



February 10, 2026

To Whom It May Concern:

Listed Company Name: Torishima Pump Mfg. Co., Ltd.

Representative: Kotaro Harada, Representative Director, CEO

(Code No. 6363, TSE Prime Market)

Contact: Hiroshi Uzaki, Deputy General Manager, Support Division

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Notice Regarding the Acquisition of Shares of Shin Nippon Machinery Co., Ltd.
(Subsidiary) and Changes in Specified Subsidiaries

Torishima Pump Mfg. Co., Ltd. (the "Company") hereby announces that at a meeting of its Board of Directors held on February 10, 2026, it resolved to acquire the shares of Shin Nippon Machinery Co., Ltd. ("SNM") from Sumitomo Heavy Industries, Ltd., and to make SNM a subsidiary of the Company as described below. Furthermore, since SNM's capital will be equivalent to 10% or more of the Company's capital, SNM will qualify as a specified subsidiary of the Company.

1. Reasons for the Acquisition

In FY2021, the Company formulated its Medium-Term Management Plan, "Beyond 110," and has been promoting its business with the long-term vision of becoming a "Company indispensable to society" and realising a decarbonized society by 2050. The Company views the achievement of consolidated sales of ¥100 billion by fiscal year 2029 as a milestone which is nearly within reach, and will now look to establish a foundation for sustainable growth beyond that original Medium Term target.

For over 100 years since its founding, the Company has provided high-tech pumps primarily for social infrastructure fields such as water and sewage, energy, and seawater desalination. In particular, the Company possesses strengths in the design and manufacture of pumps used under harsh and challenging conditions—such as high temperature, high pressure, and large flow rates—and has an extensive track record both in Japan and overseas.

SNM is a globally recognised Japanese manufacturer, engaged in the design, manufacture, sale, and after-sales service of engineered steam turbines and pumps, primarily in the petrochemical sector. SNM has established a renowned position globally, backed by high-end design and manufacturing technologies cultivated over many years. SNM boasts an extensive delivery record, both in its domestic Japanese market and with many Tier 1 customers internationally.

We believe that the integration of SNM's exceptional API product lines and technical capabilities with the Company's global sales and service network, as well as our operational expertise across a wide range of business areas, is the best fit for both organisations. The technical and product portfolios of both businesses are highly complementary and will enhance our joint ability to effectively support our customers. We have determined that by effectively utilizing these resources, we can further strengthen our competitiveness in the global market as a comprehensive manufacturer of rotating machinery.

The two corporate groups will continue to strive for increased corporate value by enhancing our position as a "global top player" that continues to be chosen by customers around the world.

2. Overview of the Subsidiary to be Transferred

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(1)	Name	Shin Nippon Machinery Co., Ltd.	
(2)	Location	2-1-1 Osaki, Shinagawa-ku, Tokyo	
(3)	Representative	Hirotaka Sakoda, President and Representative Director	
(4)	Business	Manufacture and sale of steam turbines and process pumps	
(5)	Capital	2,408 million yen	
(6)	Established	November 1, 1973	
(7)	Major Shareholder and Shareholding Ratio	Sumitomo Heavy Industries, Ltd. (100.0%)	
(8)	Relationship between the Listed Company and the Company	Capital Relationship	No items to report.
		Personnel Relationship	No items to report.
		Business Relationship	No items to report.
(9)	Consolidated Operating Results and Consolidated Financial Position of the Company for the Past Three Years (Note 1)		
	Fiscal Period	Dec 2023	Dec 2024
			Dec 2025
	Consolidated Net Assets (Note 2)	32,667 million yen	33,080 million yen
	Consolidated Total Assets	39,801 million yen	41,745 million yen
	Consolidated Net Assets per Share	1,877.70 yen	1,901.48 yen
	Consolidated Net Sales	17,098 million yen	15,804 million yen
	Consolidated Operating Profit	367 million yen	2,160 million yen
	Consolidated Ordinary Profit	485 million yen	2,326 million yen
	Profit Attributable to Owners of Parent	162 million yen	1,798 million yen
	Consolidated Net Income per Share	9.31 yen	103.33 yen
	Dividends per Share	9.02 yen	80.50 yen
			63.23 yen

(Note 1) The financial position and operating results of Shin Nippon Machinery Co., Ltd. and Shin Nichizo Engineering Co., Ltd. for the past three years are presented on a consolidated basis.

