

Date: June, 24, 2022

Company name: Hamamatsu Photonics K.K.
Stock code: 6965 Tokyo Stock Exchange, Prime Market
Representative: Akira Hiruma,
President and Chief Executive Officer
Contact: Kazuhiko Mori,
Senior Executive Officer and
General Manager of Accounting Division.
(Phone: +81-53-452-2141)

**Hamamatsu Photonics K.K. announces Acquisition of Danish NKT Photonics A/S shares
by our Consolidated Subsidiary and making it Subsidiary**

Hamamatsu Photonics K.K. (hereinafter “Hamamatsu Photonics “ or “we”) has decided today that the consolidated subsidiary, Photonics Management Europe S.R.L (“PME”; Head Office: Belgian Brussels; regional headquarters and holding company in Europe) will make NKT Photonics A/S that manufactures and sells laser equipment components (“NKT Photonics” ; Head Office: Denmark Copenhagen) a subsidiary (our sub-subsidiary) based on a resolution of the Board of Directors on June 9,2022 (the “Acquisition”).

1.Reason for acquiring shares

NKT Photonics is a fiber laser manufacturer with unique photonic crystal fiber production technology* for ultrashort pulse laser amplification and fiber transmission. Their mainstay products include Super Continuum White Light Laser*, Single-Frequency Fiber Laser*, and Ultrafast Fiber Laser*. These products are mainly used in the following markets.

Super Continuum White Light Lasers are used as white light sources in the microscope field and as light sources for inspection of cutting-edge semiconductor devices, which will be made three-dimensional integration technologies in the semiconductor field.

Single-Frequency Fiber Lasers are used in the quantum computer field as lasers for cold traps of ions and atoms, taking advantage of their high power and high wavelength stability, and are expected to grow with future market expansion.

Ultrafast Fiber Lasers are used as surgical lasers in the ophthalmology field, and are expected to develop further in the future as the market expands. In the field of semiconductors, it is expected that these lasers will be used as lasers in the cutting process of semiconductor wafers, and in the industrial field as lasers for high-precision non-thermal processing.

We specialize in the laser diode business based on compound semiconductor manufacturing

technology, and have a complementary relationship with NKT Photonics, which specializes in fiber lasers. As we expand our laser application business in the future, NKT Photonics' product lineup will be important position. In particular, fiber lasers, which can be made compact and lightweight, are the most attractive laser technologies, and we look forward to further expansion in the field of applications.

*Super Continuum White Light Laser : A high brightness laser light source with a wide spectral width

*Single-Frequency Fiber Laser : Extremely Wavelength Stable Fiber Laser

*Ultrafast Fiber Laser : Laser with an Extremely Short Pulse Width of Femtoseconds to Picoseconds

*Photonic Crystal Fiber : Fiber technology that enables amplification and fiber transmission of ultrashort pulse laser light using hollow core-structure fiber

2. Overview of Subsidiaries (PME) to Acquire Shares

(1)	Company Name	Photonics Management Europe S.R.L
(2)	Address	Chaussee de la Hulpe 120, 1000 Bruxelles, Belgium
(3)	Title/Name of Representative	Akira Hiruma (President & CEO)
(4)	Description of Businesses	Regional headquarters and holding company in Europe
(5)	Share Capital	273 million Euros (39.284 billion yen)

