ended December 31, 2024	Fiscal year ended December 31, 2025
Beginning balance of points	36,504	42,958
Increase due to points awarded	8,537	11,673
Decrease due to points exercised	(1,941)	(2,137)
Decrease due to points expired	(142)	(162)
Ending balance of points	42,958	52,332
Ending balance of exercisable points	34,323	40,884

4) Fair value of points awarded

The weighted average fair value of points awarded for the fiscal years ended December 31, 2024 and December 31, 2025 was ¥1,294 and ¥1,331, respectively. The fair value of points awarded is determined using the share price at the date on which the eligible employee becomes a planned recipient, which approximates the fair value of points granted.

(4) Stock Benefit Trust (Employee Shareholding Association Purchase-type) Plan

The Company has adopted a Stock Benefit Trust (Employee Shareholding Association Purchase-type) (the “Plan”) as an incentive plan for employees.

1) Overview of the Plan

The Plan is an incentive plan that returns the merits from price increases in the Company's shares to all employees enrolled in the NISSHA Employees Shareholding Association (the “Shareholding Association”).

Custody Bank of Japan, Ltd. will be entitled to collectively acquire to the Trust E Account in advance the number of the Company's shares equivalent to the number of shares anticipated to be purchased by the Shareholding Association in the future, and then sell the Company's shares when the shares are purchased by the Shareholding Association. If proceeds from the sale of shares are accumulated in the trust assets up through the time of the ending of the trust through the sale of the Company's shares from Trust E Account to the Shareholding Association, this cash shall be distributed as residual assets to the members of the Shareholding Association who satisfy the beneficiary eligibility requirements.

Such cash distribution is accounted for as a cash-settled transaction. The fair value of the liability is measured at the end of each period by discounting the estimated cash flows at the conclusion of the trust term to the present value after considering the terms of the trust agreement.

2) The Company's own shares in the trust

The Company's own shares in the trust are recorded as treasury shares in equity. The number of such treasury shares was 27,000 shares and 249,200 shares as of December 31, 2024 and December 31, 2025, respectively.

3) Amount of liabilities

The amount of the liabilities related to the Plan was ¥0 million and ¥2 million as of December 31, 2024 and December 31, 2025, respectively. The fair value of the liabilities is estimated using the Monte Carlo simulation under the following assumptions:

	Fiscal year ended December 31, 2024	Fiscal year ended December 31, 2025
Main underlying variables and estimation method thereof:		
Valuation of shares at measurement date	1,631 yen	1,250 yen
Expected volatility (Note)	34.0 %	32.0 %
Expected remaining period	1 year	2 years
Expected dividend yield	3.1 %	4.0 %

(Note) The expected volatility is determined based on historical share prices during the period corresponding to the expected remaining period.

34. Financial instruments

(1) Capital management

The Group's capital management policy is to establish and maintain a stable financial foundation in order to improve corporate value through sustainable growth.

The Group primarily uses the following indicators for capital management.

The Group is not subject to any significant regulatory capital requirements.

(Million yen)

	As of December 31, 2024	As of December 31, 2025
Total liabilities	136,064	132,247
Cash and cash equivalents	50,970	39,213
Equity (equity attributable to owners of parent)	114,297	115,316
Ratio of equity attributable to owners of parent to total assets (%)	45.4	46.1

(Notes) 1. Ratio of equity attributable to owners of parent to total assets: Equity (equity attributable to owners of parent)/Total liabilities and equity

2. In the fiscal year ended December 31, 2025, the Company finalized the provisional accounting treatment pertaining to business combination. Accordingly, the figures for the previous fiscal year have been retrospectively revised to reflect the finalization of the provisional accounting treatment.

(2) Financial risk management

Risk management policy

The Group's business activities are affected by the business and financial market environments. In the course of the business activities, financial instruments held by the Group are exposed to specific risks.

Such risks primarily include 1) market risk ((a) foreign exchange risk, (b) price risk, (c) interest rate risk), 2) credit risk and 3) liquidity risk. In order to mitigate these risks, risk management is conducted.

The Group focuses on highly safe financial assets in its fund management, and procures funds mainly through loans from banks and issuance of bonds. It carries out optimum fund procurements at each time while giving full consideration to the management environment. The Group uses derivative transactions to hedge foreign exchange risk, and does not enter into derivative transactions for speculative purposes. Derivative transactions are executed and managed with approval from the authorized persons in accordance with the internal rules that stipulate transaction authority, limits, and other matters.

1) Market risk

(a) Foreign exchange risk

Trade receivables and payables denominated in foreign currencies, which arise from the Group's global business development, are exposed to the risk of foreign exchange fluctuations. Part of such risk is hedged using forward exchange contracts. These derivative transactions, for which hedge accounting is not applied, are considered to effectively offset the effects of foreign exchange fluctuations.

The exposure of trade receivables and payables, excluding the part substantively fixed in Japanese yen by forward exchange contracts, to the risk of foreign exchange fluctuations in the US dollar was ¥12,505 million as of December 31, 2025 (¥14,369 million as of December 31, 2024). There was no material exposure to the risk of foreign exchange fluctuations in currencies other than the US dollar.

Sensitivity analysis of foreign exchange rates

With regard to financial instruments held by the Group, the table below shows the impact on profit before tax in the consolidated statements of profit or loss that would result from a 1% appreciation of the functional currency (Japanese yen) against the US dollar, assuming that all other variables remain constant. The impact of financial instruments denominated in the functional currency and the translation of the assets and liabilities of foreign operations into Japanese yen is not included in this analysis.

(Million yen)

	As of December 31, 2024	As of December 31, 2025
Profit before tax	(143)	(125)

(b) Price risk

As the Group owns listed shares in companies with which the Group has business relationships, it is exposed to the risk of price fluctuations in equity instruments. The Group regularly assesses the fair values and financial condition of issuers (business partners) and continually reviews the holding status.

The exposure of listed shares to the risk of price fluctuations was ¥7,837 million as of December 31, 2025 (¥5,964 million as of December 31, 2024).

Sensitivity analysis of equity instruments

The sensitivity analysis of listed shares held by the Group to the risk of price fluctuations is as follows. This analysis shows the impact on other comprehensive income (before tax effects) in the consolidated statements of comprehensive income that would result from a 10% decline in the price of listed shares, assuming that all other variables remain constant.

(Million yen)

	As of December 31, 2024	As of December 31, 2025
Other comprehensive income	(596)	(783)

(c) Interest rate risk

Of the Group's interest-bearing liabilities, those with floating rates are exposed to the risk of interest rate fluctuations.

To mitigate the risk of interest rate fluctuations, the Group continually monitors interest rate fluctuations for interest-bearing liabilities with floating rates.

The exposure of interest-bearing liabilities to the risk of interest rate fluctuations was ¥25,246 million as of December 31, 2025 (¥25,098 million as of December 31, 2024).

Sensitivity analysis of interest rates

With regard to financial instruments held by the Group, the table below shows the impact on profit before tax in the consolidated statements of profit or loss that would result from a 1% increase in interest rates.

