

Press Release

October 1, 2024  
NIPPON EXPRESS HOLDINGS, INC.

Acquisition of Shares of SH HoldCo GmbH to become a Fully-Owned Subsidiary

NIPPON EXPRESS HOLDINGS, INC. (the “Company” or “we”) has reached an agreement with the shareholders of SH HoldCo GmbH (the “Sellers”) to acquire all the shares in SH HoldCo GmbH, a group of companies based in Germany specializing in contract logistics in the healthcare industry (“Simon Hegele”) (the “Transaction”) and has entered into a sale and purchase agreement (the “Agreement”) on September 30, 2024 in Japan time as detailed below.

Notes

1. Purpose of the Transaction

Earlier this year, the Company launched the "NX Group Business Plan 2028 Dynamic Growth 2.0 ~ *Accelerating Sustainable Growth* ~" as a guideline for the next five years. The Company is promoting business growth in the global market towards the achievement of our long-term vision "To become a logistics company with a strong presence in the global market by 2037".

One of our strategies to achieve this vision is to expand our range of services for each customer. As part of this strategy, we are advancing the development of a global end-to-end service infrastructure tailored to our customers' industries.

Simon Hegele is a contract logistics provider based in Karlsruhe, Germany, specializing in the healthcare industry. Simon Hegele provides logistics services including warehousing, distribution, installation at delivery destinations, and other value-added services for large medical equipment. Simon Hegele has expanded their primarily Germany-based operations across Europe, the Americas and Asia-Pacific. Furthermore, Simon Hegele has built a robust customer base by leveraging their highly-specialized logistics platform also meeting specific needs of blue-chip healthcare, industry and retail clients.

This Transaction will enable the Company to acquire a unique and scalable healthcare platform in Europe, a significant market for contract logistics. We expect to receive highly complementary capabilities and synergistic value through the integration of Simon Hegele with the Company’s global network and international forwarding business, resulting in the following three new growth opportunities:

- Growth in the healthcare market:  
Strengthen our capabilities through the acquisition of a highly specialized logistics platform, expertise, and human capital for lateral expansion
- Enhancement of end-to-end solutions and cross-selling for healthcare as well as industry and retail clients:  
Gain opportunities to provide a wide range of services from regional logistics to international transportation services across both companies' customer supply chains
- Geographical expansion of Simon Hegele's business:  
Build industry-specific platforms on a global scale and achieve lateral expansion for relevant key accounts

By welcoming Simon Hegele into our group, we aim to achieve early realization of these growth opportunities and provide our customers with higher quality logistics solutions.

2. Transaction Structure

We will acquire 100% of the shares of Simon Hegele for cash.

3. Outline of the Company and Simon Hegele

(1) Description of the Acquired Company (SH HoldCo GmbH)

Note that the table below only describes SH HoldCo GmbH, which is the ultimate parent company of a group of 30 companies, including partially-owned subsidiaries, comprising the Simon Hegele Group.

(1)	Trade name	SH HoldCo GmbH	
(2)	Headquarters address	Haid-und-Neu-Straße 13-15, 76131 Karlsruhe, Germany	
(3)	Representative	Stefan Ulrich, Group CEO	
(4)	Business	Medical equipment and other industry-related logistics services	
(5)	Capital	EUR 262,920 (JPY 42 million)	
(6)	Incorporation date	1920 (※1)	
(7)	Shareholders and their percentage holdings	EMZ IV S.à r.l and others	
(8)	Relationship between the Company and SH HoldCo GmbH	Capital relationship	N/A
		Personnel relationship	N/A
		Business relationship	N/A
(9)	Group performance in the most recent Fiscal year (※2)	Consolidated Net Assets	EUR 40 million (JPY 6,329 million)
		Consolidated Total Assets	EUR 230 million (JPY 36,735 million)
		Consolidated Sales (Total output)	EUR 318 million (JPY 50,938 million)
		Consolidated EBIT	EUR 3.7 million (JPY 593 million)

※1. Stated Simon Hegele Group Founding Year

※2. FY2023 December, converted at the Exchange Rate of EUR 1 = JPY 160

## (2) Description of the Sellers

The Sellers in this transaction are a group of six shareholders. The following is an overview of the shareholder representing all Sellers in the Transaction.

(1)	Name	EMZ IV S.à r.l
(2)	Address	15 Boulevard F.W. Raiffeisen, 2411 Luxembourg
(3)	Relationship with the Company	N/A

## 4. Number of Shares to be Transferred, Purchase Price, and Status of Shares Held Before and After the Transaction

(1)	Number of shares held before the Transaction	0 shares (voting right ownership ratio: 0.0%)
(2)	Number of shares to be transferred	All outstanding shares of SH HoldCo GmbH
(3)	Purchase price	Undisclosed (※3)
(4)	Number of shares held after the Transaction	All outstanding shares of SH HoldCo GmbH (voting right ownership ratio: 100%)

※3. The purchase price cannot be disclosed due to the confidentiality obligations among the parties.

## 5. Schedule of Important Transaction Events

(1)	Execution Date of the Agreement	30 <sup>th</sup> September, 2024
(2)	Closing Date of the Transaction	First Quarter of FY2025 (planned)

The Transaction is subject to satisfaction of the conditions precedent to closing; therefore, the closing date may change.

## 6. Future Outlook

We do not expect that the Transaction will have any material impact on the Company's consolidated financial results for the fiscal year ending December 2025.

An announcement will be made promptly in the event that any related matter arising in the future should be disclosed.



