



November 1, 2019

To Whom It May Concern

Company Name	Aica Kogyo Co., Ltd.
Representative	Yuji Ono Representative Director & President
Securities Code	4206 First Section of the Tokyo and Nagoya Stock Exchange
Inquiries	Satoshi Toudou Director and Senior Managing Executive Office Corporate Planning Department Tel: +81-52-533-3137

Announcement Concerning the Acquisition of Shares in Wilsonart's Asia Pacific Subsidiaries

At the Board of Directors meeting held on November 1, 2019, Aica Kogyo Co., Ltd. (the "Company") has resolved to, together with the Development Bank of Japan Inc. ("DBJ"), and entered into a stock purchase agreement with Wilsonart LLC ("Wilsonart") to acquire 100% of the issued shares of, and make into subsidiaries of Aica, 4 Wilsonart subsidiaries located in Asia ("Wilsonart AP").

1. Purpose of Shares Acquisition

In its medium-term four-year plan C&C2000, which final year is the fiscal year ending March 2021, one of the Company's key strategic policies is to promote further development of overseas markets by deploying "Japan technology". Under this policy, the Company established Aica Asia Laminates Holding Co., Ltd. ("AALH") in January 2018 in order to expand its sales of melamine decorative panels (hereinafter referred to as "HPL"), of which the Company holds the number 1 position in terms of market share in Japan for the building and building materials business. Since then, the Company has actively accelerated its investments in the Asia region and by investing in a Chinese decorative board trading company through AALH in April 2019 and begun operations of a newly established HPL plant in Vietnam in May 2019.

Wilsonart was founded in 1956 and has established itself as a high-quality manufacturer of engineered surfaces, including a leading HPL brand in the United States, Europe and Asia

over the past 60 years. Wilsonart initially established a presence in the Asia Pacific region in 1998 and currently has production facilities located in Thailand, China and Australia. Wilsonart has a strong sales network in the region and its products are widely recognized as being of high-quality within the construction and design industries.

With the acquisition of Wilsonart AP, the Company will acquire valuable production facilities, sales networks, a strong brand and a successful group of managers and employees within the Asia Pacific region, which will serve to further the development of the platform for the Company's overseas building and construction materials business. The Aica group currently has production facilities located in Indonesia, India and Vietnam and the addition of Wilsonart AP's production facilities in Thailand, China, and Australia allow for a build-up of a mutually complementary relationship. By combining the companies' production technologies and product development capabilities to introduce high-value-added products to the market, the Company aims to further expand the group's building and construction materials and overseas businesses and achieve the Company's 10-year vision.

2. Outline of the Acquired Subsidiaries

(1) Outline of the target company's Business (Total of the Wilsonart AP)

Sales ^{1,2} :	Approx. JPY 9,224M
Income before Taxes ^{1,2} :	Approx. JPY 1,009M
Net assets ^{1,2} :	Approx. JPY 4,521M
Employees ¹ :	Approx. 512

¹Note: Figures represent the sum of each subsidiaries' performance as at the end of December 2018.

²Note: Presented in JPY based on the following exchange rates (THB 1 = JPY 3.5, RMB 1 = JPY 15.0, AUD 1 = JPY 73, HKD 1 = JPY 13.7, USD 1 = JPY 108)

(2) Wilsonart (Thailand) Company Limited

(1) Company Name	Wilsonart (Thailand) Company Limited.
(2) Location	75/16 Moo 5 Soi Wat Sophanaram, Ekkachai Road, Khok Kham Sub-District, Muang District, Samut Sakhon Province
(3) Name and Title of Representative	Adisak Thiaphairat, Director
(4) Principal Business	Manufacture and sale of decorative panels
(5) Capital	THB 348M
(6) Date of Establishment	April 7, 1998

(7) Key Shareholders	Wilsonart International Holdings Sarl		
	99.999996%		
	Wilsonart Limited	0.000002%	
	Wilsonart Canada ULC	0.000002%	
(8) Relationship between the subsidiary and Company	Capital relationship	Not applicable	
	Human relationship	Not applicable	
	Trade relationship	Not applicable	
(9) Performance and Financial Results of the Past Three Years (Rounded down)			
Year End	December 2016	December 2017	December 2018
Net assets	THB 838M	THB 723M	THB 553M
Total assets	THB 979M	THB 872M	THB 663M
Net assets per share	THB 24	THB 20	THB 15
Net sales	THB 955M	THB 1,070M	THB 933M
Income before Taxes	THB 290M	THB 313M	THB 243M
Net income attributable to parent company shareholder	THB 231M	THB 251M	THB 196M
Net income per share	THB 6	THB 7	THB 5
Dividend per share	—	THB 10	THB 10

(3) Wilsonart (Shanghai) Co., Ltd.

