

December 5, 2023

Junya Suzuki

Chairman of the Board, President and CEO

Nissha Co., Ltd.

Stock Listings: Tokyo Stock Exchange, Prime Market 7915

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## **Notice of Equity Acquisition (Subsidiary Acquisition) of Isometric Intermediate, LLC (DBA Isometric Micro Molding), and all subsidiaries thereto, a U.S. based Micro Molding Company for Medical Devices**

Nissha Co., Ltd. (hereinafter “the Company”), pursuant to a resolution of the Board of Directors meeting held on December 4, 2023, has decided to acquire the majority equity of Isometric Intermediate LLC (DBA Isometric Micro Molding) through its consolidated subsidiary Graphic Controls Acquisition Corp. and Nissha Medical Technologies (Wisconsin), LLC (hereinafter “NMT LLC”), which are engaged in the Medical Technologies CDMO business. Following the acquisition, Isometric Intermediate LLC, and its related group companies of Isometric Micro Molding, LLC, Isometric Companies, LLC, and Isometric Tool & Design, LLC (hereinafter, “Isometric”) will become subsidiaries of the Company.

This matter does not fall under the standards for timely disclosure, nevertheless the Company is voluntarily releasing the notice as it was decided to be useful information.

### 1. Reason for Equity Acquisition

At Nissha Medical Technologies, we have long been committed to delivering high-quality and value-added products in the field of medical devices on a global scale. Operating as a Contract Design/Development and Manufacturing Organization (CDMO), our comprehensive business model encompasses the design, development, and manufacturing of minimally invasive surgical instruments and medical wearables, primarily for major medical device OEMs.

We recognize the immense growth potential within the CDMO market for medical devices and have focused our efforts on it as a key area for expansion. Our goal is to expand our pipeline by fortifying and broadening our capabilities to respond to the ever-evolving landscape of medical device innovation, particularly in the realm of minimally invasive surgical instruments, and explore exciting new possibilities in areas like surgical robotics.

Isometric utilizes proprietary tooling and process technologies to achieve single micron tolerances of micro injection mold components for medical device and pharmaceutical markets. For over 30 years, Isometric has operated as a trusted solution provider engaged in the design, development, and manufacturing of micro mold components and assemblies. Isometric is uniquely positioned in the micro molding industry with in-house expertise 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, micro 3D printing supporting the development, and micro assembly automation platforms. Its micro molded products contribute to the miniaturization of endoscopic and surgical devices used in minimally invasive surgery, achieving the necessary compliance for treating patients. Additionally, Isometric provides micro molded components for a wide range of uses, including diagnostic devices, microfluidic devices, medical wearables, ophthalmological implants, and patient monitoring equipment. Miniaturization of medical devices is not only sought after in our existing field of minimally invasive surgical devices but also in new areas such as surgical robotics. Through this equity partnership, we will offer significant innovation opportunities of medical devices by acquiring Isometric's design for excellence (DfX) capabilities for component miniaturization, as well as processing technologies such as silicone and micro two-shot molding.

Furthermore, as announced on our website on November 7, 2023, through a capital and business partnership with EndoTheia, Inc. (hereinafter "EndoTheia"), we continue strengthening our design and development capabilities to improve maneuverability of endoscopic devices and robotic platforms. EndoTheia maintains a specialized focus on the design and development of endoscopic devices creating a substantial portfolio of proprietary enabling technology with groundbreaking capabilities. This partnership is greatly enhanced with new manufacturing capabilities of component miniaturization by Isometric as we expand our CDMO business through manufacturing technology, intellectual property, and vertically integrated capabilities while contributing to improving clinical outcomes.

We are excited about the prospects this acquisition bring and the opportunities it creates for both Isometric and us. This partnership aligns perfectly with our Sustainability Vision (long-term vision) and commitment to leverage enabling technology as a platform to advance patient care as a medical CDMO. We look forward to the synergies and innovations that will result from this acquisition.

## 2. Acquisition Plan

The Company acquires equity of Isometric Intermediate LLC, through the Company's consolidated subsidiary in the Medical Technologies business, Graphic Controls Acquisition Corp. and NMT LLC, making Isometric Intermediate LLC and its related group companies (three companies of Isometric Tool & Design, LLC, Isometric Micro Molding, LLC and Isometric Companies, LLC) subsidiaries of the Company.

First, the Company's consolidated subsidiary Graphic Controls Acquisition Corp. newly founds NMT LLC. Also, Isometric Holdings, Inc. a holding company of three companies, Isometric Tool & Design, LLC, Isometric Micro Molding, LLC and Isometric Companies, LLC newly establishes Isometric Intermediate LLC as an intermediate holding company. After that, NMT LLC acquires 24.47% of the equity of Isometric Intermediate LLC from Isometric Holdings, Inc. through in-kind contribution, and as the consideration, transfers 24.47% of NMT LLC's equity to Isometric Holdings, Inc. Subsequently, NMT LLC acquires 75.53% of the equity of Isometric Intermediate LLC from Isometric Holdings, Inc. for USD 62.16 million.

