



[Translation]
October 1, 2020

FOR IMMEDIATE RELEASE

Name of company: Kawasumi Laboratories, Incorporated
Representative: Takeshi Saino
President and Chief Executive Officer
(Code No.: 7703, TSE 2nd Sec.)
Contact: Hiroyuki Miyajima
Director & Senior Managing Executive
Officer
(Tel: 03-5769-2600)

**Announcement Regarding the Result of the Tender Offer for Shares in Kawasumi
Laboratories, Incorporated by Sumitomo Bakelite Co., Ltd.**

Sumitomo Bakelite Co., Ltd. conducted a tender offer for the common shares of Kawasumi Laboratories, Incorporated from August 3, 2020 through September 30, 2020. We hereby announce that we received a report regarding the result of the tender offer from Sumitomo Bakelite Co., Ltd. as attached.

End

(Attachment)

“Announcement Regarding Results of the Tender Offer for Shares in Kawasumi Laboratories, Incorporated (Securities Code: 7703) and Transfer of Subsidiary”



[Translation]
October 1, 2020

To Whom It May Concern:

Name of Company: Sumitomo Bakelite Co., Ltd.
Representative: Kazuhiko Fujiwara
Representative Director President
(Code No.: 4203, TSE 1st Sec.)
Head Office: 5-8, Higashi-Shinagawa 2-chome, Shinagawa-ku,
Tokyo 140-0002, Japan
Contact: General Affairs Headquarters
Corporate Communication Department
Katsuhisa Shiramoto
(Tel: 03-5462-4165)

**Announcement Regarding Results of the Tender Offer for Shares in Kawasumi Laboratories,
Incorporated (Securities Code: 7703) and Transfer of Subsidiary**

Sumitomo Bakelite Co. Ltd. (the “Company” or the “Offeror”) decided on July 31, 2020 to acquire the shares of common stock of Kawasumi Laboratories, Incorporated (Securities Code: 7703, listed on the Second Section of the Tokyo Stock Exchange, Inc. (the “TSE”), the “Target,” and the common shares of the Target, the “Target Shares”) pursuant to the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended thereafter; the “Act”) through a tender offer (the “Tender Offer”), and the Tender Offer began on August 3, 2020. As the Tender Offer ended on September 30, 2020, the Company announces the results as follows.

In addition, as a result of the Tender Offer, the Target will become a consolidated subsidiary of the Company on October 7, 2020 (the start date of settlement of the Tender Offer).

I. Results of the Tender Offer

1. Outline of the Purchase, Etc.

(1) Name and Address of the Tender Offeror

Name Sumitomo Bakelite Co., Ltd.
Address 5-8, Higashi-Shinagawa 2-chome, Shinagawa-ku, Tokyo

(2) Name of the Target

Kawasumi Laboratories, Incorporated

(3) Class of Share Certificates, Etc. Subject to the Purchase, Etc.

Common stock

(4) Number of Share Certificates, Etc. Planned to be Purchased

Number of Shares to be Purchased	Minimum Number of Planned Purchase	Maximum Number of Planned Purchase
15,905,179 (shares)	9,015,900 (shares)	— (shares)

(Note 1) If the total number of share certificates, etc. applied for in response to the Tender Offer (hereinafter referred to as “Tendered Share Certificates, Etc.”) is below the minimum number of the planned number of shares to be purchased (9,015,900 shares), none of the Tendered Share Certificates, Etc. will be purchased. If the total number of Tendered Share Certificates, Etc. is equal to or greater than the minimum number of the planned number of shares to be purchased (9,015,900 shares), all of the Tendered Share Certificates, Etc. will be purchased.

