



February 10, 2026

To whom it may concern:

Company: Sumitomo Heavy Industries, Ltd.  
Representative: Toshiro Watanabe,  
President and CEO  
(Securities code: 6302 TSE Prime)  
Inquiries: Atsushi Nakanishi  
General Manager, Corporate  
Communications Department  
(TEL. 03-6737-2332)

### **Notice Regarding Transfer of Shares in Shin Nippon Machinery Co., Ltd.**

The Company hereby announces that, at the Board of Directors' meeting held today, it resolved to transfer all shares of its consolidated subsidiary, Shin Nippon Machinery Co., Ltd. (head office: Shinagawa-ku, Tokyo; Representative Director and President: Hirotaka Sakoda; hereinafter "SNM") to Torishima Pump Mfg. Co., Ltd. (head office: Takatsuki-city, Osaka; Representative Director and CEO: Kotaro Harada; hereinafter "Torishima Pump Mfg.") (hereinafter the "Transaction").

#### **Particulars**

#### **1. Reason for Transfer**

The Company is accelerating its "Selection and Concentration" policy to promote portfolio reformation, a key strategy in the Medium-Term Management Plan 2026, in order to enhance capital efficiency and strengthen the flexibility of growth investments. SNM possesses the technology and a proven track record in steam turbines, pumps, and after-sales service that have earned high recognition both in Japan and overseas, particularly in the energy and petrochemical fields. Its facilities, human resources, and service infrastructure are assets of significant value. However, opportunities for collaboration between segments and integration into business operations within the Group have been limited. Therefore, to fully unleash the potential value of SNM, the Company determined it would be effective to operate under a comprehensive manufacturer of fluid rotating equipment that possesses strengths in social infrastructure fields such as high-temperature, high-pressure, and high-flow rate pumps, and operates a global sales and service network. The Company thus determined that the combination of SNM with Torishima Pump Mfg., which possesses a rich customer base and operational know-how in the pump business, would be the optimal choice to strengthen SNM's competitiveness and maximize its value through the complementary nature of both companies' technologies and product portfolios. Through this transfer, the Company will further advance its "Selection and Concentration" policy to enhance capital efficiency and accelerate growth investments, thereby striving for the sustained improvement of shareholder value.

#### **2. Method of Transfer**

The Company will transfer all of its issued shares of SNM to Torishima Pump Mfg.

#### **3. Schedule**

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

#### 4. Outline of the Target Companies

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(1)	Name	Shin Nippon Machinery Co., Ltd.	
(2)	Location	2-1-1 Osaki, Shinagawa-ku, Tokyo	
(3)	Position and name of representative	Hirotaka Sakoda, Representative Director and President	
(4)	Description of business	Manufacturing and sales of steam turbines and process pumps	
(5)	Share capital	JPY 2,408 million	
(6)	Date of establishment	November 1, 1973	
(7)	Major shareholders and shareholding ratio	Sumitomo Heavy Industries, Ltd. 100%	
(8)	Relationship between the Company and this company	Capital relationship	Consolidated subsidiary of the Company (shareholding ratio: 100%)
		Personnel relationship	The Company has dispatched one director to the company.
		Transaction relationship	The Company purchases equipment from this company.
(9)	Consolidated operating results and consolidated financial position of this company for the most recent three years (Note 1)		
	End of fiscal year	Fiscal year ended December 31, 2023	Fiscal year ended December 31, 2024
		Fiscal year ended December 31, 2025	
	Consolidated net assets (Note 2)	JPY 32,667 million	JPY 33,080 million
	Consolidated total assets	JPY 39,801 million	JPY 41,745 million
	Consolidated net assets per share	JPY 1,877.70	JPY 1,901.48
	Consolidated net sales	JPY 17,098 million	JPY 15,804 million
	Consolidated operating profit	JPY 367 million	JPY 2,160 million
	Consolidated ordinary profit	JPY 485 million	JPY 2,326 million
	Net profit attributable to owners of parent	JPY 162 million	JPY 1,798 million
	Consolidated current net profit per share	JPY 9.31	JPY 103.33
	Dividend per share	JPY 9.02	JPY 80.50
			JPY 63.23

(Note 1) The financial position and operating results of Shin Nippon Machinery Co., Ltd. and Shin Nichizo Engineering Co., Ltd. for the most recent 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 the Company by the share transfer execution date.