The scope of the analysis is financial instruments subject to interest rate fluctuations, and other factors including the impact of foreign exchange fluctuations are assumed to remain constant.

(Million yen)

	As of December 31, 2024	As of December 31, 2025
Profit before tax	(250)	(252)

2) Credit risk

The Group's trade and other receivables and others are exposed to credit risk. Credit risk is the risk of financial loss of the Group in the event that a customer or a counterparty (including financial institutions) fails to meet its contractual obligations.

The Group sets up lines of credit in accordance with Credit Management Regulations by business and country or region. In addition, the sales division and the finance division regularly monitor the credit status of counterparties of trade receivables, and manage the due dates and outstanding balances by counterparty to identify at an early stage and mitigate recoverability concerns, such as due to deterioration of a counterparty's financial condition. Derivative transactions are entered into only with highly creditworthy financial institutions in order to mitigate credit risk, and therefore the credit risk is considered to be extremely low.

The allowance for doubtful accounts for trade receivables is always measured at an amount equal to the lifetime expected credit losses. For receivables other than trade receivables and other financial assets, the allowance for doubtful accounts is measured at an amount equal to the 12-month expected credit losses if the credit risk has not increased significantly since initial recognition, and at an amount equal to the lifetime expected credit losses if the credit risk has increased significantly since initial recognition, such as upon a past due event.

When measuring the expected credit losses for trade receivables, in principle, the receivables are grouped depending on the level of credit risk, provision rates are calculated for each group by reflecting forward-looking information in historical credit loss experience, and the expected credit losses for trade receivables are determined by multiplying the outstanding balance of the assets by a corresponding provision rate. For receivables other than trade receivables and other financial assets whose credit risk has not increased significantly since initial recognition, provision rates are calculated for each group of similar assets by reflecting forward-looking information in historical credit loss experience, and the expected credit losses are determined by multiplying the outstanding balance of the assets by a corresponding provision rate. For receivables other than trade receivables and other financial assets whose credit risk has increased significantly since initial recognition as well as credit-impaired assets, the expected credit losses are determined as a difference between the book value and the present value of expected future cash flows to be received from the assets, discounted using the effective interest rate at initial recognition. If all or a portion of trade and other receivables and other financial assets are considered not to be recovered or extremely difficult to be recovered, they are determined to be credit-impaired.

The book value after impairment of financial assets stated in the consolidated statements of financial position represents the Group's maximum exposure to the credit risk of financial assets. Except for trade receivables of ¥5,794 million as of December 31, 2025 (¥5,147 million as of December 31, 2024) from APPLE OPERATIONS LIMITED and its group companies, which are the Group's major customers, the Group is not exposed to credit risk concentrated excessively in any single counterparty or group to which the party belongs.

Changes in trade and other receivables (before deducting allowance for doubtful accounts) and allowance for doubtful accounts are as follows:

The fiscal year ended December 31, 2024 (January 1, 2024 to December 31, 2024)

(Million yen)

Trade and other receivables (before deducting allowance for doubtful accounts)	Financial assets measured at an amount equal to 12-month expected credit losses	Financial assets always measured at an amount equal to lifetime expected credit losses	Credit-impaired financial assets	Total
Balance at January 1, 2024	711	30,544	280	31,536
Changes during the period	(212)	4,641	(65)	4,362
Reclassification to credit- impaired financial assets	–	–	–	–
Business combination (see Note 5)	–	156	–	156
Foreign currency translation differences	50	1,816	16	1,883
Balance at December 31, 2024	549	37,158	231	37,938

Grouping depending on the level of credit risk is almost the same for receivables measured at an amount equal to 12-month expected credit losses and receivables always measured at an amount equal to lifetime expected credit losses.

(Million yen)

Allowance for doubtful accounts	Financial assets measured at an amount equal to 12-month expected credit losses	Financial assets always measured at an amount equal to lifetime expected credit losses	Credit-impaired financial assets	Total
Balance at January 1, 2024	0	89	178	268
Increase	0	183	13	197
Decrease (intended use)	–	–	–	–
Decrease (reversal)	(0)	(95)	(40)	(136)
Reclassification to credit- impaired financial assets	–	–	–	–
Business combination (see Note 5)	–	–	–	–
Foreign currency translation differences	(0)	11	8	20
Balance at December 31, 2024	0	189	160	350

The fiscal year ended December 31, 2025 (January 1, 2025 to December 31, 2025)

(Million yen)

Trade and other receivables (before deducting allowance for doubtful accounts)	Financial assets measured at an amount equal to 12-month expected credit losses	Financial assets always measured at an amount equal to lifetime expected credit losses	Credit-impaired financial assets	Total
Balance at January 1, 2025	549	37,158	231	37,938
Changes during the period	(242)	(287)	50	(480)
Reclassification to credit- impaired financial assets	–	(1)	–	(1)
Business combination (see Note 5)	145	1,435	1	1,582
Foreign currency translation differences	30	770	26	826
Balance at December 31, 2025	482	39,074	309	39,867

Grouping depending on the level of credit risk is almost the same for receivables measured at an amount equal to 12-month expected credit losses and receivables always measured at an amount equal to lifetime expected credit losses.

(Million yen)

Allowance for doubtful accounts	Financial assets measured at an amount equal to 12-month expected credit losses	Financial assets always measured at an amount equal to lifetime expected credit losses	Credit-impaired financial assets	Total
Balance at January 1, 2025	0	189	160	350
Increase	0	199	61	260
Decrease (intended use)	–	(1)	(11)	(13)
Decrease (reversal)	(0)	(180)	(0)	(181)
Reclassification to credit- impaired financial assets	–	–	–	–
Business combination (see Note 5)	–	–	1	1
Foreign currency translation differences	0	2	17	20
Balance at December 31, 2025	0	209	229	439

3) Liquidity risk

The Group is exposed to liquidity risk that the Group is unable to fulfill its repayment obligations for financial liabilities.

To manage the liquidity risk, the finance division take measures such as preparing and updating fund management plans in a timely manner, and consolidating fund flows to the Company through the cash management system (CMS) introduced across the Group companies in Japan.

The maturity analysis of financial liabilities (including derivative financial instruments) is as follows. The maturity analysis of lease liabilities is provided in Note 12 “Leases.”

(Million yen)

	As of December 31, 2024				
	Book value	Contractual cash flows	1 year or less	Over 1 year to 5 years	Over 5 years
Non-derivative financial liabilities					
Trade and other payables	32,129	32,129	32,129	–	–
Short-term borrowings	14,311	15,087	15,087	–	–
Long-term-borrowings	29,026	31,972	3,522	25,913	2,537
Bonds	18,957	19,556	181	19,375	–
Total	94,425	98,745	50,920	45,288	2,537

(Million yen)

	As of December 31, 2025				
	Book value	Contractual cash flows	1 year or less	Over 1 year to 5 years	Over 5 years
Non-derivative financial liabilities					
Trade and other payables	32,719	32,719	32,719	–	–
Short-term borrowings	15,925	16,196	16,196	–	–
Long-term-borrowings	27,584	29,816	13,537	15,048	1,231
Bonds	18,982	19,375	10,158	9,216	–
Total	95,211	98,106	72,611	24,264	1,231

(3) Fair value of financial instruments

Estimation of fair value

1) Measurement of fair value of financial instruments

The Group determines the fair value of major financial assets and financial liabilities as follows. The fair value of financial instruments is estimated using available market prices, or is measured by appropriate valuation techniques when market prices are not available.