(1) Company Name	Wilsonart (Shanghai) Co.,Ltd.		
(2) Location	1688 Songhua Road, Qingpu District, Shanghai, China 200235		
(3) Name and Title of Representative	Sai Cheung Peter Chan, Legal Representative		
(4) Principal Business	Manufacture and sale of decorative panels		
(5) Capital	US\$12M		
(6) Date of Establishment	March 3, 1997		
(7) Key Shareholders	Wilsonart International Holdings Sarl100%		
(8) Relationship between the subsidiary and Company	Capital relationship	Not applicable	
	Human relationship	Not applicable	
	Trade relationship	Not applicable	
(9) Performance and Financial Results of the Past Three Years (Rounded down)			
Year End	December 2016	December 2017	December 2018
Net assets	RMB 155M	RMB 170M	RMB 162M
Total assets	RMB 259M	RMB 259M	RMB 241M
Net sales	RMB 261M	RMB 299M	RMB 298M

Income before Taxes	RMB 0M	RMB 20M	RMB 13M
Net income attributable to parent company shareholder	RMB 0M	RMB 15M	RMB 10M

(4) Wilsonart Australia Pty Ltd

(1) Company Name	Wilsonart Australia Pty Ltd.		
(2) Location	Pigott Stinson, Level 3, 10 Barrack Street, Sydney NSW 2000		
(3) Name and Title of Representative	Sai Cheung Peter Chan, Director		
(4) Principal Business	Manufacture and sale of decorative panels		
(5) Capital	AUD 0M		
(6) Date of Establishment	February 26, 2014		
(7) Key Shareholders	Wilsonart International Holdings Sarl		100%
(8) Relationship between the subsidiary and Company	Capital relationship	Not applicable	
	Human relationship	Not applicable	
	Trade relationship	Not applicable	
(9) Performance and Financial Results of the Past Three Years (Rounded down)			
Year End	December 2016	December 2017	December 2018
Net assets	AUD 2M	AUD 0M	AUD -2M
Total assets	AUD 7M	AUD 7M	AUD 9M
Net assets per share	AUD 2M	AUD 0M	AUD -2M
Net sales	AUD 2M	AUD 6M	AUD 8M
Income before Taxes	AUD -1M	AUD -2M	AUD -2M
Net income attributable to parent company shareholder	AUD -1M	AUD -2M	AUD -3M
Net income per share	AUD -1M	AUD -2M	AUD -3M
Dividend per share	—	—	—

(5) Wilsonart Asia Limited

(1) Company Name	Wilsonart Asia Limited
(2) Location	1201 Dominion Centre, 43-59 Queen's Road East, Hong Kong
(3) Name and Title of Representative	Sai Cheung Peter Chan, Director
(4) Principal Business	Sale of decorative panels

(5) Capital	HKD 5M		
(6) Date of Establishment	June 4, 2014		
(7) Key Shareholders	Wilsonart International Holdings Sarl 100%		
(8) Relationship between the subsidiary and Company	Capital relationship	Not applicable	
	Human relationship	Not applicable	
	Trade relationship	Not applicable	
(9) Performance and Financial Results of the Past Three Years (Rounded down)			
Year End	December 2016	December 2017	December 2018
Net assets	HKD 9M	HKD 14M	HKD 22M
Total assets	HKD 13M	HKD 20M	HKD 24M
Net assets per share	HKD 1	HKD 2	HKD 3
Net sales	HKD 50M	HKD 57M	HKD 66M
Income before Taxes	HKD 6M	HKD 6M	HKD 8M
Net income attributable to parent company shareholder	HKD 5M	HKD 5M	HKD 7M
Net income per share	HKD 0	HKD 0	HKD 1
Dividend per share	—	—	—

3. Outline of the Counterparty(s) to the Share Acquisition

(1) Wilsonart International Holdings Sarl

(1) Company Name	Wilsonart International Holdings Sarl	
(2) Location	412F, Route d'Esch, L-2086, Luxembourg	
(3) Name and Title of Representative	Timothy J. O'Brien, Manager	
(4) Principal Business	Holding company	
(5) Major shareholders and shareholding ratio	Wilsonart LLC 100%	
(6) Relationship between the counterparty and Company	Capital relationship	Not applicable
	Human relationship	Not applicable
	Trade relationship	Not applicable
	Related party relationship	Not applicable