(Note 2) Since there is no maximum number of planned purchase in the Tender Offer, the number of shares to be purchased is the number of Target Shares (15,905,179 shares), which is the maximum number of Target’s share certificates, etc. to be acquired by the Company through the Tender Offer. The number of shares planned to be purchased is the number after excluding the number of shares owned by the Company as of July 31, 2020 (4,762,980 shares) and the number of treasury stock owned by the Target as of June 30, 2020 (2,279,844 shares), which is stated in the “Financial Results for the First Quarter for the Fiscal Year Ending March 2021 [Japanese Standards] (Consolidated)” (hereinafter referred to as the “Target Financial Results”), from the current total number of issued shares as of June 30, 2020 (22,948,003 shares), which is stated in the 64th Term First Quarter Report (hereinafter referred to as the “Target Quarterly Report”) submitted by the Target on July 31, 2020.

(Note 3) Shares below one unit are also subject to the Tender Offer. If the Target’s shareholders exercise the right to request purchase of shares below one unit in accordance with the Companies Act, the Target may buy back its own shares during the purchase period in the Tender Offer (hereinafter referred to as the “Tender Offer Period”) following legal procedures.

(Note 4) There are no plans to acquire treasury stock owned by the Target through the Tender Offer.

(5) Purchase Period

① Purchase Period at the Time of Notification

From August 3, 2020 (Monday) to September 30, 2020 (Wednesday) (40 business days)

② Possibility of Extension Based on the Request by the Target

Not applicable.

(6) Purchase Price

Common Stock 1,700 yen per share

2. Results of the Purchase, Etc.

(1) Completion of the Tender Offer

The Tender Offer was conditioned that none of the Tendered Share Certificates, Etc., would be purchased if the total number of the Tendered Share Certificates, Etc. was below the minimum number of the planned number of shares to be purchased (9,015,900 shares). The total number of the Tendered Share Certificates, Etc. (15,142,598 shares) exceeded the minimum number of the planned number of shares to be purchased (9,015,900 shares). Thus, all of the Tendered Share Certificate, Etc. will be purchased in accordance with the Public Notice of Commencement of Tender Offer (including the Amendment to the Public Notice of Commencement of Tender Offer dated August 17, 2020) and the Tender Offer Statement (including the Amendment to the Tender Offer Statement dated August 17, 2020).

(2) Date of Public Notice of Tender Offer Results and the Name of Newspaper for Public Notice

On October 1, 2020, the results of the Tender Offer were announced to the news media at TSE in accordance with the procedures prescribed in Article 9-4 of the Financial Instruments and Exchange Act Enforcement Order (Cabinet Order No. 321 of 1965, as amended) and Article 30-2 of the Cabinet Office Ordinance on Disclosure

Required for Tender Offer for Share Certificates, Etc. by Person Other Than Issuer (Ministry of Finance Ordinance No. 38 of 1990, as amended, the “Ordinance”) as required by Article 27-13, Paragraph 1 of the Act.

(3) Purchased Number of Share Certificates, Etc.

Class of Share Certificates, Etc.	Tendered Numbers, Share-Equivalent	Purchased Numbers, Share-Equivalent
Share Certificates	15,142,598 Shares	15,142,598 Shares
Option Share Certificates	—Shares	—Shares
Corporate Bond with Option Shares	—Shares	—Shares
Share Certificates, Etc., Trust Beneficiary Certificate ()	—Shares	—Shares
Share Certificates, Etc., Depository Receipt ()	—Shares	—Shares
Total	15,142,598 Shares	15,142,598 Shares
(Total Number of Issuable Share Certificates, Etc.)	—	(—Shares)

(4) Ownership Percentage After the Purchase, Etc.