(Cash and cash equivalents, trade and other receivables, trade and other payables, short-term borrowings)

Since these are settled within a short period, the fair value approximates the book value. Therefore, the fair value is based on the relevant book value.

(Other financial assets and other financial liabilities)

The fair value of marketable equity instruments (listed shares) is measured based on market prices at the fiscal year-end. The fair value of equity instruments with no available market prices (shares that do not have a market price) and debt instruments (preference shares, etc.) classified as financial assets measured at fair value through profit or loss is measured using valuation techniques, primarily based on discounted future cash flows, market prices of similar companies or net asset values. Since other

financial assets and financial liabilities are settled within a short period, the fair value approximates the book value. One of the main unobservable inputs used to measure the fair value of these financial instruments with no available market prices was valuation multiple derived from the comparable peer company analysis. The fair value increases (decreases) as the valuation multiple rises (declines).

(Derivative assets and liabilities)

The fair value of derivative assets and liabilities is measured at the market quotation of derivative transactions under the same terms and conditions as of the fiscal year-end.

(Contingent consideration)

Contingent consideration in a business combination is measured at fair value as of the acquisition date of the business combination. Contingent consideration that meets the definition of a financial liability is remeasured at fair value at each subsequent reporting date. The fair value is determined on the basis of the scenario-based method or Monte Carlo simulation model, where the key assumptions considered are the probability of meeting each performance target, the projected future operating results, and the discount rate. The fair value decreases (increases) as the discount rate rises (declines).

(Written put options held by non-controlling shareholders)

The fair value of written put options held by non-controlling shareholders is measured at the present value of estimated future cash flows, discounted to reflect the period to the expected exercise date and the credit risk assessed at the fiscal year-end.

(Long-term borrowings)

The fair value of long-term borrowings is measured by discounting the principal and interest at an interest rate that would be applied to a new similar borrowing.

(Bonds)

The fair value of bonds is measured at market prices as of the fiscal year-end.

2) Book value and fair value of financial instruments measured at amortized cost

The book value and fair value of financial instruments measured at amortized cost, which are categorized within Level 2 of the fair value hierarchy, are as follows. Financial instruments whose book value approximates the fair value are not disclosed.

(Million yen)

	As of December 31, 2024		As of December 31, 2025	
	Book value	Fair value	Book value	Fair value
Financial liabilities				
Financial liabilities measured at amortized cost				
Long-term borrowings	29,026	28,780	27,584	27,294
Bonds payables	18,957	18,995	18,982	18,854

3) Financial instruments measured at fair value and hierarchy thereof

The table below shows an analysis on the hierarchy of financial instruments measured at fair value. Each level of the hierarchy is described in Note 3 “Material accounting policy information.” Transfers between the levels are recognized on the date of the event or change in circumstances that caused the transfer.

(Million yen)

As of December 31, 2024	Level 1	Level 2	Level 3	Total
Financial assets				
Financial assets measured at fair value through profit or loss				
Derivatives for which hedge accounting is not applied	–	14	–	14
Debt instruments	–	–	800	800
Purchased call options to acquire non-controlling interests	–	–	940	940
Financial assets measured at fair value through other comprehensive income				
Equity instruments	5,964	–	662	6,627
Total	5,964	14	2,404	8,383
Financial liabilities				
Financial liabilities measured at fair value through profit or loss				
Derivatives for which hedge accounting is not applied	–	196	–	196
Contingent consideration	–	–	1,648	1,648
Written put options held by non-controlling shareholders	–	–	6,051	6,051
Total	–	196	7,699	7,896

(Notes) 1. The above financial assets and financial liabilities are included in “Other financial assets (current),” “Other financial assets (non-current),” “Other financial liabilities (current)” and “Other financial liabilities (non-current)” in the consolidated statements of financial position.

2. In the fiscal year ended December 31, 2025, the Company finalized the provisional accounting treatment pertaining to business combination. Accordingly, the figures for the previous fiscal year have been retrospectively revised to reflect the finalization of the provisional accounting treatment.

(Million yen)

As of December 31, 2025	Level 1	Level 2	Level 3	Total
Financial assets				
Financial assets measured at fair value through profit or loss				
Derivatives for which hedge accounting is not applied	–	7	–	7
Debt instruments	–	–	866	866
Purchased call options to acquire non-controlling interests	–	–	744	744
Financial assets measured at fair value through other comprehensive income				
Equity instruments	7,837	–	1,085	8,923
Total	7,837	7	2,696	10,541
Financial liabilities				
Financial liabilities measured at fair value through profit or loss				
Derivatives for which hedge accounting is not applied	–	58	–	58
Contingent consideration	–	–	–	–
Written put options held by non-controlling shareholders	–	–	4,301	4,301
Total	–	58	4,301	4,359

(Note) The above financial assets and financial liabilities are included in “Other financial assets (current),” “Other financial assets (non-current),” “Other financial liabilities (current)” and “Other financial liabilities (non-current)” in the consolidated statements of financial position.

4) Reconciliation of financial instruments categorized within Level 3

Financial instruments categorized within Level 3 are evaluated and the evaluation results are analyzed by the Company's CFO in accordance with the evaluation policies and procedures established by the Group.

The following table shows a reconciliation of the opening balance to the closing balance of financial assets whose fair value measurement is categorized within Level 3.

(Million yen)

	Fiscal year ended December 31, 2024		Fiscal year ended December 31, 2025	
	Equity instruments measured at fair value through other comprehensive income	Financial assets measured at fair value through profit or loss	Equity instruments measured at fair value through other comprehensive income	Financial assets measured at fair value through profit or loss
Beginning balance	689	1,058	662	1,741
Total gain and loss				
Profit or loss (Note 1)	–	(87)	–	(126)
Other comprehensive income (Note 2)	(26)	–	82	–
Purchase or acquisition	–	1,118	318	–
Sale	(0)	–	(0)	–
Other (Note 3)	(0)	(347)	21	(3)
Ending balance	662	1,741	1,085	1,610

- (Notes) 1. Profit or loss contained in total gain and loss is included in “Finance income” and “Finance costs” on the consolidated statements of profit or loss. Of profit or loss contained in total gain and loss, the amount attributable to changes in unrealized gain or loss related to financial assets measured at fair value through profit or loss held as of the fiscal year-end was ¥(115) million and ¥(126) million for the fiscal years ended December 31, 2024 and December 31, 2025, respectively.
2. Other comprehensive income contained in total gain and loss is related to financial assets measured at fair value through other comprehensive income as of the fiscal year-end. These gain and loss, net of tax effects, are included in “Net change in fair value of financial assets measured through other comprehensive income.”
3. Other consists mainly of redemption and foreign currency translation differences.
4. In the fiscal year ended December 31, 2025, the Company finalized the provisional accounting treatment pertaining to business combination. Accordingly, the figures for the previous fiscal year have been retrospectively revised to reflect the finalization of the provisional accounting treatment.

