



July 6, 2026

To Whom It May Concern

Company name: ARCHION Corporation
Representative: Karl Deppen, Representative Director
& CEO,
(Code Number: 543A TSE, Prime)
Contact Person: Takao Kemmochi, General
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Notice Concerning Secondary Offering of Shares and Change in an Other Related Company

ARCHION Corporation (the “**Company**”) hereby announces that at a meeting of its Board of Directors held today, the Company adopted a resolution on approval of the secondary offering of its shares of common stock (the “**Secondary Offering**”) as follows.

The Company further announces that a change in its other related company is expected as a result of the Secondary Offering.

As a holding company established through the business integration of Hino Motors, Ltd. (“**Hino Motors**”) and Mitsubishi Fuso Truck and Bus Corporation, the Company was listed on the Prime Market of the Tokyo Stock Exchange, Inc. on April 1, 2026 and commenced operations as the ARCHION Group under a new structure. Prior to the completion of the business integration, Hino Motors announced in the timely disclosure dated June 10, 2025 entitled “Notice Concerning Execution of Business Integration Agreement Regarding Business Integration of Hino Motors, Ltd. and Mitsubishi Fuso Truck and Bus Corporation” that the Company’s shareholders Toyota Motor Corporation (“**Toyota**”) and Daimler Truck AG (“**Daimler Truck**”) aim to reduce their respective shareholding ratios in the Company to 25% each of the total issued shares of the Company in order to increase the tradable share ratio of the shares of common stock of the Company (voting rights ratio: Toyota 19.9%, Daimler Truck 26.7%) within a certain period following the effective date of the business integration. The Secondary Offering will be conducted in accordance with the above policy, taking into account any exercise of the Green Shoe Options (as defined below).

This timely disclosure has been prepared for the purpose of announcing to the public certain matters relating to the secondary offering of shares of common stock of the Company and the change in its other related company, and not for the purpose of soliciting investment or engaging in any other similar activities within or outside Japan. Investors should review the statutory prospectus, as well as amendments thereto, prepared by the Company prior to making any investment decisions in Japan, and should make such decisions at their own discretion. This timely disclosure does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The securities referred to in this timely disclosure have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “Securities Act”). The securities may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act. The securities referred to above will not be publicly offered or sold in the United States.

I. Secondary offering of shares (global offering) (up to 906,034,000 shares)

1. Secondary offering of shares (Japanese secondary offering through purchase and underwriting by the underwriters and international secondary offering)

(1) Class and number of shares to be sold Shares of common stock of the Company, which is the aggregate of (i) and (ii) below: 787,855,700 shares

(i) shares of common stock of the Company to be sold in the Japanese Secondary Offering through Purchase and Underwriting by the Underwriters as set out in (4)(i) below: 425,442,100 shares

(ii) shares of common stock of the Company to be sold in the International Secondary Offering as set out in (4)(ii) below: 362,413,600 shares

The total number of shares to be sold in the Japanese Secondary Offering through Purchase and Underwriting by the Underwriters and the International Secondary Offering, which is the aggregate of (i) and (ii) above, is 787,855,700 shares. While the respective numbers of shares described in (i) and (ii) above will be targeted in these secondary offerings, the final breakdown will be determined on the Pricing Date as set out in (3) below, taking into consideration market demand and other conditions.

(2) Selling shareholders and the number of shares to be sold (i) shares subject to the Japanese Secondary Offering through Purchase and Underwriting by the Underwriters as set out in (1)(i) above:

Daimler Truck AG 212,721,100 shares

Toyota Motor Corporation 212,721,000 shares

(ii) shares subject to the International Secondary Offering as set out in (1)(ii) above:

Daimler Truck AG 181,206,800 shares

Toyota Motor Corporation 181,206,800 shares

(3) Selling price Undetermined (The selling price will be determined on a certain date between Wednesday, July 22, 2026 and Monday, July 27, 2026 (the “**Pricing Date**”) in accordance with the method set forth in Article 25 of the Rules Concerning Underwriting, Etc. of Securities prescribed by the Japan Securities Dealers Association, after taking into consideration market demand and other conditions, based on the preliminary pricing terms expected to be announced on Wednesday, July 15, 2026.)

(4) Method of Secondary Offering The secondary offerings shall be made simultaneously in Japan and in international markets.

(i) Japanese Secondary Offering through Purchase and

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Underwriting by the Underwriters

The secondary offering in Japan (the “**Japanese Secondary Offering through Purchase and Underwriting by the Underwriters**”) shall be made through the joint and several purchase and underwriting of the total amount of all shares related to the Japanese Secondary Offering through Purchase and Underwriting by the Underwriters with certain underwriters as the joint lead managers. The assessment of demand from and allocation to investors who may acquire shares of common stock of the Company that are individuals, operating companies, or the like shall be conducted jointly by certain underwriters. The assessment of demand and allocation to institutional investors shall be conducted jointly by certain underwriters.

