

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.



January 23, 2025

To whom it may concern,

Company name: Takashima & Co., Ltd.
Name of representative: Koichi Takashima, President and Representative Director
(Securities code: 8007; Prime Market)
Inquiries: Takahisa Tokumoto, General Manager of Strategic Planning & Management Department
(Telephone: +81-3-5217-7248)

Takashima Announce the Acquisition of Shares of Sanwa Holdings Co., Ltd. to Make It a Subsidiary

Takashima & Co., Ltd. (hereafter referred to as “the Company”) hereby announce that our Board of Directors has resolved at a meeting held on January 23, 2025 to acquire all outstanding shares of Sanwa Holdings Co., Ltd. (hereinafter referred to as “Sanwa HD”) to make it a consolidated subsidiary.

1. Reason for acquisition of shares

With "contributing to society through our business" as our corporate mission, we are developing our construction supply, industrial materials, and electronics and devices businesses. The construction supply business handles a variety of construction and construction-related commercial products for the residential and nonresidential markets, including wall materials, foundation piling methods, insulation materials, solar panel-related materials, and interior furnishings. We have established a nationwide sales network and undertake a wide range of processes from planning and design to construction.

Under the current medium-term management plan, “Sustainability V (Value),” we have set an investment target of 15 billion yen by the fiscal year ending March 31, 2026, including M&A, and are promoting investment in strategic areas. Within this plan, our M&A strategy is based on the basic policy of strengthening the functions of existing businesses and developing the periphery of existing businesses. We are working to transform our business structure and portfolio in order to establish a foundation for long-term sustainable growth.

Sanwa HD has a nationwide network specializing in solar power generation systems, with a cumulative track record of more than 10,000 sales and installations of industrial and residential solar power generation systems. Sanwa HD has 14 group companies, most notably Sanwa System Corporation, which provides a one-stop service from site acquisition to maintenance.

The renewable energy market is expected to grow further toward the realization of a carbon-neutral society in 2050. By making Sanwa HD Group, which has high sales and construction capabilities, a consolidated subsidiary, we expect synergistic effects through collaboration with our renewable energy field. We expect further sustainable growth of the Company through this integration.

2. Profile of the Subsidiary to be Transferred

(1) Name	Sanwa Holdings Co., Ltd.		
(2) Location	14th Floor, Shinagawa Seaside Canal Tower, 4-12-6, Higashishinagawa, Shianagawa ward, Tokyo, 140-0002, Japan		
(3) Title and name of representative	Representative Director, Eiji Karikomi		
(4) Business	Holding company for group companies such as Sanwa System Corporation, which is involved in sales and installation of solar power generation systems, etc.		
(5) Capital stock	¥20,000,000-		
(6) Establishment date	September 2, 2019		
(7) Major shareholders and shareholding ratio	Eiji Karikomi, 100.0%		
(8) Relationship between listed company and said company	Capital relationship	None.	
	Personnel relationship	None.	
	Business relationship	There is a business relationship between the Company and Sanwa System Co., LTD., a group company of Sanwa HD, concerning materials related to solar power generation systems.	
(9) Operating results and financial position of said company for the past three years (*1)			
Fiscal year	Fiscal year ended December, 2021 (consolidated)	Fiscal year ended December, 2022 (consolidated)	Fiscal year ended December, 2023 (consolidated)
Net assets	¥1,402M	¥1,739M	¥1,807M
Total assets	¥3,910M	¥4,961M	¥5,042M
Net assets per share	¥700,816	¥869,260	¥903,648
Sales	¥4,611M	¥5,108M	¥4,529M
Operating profit	¥731M	¥508M	¥300M
Ordinary profit	¥711M	¥517M	¥291M
Profit attributable to owners of parent	¥431M	¥337M	¥69M
Net profit per share	¥215,701	¥168,670	¥34,573
Dividend per share	-	-	-

(*1) The above consolidated figures are approximate consolidated figures calculated in the process of financial due diligence.

3 . Profile of the counterparty of the share acquisition

(1) Name	Eiji Karikomi	
(2) Location	Setagaya Ward, Tokyo, Japan	
(3) Relationship between the company and said personnel	Capital relationship	None.
	Personnel relationship	None.
	Business relationship	None.

4 . Number of shares acquired, acquisition price and status of shares held before and after acquisition

(1) Number of shares held before the change	0 (Number of voting rights: 0 units) (Ratio of voting rights: 0.0%)
(2) Number of shares to be acquired	2,000 shares (Number of voting rights:2,000 units) (Ratio of voting right:100.0%)
(3) Acquisition price	The acquisition price will not be disclosed based on discussions with the counterparty. In order to ensure fairness and appropriateness, a reasonable price is determined by taking into consideration the results of financial due diligence, etc. conducted by an external organization.
(4) Number of shares held after change	2,000 shares (Number of voting rights:2,000 units) (Ratio of voting right:100.0%)

5 . Schedule

(1) Date of board resolution	January 23, 2025
(2) Date of conclusion of agreement	January 23, 2025
(3) Date of commencement of share transfer	February 3, 2025 (expected)

6 . Future outlook

The impact of this share acquisition on our consolidated business performance is negligible. If any matters requiring disclosure arise in the future, we will promptly announce them.

End.

(References) Forecast of consolidated financial results for the fiscal year ending March 31, 2025, disclosed May 9, 2025

	Net sales	Operating profit	Ordinary profit	Profit attributable to owners of parent
Full year	¥94,000M	¥2,000M	¥2,000M	¥1,600M