

August 31, 2022

NEWS RELEASE

Company name Toyo Aluminium K.K.
Representative Kaoru Kusumoto, President and CEO
Contact Sasa, Higaki, Hamaguchi
Legal and Public Relations Team
(TEL +81-6-6271-3186)

Company name UACJ Foil Corporation
Representative Akito Imaizumi, President
Tetsuzo Yamai
Contact GM, Human Resources and General Affairs
Administration Division
(TEL +81-3-6202-3800)

Company name JIC Capital, Ltd.
Representative Shogo Ikeuchi, President and CEO
Okumura, Nonomiya
Contact Corporate Planning, Communications Group
(TEL +81-3-5532-7086)

Company name UACJ Corporation
Representative Miyuki Ishihara, Representative Director, President
Kozo Yamazaki, Director of General Affairs &
Contact Corporate Communication Dept.
(TEL +81-3-6202-3315)

Company name Nippon Light Metal Holdings Co., Ltd.
Representative Ichiro Okamoto, President and CEO
Chizu Ishikawa
Contact PR and IR, Planning Office
(TEL +81-3-6810-7160)

Notice concerning the conclusion of the Basic Integration Agreement for the merger of Toyo Aluminium K.K. and UACJ Foil Corporation

Tokyo, August 31, 2022 – We hereby announce that Toyo Aluminium K.K. (“Toyo Aluminium”), UACJ Foil Corporation (“UACJ Foil”) and JIC Capital, Ltd. (“JICC”) have agreed to a business merger of Toyo Aluminium and UACJ Foil (collectively “the Operating companies”) on an equal footing, as of April 1, 2023 (scheduled), based on the resolutions of the Board of Directors Meetings of Toyo Aluminium, UACJ Foil, and their respective parent companies, Nippon Light Metal Holdings Co., Ltd. (“Nippon Light Metal Holdings”) and UACJ Corporation (“UACJ”) held today. In this merger, JICC will acquire 80% of the voting stock of the New Merged Company (to be defined in 2. (2)-(a) later, same to apply hereinafter) and the remaining 20% of the voting stock to be acquired by UACJ (hereinafter, the “Transaction”). In relation to this, the Basic Integration Agreement has been concluded.

The implementation of this Transaction is subject to necessary regulatory approvals and acquisition of licenses from relevant authorities in Japan and foreign countries, such as the Fair Trade Commission.

1. Company Overview

(1) Toyo Aluminium

The management philosophy of Toyo Aluminium is “Create the future, I will create it” and, making the most of the excellent properties of aluminum, it has developed various products ranging from those in the food and pharmaceutical packaging material, automobile paint, and high-functional electric and electronic fields, to lithium-ion batteries (“LiB”) in the environmental response field. They are useful to society, industry, and everyday living.

Currently, in addition to the three major business groups (aluminum foil business, aluminum powder and paste business, and household product business), it is developing new businesses in material development under its Advanced Technology Division and new business development under New Business Creation Dept. In this way, business is being conducted globally in Europe, the Americas, China, and Asian countries under the “Toyal” brand.

(2) UACJ Foil

UACJ Foil was formed on January 1, 2014 as an operating company through the merger of Japan Foil Co., Ltd. and Sumikei Aluminum Foil Co., Ltd., to undertake the foil business of the UACJ group (UACJ and its affiliated companies). Under the UACJ group philosophy to “Contribute to society by using raw materials to manufacture products that enhance prosperity and sustainability,” it aims to support everyday life with foils and make a positive contribution to reducing environmental burden. As a comprehensive foil manufacturer, it manufactures and sells a variety of metal foil products from aluminum foils for foodstuff and pharmaceutical packaging, electrolytic capacitors, LiB foils, to architectural and houseware. In addition to the domestic market, it is also active in Malaysia.

(3) JICC

JICC is a fund management company established as a 100% subsidiary of Japan Investment Company (“JIC”). JIC aims to stimulate private sector investments by a supply of capital to support business growth and enhance competitiveness through open innovation, while fostering investment professionals to create a virtuous cycle of risk capital to support the next generation of Japanese industries. Through a supply of large-scale, long-term, and neutral capital, JICC, a 100% subsidiary of JIC, aims to achieve both a financial return and policy objectives of promoting structural reform of industries; strengthening international competitiveness of Japanese industries; creating new businesses and new industries to realize Society 5.0 such as digital transformation (DX); establishing next-generation social infrastructure; attacking social issues; stimulating private investments. This is the first investment from “JIC PE Fund No. 1,” established and operated by JICC.