The following table shows a reconciliation of the opening balance to the closing balance of financial liabilities whose fair value measurement is categorized within Level 3.

(Million yen)

	Fiscal year ended December 31, 2024	Fiscal year ended December 31, 2025
	Financial liabilities measured at fair value through profit or loss	Financial liabilities measured at fair value through profit or loss
Beginning balance	–	7,699
Total gain and loss		
Profit or loss (Note 1)	(59)	(869)
Issuance	7,320	–
Settlement	–	(1,406)
Expiration (Note 2)	–	(932)
Other (Note 3)	439	(189)
Ending balance	7,699	4,301

(Notes) 1. Of profit or loss contained in total gain and loss, the portion based on changes in time value is recorded in “Finance costs” on consolidated statement of profit or loss while the portion based on changes in items other than time value is recorded in “Other income” or “Other expenses.” Of profit or loss contained in total gain and loss, the amount attributable to changes in unrealized gain or loss related to financial liabilities measured at fair value through profit or loss held as of the fiscal year-end was ¥(59) million and ¥(881) million for the fiscal years ended December 31, 2024 and December 31, 2025, respectively.

2. The expiration recognized during the fiscal year ended December 31, 2025 relates to the written put options held by non-controlling shareholders.

3. Other consists mainly of foreign currency translation differences.

4. In the fiscal year ended December 31, 2025, the Company finalized the provisional accounting treatment pertaining to business combination. Accordingly, the figures for the previous fiscal year have been retrospectively revised to reflect the finalization of the provisional accounting treatment.

(4) Equity instruments measured at fair value through other comprehensive income

The Group designates investments in equity instruments held for the purpose of maintaining and strengthening relationships with business partners as equity instruments measured at fair value through other comprehensive income in light of the holding purpose.

1) Fair value by issuer

The fair value by major issuer of investments in equity instruments designated as financial assets measured at fair value through other comprehensive income

As of December 31, 2024

(Million yen)

Issuer	Amount
NIDEC CORPORATION	1,285
HORIBA, Ltd.	1,091
SCREEN Holdings Co., Ltd.	971
Kyoto Financial Group, Inc.	632
Mitsubishi UFJ Financial Group, Inc.	617
Mizuho Financial Group, Inc.	396
Shimadzu Corporation	280
RIVERFIELD Inc.	187
Nippon Shinyaku Co., Ltd.	168
MITSUBISHI PENCIL COMPANY, LIMITED	150
Other	845
Total	6,627

As of December 31, 2025

(Million yen)

Issuer	Amount
HORIBA, Ltd.	1,904
SCREEN Holdings Co., Ltd.	1,559
NIDEC CORPORATION	960
Kyoto Financial Group, Inc.	933
Mitsubishi UFJ Financial Group, Inc.	833
Mizuho Financial Group, Inc.	583
BLUE OCEAN CLOSURES AB	365
Shimadzu Corporation	262
Nippon Shinyaku Co., Ltd.	238
Dainichiseika Color & Chemicals Mfg. Co., Ltd.	205
Other	1,075
Total	8,923

2) Dividend income

(Million yen)

	Fiscal year ended December 31, 2024	Fiscal year ended December 31, 2025
Investments derecognized during the period	139	1
Investments held as of the fiscal year-end	150	160
Total	290	162

3) Equity instruments measured at fair value through other comprehensive income that were derecognized during the period

(Million yen)

	Fiscal year ended December 31, 2024	Fiscal year ended December 31, 2025
Fair value at derecognition	8,185	51
Accumulated gain (loss) at derecognition	5,674	13

(Note) The Group has disposed of, through sale, and derecognized equity instruments measured at fair value through other comprehensive income mainly for the purpose of reviewing relationships with business partners.

4) Fair value gains or losses presented in other comprehensive income during the period

(Million yen)

	Fiscal year ended December 31, 2024	Fiscal year ended December 31, 2025
Fair value gains (losses) on investments derecognized during the period	243	(4)
Fair value gains (losses) on investments still held as of the fiscal year-end	231	1,335
Total	474	1,331

5) Transfer to retained earnings

The Group transfers accumulated gain or loss due to changes in the fair value of equity instruments measured through other comprehensive income to retained earnings in such cases as when the investment is disposed of.

The accumulated gain or loss (net of tax) of other comprehensive income that was transferred to retained earnings was gain of ¥5,091 million and loss of ¥830 million for the fiscal years ended December 31, 2024 and December 31, 2025, respectively. The amount for the previous year was mainly due to derecognition of securities classified as equity instruments measured at fair value through other comprehensive income by way of sale for the purpose of reviewing business relationships. The amount for the current fiscal year was mainly due to cumulative losses arising from changes in the fair value of equity instruments measured at fair value through other comprehensive income.

(5) Offsetting of financial assets and financial liabilities

Information on offsetting of financial assets and financial liabilities recognized for the same counterparties is as follows:

(Million yen)

	As of December 31, 2024	As of December 31, 2025
Financial assets		
Trade and other receivables	9,997	9,602
Amount offset in accordance with the requirements for offsetting financial assets and financial liabilities	(1,942)	(1,492)
Net amount presented in the consolidated statements of financial position	8,054	8,110
Financial liabilities		
Trade and other payables	8,651	8,150
Amount offset in accordance with the requirements for offsetting financial assets and financial liabilities	(1,942)	(1,492)
Net amount presented in the consolidated statements of financial position	6,709	6,657

(Note) There are no material amounts that are not offset even though they are covered by an enforceable master netting arrangement or similar agreement because they do not meet part or all of the requirements for offsetting financial assets and financial liabilities.

35. Related parties

(1) Related party transactions

The fiscal year ended December 31, 2024 (January 1, 2024 to December 31, 2024)

Related party transactions are priced, taking into account market prices, on terms and conditions equivalent to those that prevail in arm's length transactions. There are no significant transactions (excluding transactions eliminated in the consolidated financial statements).

The fiscal year ended December 31, 2025 (January 1, 2025 to December 31, 2025)

Type	Name of company or individual	Nature of transaction	Transaction amount (Million yen)	Outstanding balance
Companies, etc. in which officers and their close relatives hold a majority of voting rights	Suzuki Kosan Co., Ltd.	Purchase of land owned by the Company	106	—

(Note) Transaction amounts are determined based on generally accepted transaction terms, taking into account market prices.

(2) Remuneration for key management personnel

Remuneration for key management personnel is as follows:

(Million yen)

	Fiscal year ended December 31, 2024	Fiscal year ended December 31, 2025
Base remuneration and bonuses	403	447
Share-based payment expense	63	36
Total	467	484

36. Significant subsidiaries

There are no subsidiaries that have non-controlling interests that are individually material to the Company.

