

August 8, 2024

For immediate release

Company Name:	Dai Nippon Printing Co., Ltd.
Stock Code:	7912 (TSE Prime Market)
Name of Representative:	Yoshinari Kitajima, President
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Notice of Reorganization of Publishing Business
(Absorption-Type Company Split with a DNP Subsidiary)

Dai Nippon Printing Co., Ltd. (the Company) hereby announces that its Board of Directors resolved at a meeting held today to transfer its Publishing (publishing and printing) businesses to its wholly owned subsidiary, DNP Book Factory Co., Ltd., through an absorption-type company split with an effective date of April 1, 2025 (scheduled).

Since the absorption-type company split is a reorganization involving the Company and its wholly owned subsidiary, some disclosure items and details have been omitted from this announcement.

1. Objectives of the Absorption-type Company Split

The business environment surrounding the DNP Group's publishing and printing business has become increasingly harsh, year by year, due to the shrinkage of paper media in the publishing market resulting from the spread of digital media and changes in consumer needs in recent years.

Under these circumstances, we have decided to transfer our publishing and printing business to DNP Book Factory, Co., Ltd. by means of an absorption-type company split in order to speed up decision-making and strengthen inter-divisional collaboration in the Group's publishing and printing business, and to shift to a business structure capable of responding appropriately to changes in the market environment. On the same day, an absorption-type merger will be conducted with DNP Book Factory Co., Ltd. as the surviving company and DNP Media Art Co., Ltd. as the absorbed company, thereby restructuring the sales and manufacturing sides of DNP's publishing and printing businesses into one integrated unit. As of the effective date of the absorption-type demerger, the Company plans to change the trade name of the successor company, DNP Book Factory Co., Ltd., to DNP Publication Products Co., Ltd.

2. Main Points of the Absorption-type Company Split

(1) Schedule for the absorption-type company split

Absorption-type company split approved by Board of Directors	August 8, 2024
Absorption-type company split agreement signed	Undecided
(Scheduled) effective date for absorption-type company split	April 1, 2025

Note: For DNP, this absorption-type company split meets the requirements for a simple absorption-type company split as stipulated in Article 784, Paragraph 2 of the Companies Act. Therefore, the absorption-type company split can be executed without approval by resolution at a general meeting of shareholders.

(2) Company split method

The company split is an absorption-type demerger in which the Company will be the demerged company and DNP Book Factory Co., Ltd. will be the successor company.

(3) Details of allocation related to the company split

There will be no allocation of stocks or other assets in connection with this company split.

(4) Treatment of stock acquisition rights and bonds with stock acquisition rights in connection with the company split

Not applicable

(5) Decrease in capital, etc., as a result of the company split

There will be no change in the Company's capital as a result of the absorption-type demerger.

(6) Rights and responsibilities to be succeeded by the successor company

DNP Book Factory Co., Ltd. will succeed to the assets, liabilities, and other rights and obligations of the business subject to the absorption-type company split to the extent provided in the absorption-type demerger agreement to be concluded between the Company and DNP Book Factory Co., Ltd.

(7) Expected fulfillment of obligations

It is believed that the successor company will fulfill its obligations as of the effective date of the absorption-type company split.

3. Outline of the companies involved in this absorption-type company split

(1) Outline of the companies involved

(1) Company name	Dai Nippon Printing Co., Ltd. (Absorption-type demerged company)	DNP Book Factory Co., Ltd. (Successor company in absorption-type split)
(2) Business details	Printing businesses	Printing and bookbinding
(3) Establishment date	January 19, 1894	September 1, 1982
(4) Head office address	1-1-1, Ichigaya-Kagacho, Shinjuku-ku, Tokyo	1-1-1, Ichigaya-Kagacho, Shinjuku-ku, Tokyo
(5) Representative position and name	Yoshinari Kitajima, President	Takanori Nakamura, President
(6) Capital	114,464 million yen	200 million yen
(7) Shares outstanding	277,240,346 shares	4,000 shares
(8) Fiscal year-end date	March 31	March 31
(9) Major shareholders and equity stakes	<p>The Master Trust Bank of Japan, Ltd. (Trust Account) 16.96%</p> <p>Custody Bank of Japan, Ltd. (Trust Account) 5.49%</p> <p>The Dai-ichi Life Insurance Co., Ltd. 3.09%</p> <p>Employees' Shareholding 2.98%</p> <p>ELLIOTT INTERNATIONAL LP (Permanent Agent: Citibank, N.A., Tokyo Branch) 2.70%</p>	Dai Nippon Printing Co., Ltd. 100.00%

(10) Financial conditions and operating results for the latest fiscal year	Fiscal year ended March 31, 2024 (consolidated)	Fiscal year ended March 31, 2024 (non-consolidated)
Net assets	1,236,687 million yen	7,319 million yen
Total assets	1,955,629 million yen	8,250 million yen
Net assets per share	4,866.17 yen	1,829,793.53 yen
Net sales	1,424,822 million yen	5,378 million yen
Operating income	75,450 million yen	22 million yen
Ordinary income	98,702 million yen	158 million yen
Net income attributable to parent company shareholders	110,929 million yen	66 million yen * Net income
Net income per share	443.12 yen	16,551.53 yen

(2) Description of business to be split
Dai Nippon Printing Co., Ltd.'s Publishing Business

(3) Operating results of the business to be split
Net sales: 49,953 million yen

(4) Items and amounts of assets and liabilities to be split
Undecided

4. Status of the demerged company and the successor company after the company split

- Dai Nippon Printing Co., Ltd. (the demerged company)

There will be no changes to the Company's trade name, head office location, representative's title or name, nature of business (excluding the business subject to the absorption-type company split), capitalization, or fiscal accounting period.

- DNP Book Factory Co., Ltd. (the successor company)

Company name	DNP Publication Products, Co., Ltd. (Scheduled to change the trade name as of the effective date of the absorption-type split.)
Head office address	1-1-1, Ichigaya-Kagacho, Shinjuku-ku, Tokyo
Representative position and name	Undecided
Business details	Plate making, printing and bookbinding, and sales of these products
Capital	Undecided
Fiscal year-end date	March 31

5. Future outlook

Since the absorption-type company split targets the Company and its wholly owned subsidiary, its impact on DNP's consolidated business results will be minor.