November 9, 2026

Company name: Kobe Steel, Ltd.
Representative: Yoshihiko Katsukawa
President, CEO and
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(Securities code: 5406; TSE Prime)
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Notice Concerning Acquisition of Shares (to Make Subsidiaries) in Connection with the Acquisition of the Construction Equipment Business of CNH Industrial N.V. by Kobelco Construction Machinery Co., Ltd.

Kobelco Construction Machinery Co., Ltd. ("Kobelco Construction Machinery"), a wholly owned subsidiary of Kobe Steel, Ltd. (the "Company"), resolved by its Board of Directors on November 9, 2026, to acquire 70% of the construction equipment business (the "CNH CE Business") operated by CNH Industrial N.V. and its affiliates (hereinafter collectively, "CNH"). Today, Kobelco Construction Machinery and CNH (hereinafter collectively referred to as the "Parties") entered into a share purchase agreement in connection with the transaction. The details are described below. As part of the transaction, CNH is expected to transfer the CNH CE Business to two companies established in the United States and the United Kingdom (each, a "NewCo"), following which Kobelco Construction Machinery is expected to acquire 70% of the shares in each NewCo (the acquisition by Kobelco Construction Machinery of the shares in each NewCo, hereinafter the "Transaction").

The Transaction is subject to the satisfaction of customary closing conditions, including the completion of applicable antitrust and competition law procedures in relevant jurisdictions.

1. Purpose of the Transaction

Global demand for construction equipment is expected to grow over the medium to long term, supported by factors such as the need to renew aging infrastructure, continued urbanization, and investment in energy-related projects. In North America in particular, robust demand for construction equipment is expected to continue, underpinned by investment in infrastructure, power generation, data centers, and manufacturing facilities. In addition, as demand for greater productivity and labor-saving solutions at construction sites continues to increase, aftermarket businesses, including parts and services, as well as digital solutions, are becoming increasingly important alongside equipment sales.

In this business environment, under the Kobelco Group Medium-Term Management Plan (Fiscal 2024-2026), the Kobe Steel Group, also known as the Kobelco Group, is undertaking a full-scale transformation of its business portfolio across the Group to accelerate growth, positioning its machinery businesses targeting global markets at the core of its pursuit of growth. Kobelco Construction Machinery aims to strengthen its solutions business by combining enhanced competitiveness in its equipment business with its aftermarket business and service-based business (K-DIVE®). The Company has determined that this acquisition will give concrete form to that strategy and has therefore decided to acquire 70% of the CNH CE Business through Kobelco Construction Machinery.

The CNH CE Business operates the "CASE Construction Equipment," "New Holland Construction" and "Eurocomach" brands and has an extensive sales and service network across North America, Europe, Latin America and other regions worldwide. It also offers a broad product portfolio ranging from small- and medium-sized commercial construction equipment to large construction equipment used for infrastructure and public works projects, with a significant installed base worldwide, while maintaining a strong customer base in its aftermarket business. The Company believes that these business assets are highly complementary to Kobelco Construction Machinery's existing business platform, products, and technologies.

Through the Transaction, the Group intends to utilize the CNH CE Business's strong brands, broad product portfolio, global sales and service network, and strong customer base, together with Kobelco Construction

Machinery's technological capabilities and product strengths in hydraulic excavators, cranes, and construction digital transformation (DX) solutions, to enhance its customer value proposition and strengthen the competitiveness of its sales and service network. In addition, by leveraging the CNH CE Business's established presence in North America and Latin America, the Company expects to strengthen its business in key and growth markets, achieve greater geographic diversification across its business portfolio and enhance its ability to support and serve customers across its global business platform.

In the aftermarket business, the expansion of unit sales and the installed base resulting from the Transaction is expected to create additional demand for parts and services. By leveraging the CNH CE Business's sales and service network and customer base and further strengthening customer engagement throughout the equipment lifecycle, the Company will pursue additional growth opportunities in its parts and services business.

Furthermore, as the construction industry faces growing demand for productivity improvements and labor-saving solutions, the Company intends to strengthen its solutions business by combining construction DX solutions, including K-DIVE®, with CNH's GNSS (Global Navigation Satellite System) and other technologies under its strategic partnership with CNH.