37. Commitments

Commitments for the acquisition of property, plant and equipment and intangible assets are as follows:

(Million yen)

	As of December 31, 2024	As of December 31, 2025
Acquisition of property, plant and equipment and intangible assets	1,330	3,120

38. Contingent liabilities

Not applicable

39. Subsequent events

Business combination through acquisition

The Company, pursuant to a resolution of the Meeting of the Board of Directors held on January 23, 2026, decided to acquire shares of USM HEALTHCARE MEDICAL DEVICES FACTORY JOINT STOCK COMPANY (hereinafter, "USM Healthcare"), a medical device manufacturer based in Ho Chi Minh City, Vietnam, to make it a subsidiary of the Company, and concluded a share transfer agreement on the same date.

(1) Outline of the business combination

1) Name of the acquired company and the outline of business acquired

Name of the acquired company USM HEALTHCARE MEDICAL DEVICES FACTORY JOINT STOCK COMPANY

Outline of business acquired Manufacturing and sales of medical devices

2) Major reason for the business combination

The Company has established a long-term vision, aiming to create economic and social value by contributing to solving global social issues related to medical, mobility, and the environment, through integrating and orchestrating diverse talents of our employees and technologies. We have focused, across the organization, on delivering medical equipment, pharmaceuticals, and healthcare products, to expand our business operations, aiming for increasing the share of the medical market to 50% of consolidated net sales by 2030.

USM Healthcare is engaged in the manufacture and sale of stents for cardiology (devices used in minimally invasive catheter-based treatments), orthopedic medical devices and related consumable products. The company has achieved price competitiveness by vertically integrating a range of operations, from design, development, regulatory approval, and manufacture to sales. USM Healthcare, as the only domestic manufacturer of stents in Vietnam, has continued to grow, backed by preferential policies for domestic medical device suppliers, and thus, is expected to further grow in the future. In addition, the company has tapped into the contract design/development and manufacturing organization (CDMO) business for medical device manufacturers by leveraging its expertise in product design, development, and manufacturing.

In South East Asia, including Vietnam, the medical device market has been expanding rapidly, backed by economic development and rising medical standards. In fact, as demand for high-quality and cost-efficient medical devices is on the rise, the medical device market in the region is expected to grow further in the future. The Company has aimed to expand its medical device CDMO business primarily in the United States, a world leader in medical devices, by leveraging its high level of expertise in the design, development, and manufacturing of minimally invasive surgical devices, etc. While continuing efforts to expand business in the United States, we believe that, by making USM Healthcare into one of our subsidiaries, we can add a solid business platform for manufacturing medical devices in Asia. We will strengthen and streamline the existing businesses of USM Healthcare and strive to expand the geographical reach of our CDMO business for medical devices in Southeast Asia, by making the maximum use of the Group's customer bases in the U.S. and Japan as well as its proven expertise in design, development and manufacturing, and quality management in the field.

3) Acquisition date

March 2026 (planned)

4) Legal form of the business combination

Acquisition of shares with cash as consideration

5) Name of the company after the combination

The company name will not change.

6) Ratio of voting rights to be acquired

60.0%

7) Grounds for determining an acquiring company

In order for the Company to acquire 60.0% of the voting rights through acquisition of shares with cash as consideration

(2) Calculation of acquisition cost, etc.

1) Breakdown of acquisition cost and consideration for the acquired company by type

Consideration for the acquisition of shares Approx. ¥5.8 billion

(Note) Presented in Japanese yen after conversion at the exchange rate as of January 23, 2026

2) Details and amount of major acquisition-related expenses

Advisory fee, etc. (estimate) ¥245 million

(3) Allocation of acquisition cost

1) Amount of goodwill to be recognized, reasons for recognition, and the method and period of amortization

Not yet to be finalized at the present time.

2) Breakdown of assets to be acquired and liabilities to be assumed on the business combination date, and the breakdown thereof

Not yet to be finalized at the present time.

Issuance of Bonds

The Company issued unsecured bonds with early redemption clause (hereinafter, the “Bonds”) under the following terms. The outline is as follows.

Bond name	Nissha Co., Ltd. Fourth Series Unsecured Bonds with Early Redemption Clause (Ranking Pari Passu Among Themselves)
Total face value or total amount of book-entry bonds	¥5,500 million
Face value per bond	¥100 million
Issue price	¥100 per ¥100 of face value per bond
Interest rate	2.258% per annum
Method and maturity of redemption	(1) The principal of the Bonds shall be redeemed in full on March 9, 2029. (2) Early redemption clause In the event that an Early Redemption Trigger Event (as defined below) occurs with respect to the Company on or before June 11, 2028, the bondholders of these bonds (hereinafter, the “Bondholders”) may demand redemption of the Bonds held by them (hereinafter referred to as “Early Redemption”) from the Company. In such a case, the Company shall redeem each Bond for which Early Redemption has been demanded at a rate of ¥100 per ¥100 of face value per Bond. “Early Redemption Trigger Event” means whichever of the following events occurs on the earliest date. Notwithstanding the foregoing, even if any of the following events newly occur after the occurrence of an Early Redemption Trigger Event, the Bondholders shall not be entitled to demand Early Redemption. (i) A shareholder who, alone or jointly with co-holders, directly or indirectly holds more than 50% of the total voting rights of all shareholders has newly emerged, and a tender offer report, large shareholding report, or amendment report to a large shareholding report confirming the emergence of such shareholder has been filed. (ii) The Company has recognized and publicly announced the emergence of the shareholder described in (i). (iii) A merger in which the Company becomes the dissolving company, or a share exchange or share transfer in which the Company becomes a wholly-owned subsidiary, has been publicly announced in the timely disclosure document and has become effective. (iv) An application for delisting of the Company's shares has been filed with all financial instruments exchanges on which the Company's shares are then listed, or timely disclosure has been made to the effect that the Company's shares have met the delisting criteria of any of all such exchanges.
Payment date	March 9, 2026
Collateral	The Bonds are not secured or guaranteed, and no assets are specifically reserved for the Bonds.
Use of proceeds	The proceeds will be applied toward the redemption of the First Series Unsecured Bonds maturing on April 20, 2026.

40. Approval of consolidated financial statements

The consolidated financial statements for the fiscal year ended December 31, 2025 were approved on March 19, 2026 by Junya Suzuki, Chairman of the Board and Group CEO of the Company and Daisuke Inoue, Director of the Board, Senior Executive Vice President, Interim CFO of the Company.

(2) Other

Quarterly information for the fiscal year ended December 31, 2025

(Cumulative period)		Q1-Q2	Full-year
Net sales	(Million yen)	97,049	194,898
Profit (loss) before tax	(Million yen)	1,092	3,551
Profit (loss) attributable to owners of parent	(Million yen)	20	1,001
Basic earnings (loss) per share	(Yen)	0.44	21.13

(Note) The figures for the interim consolidated accounting period have been retrospectively adjusted due to revisions to the provisional accounting treatment for business combinations.

Sustainability Approach and Initiatives

Our views and initiatives on sustainability are as follows. Forward-looking statements in this document represent the judgement of the Nissha Group as of the filing date of the Annual Securities Report.