(1) Name	Shin Nichizo Engineering Co., Ltd.	
(2) Location	1-2-10 Hirosuehiro, Kure-city, Hiroshima Prefecture	
(3) Position and name of representative	Shuji Akitomo, Representative Director and President	
(4) Description of business	Domestic service business for steam turbines and process pumps	
(5) Share capital	JPY 48 million	
(6) Date of establishment	April 18, 1970	
(7) Major shareholders and shareholding ratio	Shin Nippon Machinery Co., Ltd. 100%	
(8) Relationship between the Company and this company	Capital relationship	No items to report
	Personnel relationship	No items to report
	Transaction relationship	No items to report

## 5. Outline of the Company Receiving the Transfer

(1)	Name	Torishima Pump Mfg. Co., Ltd.		
(2)	Location	1-1-8 Miyata-cho, Takatsuki-city, Osaka		
(3)	Position and name of representative	Kotaro Harada, Representative Director and CEO		
(4)	Description of business	High-tech pump business, project business, service business, new energy and environmental business		
(5)	Share capital	JPY 1,593 million		
(6)	Date of establishment	April 20, 1928		
(7)	Major shareholders and shareholding ratio	The Master Trust Bank of Japan, Ltd. 11.2% Harada Memorial Foundation 10.4% Custody Bank of Japan, Ltd. 10.1% Resona Bank, Limited 4.8% Sumitomo Mitsui Banking Corporation 3.6% TAKUMA Co., Ltd. 3.5% Torishima Employee Stockholding Association 2.7% The Dai-ichi Life Insurance Company, Limited 2.4% Kurimoto, Ltd. 2.4% Hisaka Works, Ltd. 2.3%		
(8)	Relationship between the Company and this company	Capital relationship	No items to report	
		Personnel relationship	No items to report	
		Transaction relationship	No items to report	
(9)	Consolidated operating results and consolidated financial position of this company for the most recent three years			
	End of fiscal year	Fiscal year ended March 31, 2023	Fiscal year ended March 31, 2024	Fiscal year ended March 31, 2025
	Consolidated net assets	JPY 45,523 million	JPY 52,632 million	JPY 56,417 million
	Consolidated total assets	JPY 90,075 million	JPY 101,560 million	JPY 115,621 million
	Consolidated net assets per share	JPY 1,705.21	JPY 1,966.57	JPY 2,100.97
	Consolidated net sales	JPY 64,659 million	JPY 81,103 million	JPY 86,501 million
	Consolidated operating profit	JPY 5,927 million	JPY 6,822 million	JPY 5,449 million

Consolidated ordinary profit	JPY 5,693 million	JPY 6,297 million	JPY 4,540 million
Net profit attributable to owners of parent	JPY 4,404 million	JPY 6,225 million	JPY 4,068 million
Consolidated current net profit per share	JPY 166.50	JPY 234.82	JPY 152.96
Dividend per share	JPY 52.00	JPY 58.00	JPY 60.00

#### **6. Number of Shares to be Transferred and Shareholding Status Before and After Transfer**

(1) Number of shares held before transfer	17,397,200 shares (Voting rights ownership ratio: 100%)
(2) Number of shares to be transferred	17,397,200 shares
(3) Transfer price	JPY 14.9 billion (estimated)
(4) Number of shares held after transfer	0 shares (Voting rights ownership ratio: 0%)

#### **7. Future Outlook**

Although the impact of the Transaction on earnings is partially reflected in the consolidated earnings forecast for the fiscal year ending December 31, 2026, the final gain or loss on the sale is currently being calculated. It will be announced promptly once finalized.

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