(First from left of photo : Mamoru Akaishi / Director and Executive Officer / NIPPON EXPRESS HOLDINGS  
Second from left : Stefan Ulrich / Simon Hegele Group CEO  
Fourth from left : Shinichi Kakiyama/Managing Executive Officer, Regional General Manager /NX Europe)



(Mamoru Akaishi /Director /NXHD and Stefan Ulrich / CEO /Simon Hegele Group)

■Stefan Ulrich / Simon Hegele Group CEO

"It was clear to us that we wanted to find a strategic partner that was a good fit for us, with a complementary service portfolio and a strong international presence, who appreciates our independence and agility and at the same time is passionate about working with us to further develop tailor-made solutions for our internationally active customers on a global level - we are certain that we have now found the ideal partner in NX Group!"

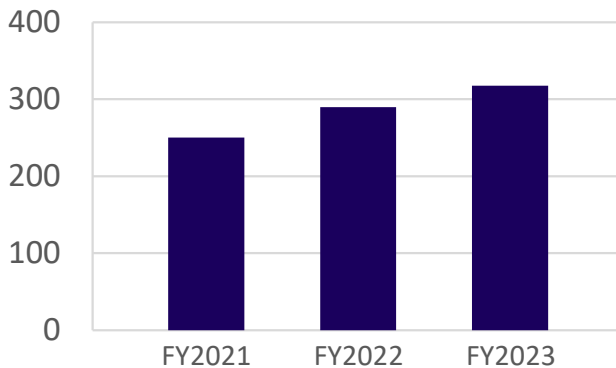
■Mamoru Akaishi / Director and Executive Officer / NIPPON EXPRESS HOLDINGS

"I am looking forward to moving forward on the same path towards the future with the Simon Hegele Group. Specifically, I believe that we can provide even greater value to our customers, by combining NX Group's global network capabilities with Simon Hegele's advanced logistics expertise, especially in the healthcare sector."



## Company Profile

Company	SH HoldCo GmbH
Year of Incorporation	1920 <sup>(1)</sup>
Headquarter	Karlsruhe (Germany)
Representative	Stefan Ulrich
Business Activities	Contract logistics provider (e.g. warehousing, transportation, installation) for Medtech and industry & retail sectors. ULT <sup>(2)</sup> for pharma.
Major Areas of Operations	Europe, North and South America
Locations	58 (Warehouse, Office) <sup>(3)</sup>
Revenue Trends <sup>(4)</sup>	(M.EUR)

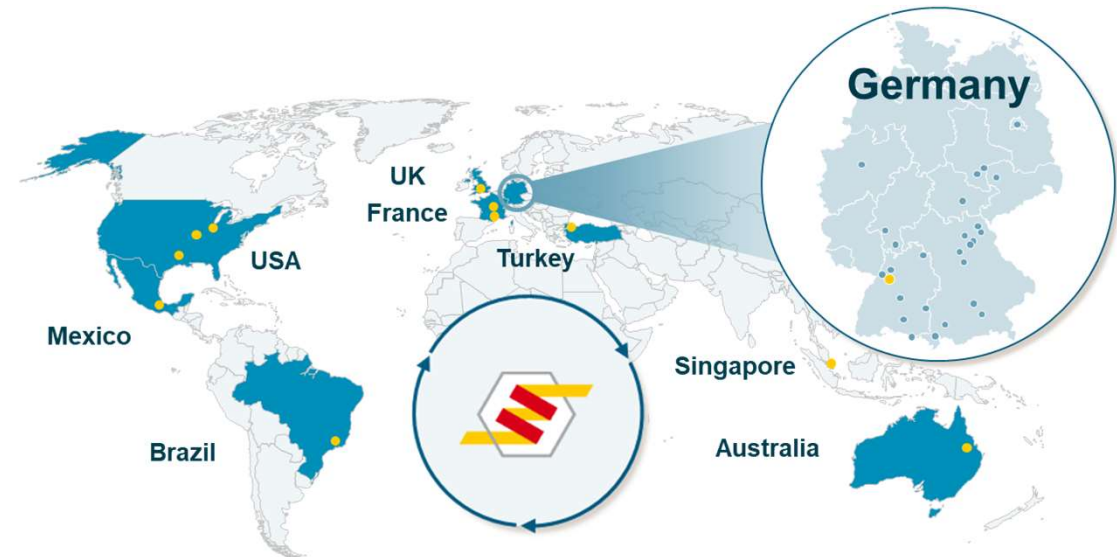


## Business Overview



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|---|--|
| <ul style="list-style-type: none"> <li>• Logistics solutions throughout the lifecycle of large medical equipment (Medtech)</li> <li>• Value-added services (e.g., project management, storage, transport &amp; rigging)</li> <li>• Pharma logistics services with major pharma customers</li> </ul> | <ul style="list-style-type: none"> <li>• Inbound to manufacturing, aftermarket solutions, packaging, QC, assembling, customs support, returns and other various services.</li> <li>• Spare parts logistics, including on- and off-site technical services</li> </ul> |
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## Locations



(1) Stated Simon Hegele Group Founding Year (2) Ultra-low temperature (3) Group total (4) Consolidated financials of SH HoldCo GmbH



Strategic Rationale	Overview
<b>Growth in the healthcare market</b>	Strengthen our capabilities through the acquisition of <b><u>a highly specialized logistics platform, expertise, and human capital</u></b> for lateral expansion
<b>Enhancement of end-to-end solutions and cross-selling</b>	Gain opportunities to provide <b><u>a wide range of services from regional logistics to international transportation services</u></b> across both companies' customer supply chains
<b>Geographical expansion of Simon Hegele's business</b>	<b><u>Build industry-specific platforms</u></b> on a global basis and <b><u>achieve lateral expansion for relevant key accounts</u></b>



By leveraging the synergies created from both companies' expertise and strengths, we can achieve growth in the healthcare market, enhance our end-to-end solution capabilities, and increase our presence in the global market