(Note 2) A special dividend is scheduled to be paid by Shin Nippon Machinery Co., Ltd. to Sumitomo Heavy Industries, Ltd. prior to the closing of the transaction.

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(1)	Name	Shin Nichizo Engineering Co., Ltd.	
(2)	Location	1-2-10 Hiro Suehiro, Kure-shi, Hiroshima	
(3)	Representative	Shuji Akitomo, Representative Director and President	
(4)	Business	Domestic service business for steam turbines and process pumps	
(5)	Capital	48 million yen	
(6)	Established	April 18, 1970	
(7)	Major Shareholder and Shareholding Ratio	Shin Nippon Machinery Co., Ltd. 100.0%	
(8)	Relationship between the Listed Company and the Company	Capital Relationship	No items to report.
		Personnel Relationship	No items to report.
		Business Relationship	No items to report.

3. Overview of the Counterparty to the Share Acquisition

(1)	Name	Sumitomo Heavy Industries, Ltd.	
(2)	Location	2-1-1 Osaki, Shinagawa-ku, Tokyo	
(3)	Representative	Toshiro Watanabe, Representative Director, President & CEO	
(4)	Business	Manufacture and sale of various industrial machinery, from general industrial machinery to precision control machinery	
(5)	Capital	30,872 million yen	
(6)	Established	November 1, 1934	
(7)	Net Assets (as of the end of June 2025)	630,410 million yen (Consolidated)	
(8)	Total Assets (as of the end of June 2025)	1,236,975 million yen (Consolidated)	
(9)	Major Shareholders and Shareholding Ratios (as of the end of June 2025)	<ul style="list-style-type: none"> - The Master Trust Bank of Japan, Ltd. (Trust Account): 16.36% - Custody Bank of Japan, Ltd. (Trust Account): 7.92% - Northern Trust Co. (AVFC) Re Silchester International Investors International Value Equity Trust: 5.88% 	
(10)	Relationship between the Listed Company and the Company	Capital Relationship	No items to report.
		Personnel Relationship	No items to report.
		Business Relationship	No items to report.
		Status of Applicability to Related Parties	No items to report.

4. Number of Shares Acquired, Acquisition Price, and Status of Shareholding Before and After the Acquisition

(1)	Number of shares held before the transfer	0 shares (Percentage of total shares issued: 0.0%) (Percentage of voting rights held: 0.0%)
(2)	Number of shares acquired	17,397,200 shares
(3)	Acquisition price	Shin Nippon Machinery Co., Ltd.: 14.9 billion yen (estimated) Advisory fees, etc. : 0.1 billion yen (estimated) To ensure fairness and appropriateness in determining the acquisition price, we conducted appropriate due diligence by external experts and a stock value appraisal by a third-party valuation institution. After mutual consultations, we calculated and determined a reasonable price. The acquisition price is based on the assumption that, based on the target company's cash and deposit balances as of the end of December 2025, adjustments will be made through measures such as a special dividend so that its cash on hand will be 6.0 billion yen.
(4)	Number of shares held after the transfer	17,397,200 shares (Percentage of voting rights held: 100.0%)

5. Schedule

(1)	Date of resolution by the Board of Directors	February 10, 2026
(2)	Date of agreement	February 10, 2026
(3)	Date of share transfer execution	July 1, 2026 (Scheduled)

6. Future Outlook

Since the date of the share transfer execution is scheduled for July 1, 2026, the impact of this transaction on the business performance for the fiscal year ending March 2026 is expected to be immaterial. If any revision to the earnings forecast becomes necessary, we will announce it promptly.

Additionally, the Company's Medium-Term Management Plan "Beyond 110," which concludes in FY2029, is scheduled to be reviewed promptly after the completion of the share transfer.