(ii) International Secondary Offering

The secondary offering in international markets (which, in the United States, is restricted to qualified institutional buyers as defined in Rule 144A under the United States Securities Act of 1933) (the “**International Secondary Offering**”) shall be made through several, but not joint, purchase and underwriting of the total amount of all shares related to the International Secondary Offering, with certain underwriters as the joint lead managers concurrently serving as joint bookrunners.

Certain of the underwriters shall serve as joint global coordinators in the Japanese Secondary Offering through Purchase and Underwriting by the Underwriters, the International Secondary Offering, and the Secondary Offering by way of Over-Allotment as stated in “2. Secondary offering of shares (secondary offering by way of over-allotment)” below (collectively, the “**Global Offering**”).

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| (5) Consideration payable underwriters | to | Underwriting commission shall not be paid, but the underwriters shall instead be entitled to the aggregate amount of the selling price less the purchase price (the amount to be paid by the underwriters to the selling shareholders) as underwriter fees. |
| (6) Delivery date | | A certain date between Wednesday, July 29, 2026 and Monday, August 3, 2026, provided that such date will be the fifth business day following the Pricing Date |
| (7) Deposits subscription | for | The same amount as the selling price per share |

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- (8) Selling price separately agreed by each of the selling shareholders in the Japanese Secondary Offering through Purchase and Underwriting by the Underwriters and the International Secondary Offering and any other matters necessary for the Japanese Secondary Offering through Purchase and Underwriting by the Underwriters and the International Secondary Offering shall be approved by Karl Deppen, Representative Director & CEO and Hetal Laligi, Representative Director & CFO.

2. Secondary offering of shares (secondary offering by way of over-allotment) (Please refer to 2. in “Reference” below.)

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|---|---|
| (1) Class and number of shares to be sold | Up to 118,178,300 shares of common stock of the Company

The above number of shares represents the maximum number of shares to be sold, and the actual number of shares to be sold may decrease depending on market demand and other conditions for the Japanese Secondary Offering through Purchase and Underwriting by the Underwriters, or the Secondary Offering by way of Over-Allotment may not be carried out at all. The final number of shares to be offered will be determined on the Pricing Date, taking into consideration market demand and other conditions for the Japanese Secondary Offering through Purchase and Underwriting by the Underwriters. |
| (2) Selling shareholder | The designated underwriter |
| (3) Selling price | Undetermined (The selling price will be determined on the Pricing Date. The selling price shall be the same as in the Japanese Secondary Offering through Purchase and Underwriting by the Underwriters.) |
| (4) Method of Secondary Offering | In connection with the Japanese Secondary Offering through Purchase and Underwriting by the Underwriters, the designated underwriter will conduct a secondary offering in Japan of shares of the common stock of the Company to be borrowed from Daimler Truck AG and Toyota Motor Corporation, shareholders of the Company (the “ Stock Lenders ”), taking into account market demand and other conditions. |
| (5) Delivery date | The same delivery date as in the Japanese Secondary Offering through Purchase and Underwriting by the Underwriters |
| (6) Deposits for subscription | The same amount as the deposits for subscription in the Japanese Secondary Offering through Purchase and Underwriting by the Underwriters |

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- (7) Selling price separately agreed by each of the selling shareholders in the Japanese Secondary Offering through Purchase and Underwriting by the Underwriters and the International Secondary Offering and any other matters necessary for the Secondary Offering by way of Over-Allotment shall be approved by Karl Deppen, Representative Director & CEO and Hetal Laligi, Representative Director & CFO.

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[Reference]

1. Purpose of secondary offering of shares

As stated at the beginning of this timely disclosure.

2. Secondary Offering by way of Over-Allotment, etc.

In conjunction with the Japanese Secondary Offering through Purchase and Underwriting by the Underwriters and taking into consideration market demand and other conditions, the secondary offering of up to 118,178,300 shares of common stock of the Company to be borrowed from the Stock Lenders by the designated underwriter may be carried out in Japan (the “**Secondary Offering by way of Over-Allotment**”). The number of shares to be offered is the maximum number of shares, and the number may decrease depending on market demand and other conditions, and the Secondary Offering by way of Over-Allotment may not be carried out at all.

In connection with the Secondary Offering by way of Over-Allotment, with respect to the shares of common stock of the Company borrowed from the Stock Lenders (the “**Borrowed Shares**”), the Stock Lenders will grant to the designated underwriter options to purchase additional shares of common stock of the Company (the “**Green Shoe Options**”) up to the number of shares pertaining to the Secondary Offering by way of Over-Allotment (the “**Maximum Number of Shares**”), with an exercise due date on Friday, August 14, 2026.

