



December 15, 2025

Company name : OMRON Corporation  
Representative : Junta Tsujinaga, President & CEO  
Stock code : 6645  
Stock exchange : Tokyo (Prime Market)  
Contact : Ikutoshi Ikeda, General Manager of  
Shareholder Engagement Dept.  
Phone : +81-75-344-7048

**Notice Regarding the Scheduled Commencement of a Tender Offer for Share  
Certificates, etc. of Matsuya R&D Co., Ltd. (Securities Code: 7317)  
by a Subsidiary of the Company (OMRON HEALTHCARE Co., Ltd.)**

We hereby notify you that OMRON HEALTHCARE Co., Ltd. ("OMRON HEALTHCARE"), a subsidiary of the Company, resolved at the meeting of the Board of Directors on December 15, 2025, to acquire share certificates, etc. of Matsuya R&D Co., Ltd. (Securities Code: 7317, Growth Market of Tokyo Stock Exchange, Inc.; the "Target Company") through a tender offer pursuant to the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended).

For details, please refer to the attached document titled "Notice Regarding the Scheduled Commencement of a Tender Offer for Share Certificates, etc. of Matsuya R&D Co., Ltd. (Securities Code: 7317)" published by OMRON HEALTHCARE on December 15, 2025.

**Outline of OMRON HEALTHCARE**

Location	53 Kunotsubo, Teradocho, Muko-shi, Kyoto
Name and Title of Representative	Ayumu Okada, Representative Director and President
Business Description	Development and sale of home-use and medical health devices; development and sale of health-management software; and health-promotion service businesses
Stated Capital	JPY 5,021 million (as of September 30, 2025)

End

This document constitutes disclosure by OMRON Corporation pursuant to the Securities Listing Regulations and also serves as public notice under Article 30, Paragraph 1, Item 4 of the Order for Enforcement of the Financial Instruments and Exchange Act, based on a request made by OMRON HEALTHCARE (the tender offeror) to OMRON Corporation (the parent company of the tender offeror).

December 15, 2025

Company name	OMRON HEALTHCARE Co., Ltd.
Representative	Ayumu Okada, Representative Director and President
Contact	Tatsuhiro Noda , Executive Officer, Senior General Manager, Management Strategy HQ (TEL. +81-75 – 925 – 2000)

## **Notice Regarding the Scheduled Commencement of a Tender Offer for Share Certificates, etc. of Matsuya R&D Co., Ltd. (Securities Code: 7317)**

We hereby notify you that OMRON HEALTHCARE Co., Ltd. (“Tender Offeror”) resolved at today’s meeting of the Board of Directors to acquire share certificates, etc. (meaning common shares and share options; the same applies hereinafter) of Matsuya R&D Co., Ltd. (Securities Code: 7317, Growth Market of Tokyo Stock Exchange, Inc. (“Tokyo Stock Exchange”); the “Target Company”) through a tender offer pursuant to the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the “Act”) (the “Tender Offer”).

With respect to the Tender Offer, certain procedures for approvals under the competition laws of Taiwan and Vietnam are required, and as of today such procedures in Taiwan and Vietnam have not been completed; therefore, in light of the fact that the procedures and responses necessary for obtaining the required approvals under the competition laws will require a certain period of time, the Tender Offer is scheduled to commence immediately once the conditions precedent—including the completion of such procedures and responses—have been satisfied, or once such conditions have been waived by the Tender Offeror (it is provided that the Tender Offeror may, at its discretion, waive the conditions precedent to the Tender Offer) (Note 1).

As of today, based on consultations with overseas law firms involved in the procedures, the Tender Offeror aims to commence the Tender Offer around late June 2026; however, because it is difficult to precisely predict the period required for procedures and responses at the relevant foreign authorities, if the anticipated commencement schedule for the Tender Offer changes, we will immediately provide further notice.

