

Notice Regarding the Acquisition of Fictiv Inc.

MISUMI Group Inc. (the “Company”) hereby announces that its Board of Directors’ meeting held on April 17, 2025 has resolved that the Company, through its US subsidiary, MISUMI Investment USA Corporation (“MIUC”), acquires Fictiv Inc. (“Fictiv”), a provider of on-demand custom mechanical components procurement services for the US manufacturing industry, for a total consideration of US\$ 350 million (approximately JPY 50.1 billion at an exchange rate of JPY 143.23) (the “Acquisition”), and that it has entered into a merger agreement with Fictiv with respect to the Acquisition.

1. Transaction Rationale

Fictiv, founded in 2013, offers on-demand procurement services for custom mechanical components parts for the US manufacturing industry. Fictiv has operations in four global regions in the US, China, India and Mexico, and approximately 400 employees, with a partner network of approximately 250 manufacturing partners worldwide. Fictiv has grown in recent years as a provider of on-demand procurement services for custom mechanical components. Fictiv’s business has a high degree of affinity with our meviy business, with advanced technological capabilities, a customer service structure and a strong customer base.

MISUMI Group aims to eliminate inefficiencies in the Industrial Automation (IA) industry, enhance our Customer’s “Time Value,” and thereby promote the “Growth Chain-reaction Aspired Management” where the Company, the IA industry, and society grow and develop in tandem. We leverage our unique Business MODEL which combines manufacturing and distribution businesses, strengthening the robust business foundation in IT, production, and logistics that we have built up, and enhances our global network. By meeting our customers’ needs for Reliable and Quick Delivery, we contribute to the IA industry’s development, especially in the manufacturing sector worldwide. In this context, we have focused on a Digital MODEL Shift for our business and have sequentially released new products and services. The first of these, meviy, is an on-demand procurement service that allows for instantaneous quotations and delivery in as little as one day by simply uploading design data (3D-CAD data) for machine parts. We have reduced the time required to procure custom parts by 90%, have attracted 170,000 users in Japan and overseas over the past five years, and have held the top domestic market share for four consecutive years*. (Source: Techno Systems Research Co., Ltd. “Announcement of the Market Size and Market Trends of Online Mechanical Parts Procurement Services” <https://www.t-s-r.co.jp/notice/6085/>)

The aim of this Acquisition is to enhance our digital services, including meviy, while concurrently expanding our customer domain. By acquiring Fictiv, we will rapidly increase the value we provide from the traditional realm of production equipment to the upstream area of product development within the value chain, establishing a significant starting point for sustainable growth. While the Company and Fictiv share similarities in business content and values, we excel in different areas in terms of product categories and regions of operations. By welcoming Fictiv into the MISUMI Group, we believe we can leverage the strengths of both companies to create synergistic effects. Going forward, we will continue to expand our services globally to eliminate inefficiencies in the IA industry and enhance the “Customer’s Time Value.”

2. Transaction Overview

This Acquisition will be executed through a reverse triangular merger method, where D1 Merger Subsidiary Corporation, a wholly owned subsidiary established by MIUC for this Acquisition, will merge with Fictiv. The surviving entity following the merger will be Fictiv, and the shareholders of Fictiv will receive cash consideration for this transaction from MIUC. As a result, D1 Merger Subsidiary Corporation will be absorbed into Fictiv and cease to exist, with the surviving company becoming a wholly owned subsidiary of MIUC.

The execution of this Acquisition is conditional upon obtaining written consent from Fictiv's Shareholders as required by law, being approved and so forth from relevant authorities, and fulfilling other conditions stipulated in the definitive agreement.

3. Overview of the subsidiary acquiring the shares (MIUC)

(1)	Name	MISUMI Investment USA Corporation
(2)	Address	1209 Orange Street, Wilmington, New Castle County, Delaware 19801, USA
(3)	Name and title of representative	President Ryuji Ohora
(4)	Nature of Business	Holding company
(5)	Capital Stock	US\$ 100

4. Overview of Fictiv Inc. (As of December 2024)

(1)	Name	Fictiv Inc.	
(2)	Address	251 Little Falls Drive, Wilmington, New Castle County, Delaware 19808, USA	
(3)	Name and title of representative	CEO David Evans	
(4)	Nature of the Business	Provision of on-demand procurement services for custom mechanical components	
(5)	Capital Stock	US\$ 189,365 K	
(6)	Establishment Date	August 19, 2013	
(7)	Major Shareholders and shareholder ratio	Accel XI L.P.	11.3%
		G2VP I, LLC	9.2%
		Standard Ventures Fund LP	8.7%
		Activate Capital Partners II ,L.P.	8.5%
(8)	Relations between the Company and Fictiv	Capital relationship	There are no applicable matters
		Personnel relationship	There are no applicable matters
		Business relationship	There are no applicable matters
		Applicability to related parties	There are no applicable matters
(9)	Consolidated operating results and financial position in the past three years (K=thousands)		
	Fiscal Year-end	December 2022	December 2023
		December 2024	
	Consolidated net asset	US\$ 67,611 K	US\$ 37,070 K
	Consolidated total assets	US\$ 84,180 K	US\$ 60,222 K
		US\$ 45,165 K	

Consolidated net assets per share	US\$ 6.327	US\$ 3.453	US\$ 1.127
Consolidated net sales	US\$ 41,983 K	US\$ 51,249 K	US\$ 72,452 K
Consolidated operating profit / (loss)	US\$ (38,678) K	US\$ (33,614) K	US\$ (24,489) K
Consolidated net profits/ (loss)	US\$ (39,243) K	US\$ (32,862) K	US\$ (24,719) K
Consolidate net loss per share	US\$ (3.610)	US\$ (3.068)	US\$ (2.292)
Dividend per share	-	-	-

5. Overview of the parties from whom shares will be acquired

The counterparties to the share acquisition are 39 corporate shareholders and 84 individual shareholders. Based on the confidentiality agreement between the parties, the outline of the counterparties is not disclosed.

6. Number of shares to be Acquired, Acquisition Price and Ownership Status Before and After the Transaction

(1)	Number of shares held before the change	0 Shares (Ownership of outstanding shares: 0%) (Percentage of voting rights held :0%)
(2)	Number of shares to be acquired	100 shares
(3)	Acquisition price	Shares of Fictiv Inc. common stock: US\$ 350 million (Exchange rate of US \$ 1 = JPY 143.23: approx. JPY 50.1 billion) Advisor and Acquisition related fees (estimate) : approx. JPY 1.1 billion Total: approx. JPY 51.2 billion
(4)	Number of shares held after the change	100 Shares (100% of the shares issued) (Percentage of voting rights held : 100%)

7. Schedule

(1)	Board Resolution Date	April 17, 2025
(2)	Date of execution of the Agreement	April 17, 2025
(3)	Closing Date	June 2025 (planned)

(Note) This Acquisition is subject to obtaining the written consent from Fictiv's shareholders as required by law, being approved and so forth from relevant authorities, and fulfilling other conditions stipulated in the definitive agreement.

8. Future Outlook

With the completion of the Acquisition process, Fictiv will become a consolidated subsidiary of the Company. The impact on the full-year consolidated performance for the fiscal year ending March 2026 is currently under review. If any matters requiring disclosure arise in the future, we will promptly make an announcement.