The Nissha Group views sustainability as “initiatives for sustainable growth and development for both the company and society.” Based on this view, we consider social issues to be business opportunities. We strive not only to leverage our strengths to provide products and services that help solve these issues on an ongoing basis, but also to strengthen the management foundation underpinning our business activities, reduce risks that could hamper business continuance, and promote governance to ensure these are all carried out appropriately. These activities will create the economic and social values stated in our Mission, allowing us to enrich people’s lives.

As our Sustainability Vision (long-term vision), the Nissha Group aims to create economic and social value by contributing to solving global social issues related to medical, mobility, and the environment, with the integration and orchestration of the diverse talents of our people and our technologies.

(1) Governance

Nissha has established a Sustainability Committee, chaired by the Chairman of the Board, President and CEO. The Committee is composed of and works in collaboration with business divisions, responsible departments, and the ESG Task Force on materialities related to the themes of Creating business opportunities, Risk reduction, Strengthening management foundation, and Corporate governance.

We established the ESG Task Force to address climate change, an important issue from an ESG perspective, across divisions. The task force is responsible for accelerating our efforts.

The Sustainability Committee regularly receives and confirms progress reports on strategic items and targets (KPIs and action items) for each materiality from business divisions, responsible departments, and the ESG Task Force. These activities are reported to the Board of Directors once per year.

The Board of Directors oversees the activities of the Sustainability Committee, discusses reports from the Sustainability Committee, and gives improvement instructions as necessary.



(2) Risk Management

To realize our Sustainability Vision (long-term vision), the Nissha Group has identified items of particular importance as materialities, which we are working on by setting specific strategic items, key performance indicators, and action items. We analyze and prioritize materialities from the perspectives of creating business opportunities, risk reduction, strengthening management foundations, and corporate governance using the two axes of “importance to society and stakeholders” and “importance to the Nissha Group.” The validity of the results is discussed and verified by the Sustainability Committee, and materialities are identified through deliberations and resolutions by the Board of Directors.

The Sustainability Committee holds a general assembly once per year, in which it authorizes the strategic items and targets (KPIs and action items) set by the business divisions, responsible departments, and the ESG Task Force that have primary responsibility for the materialities determined through resolutions at the Board of Directors.

Activities related to Creating business opportunities are promoted by the business divisions. They report to the Chairman of the Board, President and CEO at monthly meetings (business reviews), at which the Chairman of the Board, President and CEO confirms the progress of business strategies based on KPIs and gives instructions on necessary action.

Activities related to Risk reduction, Strengthening management foundations, and Corporate governance are handled by responsible departments and the ESG Task Force. They work based on the targets (KPIs and action items) approved by the Sustainability Committee and report the state of their activities to the Sustainability Committee on a quarterly basis.

(3) Strategy, organizational goals

1) Responding to Climate Change

(i) Strategy

The Nissha Group uses the framework recommendations made by the Task Force on Climate-related Financial Disclosures (TCFD) to analyze the financial impact on our business from climate change-related risks and opportunities.

We conducted scenario analyses for our three main businesses. We identified risks and opportunities on short-, medium-, and long-term time horizons, and analyzed their financial impact on our business as of 2030. We then analyzed the 1.5°C scenario, in which more progress is made in decarbonization, and the 3°C scenario, in which no progress is made in addressing climate change. While no significant risks due to climate change impacts were identified at this stage in either scenario, we will continue to implement appropriate measures to address the risks identified. In terms of opportunities presented by climate change, we confirmed an increase in demand that may lead to business opportunities for us. The recent analysis included the Medical Technologies business and found that the risks associated with climate change

and the degree of financial impact are smaller than those of the other businesses. To this end, we expect our growth strategy of expanding business in the Medical market, which the Group engages in based on our Sustainability Vision (long-term vision), to also contribute to mitigating Group climate change risks.

Risk Analysis Results

Type	Changes in the external environment	Target business	Timeline	Risks to Nissha	Risk magnitude *1,2		
					3°C	1.5°C	
Transition risks	Policies/laws and regulations	Industrial Materials business Devices business Medical Technologies business	Medium- to long-term	Increase in production and countermeasure costs due to carbon taxation on CO ₂ emissions	Small	Medium	
				Increase in the cost of procuring raw materials needed to produce products due to the carbon taxes	—	Medium	
		Changes in national carbon emission targets and policies	Industrial Materials business Devices business Medical Technologies business	Medium- to long-term	Increase in electricity procurement costs due to switch to renewable energy sources for electricity and soaring levies, etc.	Small	Small
					Increase in the cost of reducing CO ₂ emissions in logistics (procurement and shipping)	—	Small
		Introduction of plastic tax	Industrial Materials business	Medium- to long-term	Increase in the cost of procuring raw materials needed to produce products due to the progression of plastics-related regulations	—	Small
		Introduction of CFC regulations	Devices business	Medium- to long-term	Restrictions on use of specified CFCs and their substitutes used at production bases increase capital investment costs	Small	Medium
	Industries and Markets	Fluctuations in raw material prices	Industrial Materials business	Medium- to long-term	Increase in petrochemical material costs due to changes in crude oil demand	Medium	—
					Increase in raw material costs due to increased use of reprocessed plastic	—	Small
		Increase in EV sales	Industrial Materials business	Short- to long-term	Decrease in sales opportunities for EV-related products due to changes in market structure	Small	—
	Technologies	Transition to materials and technologies with lower environmental impact	Devices business	Short- to medium-term	Costs increase due to replacing product packaging materials	—	Small
					Sales decline due to substituting our products for low-carbon products made by other companies	Medium	Medium
					Sales decline due to lost business opportunities resulting from delays in the development of low-carbon technologies	Medium	Medium
Reputation	Growing importance of ESG assessment in customers' supplier selection	Devices business	Short- to medium-term	ESG assessment declines due to delays in addressing climate-related issues, and we are not chosen as a supplier resulting in a decline in sales	—	Small	
Physical risks *3	Acute	Industrial Materials business Devices business	Short- to long-term	<ul style="list-style-type: none"> Sales decline due to production delays or suspensions resulting from damage to production bases, and incidence of repair costs due to damage to company assets such as buildings, facilities, and inventory Sales decline due to the impact of the suspension of the supply of raw materials and parts due to disasters at suppliers 	Small	Small	

*1. Risk magnitude evaluation horizon: Annual decrease in net sales large: 20 billion yen or more, medium: 5 to 20 billion yen, small: less than 5 billion yen, annual decrease in profit: large: 3 billion yen or more, medium: 1 to 3 billion yen, small: less than 1 billion yen

*2. Scenarios in which no risks are incurred are indicated with a "—"

*3. For physical risks, hazard maps and AQUEDUCT were used to survey the key production bases of each business (30 locations). The financial impact on bases where risks had been identified was evaluated by considering the frequency of occurrence.

