



October 13, 2026

Company: OMRON Corporation
Representative: Junta Tsujinaga, President and CEO
Securities code: 6645
Listing: Prime Market, Tokyo Stock Exchange
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**Notice Regarding Agreement to Acquire the OnLogic, a U.S. Developer,
Manufacturer and Seller of Industrial PCs, and Its Parent Company, Interlogic, Inc.**

OMRON Corporation (the "Company") hereby announce that, on October 10, 2026 (Japan time), we entered into an agreement to acquire Interlogic, Inc. ("IL") and its group companies, including OnLogic, Inc. ("OL"), through a reverse triangular merger between IL and a U.S. subsidiary to be established by us (the "SPC") (the "Acquisition"), as described below.

Details

1. Purpose of the Acquisition

In its Industrial Automation Business, the Company aims to evolve from a factory automation ("FA") equipment manufacturer into a company focused on manufacturing-site digital transformation and physical AI. OL, a subsidiary of IL, provides highly configurable, rugged industrial PCs ("IPCs") primarily through direct sales and build-to-order production. OL has a customer base spanning a wide range of industries, with more than 90% of its sales generated in the Americas and Europe. Through the Acquisition, the Company seeks to enhance its corporate value over the medium to long term by pursuing the following initiatives:

- Combine OL's IPCs with the Company's proprietary high-precision control technology to accelerate the development of next-generation physical AI platforms
- Expand sales through cross-selling the Company's and OL's products, leveraging OL's diverse customer base in the Americas and Europe
- Jointly develop manufacturing-site digital transformation and physical AI solutions combining the Company's sensing and robotics equipment with OL's IPCs

Following the Acquisition, OL will continue to operate as an independent business within the Company's group, retaining its direct-to-customer sales model and the "OnLogic" brand.

The current management team, including CEO Sean Larkin, is expected to remain in place. The Company will support OL's further growth by leveraging its business platform in Asia and expertise in the FA control equipment business.

2. Overview of the Acquisition

(1) Acquisition structure

The Company will effect a reverse triangular merger, in which the SPC to be established by the

Company in Delaware, U.S.A. will merge into IL, a Vermont Corporation, with IL as the surviving company. As a result, IL will become a direct wholly owned subsidiary of the Company, and IL's subsidiaries, including OL, will become indirect subsidiaries of the Company.

(2) Reason for adopting this structure

IL's shareholders, include its founders, and 167 officer and employee shareholders. A reverse triangular merger, which enables the Company to acquire all outstanding shares of IL in a single transaction, has therefore been adopted rather than individual share transfers from numerous shareholders.

(3) Acquiring entity

The Company (through the SPC)

(4) Sellers

Lisa and Roeland Groeneveld, Founders

167 officer and employee shareholders

(5) Acquisition price

USD 675 million (enterprise value on a debt-free cash-free basis; approximately JPY 104.6 billion at JPY 155 per USD)

(6) Method of payment

Cash (primarily funded by the Company's cash on hand)

(7) Ownership ratio after acquisition

100% (consolidated subsidiary)

3. Overview of the Target Companies

(1) Holding Company

1) Name

Interlogic, Inc.

2) Address

435 Community Drive, South Burlington, Vermont 05403, USA

3) Title and name of representative

Sean Larkin, CEO

4) Business description

Holding company that owns shares in OL and other subsidiaries

5) Capital

USD 3,966 thousand (as of December 31, 2025)

6) Year established

2010

7) Principal subsidiaries

OnLogic, Inc. (U.S.A.), Greenfield Capital, LLC (U.S.A.), OnLogic International B.V. (Netherlands), and its subsidiaries OnLogic B.V. (Netherlands), OnLogic GmbH (Germany), OnLogic UK Ltd (United Kingdom), OnLogic Taiwan Co., Ltd. (Taiwan), and OnLogic Malaysia Sdn. Bhd. (Malaysia) (all wholly owned)

8) Major shareholders and ownership ratios (as of October 9, 2026)

Lisa and Roeland Groeneveld, Founders 91.94% (voting rights 99.11%)

167 employee and officer shareholders: 8.06% (voting rights 0.89%)

9) Relationship between the listed company and the target company

Capital, personnel and business relationships: None

Related-party status: None

10) Relationship between the listed company and the major shareholders (individuals)

Capital, personnel and business relationships and related-party status: None

(2) Core Operating Company (OnLogic, Inc.)

1) Name

- OnLogic, Inc.
- 2) Address
435 Community Drive, South Burlington, Vermont 05403, USA
- 3) Title and name of representative
Sean Larkin, CEO
- 4) Business description
Design, development, manufacture and sale of industrial computers
- 5) Year established
2003
- 6) Number of employees and locations (as of March 24, 2026)
301 employees; 7 locations (including 2 manufacturing sites)
- 7) Major shareholder and ownership ratio (as of March 24, 2026)
Interlogic, Inc. 100%

(3) Financial Results of the Target Companies (Interlogic, Inc. Group, Consolidated)

The following table presents selected consolidated financial information for IL and its subsidiaries for the past three years, prepared in accordance with U.S. GAAP.

(USD million)

	Fiscal year ended Dec. 2023	Fiscal year ended Dec. 2024	Fiscal year ended Dec. 2025
Net assets	56.7	56.1	70.1
Total assets	122.2	115.5	133.2
Net sales	129.6	122.3	154.2
EBITDA	15.9	11.6	22.6
(Reference) Adjusted EBITDA	20.6	16.1	27.1

* Adjusted EBITDA is presented for reference and reflects adjustments identified through due diligence for items not expected to recur following the Acquisition.

4. Schedule

Date of Board resolution: October 10, 2026, Japan Time

Agreement execution date: October 10, 2026, Japan Time

Effective date of the merger: In or around January 2027 (planned).

* Closing of the Acquisition is subject to obtaining necessary approvals from relevant authorities and satisfaction of the other conditions precedent set forth in the definitive agreement.

5. Outlook

The impact of the Acquisition on the Company's consolidated financial results for the fiscal year ending March 2027 is expected to be immaterial. The Company will promptly disclose any matters that require disclosure as they arise.

6. Financial and Legal Advisors

Houlihan Lokey is serving as financial advisor to OMRON Corporation, with Croke Fairchild Duarte & Beres LLC as legal counsel. Evercore is serving as financial advisor to OnLogic, with Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. serving as legal counsel.

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