



KONICA MINOLTA



March 26, 2025

To whom it may concern,

Company Name: Konica Minolta, Inc.
Representative: Toshimitsu Taiko, President and CEO
Stock Exchange Listing: Tokyo Prime Market
Local Securities Code Number: 4902
Contact: Miwa Okamura, Senior Vice President and Executive Officer,
Corporate Communications and IR
Tel: (81) 3-6250-2111

Notice Regarding Change in a Consolidated Subsidiary (Transfer of Share)

The Company announces that it has decided, on March 25, 2025 (Central European Time), that it will transfer all of the shares it owns in, and loans-receivable against, the German-based MOBOTIX AG (MOBOTIX) to Certina Software Investments AG (Certina) based in Germany. The Company also announces that, on the same day, the share purchase agreement has been executed. MOBOTIX develops, manufactures, and sells decentralized processing IP camera systems. Certina is a long-standing family equity investor with a proven track record of supporting the growth of many European small and medium-sized businesses.

1. Reason for Transfer of Share

In the Medium-term Business Plan (Fiscal 2023-2025), the Company established three policies: strengthening business profitability; implementing structural reforms to reinforce profit foundation; and reinforcing business management system. Based on the policies, the Company is implementing business selection and concentration to strengthen business profitability. All businesses are strategically divided into four categories: strengthening business, maintaining profit business, non-focused business, and direction-changing business, and the expectations and roles of each business have been clarified. As the Imaging-IoT Solutions business is defined as direction-changing business, the strategic direction to improve profitability was refined.

In 2016, the Company acquired approximately 65% of MOBOTIX's shares with the aim of acquiring and jointly developing decentralized processing IP cameras, image data compression technology, and image data analysis technology. Through synergies with the then "Imaging Solutions Business" of the Company, new businesses were created

by leveraging strengths in weather resistance and stability to contribute to value provision to customers in areas such as occupational safety and natural disaster risk reduction.

MOBOTIX was in a business environment that was harder than initially expected due to the impact of a decline in the market during the Covid-19 pandemic, supply constraints of semiconductor components, and geopolitical risks in Europe, among others. However, MOBOTIX’s performance has been improving recently, partly due to the recovery in market conditions and the results of new products.

The Company has also been considering the use of third-party capitals, intending to further accelerate MOBOTIX’s growth in the video surveillance market, which has high social value in terms of security and safety, and is expected to grow. Finally, the Company determined that the best option is to transfer all of the shares it owns in, and loans-receivable held against, MOBOTIX to Certina.

After this transaction, the Company’s Imaging-IoT Solutions business will continue to provide highly value-added video solution services centered on security and safety.

2. Overview of the Consolidated Subsidiary

(1) Name	MOBOTIX AG	
(2) Address	Kaiserstraße, 67722 Winnweiler-Langmeil, Germany	
(3) Name and title of representative	Thomas Lausten, CEO Klaus Kiener, CFO Christian Cabirol, CTO	
(4) Line of business	Development, manufacturing and sale of decentralized processing IP camera systems and video management software	
(5) Capital	€13,271,442	
(6) Establishment	June 21, 1999	
(7) Major shareholder and ownership percentage	Konica Minolta, Inc. 64.9% (Ratio of voting rights held 65.2%)	
(8) Relationship between the Company and MOBOTIX	Capital relationship	The Company owns 64.9% of MOBOTIX’s issued shares.
	Personnel relations	A Company’s officer and a Company’s employee concurrently serve as Supervisory Board members of MOBOTIX.
	Business relationship	The Company buys and sells MOBOTIX’s products and loans funds to MOBOTIX.

