



MEMBERSHIP

September 30, 2024

Company name: Mitsubishi Chemical Group Corporation
Representative: Manabu Chikumoto
Representative Corporate Executive Officer,
President and Chief Executive Officer
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Notice Concerning Change of Specified Subsidiary (Share Transfer)

Mitsubishi Chemical Group Corporation (MCG) hereby announces that it has made the decision to transfer the shares of Kansai Coke and Chemicals Company, Limited (Representative Director and President: Masanori Tsujikawa; Head Office: Amagasaki City, Hyogo Prefecture; hereinafter, Kansai Coke), which engages in the production and sale of coke and its byproducts, and the shares of which are held by our group company Mitsubishi Chemical Corporation (Representative Directors: Yasuo Shimodaira and Nobuo Fukuda, Head Office: Chiyoda-ku, Tokyo; hereinafter, MCC) to Kobe Steel, Ltd. (President and CEO: Yoshihiko Katsukawa; Head Office: Kobe City, Hyogo Prefecture; hereinafter, Kobelco).

As a consequence of this transfer, MC Evolve Technologies Corporation (President and Representative Director: Hiroshi Yamaguchi; Head Office: Amagasaki City, Hyogo Prefecture) and Amagasaki Utility Service Corporation (President and Representative Director: Tomohiko Inoue; Head Office: Amagasaki City, Hyogo Prefecture), the shares of both of which are directly held by Kansai Coke, will be excluded from the Mitsubishi Chemical Group.

1. Reason for assignment of shares

Kansai Coke owns coke ovens in a location next to the Kakogawa Works of Kobelco, to which it provides coke for iron manufacturing and coke oven gas. We have reached an agreement on the share transfer based on the fact that Kansai Coke and Kobelco have operated in a coordinated manner. The transfer is the best approach for Kansai Coke to further strengthen its competitive edge, develop in a sustainable manner, and grow its business under the management of Kobelco.

This transfer of shares is part of the ongoing reform of the MCG's business portfolio, and going forward, we will continue to consider the medium- to long-term positioning of coal business.

2. Outline of the specified subsidiary to be transferred

(As of March 31, 2024)

(1) Name	Kansai Coke and Chemicals Company, Limited
(2) Address	2-6, Shioe 1-chome, Amagasaki City, Hyogo Prefecture
(3) Title and name of representative	Representative Director and President: Masanori Tsujikawa
(4) Business description	Production and sale of coke for iron manufacturing Production and sale of gas and chemical products such as coal tar

(5)	Capital	6.0 billion yen		
(6)	Establishment	August 1, 1956		
(7)	Major shareholders and shareholding ratio	Mitsubishi Chemical Corporation: 51.0% Kobe Steel, Ltd.: 24.0% Shinsho Corporation: 15.0% Osaka Gas Co., Ltd.: 10.0%		
(8)	Relationship between the listed company and the specified subsidiary	Capital relationship	As indicated in (7) above, the shares of Kansai Coke are held by MCG through MCC.	
		Personal relationships	N/A	
		Business relationships	N/A	
(9)	Business results and financial position of the specified subsidiary for the past three years (Unit: million Yen)			
	Fiscal year end	March 2022	March 2023	March 2024
	Total capital	15,344	16,283	17,517
	Total assets	67,367	83,720	71,402
	Sales revenue	97,632	153,038	131,519
	Operating income	1,067	1,227	852
	Net income before tax	1,898	1,700	1,567
	Net income	1,467	1,337	1,211

3. Outline of the assignee of the share transfer

(As of March 31, 2024)

(1)	Name	Kobe Steel, Ltd.
(2)	Address	2-4, Wakinohama Kaigandori 2-chome, Chuo-ku, Kobe City, Hyogo Prefecture
(3)	Title and name of representative	President and CEO: Yoshihiko Katsukawa
(4)	Business description	Manufacture and sale of iron, steel, non-ferrous metals and alloys; manufacture and sale of cast iron products, cast and forged steel products, and cast and forged products of non-ferrous metal alloys; supply of electricity; manufacture and sale of industrial, transportation, electrical, and other machinery and equipment; engineering of and contracting for the construction of various kinds of plants, etc.
(5)	Capital	250.9 billion yen
(6)	Establishment	June 1911
(7)	Net assets	702,641 million yen
(8)	Total assets	1,816,267 million yen
(9)	Major shareholders and shareholding ratio	The Master Trust Bank of Japan, Ltd. (Trust Account): 15.50% Custody Bank of Japan, Ltd. (Trust Account): 3.86% Nippon Steel Corporation: 2.71% J.P. MORGAN SECURITIES PLC: 1.34% Nippon Life Insurance Company: 1.28% The Nomura Trust and Banking Co., Ltd. (Investment Trust Account): 1.22% STATE STREET BANK WEST CLIENT – TREATY 505234 (Standing proxy: Settlement & Clearing Services Department, Mizuho Bank,

	Ltd.): 1.17% SHIMABUN Corporation: 1.12% J. P. MORGAN SECURITIES PLC FOR AND ON BEHALF OF ITS CLIENTS JPMSP RE CLIENT ASSETS-SETT ACCT (Standing Proxy: Citibank, N.A., Tokyo Branch): 1.11% Kobe Steel Employee Stock Ownership Plan: 1.09%	
(10) Relationship between the listed company and Kobe Steel, Ltd.	Capital relationship	N/A
	Personal relationships	N/A
	Business relationships	N/A
	Status of relationship with related parties	N/A

4. Number of shares to be transferred, transfer price, and status of shares held before and after the transfer

(1)	Number of shares held before transfer	6,120,000 shares (Number of voting rights: 6,120,000) (Voting rights ownership ratio: 51.0%)
(2)	Number of shares to be transferred	6,120,000 shares (Number of voting rights: 6,120,000)
(3)	Transfer price	Refraining from disclosing the price of shares to be transferred in accordance with the non-disclosure obligation set forth with the purchasing party, MCC and Kobelco decided and agreed upon a reasonable share price that was calculated based on an objective standard.
(4)	Number of shares held after transfer	0 shares (Number of voting rights: 0) (Voting rights ownership ratio: 0%)

5. Schedule

(1)	Date of resolution to transfer shares	September 30, 2024
(2)	Date of conclusion of share transfer agreement	September 30, 2024
(3)	Execution date of share transfer	October 31, 2024 (Schedule)

6. Future outlook

We expect the impact of this transfer on our consolidated earnings results will be minor. However, should there be any significant event to be disclosed in the future, we will disclose such matter in a timely manner.

Reference: Consolidated performance forecast for the current fiscal year (announced on August 1, 2024) and consolidated results for the previous fiscal year

	Sales revenue	Core operating income	Operating income	Net income	Net income attributable to owners of the parent	Basic earnings per share
	Million yen	Million yen	Million yen	Million yen	Million yen	Yen
Consolidated earnings forecast for the current fiscal year (FY March 2025)	4,623,000	250,000	210,000	116,000	52,000	36.55
Consolidated results for the previous fiscal year (FY March 2024)	4,387,218	208,116	261,831	178,439	119,596	84.07