



[Translation]

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To Whom It May Concern:

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(URL <https://www.marubeni.com/en/>)
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Announcement of Partial Business Transfer (Simplified Absorption-type Split) of Marubeni's Chemicals
Business to a Consolidated Subsidiary

Marubeni Corporation (hereinafter, the “Company”) hereby announces that, as of February 12, 2026 (today), the Board of Directors has resolved to transfer part of the business of Chemicals Dept.-II, Energy & Chemicals Division (hereinafter, the “transferred business”), to Marubeni Chemix Corporation, a consolidated subsidiary of the Company (hereinafter, “Marubeni Chemix”), via a simplified absorption-type split (hereinafter, the “transfer”) with a planned effective date of April 1, 2026. Additionally, the Corporation plans to merge Marubeni Chemix with Marubeni Plax Corporation (hereinafter, “Marubeni Plax”), another consolidated subsidiary of the Company, via an absorption merger as of April 1, 2026. The merged company’s trade name will be “Marubeni Innovexis Corporation” (hereinafter, “Marubeni Innovexis”).

Please note that as the transfer is a simplified absorption-type split targeting a consolidated subsidiary, some disclosure items and details have been omitted.

1. Purpose of the Transfer

The Company plans to integrate Marubeni Chemix and Marubeni Plax (hereinafter, collectively referred to as “the two subsidiaries”) as of April 1, 2026, under the new trade name “Marubeni Innovexis Corporation.” Through the transfer, the trade business for sun-dried salt, chlor-alkali, vinyl chloride, inorganic chemicals, and similar products currently handled by Chemicals Dept.-II of the Company’s Energy & Chemicals Division will be transferred to Marubeni Innovexis. By consolidating the strengths of the two subsidiaries and the Company’s trade functions, the Company aims to expand business domains, strengthen functions and expertise, enhance DX (digital transformation), and strengthen and efficiently allocate human resources. This will enhance the Marubeni Group’s solution provision capabilities by leveraging Japanese and international networks and aims to strengthen the medium- to long-term earnings foundation of the Group’s chemical business.

2. Summary of the Transfer

(1) Schedule

Board of Directors approves the transfer (simplified absorption-type split agreement)	Feb. 12, 2026 (today)
Date of conclusion of the transfer (simplified absorption-type split agreement)	Feb. 12, 2026 (today)
Effective date	April 1, 2026 (planned)

The transfer will be conducted without obtaining approval from the shareholders' meetings of the Company and Marubeni Chemix because it meets the requirements of a simplified absorption-type split for the Company (the predecessor company) as stipulated in Article 784, Paragraph 2 of the Companies Act and for Marubeni Chemix (the succeeding company) as stipulated in Article 796, Paragraph 1 of the Companies Act.

(2) Method of the Transfer

The transfer is a simplified absorption-type split in which the Company is the predecessor company and Marubeni Chemix is the succeeding company.

(3) Details of the allocation relating to the transfer

In the transfer, Marubeni Chemix, the successor company, is scheduled to deliver 1,000,000 common shares to the Company as compensation for the transfer. The number of shares was determined through discussions between the Company and Marubeni Chemix, the successor company, based on a fair valuation of the transferred business.

(4) Handling of stock acquisition rights and bonds with stock acquisition rights associated with the transfer

There will be no change in the treatment of stock acquisition rights and bonds with stock acquisition rights that have already been issued by the Company as a result of the transfer.

(5) Increase or decrease in capital due to the transfer

There will be no increase or decrease in the Company's capital as a result of the transfer.

(6) Rights and obligations to be assumed by the successor company

Upon the transfer, Marubeni Chemix, the successor company, shall succeed the assets, liabilities, contractual positions, and other rights and obligations related to the business to be transferred, as determined necessary for executing the business to be transferred, as specified in the simplified absorption-type split agreement.

(7) Prospects for fulfilling obligations

The Company has determined that there will be no issues regarding the prospects for Marubeni Chemix, the successor company, fulfilling the obligations that Marubeni Chemix will assume after the transfer.