(Note 1) The commencement of the Tender Offer is premised on the completion of the procedures and responses under the competition laws of Taiwan and Vietnam; however, in light of the fact that the procedures under the competition laws of Taiwan and Vietnam require a certain period of time and that it is difficult to precisely predict the period necessary for these procedures, we are hereby publicly announcing the planned implementation of the tender offer as of today in advance of the public notice of commencement of tender offer.

### **1. Purpose of Tender Offer**

#### **(1) Overview**

The Tender Offeror is, as of today, the third-largest shareholder of the Target Company, holding 3,165,200 common shares of the Target Company that are listed on the Growth Market of the Tokyo

Stock Exchange (the “Target Company Shares”) (ownership ratio (Note 2): 14.64%).

At today’s meeting of the Board of Directors, the Tender Offeror resolved to implement the Tender Offer as part of a transactions (the “Transaction”) aimed at making the Target Company a wholly owned subsidiary of the Tender Offeror by acquiring all of the Target Company Shares (including the shares of the Target Company subject to transfer restrictions granted to the directors and executive managing officers of the Target Company as restricted share compensation (the “Restricted Shares”) and the Target Company Shares to be delivered upon exercise of the Series 1 Share Options (the “Share Options”) issued pursuant to the resolution of the Board of Directors of the Target Company dated March 28, 2019, but excluding the Target Company Shares already held by the Tender Offeror and the treasury shares held by the Target Company; the same shall apply hereinafter) as well as all of the Share Options.

(Note 2) “Ownership ratio” means the ratio calculated on the basis of 21,624,488 shares (the “Reference Number of Shares”), which is derived by adding the number of Target Company Shares (253,600 shares) that are the subject of the 317 Share Options remaining and exercisable as of September 30, 2025, as reported by the Target Company, to the total number of issued shares as of September 30, 2025 (21,375,600 shares), as stated in the semi-annual report for the 44th fiscal period filed by the Target Company on November 10, 2025, resulting in 21,629,200 shares, and then deducting the number of treasury shares owned by the Target Company as of September 30, 2025 (4,712 shares), as stated in the “Summary of Financial Results for the Second Quarter (Interim Period) of the Fiscal Year Ending March 2026 (Japanese GAAP) (Consolidated)” published by the Target Company on November 10, 2025, and such ratio is rounded at the third decimal place. The same method applies hereinafter in calculating the ownership ratio.

In the Tender Offer, the Tender Offeror intends to set the minimum number of share certificates, etc. to be purchased at 11,230,300 shares (ownership ratio: 51.93%), and if the total number of share certificates, etc. tendered in the Tender Offer (the “Tendered Share Certificates, etc.”) falls short of such minimum number of share certificates, etc. to be purchased (11,230,300 shares), the Tender Offeror will not conduct purchase, etc. of any of the Tendered Share Certificates, etc. On the other hand, as noted above, because the Tender Offeror intends to make the Target Company its wholly owned subsidiary by acquiring all of the Target Company Shares and all of the Share Options, it is planned that no maximum number of share certificates, etc. to be purchased will be set, and if the total number of Tendered Share Certificates, etc. equals or exceeds the minimum number of share certificates, etc. to be purchased (11,230,300 shares), the Tender Offeror will purchase all of the Tendered Share Certificates, etc.

In addition, in connection with the implementation of the Tender Offer, on December 15, 2025, the Tender Offeror entered into a tender offer agreement (the “Tender Agreement”) with each of Mr. Hidetaka Goto, the founder and Representative Director, President & CEO of the Target Company and its fifth-largest shareholder (number of shares owned: 1,880,000 shares; ownership ratio: 8.69%), Mr. Tomohiro Goto, a major shareholder of the Target Company and its largest shareholder (number of shares owned: 3,600,000 shares; ownership ratio: 16.65%), Mr. Tadahiro Goto, a major shareholder of the Target Company and its largest shareholder (number of shares owned: 3,600,000 shares; ownership ratio: 16.65%), and Goto Holdings Co., Ltd. (“Goto Holdings”), an asset management company of the founding family and the fourth-largest shareholder of the Target Company (number of shares owned: 2,000,000 shares; ownership ratio: 9.25%) (Mr. Hidetaka Goto, Mr. Tomohiro Goto, Mr. Tadahiro Goto and Goto Holdings, collectively, the “Tender Agreement Shareholders”), pursuant to which they agreed that all of the Target Company Shares owned by the Tender Agreement Shareholders (11,080,000 shares; ownership ratio: 51.24%) (the “Tender Agreement Shares”) will be tendered in the Tender Offer.