Opportunity Analysis Results

Type	Changes in the external environment	Target business	Timeline	Opportunities to Nissha	Opportunity magnitude *1,2	
					3°C	1.5°C
Products and Services	Carbon price changes in national carbon emission targets and policies	Industrial Materials business	Medium- to long-term	Expansion of demand for products that contribute to GHG emission reductions (highly recyclable decorative film moldings, gas sensor modules for refrigerant detection, etc.)	Medium	Medium
		Devices business			—	Small
	Increase in EV sales	Industrial Materials business	Short- to long-term	Increase in sales opportunities for plant-based sustainable molded products due to the progression of plastic-related regulations	Small	Small
		Devices business			Small	Small
	Fluctuations in raw material prices	Industrial Materials business	Medium- to long-term	Increase in sales opportunities due to increased demand for sustainable molded products as a result of the lower costs of plant-based plastics	—	Small
Arrival of a hydrogen-based society	Devices business	Medium term	Demand for fuel cell vehicles (FCVs) expands (such as hydrogen detectors)	Small	Small	

*1. Opportunity magnitude evaluation horizon: Annual increase in net sales large: 20 billion yen or more, medium: 5 to 20 billion yen, small: less than 5 billion yen, annual increase in profit: large: 3 billion yen or more, medium: 1 to 3 billion yen, small: less than 1 billion yen

*2. Scenarios in which no opportunities are incurred are indicated with a "—"

(ii) Metrics and Targets

Nissha uses total CO2 emissions as an indicator for assessing and managing risks related to climate change.

With a broader aim to become carbon neutral by 2050, we have set a target to reduce total CO2 emissions from Scope 1 and Scope 2 by 30% by 2030 (compared to 2020), and have promoted various initiatives across the Group.

As a result, total CO2 emissions were reduced by 48.4% in fiscal year 2024, achieving the 2030 target ahead of schedule. In light of this achievement, we revised our target in fiscal year 2025 and established a new goal of reducing total CO2 emissions from Scope 1 and Scope 2 by 60% by 2035 (compared to 2020).

2) Human capital and diversity

(i) Strategy

《Aligning Our Business Strategy and Human Capital Strategy》

There are no changes to the human resources strategy under the 8th Medium-term Business Plan (2024–2026). The strategy remains unchanged because our long-term vision (Sustainability Vision) and our Human Resources Policy, which we always return to when considering our medium-term human resources strategy, have not changed. We continue to see changes in the business environment as growth opportunities. Specifically, we intend to grow by reorganizing our business portfolio away from the IT devices market to the medical, mobility, and sustainable materials markets. This growth is driven by the diverse capabilities and passion of our talent. We aim to achieve mutual growth for the company and our employees by aligning our business portfolio with our human capital portfolio.

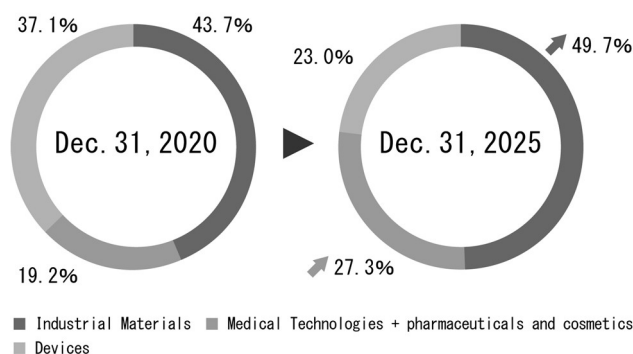
Human Resources Policy

Nissha Group aims for growth both for the company and employees through diverse capabilities and passion, seeing changes in the business environment as opportunities for growth.

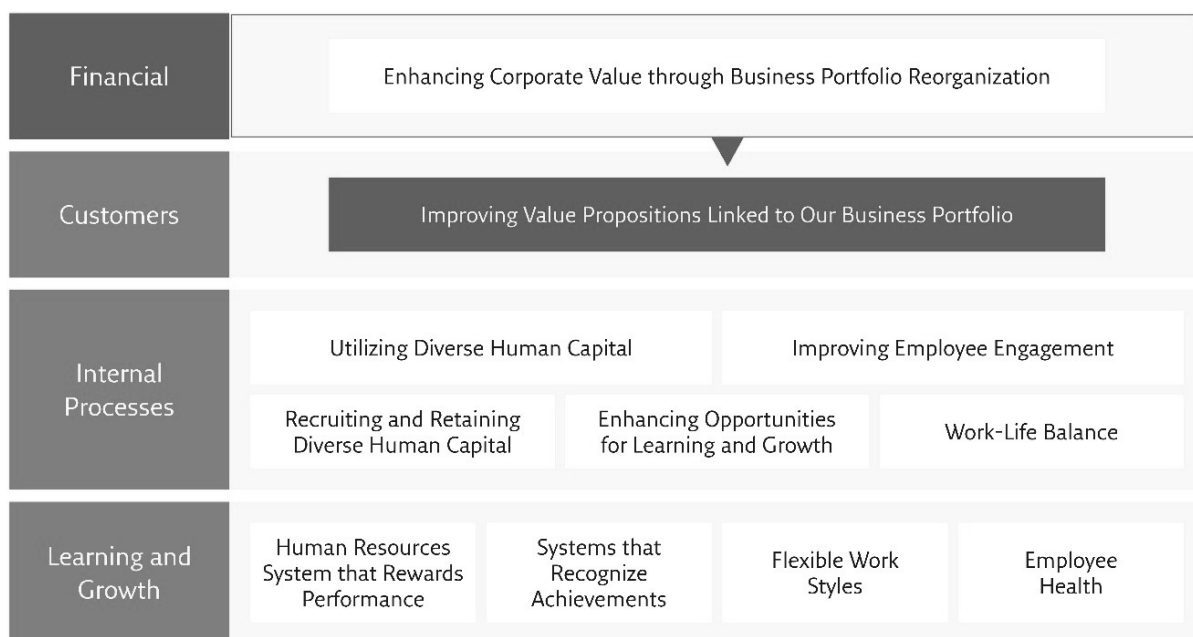
1. We shall develop employees who embody Nissha Philosophy and contribute to society through our business activities.
2. We shall respect diversity of employees and utilize their individuality and strengths.
3. We shall emphasize global teamwork to achieve results.
4. We shall encourage proactive actions and unconventional innovation.
5. We shall provide rich training programs and challenging growth opportunities.
6. We shall create a workplace full of energy where employees feel safe to work.

The figure below shows employee composition (total of regular and non-regular employees) by business segment. As our business portfolio strategy progresses, corresponding shifts are also visible in our human capital portfolio. The proportion of employees has been declining in the Devices business, which has a high concentration in the IT devices market. In contrast, the proportion of employees has been increasing in the Industrial Materials business, which drives growth in mobility and sustainable materials, as well as in medical markets. We expect to see growth opportunities in the Japanese pharmaceutical sector through the acquisitions of Zonnebodo Pharma in 2019 and Shigaken Pharm. in January 2025. Key challenges include securing and developing talent capable of working in new markets and industries, as well as reskilling employees.