CNH will hold a 30% equity interest in each NewCo following the Transaction. CNH's continued involvement as a strategic partner is expected to facilitate a smooth business transition and support the realization of anticipated synergies by leveraging the respective strengths of both Parties.

Through the Transaction, the Company aims to sustainably enhance the Group's corporate value.

2. Overview of the Subsidiaries Subject to Change

NewCo 1 (planned)

(1)	Company name	Case Construction UK Limited (1)	
(2)	Location	Cranes Farm Road, Basildon, Essex, SS14 3AD, United Kingdom	
(3)	Job title and name of representative	Directors: Humayun Chishti, Alessandro De Chiara, Mizanal Choudhury and Edoardo Tiraboschi	
(4)	Description of business	Manufacture and sale of construction equipment	
(5)	Share capital	GBP 100 (1)	
(6)	Date of establishment	January 5, 2026	
(7)	Major shareholders and ownership ratios	CNH Industrial N.V.: 100.0%	
(8)	Relationship between the Company and said company	Capital relationship	Not applicable.
		Personnel relationship	Not applicable.
		Business relationship	Not applicable.
(9)	Consolidated operating results and consolidated financial positions of the CNH CE Business for the last three years (IFRS, Unaudited Pre-Tax Adjusted Financial Information) (2)		

As of / Fiscal year ended	December 31, 2024	December 31, 2025
Consolidated net sales	USD 3,053 million	USD 2,956 million
EBITDA	USD 253 million	USD 167 million
Consolidated net assets	USD 462 million	USD 501 million

(1) These items are expected to be changed by the time of the change in the subsidiary status. The company name and share capital at the time of the change in the subsidiary status have not yet been determined.
(2) The financial information presented above was provided by CNH and relates to the portion of the CNH CE Business to be transferred to NewCo 1 and NewCo 2. Accordingly, such information may differ from the actual financial results that would have been generated if the CNH CE Business had been operated as a standalone business. According to CNH, the relevant financial information for the fiscal year ended December 31, 2023 is not available.

NewCo 2 (planned)

(1)	Company name	Case Construction U.S. LLC (1)	
(2)	Location	700 State Street, Racine, Wisconsin, United States	
(3)	Job title and name of representative	President and Chief Executive Officer: Humayun Chishti	
(4)	Description of business	Manufacture and sale of construction equipment	
(5)	Share capital	Not specified	
(6)	Date of establishment	November 2, 2026	
(7)	Major shareholders and ownership ratios	CNH Industrial America LLC: 100.0%	
(8)	Relationship between the Company and said company	Capital relationship	Not applicable.
		Personnel relationship	Not applicable.
		Business relationship	Not applicable.
(9)	Consolidated operating results and consolidated financial positions of the CNH CE Business for the last three years (IFRS, Unaudited Pre-Tax Adjusted Financial Information) (2)		

(1) The company name is expected to be changed by the time of the change in the subsidiary status. The company name at the time of the change in the subsidiary status has not yet been determined.
(2) Same as for NewCo 1.

3. Overview of the Counterparties to the Acquisition of Shares

Overview of the Counterparty to the Share Acquisition of NewCo 1

(1)	Company name	CNH Industrial N.V.	
(2)	Location	Cranes Farm Road, Basildon, Essex, SS14 3AD, United Kingdom	
(3)	Job title and name of representative	CEO: Gerrit Marx	
(4)	Description of business	Manufacture and sale of agricultural machinery and construction equipment, and provision of related financial services	
(5)	Share capital	USD 25 million (as of June 30, 2026)	
(6)	Date of establishment	November 23, 2012	
(7)	Net assets	USD 7,794 million	
(8)	Total assets	USD 42,172 million	
(9)	Major shareholders and ownership ratios	EXOR N.V.: 26.9%	
(10)	Relationship between the Company and said company	Capital relationship	Not applicable.
		Personnel relationship	Not applicable.
		Business relationship	Not applicable.
		Related party relationship	Not applicable.