Furthermore, as described below, if the Tender Offeror fails to acquire all of the Target Company Shares and all of the Share Options through the Tender Offer, it is planned that, after the completion of the Tender Offer, the Tender Offeror will implement a series of procedures to make the Tender Offeror the sole shareholder of the Target Company and to make the Target Company a wholly owned subsidiary of the Tender Offeror (the “Squeeze-Out Procedures”).

According to the “Notice of the Expression of Opinion in Support of the Scheduled Commencement of the Tender Offer for the Shares, etc. of the Company by OMRON HEALTHCARE Co., Ltd. and Recommendation to Tender” which was published by the Target Company on December 15, 2025 (the “Target Company Press Release”), the Target Company resolved at the meeting of its board of directors held on the same date that, as the opinion of the Target Company as of the same date, the Target Company would express its opinion in support of the Tender Offer and recommend that the shareholders and the holders of the Share Options of the Target Company tender their shares and Share Options in the Tender Offer. In addition, at the same meeting of the board of directors, it was resolved that, upon the commencement of the Tender Offer, the board of directors would consult the special committee established by the board of directors of Target Company in relation to the Tender Offer (the “Special Committee”) to examine whether there are any changes in the contents of the recommendation submitted by the Special Committee to the board of directors of the Target Company dated December 15, 2025, and to report to the board of directors of the Target Company that there is no change if there is no change or, if there is any change, to report the substance of such change, and that, at the time of the commencement of the Tender Offer, it would express its opinion on the Tender Offer again, taking into account such recommendations.

## (2) Management Policy After the Tender Offer

The Tender Offeror assumes that, with respect to the management structure of the Target Company after the Transaction, it will respect the corporate culture and the managerial independence of the Target Company and, as a general rule, will continue the existing management policy and management structure of the Target Company for the time being. In addition, from the perspective of ensuring appropriate governance as a group company of the Tender Offeror, it is planned that, after the Transaction, arrangements will be made toward a transition to a structure that reflects the management and governance structure of the Tender Offeror group, including, among other things, the dispatch of officers from the Tender Offeror group in the same manner as other group companies of the Tender Offeror; however, nothing has been decided.

## (3) Policy on Organizational Restructuring, etc. After the Tender Offer (Matters Concerning So-Called Two-Step Acquisition)

If the Tender Offeror fails to acquire all of the Target Company Shares and all of the Share Options in the Tender Offer, it is planned that, after the completion of the Tender Offer, the Tender Offeror will implement the Squeeze-Out Procedures to make the Tender Offeror the sole shareholder of the Target Company through the methods described below.

### ① Demand for the Sale of Shares

If, after the completion of the Tender Offer and the settlement thereof, the Tender Offeror comes to own 90% or more of the voting rights of all shareholders of the Target Company, it is planned that the Tender Offeror, immediately after the completion of the settlement of the Tender Offer, will, pursuant to Article 179 of the Companies Act (Act No. 86 of 2005, as amended; the “Companies Act”), demand that all shareholders of the Target Company (excluding the Tender Offeror and the Target Company) (the “Selling Shareholders”) sell all of the Target Company Shares they own (the “Demand for the Sale of Shares”) and will demand that all holders of the Share Options (excluding the Tender Offeror) (the “Selling Share Option Holders”) sell all of the Share Options they hold (the “Demand for the Sale

of Share Options”). In the Demand for the Sale of Shares, it is planned that the terms will stipulate that an amount of money equal to the price for purchase, etc. per Target Company Share in the Tender Offer (the “Tender Offer Price”) will be delivered to the Selling Shareholders as the consideration per Target Company Share, and in the Demand for the Sale of Share Options, it is planned that the terms will stipulate that an amount of money equal to the price for purchase, etc. per Share Option will be delivered to the Selling Share Option Holders as the consideration per Share Option.

