

Note: This document is a translation of a part of the original Japanese version and provided for reference purposes only. In the event of any discrepancy between the Japanese original and this English translation, the Japanese original shall prevail.



June 29, 2022

Company: TODA CORPORATION

Representative: Seisuke Otani, President and Representative Director

(Securities Code: 1860 TSE Prime Market)

Contact: Kaname Miwa, Corporate Officer, General Manager, Financial & IR Div.

(Phone: 03-3535-1357)

Notice of Additional Share Acquisition (Conversion into Subsidiary) and Change in Specified Subsidiary

TODA CORPORATION (the “Company”) announces that it resolved at its Board of Directors meeting held on June 29, 2022, to acquire additional shares in PT Tatamulia Nusantara Indah (headquartered in the Republic of Indonesia; hereinafter “TATA”), an equity method affiliate of the Company, from existing shareholders (hereinafter the “Share Acquisition”) to convert TATA into a subsidiary.

TATA will become a specified subsidiary of the Company as its capital amount reaches 10% or more of the capital of the Company.

1. Reason for the Additional Share Acquisition

TATA is one of the leading companies in the construction industry in the Republic of Indonesia, a growing market. The Company subscribed for new shares issued by TATA through a third-party allotment in October 2020 to make it an equity method affiliate. In the Medium-term Management Plan 2024—Rolling Plan, the Toda Group is committed to the development of overseas business as a priority management initiative. The Share Acquisition is aimed at establishing the Company’s presence in the growing Indonesian market by strengthening its relationship with the local capital company.

2. Outline of the Subsidiary Subject to Change (TATA)

(1) Name	PT Tatamulia Nusantara Indah
(2) Head office location	Sapta Mulia Center; Jl.Rawa Gelam V Kav.OR-3B; Jakarta, Indonesia
(3) Representative	Ir Iwan Adi Susanto (President Director)
(4) Main business	General construction
(5) Capital	333,400 million IDR (approx. 3.0 billion yen)

(6)	Establishment	December 17, 1984		
(7)	Major shareholders and shareholding ratio	(Before change)	1. The Company	40.01%
			2. PT Griyainsani Cakrasadaya	35.99%
			3. PT Dwiguna Putra Harapan	18.24%
			4. PT Sinarsurya Harmoni	5.76%
(7)		(After change)	1. The Company	67.00%
			2. PT Griyainsani Cakrasadaya	19.80%
			3. PT Dwiguna Putra Harapan	10.03%
			4. PT Sinarsurya Harmoni	3.17%
(8)	Relationship with the Company	Capital	As stated in (7) above, the Company will have a 67% stake in TATA with the Share Acquisition.	
		Personnel	The Company dispatches employees to TATA.	
		Business	There is no business relationship with the Company.	
(9) Operating results and financial position of TATA for the last three years (Unit: IDR in million [Yen in million])				
		Fiscal year ended December 31, 2019	Fiscal year ended December 31, 2020	Fiscal year ended December 31, 2021
	Consolidated net assets	568,202 [5,170]	1,040,273 [9,466]	1,204,251 [10,958]
	Consolidated total assets	2,161,763 [19,672]	2,130,496 [19,387]	2,980,920 [27,126]
	Consolidated net assets per share (IDR [Yen])	284,101 [2,585]	312,019 [2,839]	361,203 [3,286]
	Consolidated net sales	4,111,882 [37,418]	2,409,162 [21,923]	3,117,039 [28,365]
	Consolidated operating income	—	—	—
	Profit (loss) for the year attributable to owners of the parent	(18,325) [(166)]	47,076 [428]	168,810 [1,536]
	Consolidated profit for the year per share (IDR [Yen])	(9,162) [(83)]	20,398 [185]	50,632 [460]
	Dividends per share (IDR [Yen])	—	—	11,397 [103]

- Notes
1. Figures are converted at the rate of 0.0091 yen per 1IDR (TTM as of June 28, 2022).
 2. Consolidated operating income is not stated because there are no relevant figures.
 3. TATA has seven consolidated subsidiaries, including PT Cipta Dimensi Baja Nusantara (Capital: 57.0 billion IDR [approx. 0.5 billion yen]).

3. Outline of the Counterparties to the Share Acquisition

(1)	Name	PT Griyainsani Cakrasadaya
(2)	Address	Jalan Letjend Suprpto Kav. 4, Kel. Cempaka Putih Timur, Kec.

	Cempaka Putih, Kota Adm. Jakarta Pusat, Indonesia
(3) Relationship with the Company	There are no capital, personnel, or business relationships to be stated between the Company and PT Griyainsani Cakrasadaya. In addition, there are no notable capital, personnel, or business relationships between related parties and affiliated companies of the Company and related parties of PT Griyainsani Cakrasadaya.
(1) Name	PT Dwiguna Putra Harapan
(2) Address	Jalan Rawa Gelam V Kav. OR No. 3B, Kawasan Industri Pulogadung, Jatinegara, Cakung Kota, Jakarta Timur, Indonesia
(3) Relationship with the Company	There are no capital, personnel, or business relationships to be stated between the Company and PT Dwiguna Putra Harapan. In addition, there are no notable capital, personnel, or business relationships between related parties and affiliated companies of the Company and related parties of the PT Dwiguna Putra Harapan.
(1) Name	PT Sinarsurya Harmoni
(2) Address	Jalan Rawa Gelam V Kav. OR No. 3B, Kawasan Industri Pulogadung, Jatinegara, Cakung Kota, Jakarta Timur, Indonesia
(3) Relationship with the Company	There are no capital, personnel, or business relationships to be stated between the Company and PT Sinarsurya Harmoni. In addition, there are no notable capital, personnel, or business relationships between related parties and affiliated companies of the Company and related parties of the PT Sinarsurya Harmoni.

4. Outline of the Share Acquisition

(1) Number of shares held before the Share Acquisition	1,334,000 shares (Percentage of voting rights held: 40.01%)
(2) Number of shares to be acquired in the Share Acquisition	899,780 shares
(3) Number of shares held after the Share Acquisition	2,233,780 shares (Percentage of voting rights held: 67.00%)

* While the Company refrains from disclosing the acquisition price in accordance with the wishes of the counterparties to the Share Acquisition, the Company plans to acquire the shares for an amount calculated in a fair manner by reference to the opinions of experts.

5. Schedule

(1) Date of execution of the share purchase agreement	August 2022 (planned)
(2) Date of transfer of the shares	August 2022 (planned)

6. Outlook

The impact of the Share Acquisition on the Company's consolidated financial results for the fiscal year ending March 31, 2023, is currently being closely examined. The Company will promptly make announcements if any matters requiring disclosure arise going forward.

End