(4) UACJ

UACJ is a comprehensive aluminum manufacturer formed through the merger of Furukawa-Sky Aluminum Corp. and Sumitomo Light Metal Industries, Ltd. on October 1, 2013. The group philosophy is to “Contribute to society by using raw materials to manufacture products that enhance prosperity and sustainability” and its vision is “Aluminum lightens the world,” through the research, development, manufacture, and sale of aluminum. In the aluminum rolled products business, it is developing the business globally by organically utilizing the production capacity of approximately 1.3 million tons per year in the 3 regions of Japan, Thailand and the United States in the flat rolled products business to supply a variety of products, including can materials, automotive materials and foil materials.

(5) Nippon Light Metal Holdings

Nippon Light Metal Holdings was established on October 1, 2012 as a pure holding company to oversee the entire Nippon Light Metal group. Under the corporate philosophy to contribute to improving people’s quality of life and environmental protection by continuing to create business, focused on aluminum, the company promotes approaches aimed at the realization of a sustainable society and corporate development. Backed by rich knowledge, know-how, and unique technical strength nurtured over the ages to bring out the best of the material, the company provides a wide variety of products for various industries, such as automobiles, electric and electronics, information and communications, the environment, safety and energy, architecture, and railways by pursuing the possibilities of aluminum.

2. The Objectives of and Background to the Transaction

(1) The Objectives of and Background to the Transaction

(Business environment surrounding the aluminum foil business)

The business environment surrounding the aluminum foil business has been experiencing a significant change in recent years. In the 2000s, demand for aluminum foils from domestic manufacturers fell due to an increase in imports of price-competitive overseas manufactured aluminum foils, resulting in a reorganization of domestic aluminum foil manufacturers. Imports of overseas manufactured aluminum foils further increased rapidly also after the 2010s, and the industry has been placed in a difficult situation. In recent years, there has been a move towards electric vehicles (“EV”) in the automotive industry, under the accelerating shift towards the global realization of a decarbonized society and the tightening of the greenhouse gas reduction target in Japan by FY2030. Against this backdrop, demand for high-functional, high-quality foils for LiB outer packaging and foils for LiB collectors used in EV (“LiB foils”) is increasing rapidly, not only in Japan but globally, requiring an increase in production capacity to meet such demand.

(Significance and objectives)

As Japan’s aluminum foil manufacturers, the Operating companies will aim to provide a stable supply of aluminum foil products demanded by the industries in Japan, including processed foils for food packaging materials, as much as possible, to fulfil their supply responsibility.

Under the business environment described above, it is believed that through this Transaction, it will be possible to respond to stronger demand from on-board LiB manufacturers and affiliated manufacturers, by streamlining the manufacturing structure of the Operating companies while maintaining the supply of Japanese-made aluminum foils that have a higher performance and higher quality than current in the short-term approach. Furthermore, JICC has been invited as a new shareholder in the New Merged Company to realize such objectives, with a view to a future listing. And through the planning of a growth strategy and enhancing facilities, etc., that will withstand international competition in the medium term, the aim is to realize technical development and manufacturing capacity. We believe that while maintaining the supply of general foils to a wide range of customers in Japan, but also by securing a stable supply capacity matching the demand for further supply of LiB foils accompanying the increase in EV, we will be able to support not only the LiB foil business, but the entire industry of Japan.

(Objectives)

Through this merger based on equal footing, in addition to the short-term and medium-term approaches mentioned above, the New Merged Company will target a significant strengthening of its business foundation by creating synergy through (i) strengthening manufacturing technology and development capabilities by mutual utilization of technology, patents, etc., and (ii) reducing costs by integrating procurement costs, logistics costs and IT systems, etc.

In addition, UACJ, the parent company who currently holds 100% of the voting stocks of UACJ Foil, will continue to develop and supply foil bases for raw materials, with the backing of its global supply systems and networks and the technical strength of UACJ group as a leading manufacturer of rolled aluminum, and will also support development of the New Merged Company together with JICC as its shareholder.

In these ways, we will aim to further improve Japan quality to compete with price-competitive overseas manufactured foils that have improved their quality and are increasing their global exports. Our aim is to establish a globally competitive aluminum foil manufacturer, something that has been difficult to achieve alone, to further enhance the presence and corporate value of Japan’s aluminum foil industry.

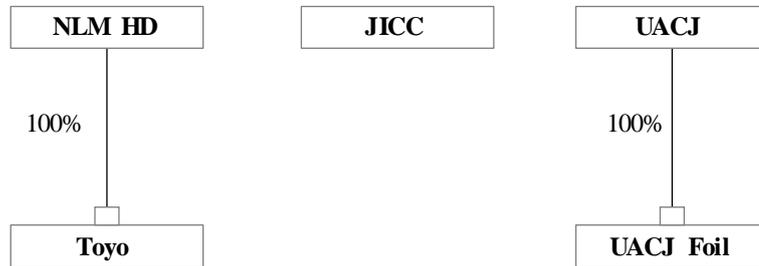
(2) Summary of the Transaction

(a) The method of this Transaction

The Operating companies will execute this Transaction through an absorption-type of merger (“Merger”). The Merger will be executed based on a spirit of equal footing; however, procedure-wise, Toyo Aluminium shall be a surviving company and UACJ Foil shall be a disappearing company (Toyo Aluminium after the Merger shall be described hereinafter as the “New Merged Company”). In addition, prior to the Merger, part of the Toyo Aluminium shares held by