(2) Wilsonart Limited

(1) Company Name	Wilsonart Limited	
(2) Location	Lambton Street Industrial Estate, Shildon, County Durham, DL4 1PX	
(3) Name and Title of Representative	Alan Timothy Pearson, Director	
(4) Principal Business	Manufacture and sale of decorative panels	
(5) Major shareholders and shareholding ratio	Wilsonart International Holdings Sarl 100%	
(6) Relationship between the counterparty and Company	Capital relationship	Not applicable
	Human relationship	Not applicable
	Trade relationship	Not applicable
	Related party relationship	Not applicable

(3) Wilsonart Canada ULC

(1) Company Name	Wilsonart Canada ULC	
(2) Location	1959 Upper Water Street, Suite 900, Halifax, Nova Scotia B3J 2X2	
(3) Name and Title of Representative	Tim Atkinson, Director	
(4) Principal Business	Sale of decorative panels	
(5) Major shareholders and shareholding ratio	Wilsonart International Holdings Sarl 100%	
(6) Relationship between the counterparty and Company	Capital relationship	Not applicable
	Human relationship	Not applicable
	Trade relationship	Not applicable
	Related party relationship	Not applicable

4. Number of Shares to be Acquired, Acquisition Price, and Status of Shares Held before and after the Acquisition

(1) Wilsonart (Thailand) Company Limited

(1) Number of shares owned before the transaction	0 share(s) (Number of voting rights:0) (Percentage of voting rights:0.0%)
(2) Number of shares to acquire	17,793,900 shares (Number of voting rights:17,793,900)

(3) Number of shares owned after transaction	17,793,900 shares (Number of voting rights: 17,793,900) (Percentage of voting rights: 51.0%)
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*49% of the remaining shares are to be acquired by DBJ.

(2) Wilsonart (Shanghai) Co., Ltd.

(1) Percentage of shares owned before the transaction	(Percentage of voting rights: 0.0%)
(2) Percentage of shares to acquire	51.0%
(3) Percentage of shares owned after transaction	Percentage of voting rights: 51.0%

*Absolute number of shares not applicable to the above subsidiary and is instead presented as a percentage of shares and voting rights to be acquired,

**49% of the remaining shares are to be acquired by DBJ.

(3) Wilsonart Australia Pty Ltd

(1) Number of shares owned before the transaction	0 share (Number of voting rights: 0) (Percentage of voting rights: 0.0%)
(2) Number of shares to acquire	1 share (Number of voting rights: 1)
(3) Number of shares owned after transaction	1 share (Number of voting rights: 1) (Percentage of voting rights: 100.0%)

*Additional shares of Wilsonart Australia will be issued prior to the acquisition. Post-transaction, Aica will have acquired all existing and newly issued shares of the subsidiary.

(4) Wilsonart Asia Limited

(1) Number of shares owned before the transaction	0 share (Number of voting rights: 0) (Percentage of voting rights: 0.0%)
(2) Number of shares to acquire	2,853,287 shares (Number of voting rights: 2,853,287)
(3) Number of shares owned after transaction	2,853,287 shares (Number of voting rights: 2,853,287) (Percentage of voting rights: 51.0%)

*49% of the remaining shares are to be acquired by DBJ.

5. Acquisition Price

Estimated aggregate amount of USD 150M (approximately 16.2 billion yen) for the 4 companies (presented in USD based on the exchange rate of USD 1 = JPY 108)^{3,4}

³Note: The acquisition price will be adjusted in accordance with changes in working capital and cash and deposits on the date of completion of the share acquisition.

⁴Note: Acquisition Price as stated above represents the total amount which includes DBJ's portion

6. Funding

The funds for the acquisition of shares will be allocated between the Company and DBJ.

7. Schedule

(1) Board resolution date	November 1, 2019 (Today)
(2) Date of stock purchase agreement	November 1, 2019 (Today)
(3) Date of completion of the share acquisition ⁵	December, 2019 (Planned)

⁵Note: Completion of the share acquisition is subject to the satisfaction of customary closing conditions.

8. Future Outlook

The financial impact of the acquisition of the shares on the Company's consolidated financial results for the fiscal year ending March 31, 2020 will be minor.

Contact information: Nobuyoshi Sakai
Kaori Takasoe
Corporate Planning Department
Tel: +81-52-533-3137