

**FOR IMMEDIATE RELEASE**

June 12, 2024

Listed Company Name:	Zeon Corporation
Representative:	Tetsuya Toyoshima President
Securities Code:	4205
Stock Exchange Listings:	TSE Prime Market of the Tokyo Stock
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Announcement concerning dissolution of the S-SBR business joint venture (ZS Elastomers Co., Ltd.) with Sumitomo Chemical Co., Ltd. and then making it become a wholly owned subsidiary of Zeon Corporation by absorption-type merger

Zeon Corporation (ZEON) is pleased to announce today that it has decided to make ZS Elastomer Co., Ltd. (ZSE) a wholly owned subsidiary on September 30 and merge on October 1, 2024.

Since this merger is a simplified merger and an abbreviated merger for 100% of the ZEON's subsidiaries, some disclosure items and details have been omitted.

Description

1. Outline of the dissolution of the joint venture

(1) Purpose of the dissolution of the joint venture

ZEON aimed to integrate its S-SBR manufacturing functions with those of Sumitomo Chemical Co., Ltd. (Sumitomo Chemical). However, due to changes in the business environment, both ZEON and Sumitomo Chemical agreed to dissolve the joint venture that is ZSE and decided to operate the business independently.

(2) Schedule for the dissolution of the joint venture

- Decision to dissolve the joint venture: June 12, 2024
- Date of share transfer agreement: June 14, 2024 (planned)
- Dissolution of joint venture: September 30, 2024 (planned)

(3) Subsidiary to dissolve the joint venture

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|-------------------------------|---|
| (a) Name:                     | ZS Elastomer Co., Ltd.                    |
| (b) Location:                 | 6-2 Marunouchi 1-chome, Chiyoda-ku, Tokyo |
| (c) Representative:           | Kei Itoh (President)                      |
| (d) Business:                 | sales and R&D of S-SBR                    |
| (e) Capital:                  | 450 million Japanese Yen                  |
| (f) Date of establishment:    | December 27, 2016                         |
| (g) Commencement of business: | April 1, 2017                             |

(h) Fiscal year end:	March 31
(i) Net assets:	1,496 million Japanese Yen (as of March 31, 2024)
(j) Total assets:	12,399 million Japanese Yen (as of March 31, 2024)
(k) Investment ratio:	ZEON 60%
	Sumitomo Chemical 40%

(4) Details of the dissolution of the joint venture

ZEON will purchase all of the shares (40% of the outstanding shares) of ZSE held from Sumitomo Chemical. As a result, ZSE will become a wholly owned subsidiary of ZEON.

2. Contents of the absorption type merger

(1) Purpose of absorption type merger

ZEON have decided to merge ZSE in order to concentrate its management resources and realize efficiency by consolidating customer services contact point.

(2) Schedule of the merger

For the purpose of a simplified merger or ZSE as set forth in Article 796, Paragraph 2 of the Companies Act, Since the merger falls under the summary merger stipulated in Article 784, Paragraph 1 of the Companies Act,

No general meeting of shareholders will be held to approve the merger agreement.

- Resolution of the Board of Directors of the Merger Agreement: June 12, 2024
- Date of the merger agreement: June 14, 2024 (planned)
- Scheduled date of merger (effective date) October 1, 2024 (planned)

(3) Merger method

ZSE will be dissolved as of the effective date by an absorption type merger in which ZEON is the surviving company and ZSE is the absorbed company.

(4) Contents of the allotment pertaining to the merger

Because this merger is an absorption type merger with our wholly owned subsidiary,

There is no issue of new shares or allotment of money, etc. due to the merger.

(5) Treatment of Share Options and Bonds with Share Option of the Absorbed Company

No stock acquisition rights or convertible bonds with stock acquisition rights are issued.

3. Outline of the joint venture and the merger company

	Surviving company	Non-surviving company
(1) Name	Zeon Corporation	ZS Elastomer Co., Ltd.
(2) Address	Chiyoda-ku, Tokyo	Chiyoda-ku, Tokyo
(3) Job title/name of representative	President/Tetsuya Toyoshima	Kei Itoh/President
(4) Description of Businesses	For synthetic rubber and other chemical industrial products Manufacturing, processing and trading, etc.	For synthetic rubber and other chemical industrial products Research and trading
(5) Common stock	24,211 million Japanese Yen (As of the end of March 2024)	450 million Japanese Yen (As of the end of March 2024)

(6) Date of Establishment	April 12, 1950	December 27, 2016
(7) Share issued and outstanding	229,513,656 shares	6,000 shares
(8) Fiscal year end	March 31	March 31
(9) Major shareholders and shareholding ratio	The Master Trust Bank of Japan, Ltd. Co., Ltd. (Trust account) 11.11% Yokohama Rubber Co., Ltd. 8.39% SSBTC CLIENT OMNIBUS ACCOUNT 8.26% The Custody Bank of Japan, Ltd. (Trust account) 6.74%	Zeon Corporation 60.00% Sumitomo Chemical Co., Ltd. 40.00% *1
(10) Business results and financial position for the immediately preceding fiscal year		
Company name	Zeon Corporation (consolidated)	ZS Elastomer Co., Ltd. (non-consolidated)
	Year ended March 31, 2024	Year ended March 31, 2024
Net assets	363,729 million Japanese Yen	1,496 million Japanese Yen
Total assets	532,254 million Japanese Yen	12,399 million Japanese Yen
Book value per share	1,714.88 Japanese Yen	249,306.18 Japanese Yen
Net sales	382,279 million Japanese Yen	1,448 million Japanese Yen
Operating income	20,500 million Japanese Yen	411 million Japanese Yen
Ordinary income	26,906 million Japanese Yen	616 million Japanese Yen
Profit attributable to owners of parent	31,101 million Japanese Yen	442 million Japanese Yen
Net income		
Net income per share	147.19 Japanese Yen	73,739.72 Japanese Yen
※1 On September 30 (after the dissolution of the joint venture), ZEON will become a wholly owned subsidiary.		

#### 4. Situation after the merger

There is no change in our name, address, title and name of the representative, business details, capital and fiscal year after the merger.

#### 5. Future Outlook

The dissolution of the joint venture will not have a material impact on ZEON's consolidated results of operations due to the conversion into a wholly owned subsidiary or merger.

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