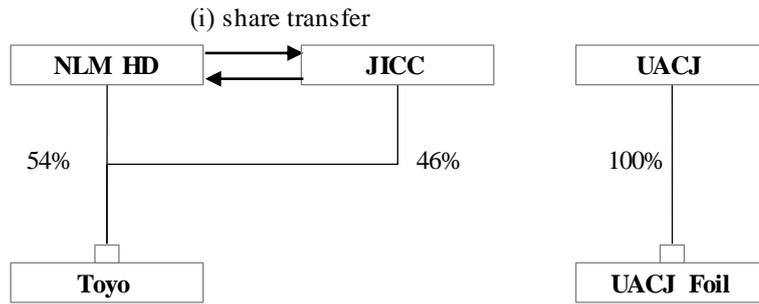
Nippon Light Metal Holdings shall be transferred to JICC. Toyo Aluminium shall then buy back all the shares held by Nippon Light Metal Holdings, and UACJ Foil shall buy back part of the shares held by UACJ. Specifics of the Transaction are summarized as follows:

[Current state (as of August 31, 2022)]



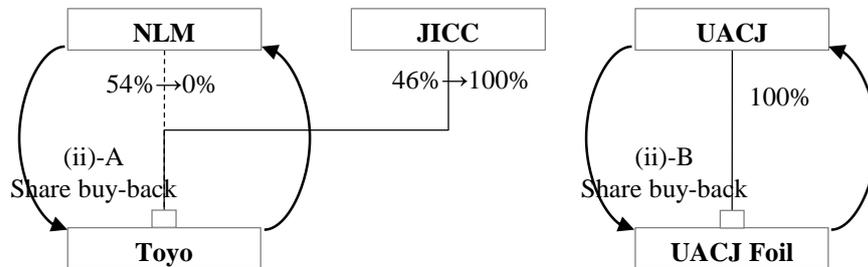
The above diagram indicates the capital relationship among the parties as of August 31, 2022.

[First step (March 31, 2023 (scheduled))]



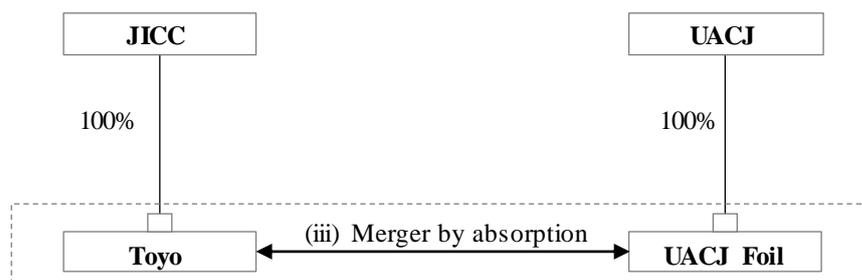
As the first step, Nippon Light Metal Holdings will transfer part of the issued shares of Toyo Aluminium in its possession to JICC ((i) in the above figure).

[Second step (March 31, 2023 (scheduled))]



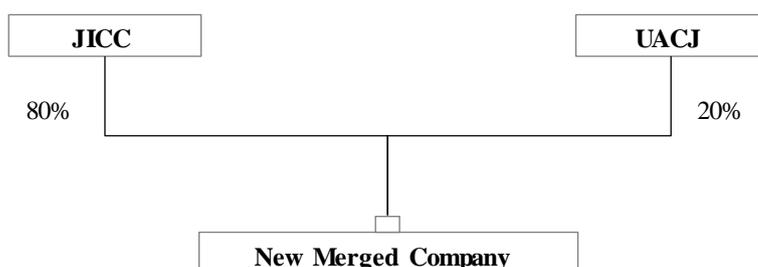
For the second step, Toyo Aluminium and UACJ Foil will buy back their own shares respectively from Nippon Light Metal Holdings and UACJ ((ii)-A and (ii)-B in the above figure).

[Third step (April 1, 2023 (scheduled))]



In the third step, there will be a merger by absorption with UACJ Foil being an disappearing company and Toyo Aluminium being a surviving company ((iii) in the above figure).

[After completion of the Transaction]



By taking the steps indicated above, JICC will acquire 80% of the issued shares of the New Merged Company, with the remaining 20% owned by UACJ.