As a result, Graphic Controls Acquisition Corp. holds a 75.53% equity of Isometric Intermediate LLC and its related group companies (three companies of Isometric Tool & Design, LLC, Isometric Micro

Molding, LLC and Isometric Companies, LLC) through NMT LLC.

In addition, equity owners of Isometric Holdings, Inc. are counterparties to this acquisition, including Donna M. Bibber and three others.

### 3. Outline of Subsidiaries to Acquire Equity

(Graphic Controls Acquisition Corp.)

(1)	Name	Graphic Controls Acquisition Corp.
(2)	Location	400 Exchange Street, Buffalo, New York 14204, USA
(3)	Position and name of representative	Sam Heleba (President & CEO)
(4)	Scope of business	Medical devices, contract design/development and manufacturing services, industrial and entertainment consumables
(5)	Capital stock	USD 130
(6)	Date of foundation	September 7, 2010
(7)	Major shareholders and ratio of equity held	Graphic Controls Holdings, Inc. 100%

(Nissha Medical Technologies (Wisconsin), LLC)

(1)	Name	Nissha Medical Technologies (Wisconsin) LLC
(2)	Location	400 Exchange Street, Buffalo, New York 14204, USA
(3)	Position and name of representative	Sam Heleba (President & CEO)
(4)	Scope of business	Holding company
(5)	Capital stock	USD 82,300,000
(6)	Date of foundation	November 22, 2023
(7)	Major shareholders and ratio of equity held	Graphic Controls Acquisition Corp. 75.53% Isometric Holdings, Inc. 24.47%

### 4. Outline of Subsidiary to be Transferred

(ISOMETRIC HOLDINGS, INC.)

(1)	Name	ISOMETRIC HOLDINGS, INC.
(2)	Location	330 Wisconsin Drive, New Richmond, WI 54017, USA
(3)	Position and name of representative	Donna M. Bibber (CEO)
(4)	Scope of business	Manufacturing and sales of micro mold components for medical devices
(5)	Capital stock	USD 20,000
(6)	Date of foundation	July 1, 2014 [and Isometric Tool & Design LLC in January 2, 1990]
(7)	Major shareholders and ratio of equity held	Donna M. Bibber and three others 100%

(8)	Relationship between the listed companies and the aforementioned company	There are no capital relationships, personal relationships, or transactional relationships to record between the companies and the aforementioned company.		
(9)	Operating results and financial condition of the aforementioned company for the latest three fiscal years (Units: Thousand USD)			
	Fiscal year-end	December 31, 2020	December 31, 2021	December 31, 2022
	Total assets	8,737	9,676	14,942
	Net sales	11,759	15,091	19,837
	Profit attributable to owners of parent	1,486	1,701	2,259

\*As described in “2. Acquisition Plan”, subsidiaries to be transferred are Isometric Intermediate LLC and its related group companies (three companies of Isometric Tool & Design, LLC, Isometric Micro Molding, LLC and Isometric Companies, LLC). However, to show the impact of this acquisition on the Company's consolidated operating results and consolidated financial position, for convenience, an overview of Isometric Holdings, Inc, which is a holding company of three companies, Isometric Tool & Design, LLC, Isometric Micro Molding, LLC and Isometric Companies, LLC, is provided here.

## 5. Outline of Counterparty to Equity Acquisition

(1)	Name	Donna M. Bibber and three others
(2)	Location	New Richmond Wisconsin, USA
(5)	Relationship between the listed companies and the aforementioned individuals	There are no capital relationships, personal relationships, or transactional relationships to record between the companies and the aforementioned individuals.

## 6. Number of Equity to be Acquired, Acquisition Price, and Status of Equity Held before and after Acquisition

(1)	Number of equity held before transfer	0 (Number of voting rights: 0 units)
(2)	Number of equity to be acquired	7,553 (Number of voting rights: 7,553 units)
(3)	Acquisition price	Equity acquisition price USD 62,160,000 Advisory expenses, etc. USD 1,500,000 (Estimated amount)
(4)	Number of equity held after transfer	7,553 (Number of voting rights: 7,553 units)

## 7. Schedule

(1)	Approval date by the Board of Directors' meeting	December 4, 2023
(2)	Date of execution of the agreement	December 4, 2023 (US time)
(3)	Date of implementation of the equity transfer	Late December, 2023 (scheduled)

## 8. Outlook for the Future

The impact of the acquisition on the Company's consolidated business results is minor.

## 9. Product examples of Isometric

