



MEMBERSHIP

February 6, 2024

Company Name: Ricoh Company, Ltd.

President and CEO: Akira Oyama

Stock code: 7752 (Prime of Tokyo Stock Exchange)

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**(Update on Previously Disclosed Transaction) Notice regarding Transfers (Acquisition of Shares) in Consolidated Subsidiaries**

Regarding the “Notice regarding Transfers (Acquisition of Shares) in Consolidated Subsidiaries” announced on May 19, 2023 (including subsequent revisions and additions\*; hereinafter, “Previous Timely Disclosure”), in accordance with the absorption-type company split (the “Absorption-type Company Split”) under) the Absorption-type Company Split Agreement between Toshiba Tec Corporation (“Toshiba Tec”) and Ricoh Technologies Company Ltd. (the “Joint Venture”) which is part of an integration of business regarding the development and manufacturing of multifunction printers and other devices between Ricoh Company, Ltd. (“Ricoh”) and Toshiba Tec (the “Business Integration”), Ricoh hereby announced that (1) its Board of Directors resolved that the Joint Venture will acquire the shares of the five consolidated subsidiaries of Toshiba Tec (the “Acquisition of Shares”), and (2) it decided to have the Joint Venture acquire the shares of Toshiba Tec Europe Imaging Systems (the “Additional Acquisition of Shares”).

In order to implement the Business Integration, Ricoh resolved at the Board of Directors’ meeting held today to execute the Absorption-type Company Split Agreement, which was executed today. As a result, some of the matters that had not been determined in the Previous Timely Disclosure have been finalized, so Ricoh announces them as follows.

In addition, at the same Board of Directors’ meeting, Ricoh also resolved the transfer of consolidated subsidiaries associated with the Business Integration, which are also announced as follows.

\* (i) The amendments in “(Correction) Notice Regarding Partial Corrections to the ‘Notice regarding Transfers (Acquisition of Shares) in Consolidated Subsidiaries’” disclosed on July 19, 2023; and (ii) Changes and additions disclosed in “Notice regarding Transfers (Acquisition of Shares) in Consolidated Subsidiaries (Update on Previously Disclosed Transaction)” announced on August 24, 2023.

**I. Acquisition of Shares and Additional Acquisition of Shares**

3. Overview of the subsidiaries to be transferred(acquired)

The Joint Venture will issue and deliver to Toshiba Tec 45 shares of common stock as consideration for the rights and obligations from Toshiba Tec under the Absorption-type Company Split, including the acquisition of shares of TOSHIBA TEC DOCUMENT PROCESSING SYSTEMS CO., LTD. (200,000 shares, 100% voting rights), shares of Toshiba Tec Malaysia Manufacturing (35,000,000 shares, 100% voting rights), shares of Toshiba Tec (H.K.) Logistics & Procurement (200,000 shares, 100% voting rights), shares of Toshiba Tec Information Systems (Shenzhen) (investment of USD 20,158,000, 100% voting rights), shares of Toshiba Tec Europe Imaging Systems (1,700,000 shares, 100% voting rights) and shares of other company planned to be established in the United States, each of which the Joint Venture has not owned to date.

4. Schedule of Transfer (Acquisition)

(1)	Date of resolution of the board of directors	May 19, 2023
(2)	Date on which Additional Acquisition of Shares was Determined	August 24, 2023
(3)	Date of execution of the absorption-type company split agreement	<u>February 6, 2024</u>
(4)	Effective Date of Absorption-type Company Split (Date of Additional Acquisition of Shares)	<u>July 1, 2024</u>

5. Future Outlook

The impact of the Acquisition of Shares on our consolidated financial results for the current fiscal year is expected to be negligible.

**II. Transfers between our consolidated subsidiaries**

1. Summary

Ricoh plans to transfer to the Joint Venture the rights and obligations relating to its business of the development and manufacturing of multifunction printers and other products through an absorption-type company split. In addition, Ricoh Industry Company, Ltd. plans to transfer the rights and obligations regarding its key parts and toner manufacturing functions to the Joint Venture through an absorption-type company split.

2. Name of subsidiaries subject to transfer

Following the above-mentioned absorption-type company splits, the following companies will be transferred to the Joint Venture.

- Yamanashi Electronics Co., Ltd.
- Ricoh Manufacturing (China) Ltd.
- Ricoh Manufacturing (Thailand) Ltd.
- Yamanashi Electronics (Thailand) Co., Ltd.
- Ricoh UK Holdings Ltd.
- Ricoh UK Products Ltd.
- Ricoh UK Energy Ltd.
- Ricoh Asia Industry (Hong Kong)<sup>\*1</sup> Ltd.
- Ricoh Electronics, Inc.<sup>\*2</sup>

\*1 The shares of this company will not be transferred to the Joint Venture. The plan is to transfer this company's rights and obligations with respect to the Target Business to ETRIA TRADING ASIA LIMITED , which will be established as a subsidiary of the Joint Venture.

\*2 The shares of this company will not be transferred to the Joint Venture. The plan is to transfer this company's rights and obligations with respect to the Target Business to ETRIA MANUFACTURING USA INC., which was established as a subsidiary of the Joint Venture.