## ② Consolidation of Shares

If, after the completion of the Tender Offer and the settlement thereof, the total number of voting rights of the Target Company owned by the Tender Offeror is less than 90% of the number of voting rights of all shareholders of the Target Company, it is planned that the Tender Offeror will, immediately after the completion of the settlement of the Tender Offer, request the Target Company to convene an extraordinary general meeting of shareholders (the “Extraordinary Shareholders Meeting”), which will include on its agenda a proposal to conduct a consolidation of the Target Company Shares pursuant to Article 180 of the Companies Act (the “Share Consolidation”) and a proposal to partially amend the articles of incorporation to abolish the provision regarding the number of shares constituting one unit of shares on condition that the Share Consolidation becomes effective (the timing of the Extraordinary Shareholders Meeting is undecided as of now; however, if the Tender Offer can be commenced in late June 2026, the Tender Offeror plans to request the Target Company to convene the Extraordinary Shareholders Meeting around late October of the same year).

If the proposal regarding the Share Consolidation is approved at the Extraordinary Shareholders Meeting, on the effective date of the Share Consolidation, the shareholders of the Target Company will hold the number of Target Company Shares corresponding to the ratio of the Share Consolidation approved at the Extraordinary Shareholders Meeting. Although the ratio of the Share Consolidation is undecided as of today, it is planned that the Tender Offeror will request the Target Company to determine such ratio so that the number of Target Company Shares held by the shareholders of the Target Company who did not tender their shares in the Tender Offer (excluding the Target Company) will be reduced to a fractional share of less than one share, thereby resulting in the Tender Offeror owning all of the Target Company Shares (excluding treasury shares owned by the Target Company), and, for the shareholders of the Target Company whose shareholdings include fractional shares of less than one share as a result of the Share Consolidation, an amount of money obtained through the sale, etc. of the Target Company Shares equivalent to the total number of such fractional shares to the Target Company or the Tender Offeror in accordance with the procedures prescribed in Article 235 of the Companies Act and other relevant laws and regulations, will be delivered. With respect to the sale price of the Target Company Shares equivalent to the total of such fractional shares, it is planned that the Tender Offeror will request the Target Company to file a petition with a court for permission of a voluntary sale after calculating such price so that the amount of money delivered to the shareholders of the Target Company who did not tender their shares in the Tender Offer as a result of such sale will be equal to the Tender Offer Price multiplied by the number of Target Company Shares they held.

## (4) Prospect of Delisting and the Reasons

As of today, the Target Company Shares are listed on the Growth Market of the Tokyo Stock Exchange; however, because the Tender Offeror has not set an upper limit on the number of share certificates, etc. to be purchased in the Tender Offer, depending on the results of the Tender Offer, the Target Company Shares may be delisted after undergoing the prescribed procedures in accordance with the delisting criteria of the Tokyo Stock Exchange.

In addition, even if the Target Company Shares do not fall under such criteria at the time of the

completion of the Tender Offer, the Tender Offeror plans to implement the Squeeze-Out Procedures after the completion of the Tender Offer, in which case the Target Company Shares will be delisted after undergoing the prescribed procedures in accordance with the delisting criteria of the Tokyo Stock Exchange. After the delisting, the Target Company Shares will no longer be tradable on the Growth Market of the Tokyo Stock Exchange.

## 2. Overview of Purchase

### (1) Outline of the Target Company

① Name	Matsuya R&D Co., Ltd.
② Location	20-1-2 Kuwakake, Ono-shi, Fukui
③ Title and Name of Representative	Hidetaka Goto, Representative Director, President & CEO
④ Description of Business	Development, manufacturing and sale of automotive safety-device sewing systems; development, manufacturing and sale of laser cutting machines; manufacturing of arm cuffs for blood-pressure-meter sensors; production of car seat covers; and other related businesses

### (2) Schedule

The Tender Offeror plans to immediately commence the Tender Offer once the conditions precedent for the commencement of the Tender Offer have been satisfied (provided, however, that the Tender Offeror is not restricted from waiving such conditions at its discretion and implementing the Tender Offer). As of today, the Tender Offeror aims to commence the Tender Offer around late June 2026; however, it is difficult to accurately predict the time required for procedures with foreign authorities, and therefore, if the expected timing of the Tender Offer schedule changes, the Tender Offeror will immediately make an announcement.