Number of Votes Represented by the Share Certificates, etc. Owned by the Tender Offeror Before the Purchase	47,629 votes	(Ownership Percentage Before the Purchase 23.04%)
Number of Votes Represented by the Share Certificates, etc. Owned by Specially Related Parties Before the Purchase	1,296 votes	(Ownership Percentage Before the Purchase 0.63%)
Number of Votes Represented by the Share Certificates, etc. Owned by the Tender Offeror After the Purchase	199,055 Votes	(Ownership Percentage After the Purchase 96.31%)
Number of Votes Represented by the Share Certificates, etc. Owned by Specially Related Parties After the Purchase	0 Votes	(Ownership Percentage After the Purchase 0.00%)
Number of Votes Held by All Shareholders of the Target	206,572 Votes	

(Note 1) With respect to the “Number of Votes Represented by the Share Certificates, etc. Owned by Specially Related Parties Before the Purchase” and the “Number of Votes Represented by the Share Certificates, etc. Owned by Specially Related Parties After the Purchase,” these are the cumulative votes represented by the share certificates, etc. owned by each of the specially related parties (exclusive of the parties who are not classified as specially related parties pursuant to Article 3, Paragraph 2, Item 1 of the Ordinance in calculating ownership ratios for share certificates, etc. in accordance with the items of Article 27-2, Paragraph 1 of the Act).

(Note 2) The “Number of Votes Held by All Shareholders of the Target” is the number of votes held by all of the shareholders (shown one unit of share equals to 100 shares) as of June 30, 2020 in the Target Quarterly Report. However, in calculating the “Ownership Percentage Before the Purchase” and the “Ownership Percentage After the Purchase,” the “Number of Votes Held by All Shareholders” is based on the number of the votes (206,681 votes) represented by the number of shares (20,668,159 shares), which is the number of the shares as of June 30, 2020 in the Target Quarterly Report (22,948,003 shares) minus the Target’s treasury shares (2,279,844 shares) as of that day as reported in the Target Financial Results, because the shares that are below a unit are also included in the scope of this Tender Offer.

(Note 3) The “Ownership Percentage Before the Purchase” and the “Ownership Percentage After the

Purchase” are rounded to the second decimal place.

(5) Calculation by Proportional Distribution Method if used for the Purchase, Etc.

Not applicable.

(6) Settlement Method

- ① Name and Address of the Head Office of the Financial Instruments Business Operators / Banks Responsible for Settling of the Purchase, Etc.

Daiwa Securities Co. Ltd. 9-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo

- ② Settlement Start Date

October 7, 2020 (Wednesday)

- ③ Settlement Method

A notice of the Purchase etc. through the Tender Offer will be mailed to the address of each tendering shareholder (or to the address of the standing proxy with regard to foreign shareholders) without delay after the end of the Tender Offer Period.

The purchase will be made in cash. The tender offer agent will remit settlements for the shares purchased through the Tender Offer immediately after the commencement date of the settlement to a location (or to the standing proxy with regard to foreign shareholder) designated by a tendering shareholder (a remittance fee may be charged). Alternatively, settlement may be wired to an account held by a tendering shareholder at the tender offer agent where a tender application was received.

3. Guidance After the Tender Offer and Future Outlook

With respect to the guidance after the Tender Offer, there is nothing else to add to the information provided in the “Announcement Regarding the Commencement of Tender Offer for Shares in Kawasumi Laboratories, Incorporated (Securities Code 7703),” which the Offeror released on July 31, 2020.

Please note that, the Offeror intends to implement procedures to acquire all of the Target Shares (excluding the Target Shares owned by the Offeror and the Target’s treasury shares) through a series of transactions following the Tender Offer. The Target Shares are currently listed on the Second Section of the TSE. As a result of the foregoing procedures, the Target Shares will be delisted after going through the required process in accordance with the TSE’s procedures for delisting. The Target will disclose the future steps promptly after a decision is made.

4. Locations Available for Inspection of Copies of Tender Offer Report

Sumitomo Bakelite Co., Ltd. 5-8, Higashi-Shinagawa 2-chome, Shinagawa-ku, Tokyo

Tokyo Stock Exchange, Inc. 2-1, Nihombashi Kabutocho, Chuo-ku, Tokyo

II. Transfer of Subsidiary

[omitted]