Overview of the Counterparty to the Share Acquisition of NewCo 2

(1)	Company name	CNH Industrial America LLC	
(2)	Location	711 Jorie Blvd. Oak Brook, Illinois, United States	
(3)	Job title and name of representative	CEO: Gerrit Marx	
(4)	Description of business	Manufacture and sale of agricultural machinery and construction equipment, and provision of related financial services	
(5)	Share capital	USD 0 (as of June 30, 2026)	
(6)	Date of establishment	April 22, 1994	
(7)	Net assets	USD 1,934 million	
(8)	Total assets	USD 7,725 million	
(9)	Major shareholders and ownership ratios	Case New Holland Industrial Inc.: 100%	
(10)	Relationship between the Company and said company	Capital relationship	Not applicable.
		Personnel relationship	Not applicable.
		Business relationship	Not applicable.
		Related party relationship	Not applicable.

4. Number of Shares Acquired, Acquisition Costs, and Shareholding Before and After Acquisition

(1)	Number of shares held before the change	0 shares in each of NewCo 1 and NewCo 2 (Number of voting rights: 0 units) (Ratio of voting rights held: 0.0%)
(2)	Number of shares to be acquired	Number of shares equivalent to 70% of the total number of shares outstanding for each of NewCo 1 and NewCo 2 (Ratio of voting rights held: 70%)
(3)	Acquisition costs	USD 700 million (JPY 110,530 million [(1)]) [(2)] for NewCo 1 and NewCo 2 (The actual acquisition price will be finalized after adjustments for two NewCos' net interest-bearing debt, working capital and other items as of the completion of the Transaction.) Acquisition-related expenses, etc. (estimated amount): JPY 4,000 million [(3)] Total (estimated amount): JPY 114,530 million
(4)	Number of shares held after the change	Number of shares equivalent to 70% of the total number of shares outstanding for each of NewCo 1 and NewCo 2 (Ratio of voting rights held: 70%)

(1) Converted at an exchange rate of USD 1 = JPY 157.90
(2) The acquisition price represents the aggregate amount corresponding to the 70% equity interests to be acquired by Kobelco Construction Machinery in the two NewCos, based on enterprise value.
(3) Acquisition-related expenses, etc. (estimated amount) represent the total amount of expenses associated with the acquisitions of shares of NewCo 1 and NewCo 2.

5. Overview of the Subsidiary [(1)]

(1)	Company name	Kobelco Construction Machinery Co., Ltd.
(2)	Location	THE LINKPILLAR 2, 2-22-1, Takanawa, Minato-ku, Tokyo, Japan

(3)	Job title and name of representative	Akira Yamamoto, President, Representative Director
(4)	Description of business	Development, manufacture, sales and service of construction machinery
(5)	Share capital	JPY 16,000 million (as of March 31, 2026)

(1) The acquisition of shares in NewCo 2 will be carried out by a newly established subsidiary of Kobelco Construction Machinery.

6. Timetable

(1)	Date of resolution at the meeting of the Board of Directors	November 9, 2026
(2)	Date of conclusion of the agreement	November 9, 2026
(3)	Date of completion of share transfer	Third quarter of the fiscal year ending March 2028 (fiscal year 2027) (planned)

7. Financing Method

The funds required for the acquisition of the shares are expected to be procured through a bridge loan from the main financial institution(s). With respect to this bridge loan, refinancing is planned after considering appropriate financing methods and timing in light of future financial market conditions, among other factors.

8. Outlook

We are currently assessing the impact of the Transaction on the Company's business performance and financial position. Should any matters requiring disclosure including any revisions to our financial forecast arise in the future, we will promptly announce them.

(Reference) Consolidated financial results forecasts for fiscal 2026 (released on August 5, 2026) and actual consolidated results for fiscal 2025

(JPY)

	Consolidated net sales	Consolidated operating profit	Consolidated ordinary profit	Profit attributable to owners of parent
Consolidated financial results forecasts for fiscal 2026 (Fiscal year ending March 31, 2027)	2,690,000 million	150,000 million	120,000 million	100,000 million
Actual consolidated results for fiscal 2025 (Fiscal year ended March 31, 2026)	2,436,581 million	129,883 million	121,336 million	93,717 million