The designated underwriter may, for the purpose of returning the Borrowed Shares, purchase on Tokyo Stock Exchange, Inc. shares of common stock of the Company within the scope of the Maximum Number of Shares (the “**Syndicate Covering Transaction**”), during the period beginning on the day immediately following the last day of the subscription period of the Japanese Secondary Offering through Purchase and Underwriting by the Underwriters and the Secondary Offering by way of Over-Allotment and ending on Friday, August 14, 2026 (the “**Syndicate Covering Transaction Period**” (Note)), and the shares of common stock of the Company purchased through Syndicate Covering Transactions will be used for the purpose of returning the Borrowed Shares. During the Syndicate Covering Transaction Period, the designated underwriter may decide not to carry out any Syndicate Covering Transactions or to cease to conduct Syndicate Covering Transactions before the number of shares purchased reaches the Maximum Number of Shares.

The designated underwriter may carry out stabilizing transactions of shares of common stock of the Company during the subscription period of the Japanese Secondary Offering through Purchase and Underwriting by the Underwriters and the Secondary Offering by way of Over-Allotment, in which case the shares of the common stock of the Company purchased through such stabilizing transactions may wholly or partially be used for the purpose of returning the Borrowed Shares.

The designated underwriter would expect to exercise the Green Shoe Options only for the number of shares obtained by deducting the number of shares used for the purpose of returning the Borrowed Shares purchased through the stabilizing transactions and the Syndicate Covering Transactions from the number of shares pertaining to the Secondary Offering by way of Over-Allotment.

If the designated underwriter exercises the Green Shoe Options, the designated underwriter will make payment using the proceeds from the Secondary Offering by way of Over-Allotment.

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The determination of whether or not the Secondary Offering by way of Over-Allotment is to be carried out, along with the number of shares to be offered in the Secondary Offering by way of Over-Allotment in such case, will be made on the Pricing Date. In the event that the Secondary Offering by way of Over-Allotment is not to be carried out, none of the borrowing of shares of common stock of the Company from the Stock Lenders and the granting of the Green Shoe Options to the designated underwriter by the Stock Lenders will be carried out. In addition, none of the Syndicate Covering Transactions on Tokyo Stock Exchange, Inc. will be carried out.

In connection with the above transactions, the designated underwriter will carry out the transactions based on consultations with certain of the other underwriters.

(Note) The Syndicate Covering Transaction Period is:

- (1) If the Pricing Date is Wednesday, July 22, 2026, “the period from Saturday, July 25, 2026 to Friday, August 14, 2026”
- (2) If the Pricing Date is Thursday, July 23, 2026, “the period from Tuesday, July 28, 2026 to Friday, August 14, 2026”
- (3) If the Pricing Date is Friday, July 24, 2026, “the period from Wednesday, July 29, 2026 to Friday, August 14, 2026”
- (4) If the Pricing Date is Monday, July 27, 2026, “the period from Thursday, July 30, 2026 to Friday, August 14, 2026”

3. Lock-up

With respect to the Global Offering, Daimler Truck and Toyota, who are the selling shareholders and Stock Lenders, have reached an agreement with the joint global coordinators that they will not carry out a sale, etc. of shares of common stock (including potential shares) of the Company they hold for their own account on the Pricing Date (excluding (i) the sale of shares of common stock of the Company in the Japanese Secondary Offering through Purchase and Underwriting by the Underwriters and the International Secondary Offering, (ii) the lending and delivery of shares of common stock of the Company for purposes of the Secondary Offering by way of Over-Allotment; (iii) the sale of shares of common stock of the Company upon exercise of the Green Shoe Options; (iv) with respect to Daimler Truck, the sale of the portion of its shares of common stock of the Company in excess of 25% if, following the Global Offering, its shareholding percentage in the Company exceeds 25% of the total number of outstanding shares; and (v) with respect to Toyota, the sale of shares of common stock of the Company to maintain its voting rights ratio at 19.9%, etc.) during the period beginning on the Pricing Date and ending on the 180th day following the delivery date of shares through the Global Offering (the “**Lock-up Period**”) without the prior written approval of the joint global coordinators.

Furthermore, the Company has reached an agreement with the joint global coordinators that it will not carry out any issuance or sale of shares of common stock of the Company and securities with rights or obligations to acquire the shares of common stock of the Company (excluding issuance of new shares by share splits, etc.) during the Lock-up Period without the prior written approval of the joint global coordinators.

In either of the aforementioned circumstances, the joint global coordinators are authorized, at their discretion, to partially or wholly waive such agreements, or shorten the Lock-up Period.

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II. Change in other related company

1. Background of change

The other related company of the Company is expected to change as below as a result of the secondary offering of shares set forth in “I. Secondary offering of shares (global offering) (up to 906,034,000 shares)” above. However, depending on the actual result of the exercise of the Green Shoe Option described in “I. Secondary offering of shares (global offering) (up to 906,034,000 shares) [Reference] 2. Secondary Offering by way of Over-Allotment, etc.” above, such change may not occur.