The Tender Offeror plans, in principle, to set the period for the purchase, etc. in the Tender Offer (the "Tender Offer Period") at 20 business days.

### (3) Price for Purchase

- ① JPY 1,110 for each common share
- ② JPY 717,600 for each Share Option

### (4) Number of Share Certificates, etc. Scheduled to Be Purchased

Type of Share Certificates, etc.	Number of share certificates, etc. to be purchased	Minimum number of share certificates, etc. to be purchased	Maximum number of share certificates, etc. to be purchased
Common Shares	18,459,288 shares	11,230,300 shares	— shares
Total	18,459,288 shares	11,230,300 shares	— shares

(Note 1) If the total number of Tendered Share Certificates, etc. is less than the minimum number of share certificates, etc. to be purchased (11,230,300 shares), none of the Tendered Share Certificates, etc. will be purchased. If the total number of Tendered Share Certificates, etc. is equal to or greater than the minimum number of share certificates, etc. to be purchased (11,230,300 shares), purchase, etc. of all of the Tendered Share Certificates, etc. will be conducted.

(Note 2) Since no maximum number of share certificates, etc. to be purchased is set in the Tender

Offer, the number of share certificates, etc. to be purchased represents the maximum number of Target Company Shares for which the Tender Offeror will conduct purchase, etc. in the Tender Offer (18,459,288 shares). Such maximum number (18,459,288 shares) is calculated by deducting the number of Target Company Shares owned by the Tender Offeror as of today (3,165,200 shares) from the Reference Number of Shares (21,624,488 shares).

(Note 3) Shares of less than one unit are also included in the scope of the Tender Offer. If a shareholder exercises the right to demand the purchase of shares less than one unit pursuant to the Companies Act, the Target Company may purchase its own shares during the Tender Offer Period in accordance with the procedures prescribed by laws and regulations.

(Note 4) The Tender Offeror does not intend to acquire any treasury shares owned by the Target Company through the Tender Offer.

(Note 5) The figures for “number of share certificates, etc. to be purchased” and “minimum number of share certificates, etc. to be purchased” above are provisional figures based on the information as of today, and the actual figures in the Tender Offer may differ from the above figures due to changes in the number of treasury shares thereafter or other reasons. Before the commencement of the Tender Offer, the final figures for “number of share certificates, etc. to be purchased” and “minimum number of share certificates, etc. to be purchased” will be determined based on the latest information available at the time of commencement of the Tender Offer.

#### (5) Purchase Price (Scheduled)

JPY 20,489,809,680

(Note) The “purchase price” is calculated by multiplying the number of share certificates, etc. to be purchased (18,459,288 shares) in the Tender Offer by the Tender Offer Price (JPY 1,110). Accordingly, if the actual number of share certificates, etc. to be purchased in the Tender Offer differs from the above number due to changes after today or other reasons, the “purchase price” may change.

#### (6) Other Conditions and Methods of the Purchase

The Tender Offer will not be conducted, directly or indirectly, in the United States or to the United States, nor will it be conducted using the United States postal service or any other methods or means of interstate or international commerce (including, without limitation, facsimile, email, Internet communication, telex and telephone), nor through any facilities of a United States securities exchange. Tendering into the Tender Offer through the above methods or means, through the above facilities, or from within the United States, is not permitted.

In addition, the tender offer statement or any related tender offer documents in connection with the Tender Offer will not be sent or distributed in the United States or to the United States or from within the United States by mail or any other means, and such sending or distribution may not be conducted. Any tender into the Tender Offer that directly or indirectly violates the above restrictions will not be accepted.

End