(9) Consolidated business results and financial position of MOBOTIX for the last three years (German GAAP)						
Fiscal year	Ended September 30, 2021		Ended September 30, 2022		Ended September 30, 2023	
	€ mil.	¥ bil.	€ mil.	¥ bil.	€ mil.	¥ bil.
Consolidated net assets	30	4.6	23	3.6	18	2.8
Consolidated total assets	70	11.0	87	13.6	81	12.6
Consolidated revenue	62	9.6	56	8.6	63	9.7
Consolidated operating profit	0	0	(7)	(1.1)	(3)	(0.6)
Profit attributable to owners of the parent company	(0)	(0)	(6)	(0.9)	(5)	(0.8)
Net assets per share	€ 2.28	¥354.11	€ 1.78	¥277.29	€ 1.37	¥212.39
Profit per share	(€0.00)	(¥ 0.72)	(€0.47)	(¥73.73)	(€ 0.40)	(¥63.17)

Note: Impairment losses for the goodwill related to MOBOTIX were recorded for the fiscal year ended September 30, 2022 and the fiscal year ended September 30, 2023. However, because the impairment losses for the goodwill were recorded as consolidation adjustment, they are not recorded in the above financial statements of the invested company.

3. Summary of the Transferee

(1) Name	Certina Software Investments AG	
(2) Address	Robert-Koch-Str. 5 a, 82031 Grünwald, Germany	
(3) Name and title of representative	Giovanni Santamaria, member of the management board	
(4) Line of business	The management of own assets, in particular the acquisition of companies in the area of software and information technology and related services	
(5) Capital	€50,000	
(6) Establishment	March 9, 2023	
(7) Relationship between the Company and Certina	Capital relationship	There are no items that should be included.
	Personnel relations	There are no items that should be included.
	Business relationship	There are no items that should be included.

	Status as a related company	There are no items that should be included.
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4. Shares to Be Transferred and Shares before and after Transfer

(1) Number of shares before transfer	8,615,382 (Ratio of voting rights held: 65.2%)
(2) Number of shares to be transferred	8,615,382
(3) Number of shares after transfer	0 (Ratio of voting rights held: 0%)

Transfer price is not disclosed due to confidentiality obligations between the parties.

5. Timeline (Central European Time)

(1) Date of the resolution on the transfer of share	March 25, 2025
(2) Signing of agreement	March 25, 2025
(3) Share transfer execution (planned)	During the first half of the fiscal year ending March 31, 2026

Note: Closing of the share transfer is subject to certain closing conditions and required regulatory approvals, the satisfaction of which could have an effect on the timeline noted.

6. Financial Outlook

An operating loss, caused by the conclusion of the share purchase agreement, of approximately 10 billion yen is expected to be recorded in the fourth quarter of the fiscal year ending March 31, 2025. However, due to changes in exchange rates and other reasons, the final operating loss caused by the conclusion of the share purchase agreement may fluctuate. Though this transaction was not included in the consolidated forecasts for the fiscal year ending March 31, 2025 (disclosed on February 6, 2025), the impact on the consolidated financial results for the fiscal year ending March 31, 2025, is currently being examined, including other variable factors such as gains and losses caused by other business transfer. The Company will promptly announce any matters that require disclosure in the future.

Note: The exchange rate used in these materials is based on an exchange rate of €1=¥155. (assumed rate for the consolidated forecast)

Reference: The Company's consolidated forecasts for the fiscal year ending March 31,

2025 (as disclosed on February 6, 2025) and consolidated financial results for the fiscal year ended March 31, 2024 (in billions of yen)

	Revenue	Business contribution profit* ¹	Operating profit: losses in ()	Profit attributable to owners of the Company
Consolidated forecasts for the fiscal year ending March 31, 2025* ²	1,134.0	42.0	(14.0)	0
Consolidated financial results for the fiscal year ended March 31, 2024, before retroactive adjustment* ²	1,159.9	26.0	26.0	4.5
Consolidated financial results for the fiscal year ended March 31, 2024, after retroactive adjustment* ²	1,107.7	33.3	27.5	4.5

*¹ `Business contribution profit' is a profit index, calculated by deducting cost of sales and selling, general and administrative expenses from revenue.

*² The Precision Medicine business is classified as a discontinued operation for the fiscal year ending March 31, 2025. Consequently, revenue, business contribution profit and operating profit in the forecasts for consolidated financial results for fiscal year ending March 31, 2025, are from continuing operations, and profits attributable to owners of the Company is the sum of continuing operations and discontinued operation. Further, the corresponding figures for consolidated financial results for fiscal year ended March 31, 2024, are respectively shown as "before" and "after" retroactive adjustment because of the classification for discontinued operation.

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