2. Overview of a shareholder expected to cease being an other related company

(1)	Name	Toyota Motor Corporation	
(2)	Address	1 Toyota-cho, Toyota-shi, Aichi	
(3)	Name and title of representative	Kenta Kon President, Member of the Board of Directors (Representative Director)	
(4)	Description of business	Automotive operations, financial services operations and all other operations	
(5)	Stated capital	635,402 million yen (as of March 31, 2026)	
(6)	Date of incorporation	August 28, 1937	
(7)	Consolidated net assets	41,020,068 million yen (as of March 31, 2026)	
(8)	Consolidated total assets	105,522,331 million yen (as of March 31, 2026)	
(9)	Major shareholders and shareholding ratios (as of March 31, 2026)	The Master Trust Bank of Japan, Ltd.	12.80%
		Toyota Industries Corporation	9.15%
		Custody Bank of Japan, Ltd.	6.10%
		Nippon Life Insurance Company	4.86%
		State Street Bank & Trust Company (Standing proxy: Mizuho Bank, Ltd. Settlement Sales Department)	4.62%
		JP Morgan Chase Bank (Standing proxy: Mizuho Bank, Ltd. Settlement Sales Department)	4.13%
		DENSO CORPORATION	3.45%

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		The Bank of New York Mellon as Depositary Bank for Depositary Receipt Holders (Standing proxy: Sumitomo Mitsui Banking Corporation)		2.73%
		Toyota Fudosan Co., Ltd.		1.92%
		AISIN CORPORATION		1.33%
(10)	Relationship between the listed company and the shareholder	Capital relationship	The shareholder holds 1,142,162,628 shares (41.43%) of the total number of issued shares of the Company as of July 6, 2026.	
		Personnel relationship	5 employees have been seconded by Toyota to Hino Motors, a subsidiary of the Company, and 16 employees have been seconded by Hino Motors to Toyota as of July 1, 2026.	
		Business relationship	Hino Motors, a subsidiary of the Company, supplies the “DYNA” light-duty trucks to Toyota as an OEM. The Company contracts to manufacture “DYNA” and our “DUTRO” light-duty trucks with a subsidiary of Toyota.	

3. Number of voting rights held by the shareholder (number of shares held) and percentage thereof before and after change

	Status	Number of voting rights (Number of shares held) Ownership ratio of voting rights		
		Number directly owned	Number subject to consolidation	Total
Before change (as of July 6, 2026)	Other related company and major shareholder	9,666,498 (1,142,162,628 shares (Note 5)) 37.46%	—	9,666,498 (1,142,162,628 shares) 37.46%
After change	Major shareholder	5,136,329 (689,145,728 shares (Note 5)) 19.90%	—	5,136,329 (689,145,728 shares) 19.90%

(Notes) 1. The percentage of voting rights held before and after the change is calculated based on the number of voting rights held by all shareholders (25,806,847 voting rights) as of April 1, 2026.

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2. The number of voting rights and the percentage of voting rights held after the change are calculated based on the number of voting rights prior to the change, minus (i) the number of voting rights corresponding to the number of shares sold by the relevant shareholder as described in “1. Secondary offering of shares (Japanese secondary offering through purchase and underwriting by the underwriters and international secondary offering)” in “I. Secondary offering of shares (global offering) (up to 906,034,000 shares)” above (3,939,278 voting rights (393,927,800 shares)) and (ii) the number of voting rights corresponding to the number of shares associated with the exercise of the Green Shoe Option described in “I. Secondary offering of shares (global offering) (up to 906,034,000 shares) [Reference] 2. Secondary Offering by way of Over-Allotment, etc.” above, if it is exercised in full (590,891 voting rights (59,089,100 shares)). In that case, the shareholding ratio will be 25.00%.
3. The number of voting rights after the change may increase depending on the actual result of the exercise of the Green Shoe Option.
4. The percentage of voting rights is rounded to the nearest second decimal place.
5. The number of shares (1,142,162,628 shares) held prior to the change represents the total of 966,649,854 shares of common stock with voting rights (with 100 shares constituting one unit) and 175,512,774 shares of class A shares without voting rights, and the number of shares (689,145,728 shares) held after the change represents the total of 513,632,954 shares of common stock with voting rights (with 100 shares constituting one unit) and 175,512,774 shares of class A shares without voting rights.

4. Scheduled date of change

Delivery date (the fifth business day following the Pricing Date) set forth in “1. Secondary offering of shares (Japanese secondary offering through purchase and underwriting by the underwriters and international secondary offering)” in “I. Secondary offering of shares (global offering) (up to 906,034,000 shares)” above.

5. Change in unlisted parent company, etc. subject to disclosure

Not applicable.

End

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