Reorganizing the Human Capital Portfolio toward Our Sustainability Vision



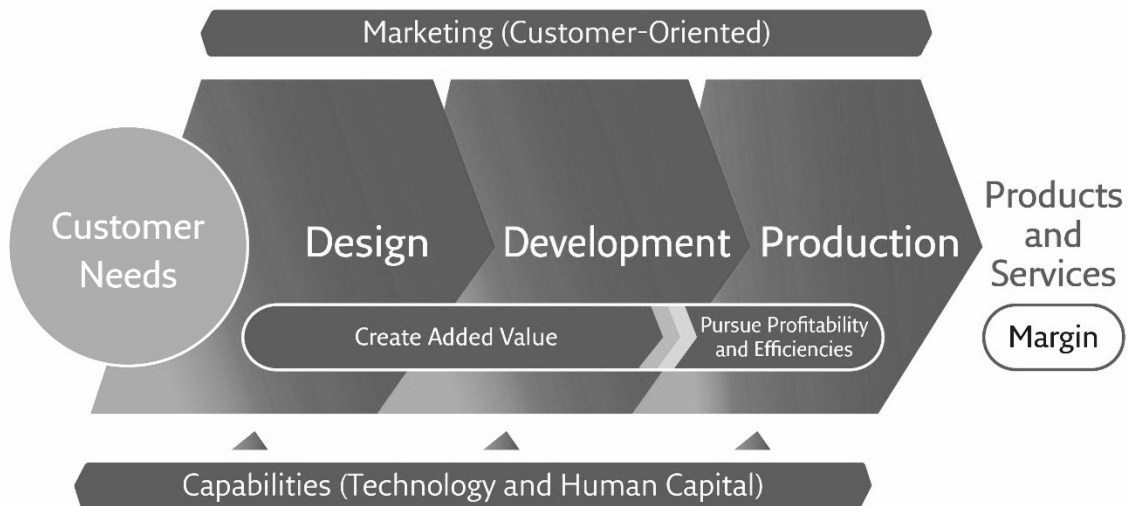
The strategy map below depicts the overall structure of our medium-term human capital strategy and its alignment with our business portfolio strategy. Our human capital strategy remains aligned with our commitment to developing our people’s capabilities that improve our value propositions to customers.



The foundation of our value proposition, as shown in the figure below, begins with the needs of leading customers in each industry. We work closely with these customers to thoroughly explore and develop the most suitable solutions to meet those needs. Next, we translate those solutions into detailed designs and development processes by combining our unique processing technologies, including our six core technologies. We then bring these solutions to life through mass production built on advanced manufacturing technologies that ensure stable product quality. The capabilities to make proposals and solve problems to offer this type of customer value require our people’s capabilities and teamwork. Our work is made possible by the collaboration of the Nissha group companies across countries and regions, with the cooperation of our diverse human capital.

To improve the value propositions we offer customers, we must bring together a diverse group of people with different specialties and fields of expertise to work as a team. At the same time, it is important that each individual maintains a high level of motivation. Accordingly, our human capital strategy begins with three factors: (1) improving value propositions (2) utilizing diverse human capital; and (3) improving employee engagement. We then break down achieving these measures into factors of how to evolve our internal processes (from an internal process perspective), how to change our human resources systems and corporate culture (from a learning and growth perspective), and other cause-and-effect relationships.

Our Value Chain



(ii) Metrics and Targets

《Utilizing Diverse Human Capital》

The Nissha Group encourages all employees to express their talents fully, regardless of nationality, gender, or age. One of our Shared Values, which are principles for employee behavior, is Diversity and Inclusion. This declaration is our belief that enabling diverse human capital to interact on an equal footing enhances our organization's ability to perform. We have set the ratio of female managers as a KPI to serve as a clear indicator of diversity, aiming to raise this ratio to a level that more closely reflects the percentage of female employees at each group company. While the ratio of female managers at Nissha Co., Ltd. in Japan remains an ongoing challenge, efforts to improve work-life balance, expand flexible workstyles, and provide more opportunities for learning and development have steadily increased the ratio of female managers.

KPI	(Reference) Female Employee Ratio	Results			
		2022	2023	2024	2025
Female Manager Ratio	2025	2022	2023	2024	2025
Consolidated global	38.8%	21.5%	22.7%	24.4%	25.2%
Japan (Nissha non-consolidated)	33.1%	5.9%	7.1%	8.9%	10.1%
North America	44.4%	32.0%	32.1%	33.3%	35.2%
Central & South America	70.5%	44.2%	46.5%	46.3%	48.6%
Europe	33.3%	19.4%	23.7%	23.5%	26.3%
China, Taiwan, Korea	52.0%	40.2%	42.9%	45.7%	44.8%
Southeast Asia	56.6%	36.4%	42.9%	46.2%	42.9%

《Improving Employee Engagement》

The Nissha Group conducts an annual engagement survey on a global basis. In 2025, we expanded eligibility to include more employees, primarily at overseas group companies, in order to capture a broader range of voices. As a result, while the number of eligible employees increased, the overall response rate declined compared to the previous year. The proportion of employees giving positive responses to the four survey questions that we consider particularly important, as highlighted in the figure below, has remained high. We will implement initiatives at both the organizational and workplace levels to drive improvements, and will continue to strengthen employee engagement.

KPI	Target	Results			
		2022	2023	2024	2025
Response Rate (Global, Consolidated)	80% or higher	83.0%	94.2%	96.6%	90.8%

Percentage of Positive Responses (Global, Consolidated)	2022	2023	2024	2025
Will to Contribute to the Organization I want to contribute to Nissha	95.6%	95.5%	95.4%	95.7%
Organizational Commitment I am proud to work for Nissha	87.8%	89.0%	88.9%	90.4%
Rewarding I find my work rewarding	82.3%	83.4%	83.9%	84.3%
Feeling of Contributing to Society I feel I contribute to society through my work	78.8%	80.6%	81.9%	83.3%

《Enhancing Opportunities for Learning and Growth》

Nissha Academy, our in-house corporate university, offers an extensive training program. Business School is a selective training program within the in-house university. This is an original Nissha program that focuses on providing knowledge and skills in the proposal and execution of management strategies. Three courses are available: beginner, intermediate, and advanced. We use the participation rate in the beginner and intermediate courses, which are intended for team leaders and assistant managers, as a KPI called the selection rate of leader candidates. Our goal is to have half of all general employees of Nissha Co., Ltd. in Japan complete either the beginner or intermediate course by 2030. In 2025, we offered a beginner course taken by 79 employees.

Taking a cue from the efforts in Japan, overseas versions of Nissha Academy are also in motion in North America, Europe, and China, among other regions. In addition, we have an overseas trainee program under which young employees are sent to our overseas offices for approximately one year to train future global leaders. In 2025, a total of four trainees were dispatched, with two sent to the United States and two to Germany. In order to encourage employees to develop their careers autonomously, both the Business School and the overseas trainee program allow employees to apply for these positions on their own.

We also actively promote employee reskilling in conjunction with the realignment of our business portfolio toward the medical market. Specifically, we are enhancing training programs for employees transitioning into the pharmaceutical field, while also rolling out practical training sessions for engineers and sales staff to help drive growth in the CDMO business for medical devices.

KPI	Target		Results			
	2023	2030	2022	2023	2024	2025
Selection Rate of Leader Candidates (Nissha Non-Consolidated)	36%	50%	31.2%	41.5%	41.7%	47.8%