3. Overview of the parties involved in the transfer

	Predecessor (As of March 31, 2025)	Successor (As of March 31, 2025)
(1) Name	Marubeni Corporation	Marubeni Chemix Corporation (Planned name change to Marubeni Innovexis Corporation as of April 1, 2026)
(2) Location	1-4-2 Otemachi, Chiyoda-ku, Tokyo	Sumitomo Fudosan Kanda Building 7F, 7 Kanda Mitoshicho, Chiyoda-ku, Tokyo
(3) Representative's title and name	President and CEO: Masayuki Omoto	President and CEO: Ryoichi Mano
(4) Business details	Imports and exports (including international trade) and domestic (Japan-based) trade, as well as various service businesses, domestic and international business investments, resource development, and other business activities	Domestic (Japan-based) sales and trade of specialty chemicals, chemical industrial products, and their raw materials and intermediates
(5) Capital	263,711 million yen	650 million yen
(6) Establishment date	December 1, 1949	December 6, 1972
(7) Number of issued shares	Common stock: 1,660,758,361 shares	Common stock: 1,300,000 shares
(8) Fiscal year end	March 31	March 31
(9) Major shareholders and shareholding ratio	The Master Trust Bank of Japan, Ltd. (trust account): 16.55% BNYM as AGT/CLTS 10 Percent: 10.14% Custody Bank of Japan Ltd. (trust account): 6.56% Meiji Yasuda Life Insurance Company: 2.27% JPMorgan Securities Co., Ltd.: 2.13% Mizuho Bank, Ltd.: 1.81% State Street Bank West Client Treaty 505234: 1.80% JP Morgan Chase Bank 385632: 1.77% Nippon Life Insurance Company: 1.41% Sompo Japan Insurance Inc.: 1.36%	Marubeni Corporation: 100%

(10) Operating results and financial condition for the most recent fiscal year (unit: million yen, unless otherwise specified)		
	Marubeni Corporation (consolidated)	Marubeni Chemix Co., Ltd.
Fiscal year end	Fiscal year ending March 31, 2025	Fiscal year ending March 31, 2025
Total net assets (Equity attributable to owners of the parent company)	3,629,236	3,598
Total assets	9,201,974	29,328
Net assets per share (yen) (Equity attributable to owners of the parent company per share)	2,187.73	2,767.78
Revenue	7,790,168	22,315
Operating profit	272,310	2,649
Pre-tax profit	629,207	2,821
Net income (Net profit attributable to owners of the parent company)	502,965	1,961
Net income per share (yen) (Basic earnings per share)	302.78	1,509.02

4. Overview of the business to be transferred

(1) Business to be transferred

Trading business of solar salt, chlor-alkali, vinyl chloride, inorganic chemicals, and other products

(2) Operating results of the business to be transferred

Revenue: 86,811 million yen (FYE March 2025)

(3) Assets and liabilities to be transferred and their book values

Assets		Liabilities	
Item	Book value	Item	Book value
Current assets	549 million yen	Current liabilities	-
Non-current assets	27 million yen	Non-current liabilities	-
Total	576 million yen	Total	-

(Note: The above amounts are as of September 30, 2025.)

5. Status after the transfer

There will be no changes to the Company's name, location, representative's position and name, business content, capital, or fiscal year due to the transfer. However, there are planned changes to the following for Marubeni Chemix, the successor company, as of the effective date of the transfer: name, location,

representative's position and name, business content, and capital amount, as detailed below (there will be no change to the fiscal year).

Successor company changes:

Name: Marubeni Innovexis Co., Ltd.
Address: 7F West Tower, Otemachi First Square, 1-5-1 Otemachi, Chiyoda-ku, Tokyo
Representative's title: President and CEO
Representative's name: (TBD)
Business: Domestic (Japan-based) sales and trade of functional chemicals, chemical industrial products, solar salt, plastic products, and other products, as well as their raw materials and intermediates
Capital: 651 million yen

6. Future outlook

As the transfer involves a transaction with a consolidated subsidiary of the Company, the impact of the transfer on the Company's consolidated financial results is expected to be minor.

Reference: Consolidated earnings forecast for the current fiscal year (announced on February 4, 2026) and consolidated results for the previous fiscal year

	Consolidated revenue	Consolidated operating profit	Consolidated net income	Profit for the year attributable to owners of the parent company
Current fiscal year earnings forecast (Fiscal year ending March 31, 2026)	—	—	—	540,000 million yen
Previous period results (Fiscal year ending March 31, 2025)	7,790,168 million yen	272,310 million yen	515,004 million yen	502,965 million yen