



November 20, 2018

Company name Nitta Gelatin Inc.  
Representative Koichi Ogata,  
Representative Director and President  
(Stock code: 4977; First Section of Tokyo Stock Exchange)  
Contact Norifumi Nagaoka,  
Director and Executive Officer  
General Manager of General Management Division  
Phone Number +81-72-949-5381

## **Notice Concerning Absorption-Type Merger with Wholly-Owned Subsidiary (Simplified Merger and Short-Form Merger)**

Nitta Gelatin Inc. (hereinafter “Nitta Gelatin”) hereby announces that at its Board of Directors’ meeting held on November 20, 2018, Nitta Gelatin passed a resolution with respect to carrying out an absorption-type merger with its wholly-owned subsidiary Nitta Gelatin Foods Inc. (hereinafter “Nitta Gelatin Foods”) as follows, with the planned effective date of the merger being April 1, 2019.

Because the merger constitutes an absorption-type merger involving a wholly-owned subsidiary, certain disclosure matters and details are not being disclosed herein.

### **1. Objective of the merger**

The merger is being carried out in order to combine points of contact for sales in the Nitta Gelatin Group with the aims of streamlining sales efforts and administrative affairs while making more effective use of human resources.

### **2. Outline of the merger**

#### **(1) Schedule**

Board resolution of the merger agreement	November 20, 2018
Execution of the merger agreement	November 20, 2018
Planned date of the merger (effective date)	April 1, 2019 (tentative)

\* The merger is a simplified merger pursuant to Article 796, paragraph 2 of the Companies Act from the perspective of Nitta Gelatin, and a short-form merger pursuant to Article 784, paragraph 1 of the Companies Act from the perspective of Nitta Gelatin Foods. Accordingly, neither of the two companies will hold a shareholders meeting in order to gain approval for the merger agreement.

#### **(2) Method of the merger**

The merger is an absorption-type merger with Nitta Gelatin as the surviving company and Nitta Gelatin Foods to be dissolved.

### (3) Details of allotment in the merger

The merger will involve neither issuance of new shares nor payment of money delivered upon merger because Nitta Gelatin Foods is a wholly-owned subsidiary of Nitta Gelatin.

### (4) Treatment of subscription rights to shares and bonds with subscription rights to shares of the absorbed company

Not applicable.

## 3. Outline of the parties involved in the merger

(1) Trade name	Nitta Gelatin Inc. (Surviving company)	Nitta Gelatin Foods Inc. (Absorbed company)
(2) Head office address	4-26, Sakuragawa 4-chome, Naniwa-ku, Osaka	6-13, Nihonbashi-Kodenmacho, Chuo-ku, Tokyo
(3) Representative	Representative Director and President Koichi Ogata	Representative Director and President Kazuya Nakao
(4) Businesses	Production and sales of gelatin, collagen and peptide, and products and byproducts thereof; production and sales of adhesives, etc.; production, sales and installation of chemical machinery; production and sales of food products and food additives; leasing of machinery and equipment; production and sales of pharmaceuticals; production and sales of materials for medical use; production and sales of quasi-drugs; production and sales of cosmetics; production and sales of biochemical reagents; and production and sales of fine chemical materials, etc.	Sales of food additives and food products; sales of various types of gelatin and polysaccharide thickeners; and planning and development of processed foods
(5) Capital	JPY 3,144 million	JPY 50 million
(6) Date incorporated	February 10, 1945	April 1, 2004
(7) No. of shares issued	18,373,974 shares (as of September 30, 2018)	1,000 shares
(8) Fiscal year end	March 31	March 31
(9) Major shareholders and shareholding ratio of each	IBP Co. Ltd. .... 19.05% The Master Trust Bank of Japan, Ltd. (Trust a/c) ..... 5.73% Nitta Corporation ..... 4.57% Sumitomo Mitsui Banking Corporation ..... 3.43% MUFG Bank, Ltd. .... 3.38% Nitta Gelatin Employees Shareholding Association ..... 2.70% Japan Trustee Services Bank, Ltd. (Trust a/c) ..... 2.15% Ishizuka Corporation ..... 2.13% Resona Bank, Limited ..... 1.82% Japan Trustee Services Bank, Ltd. (Trust a/c 5) ..... 1.46% (As of September 30, 2018)	Nitta Gelatin Inc. .... 100%

(10) Financial condition and operational results for the most recent fiscal year		
Fiscal year ended	March 31, 2018 (consolidated)	March 31, 2018 (stand-alone)
Net assets	JPY 17,197 million	JPY 87 million
Total assets	JPY 37,851 million	JPY 879 million
Net assets per share	JPY 826.69	JPY 87,829.17
Net sales	JPY 37,777 million	JPY 2,319 million
Operating income	JPY 1,095 million	JPY 21 million
Ordinary income	JPY 1,009 million	JPY 22 million
Net income (loss) attributable to the parent's shareholders	JPY (615) million	JPY 14 million
Net income (loss) per share	JPY (33.50)	JPY 14,167.87

#### 4. Status after the merger

Subsequent to the absorption-type merger, there will be no changes with respect to the trade name, head office address, title and name of the representative, businesses, capital or fiscal year-end of Nitta Gelatin, the surviving company.

#### 5. Impact on earnings result

The merger has no material impact on Nitta Gelatin's consolidated financial forecast for the fiscal year ending March 31, 2019.

#### (For reference)

Full-year Consolidated Financial Forecast and the Latest Full-year Consolidated Financial Results of the Surviving Company (announced on November 8, 2018)

	Full-year consolidated financial forecast (FY3/2019)	Latest full-year consolidated financial results (FY3/2018)
Net sales	JPY 37,100 million	JPY 37,100 million
Operating income	JPY 1,200 million	JPY 1,200 million
Ordinary income	JPY 1,000 million	JPY 1,000 million
Net income (loss) attributable to the parent's shareholders	JPY 1,400 million	JPY 1,400 million
Net income (loss) per share	JPY 76.20	JPY 76.20