(b) Schedule of the Transaction

Conclusion of the Basic Integration Agreement (Toyo Aluminium, UACJ Foil, Nippon Light Metal Holdings, UACJ, JICC)	August 31, 2022 (today)
Execution of share transfer (Nippon Light Metal Holdings, JICC)	March 31, 2023 (scheduled)
Share buy-back (Toyo Aluminium, Nippon Light Metal Holdings and UACJ Foil, UACJ)	March 31, 2023 (scheduled)
Effective Date of this Merger (Toyo Aluminium, UACJ Foil)	April 1, 2023 (scheduled)

3. Overview of the New Merged Company (As of March 31, 2022 except that Registered address of UACJ Foil Corporation is as of August 31, 2022)

(1) Overview of the concerned parties

(1) Company name	Toyo Aluminium K.K.	UACJ Foil Corporation
(2) Registered address	3-6-8, Kyutaro-machi, Chuo-ku, Osaka-shi, Osaka, Japan	1-7-2 Otemachi, Chiyoda-ku, Tokyo, Japan
(3) Representative	Kaoru Kusumoto, President and CEO	Akito Imaizumi, President
(4) Description of business	Manufacture, sales, etc., of various aluminum products such as aluminum foils, pastes, and powders	Manufacture and sales of aluminum foils and copper, tin, lead and other metal foils
(5) Capital	8,000 million yen	1,190 million yen
(6) Established	May 12, 1999	November 17, 1933
(7) Major shareholder and shareholding ratio	Nippon Light Metal Holdings 100.0%	UACJ 100.0%
(8) Number of employees	2,586 (consolidated)	1,005 (group total)

(1) Company name	JIC Capital, Ltd.
(2) Registered address	1-3-1 Toranomom, Minato-ku, Tokyo, Japan
(3) Representative	Shogo Ikeuchi, President and CEO
(4) Description of business	Equity investment and consulting related to equity investment activities
(5) Established	September, 2020
(6) Major shareholder and shareholding ratio	Japan Investment Corporation 100.0%

(1) Company name	UACJ Corporation	Nippon Light Metal Holdings Co., Ltd.
(2) Registered address	1-7-2 Otemachi, Chiyoda-ku, Tokyo, Japan	Urbannet Uchisaiwaicho Building, 1-1-13 Shimbashi, Minato-ku, Tokyo, Japan
(3) Representative	Miyuki Ishihara, Representative Director, President	Ichiro Okamoto, President and CEO

(4) Description of business	Manufacturing, marketing of rolled, cast, and molded aluminum and its alloy products as well as their processed products	Management of subsidiaries engaged in the manufacturing and marketing of various aluminum and aluminum processed products, and operations ancillary or related to the above												
(5) Capital	52,277 million yen	46,525 million yen												
(6) Established	October 1, 2013	October 1, 2012												
(7) Major shareholder and shareholding ratio	<table border="0"> <tr> <td>Furukawa Electric Co., Ltd.</td> <td>24.96%</td> </tr> <tr> <td>The Master Trust Bank of Japan, Ltd. (Trust account)</td> <td>10.95%</td> </tr> <tr> <td>Nippon Steel Corporation</td> <td>7.76%</td> </tr> </table>	Furukawa Electric Co., Ltd.	24.96%	The Master Trust Bank of Japan, Ltd. (Trust account)	10.95%	Nippon Steel Corporation	7.76%	<table border="0"> <tr> <td>The Master Trust Bank of Japan, Ltd. (Trust account)</td> <td>19.24%</td> </tr> <tr> <td>Custody Bank of Japan, Ltd.</td> <td>7.17%</td> </tr> <tr> <td>The Dai-ichi Life Insurance Co., Ltd.</td> <td>3.23%</td> </tr> </table>	The Master Trust Bank of Japan, Ltd. (Trust account)	19.24%	Custody Bank of Japan, Ltd.	7.17%	The Dai-ichi Life Insurance Co., Ltd.	3.23%
Furukawa Electric Co., Ltd.	24.96%													
The Master Trust Bank of Japan, Ltd. (Trust account)	10.95%													
Nippon Steel Corporation	7.76%													
The Master Trust Bank of Japan, Ltd. (Trust account)	19.24%													
Custody Bank of Japan, Ltd.	7.17%													
The Dai-ichi Life Insurance Co., Ltd.	3.23%													
(8) Number of employees	9,571 (consolidated)	12,750 (consolidated)												

(2) Overview of the New Merged Company

(1) Company name	To be determined	
(2) Registered address	To be determined	
(3) Representative	Kaoru Kusumoto, President and CEO (scheduled)	
(4) Description of business	Manufacture and marketing of aluminum foils, and other rolled metal products, aluminum powders and pastes, and products related to solar cell modules, etc.	
(5) Capital	To be determined	
(6) Major shareholder and shareholding ratio	JICC	80.0%
	UACJ	20.0%