3. Overview of the subsidiary (NKT Photonics) to be transferred

(1)	Company Name	NKT Photonics A/S		
(2)	Registered Address	Blokken 84, 3460 Birkerød, Denmark		
(3)	Title/Name of Representative	Basil Garabet (President & CEO)		
(4)	Description of Businesses	Development, manufacture and sale of high-quality optical fibers and laser technology		
(5)	Share Capital	2.0 million Euro (0.2 billion yen)		
(6)	Date of Incorporation	November, 2000		
(7)	Major shareholders and ratio of shares	NKT A/S(100%)		
(8)	Relationship between Listed company and the company	Capital relationship	Not applicable.	
		Personnel relationship	Not applicable.	
		Business relationship	Not applicable.	
(9)	Consolidated Operating Results and Financial Position of the Company for the Last Three Years*			
	Fiscal year end	FY2019	FY2020	FY2021
	Consolidated net assets	7.4 million Euros (1.064 billion yen)	△3.7 million Euros (△532million yen)	△11.2 million Euros (△1.611 billion yen)
	Consolidated total assets	142.5 million Euros (20.505 billion yen)	138.1 million Euros (19.872 billion yen)	151.5 million Euros (21.800 billion yen)
	Consolidated net assets per share	0.49 Euros (70 yen)	△0.24 Euros (△34 yen)	△0.74 Euros (△106 yen)
	Consolidated net sales	74.6 million Euros (10.734 billion yen)	69.9 million Euros (10.058 billion yen)	80.1 million Euros (11.526 billion yen)
	Consolidated operating income	4.7 million Euros (676 million yen)	△9.5 million Euros (△1.367 billion yen)	△7.1 million Euros (△1.021 billion yen)

Profit attributable to owners of parent	2.5 million Euros (359 million yen)	△11 million Euros (△1.582 billion yen)	△7.8 million Euros (△1.122 billion yen)
Consolidated Earnings per share	0.16 Euros (23 yen)	△0.72 Euros (△103 yen)	△0.51 Euros (△73 yen)

*In February 2022, NKT Photonics partially carved out the sensing businesses, and the consolidated results of operations and financial position include those sensing businesses.

4. Overview of the Counterparty to the Share Acquisition

(1) Company Name	NKT A/S	
(2) Address	Vibeholms Alle 20, 2605 Brondby, Denmark	
(3) Title/Name of Representative	Alexander Kara (President & CEO)	
(4) Description of Businesses	Manufacture and sale of power cables and wires	
(5) Share Capital	115.4 million Euros (16.606 billion yen)	
(6) Date of Incorporation	August, 1891	
(7) Net assets	1.1599 billion Euros (166.909 billion yen)	
(8) Total assets	2.5534 billion Euros (367.434 billion yen)	
(9) Major shareholders and ratio of shares	The Seller has not provided consent to disclose information	
(10) Relationship between listed company and the company	Capital relationship	Not applicable.
	Personnel relationship	Not applicable.
	Business relationship	Not applicable.
	Relevant Status to Relevant Party	Not applicable.

5. Number of Shares to be Acquired, Acquisition Price, and Shareholdings Before and After the Acquisition

(1)	Number of Shares owned prior to the Acquisition	0 shares (Number of voting rights: 0) (Ratio of voting rights held: 0%)
(2)	Number of Shares to be Acquired	15,200,253 shares (Number of voting rights: 15,200,253)
(3)	The Acquisition Price	Approx. 205 million Euro (Approx. 29.499 billion yen*)
(4)	Number of Shares owned after the Acquisition	15,200,253 shares (Number of voting rights: 15,200,253) (Ratio of voting rights held: 100%)

* The Acquisition Price includes the net debt amount in addition to equity value. The Acquisition Price will be adjusted in accordance with any adjustments stipulated in the share purchase agreement.

6. Schedule

(1)	June 9, 2022*	Resolution of the Board of Directors
(2)	June 24, 2022	Execution of the share purchase agreement
(3)	March 31, 2023	Completion of the share acquisition (Planned)

*At the Board of Directors held on June 9, 2022, we resolved to leave the final decision on the conclusion of contracts related to the Acquisition and the Acquisition discretionary to the Representative Director to the extent consistent with the content of the resolution. In addition, the Acquisition is subject to the satisfaction of preconditions for the execution of transactions, such as the completion of legal and regulatory proceedings in each country.

7. Future Outlook

The impact of the Acquisition on our consolidated results for the fiscal year ending September 2022 is immaterial. We plan to disclose the impact of this on our consolidated results as appropriate in the future.

8. Funds for Acquisition

The Acquisition will be financed from our own funds and bank loans.

※The exchange rate in this document is based on the assumption that 1 Euro = 143.90 yen (the TTM rate of The bank of Mitsubishi UFJ as of June 23, 2022).