

February 19, 2026

This document is an English translation of a statement written originally in Japanese. The Japanese original should be considered as the primary version.

ITOCHU Corporation  
(Code No. 8001, Prime Market)  
Representative Director and President and Chief Operating Officer: Keita Ishii  
Contact: Kazunori Harada  
General Manager, Investor Relations Division  
(TEL. +81-3-3497-7295)

**Announcement Regarding Additional Acquisition of Shares**  
**in Hitachi Construction Machinery Co., Ltd.**

ITOCHU Corporation (“ITOCHU”) hereby announces that a resolution has been made and an agreement reached regarding the acquisition by HCJI Holdings, Ltd. (“HCJI”) of all HCJI shares held by HCJ Holdings, Ltd. (“JIP SPC”), a special purpose company owned by investment funds managed or operated by Japan Industrial Partners, Inc. (“JIP”), and Citrus Investment G.K. (“Citrus”), both of which equally own HCJI. Details are as follows.

HCJI currently holds 26% of the shares in Hitachi Construction Machinery Co., Ltd. (“HCM”). In addition, Citrus acquired an additional 0.4% of HCM shares through market transactions in early February this year. As a result of this additional share acquisition, ITOCHU’s shareholding ratio in HCM via Citrus (including direct and indirect holdings) is expected to reach 33.4%. ITOCHU has no plans for further acquisition of HCM shares.

**1. Reasons and Purpose for the Additional Share Acquisition**

HCM is pursuing sustainable growth and enhancement of corporate value under its three-year medium-term management plan “BUILDING THE FUTURE 2025” ending in fiscal year 2025, focusing on four pillars of growth strategy: “Innovative Solutions,” “Value Chain Expansion,” “Expansion of Operations in the Americas,” and “Strengthening People and Corporate Capabilities.” In response to complex social issues faced by the construction and mining industries, such as labor shortages, stricter environmental regulations, and aging infrastructure, HCM is promoting a shift from a traditional hardware-centric business structure, advancing the sophistication of construction machinery through digital technologies, and strengthening services throughout the machinery lifecycle.

As part of these initiatives, HCM plans to change its corporate name to LANDCROS Corporation effective April 1, 2027, and rebrand its corporate brand as “LANDCROS.” “LANDCROS” embodies the vision of “contributing to the realization of a safe and sustainable society for a prosperous land and city into the future,” reflecting the company’s commitment to continually provide innovative solutions to customers in the global construction and mining industries. Brand recognition is expected to grow globally, including among consolidated subsidiaries.

Through this additional share acquisition, ITOCHU aims to further strengthen its partnership with HCM, maximize the networks and know-how cultivated by both companies, and jointly realize enhanced competitiveness and corporate value in the global market.

**(1) Strengthening Commitment to Sustainable Growth of HCM**

Since the capital alliance in 2022, ITOCHU has worked closely with HCM to enhance its competitiveness and corporate value in the global construction machinery market. With this additional share acquisition, ITOCHU will provide stronger support for HCM’s transformation into a “solution provider” under the “LANDCROS” brand and the execution

of its medium- to long-term growth strategy from capital, business, and management perspectives.

(2) Strengthening Effective Support for Management Challenges

HCM is undertaking various initiatives to further strengthen its business foundation and achieve sustainable growth. By leveraging the cross-industry business management, KPI operation expertise, talent management, M&A, and governance enhancement knowledge developed by the ITOCHU Group, ITOCHU will provide more effective support for HCM's initiatives.

(3) Accelerating Collaboration in Key Markets and New Areas

In HCM's key markets, notably North America, ITOCHU will accelerate collaboration by jointly promoting sales, rental, and finance businesses, and through M&A opportunities, fully utilizing ITOCHU's global network and business foundation. ITOCHU will also strengthen cooperation in environmental and next-generation technology fields such as SDGs and zero-emission construction machinery, as well as in value chain businesses including lifecycle services, contributing to HCM's global growth.

(4) Expanding Support in Human Resources and Governance

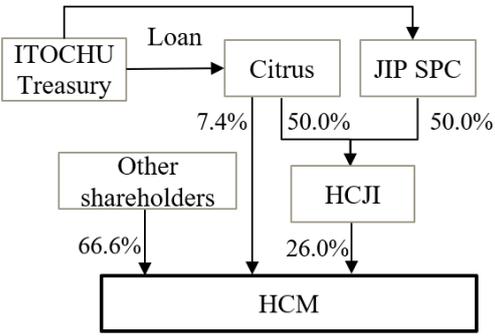
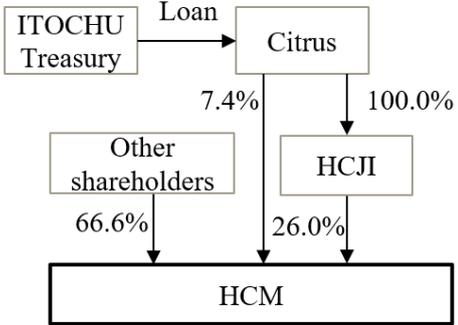
Going forward, ITOCHU will increase the dispatch of ITOCHU personnel to HCM headquarters and overseas bases, building a support system closely aligned with management and business operations. Additionally, through director candidate nominations under the capital alliance agreement between HCM and HCJI, ITOCHU will actively contribute to enhancing management governance and strengthening global governance systems. This will boost the execution capabilities of HCM's medium- to long-term growth strategy under the new "LANDCROS" brand and reinforce its corporate resilience.

(5) Maximizing Synergies with the ITOCHU Group

By maximizing synergies with the ITOCHU Group's extensive business foundation in construction equipment and materials, finance, logistics, supply chain management, and ESG/SDGs-related expertise, ITOCHU aims to enhance customer value throughout HCM's business activities and expand global business opportunities. Together, ITOCHU will broaden the scope of solutions provided by the HCM Group under the "LANDCROS" brand and drive the evolution of business models beyond the conventional construction machinery manufacturer framework.

Through this additional share acquisition, ITOCHU will further contribute to the sustainable growth and enhancement of corporate value of HCM (future LANDCROS Corporation) as a "co-creation partner."

## 2. Overview of the Share Acquisition Structure and Transaction Details

<p>Current Status</p>	 <ul style="list-style-type: none"> <li>■ In early February 2026, Citrus completed the additional acquisition of 0.4% of HCM shares.</li> </ul>
<p>After Transaction</p>	 <ul style="list-style-type: none"> <li>■ HCJI will acquire all HCJI shares held by JIP SPC.</li> <li>■ As a result, ITOCHU's shareholding ratio in HCM, including both direct and indirect holdings through Citrus, is expected to reach 33.4%.</li> </ul>

The acquisition price has been reasonably determined using multiple enterprise value evaluation methods, such as market price of the shares, discounted cash flow method, and others.

In addition, for this share repurchase, HCJI plans to obtain financing from ITOCHU Treasury Corporation through Citrus.

### Overview of Citrus

(1) Name	Citrus Investment G.K.
(2) Address	2-5-1 Kita-Aoyama, Minato-ku, Tokyo
(3) Representative's Title and Name	Managing Member: ITOCHU Corporation Executive Officer: Hiroshi Ushijima
(4) Business Activities	Holding shares of HCJI and HCM
(5) Capital Contribution	10,000 yen
(6) Establishment Date	February 22, 2022
(7) Members and Ownership Ratio	ITOCHU: 100.0%

#### Overview of HCJI

(1) Name	HCJI Holdings, Ltd.
(2) Address	2-1-1 Marunouchi, Chiyoda-ku, Tokyo, Japan
(3) Representative's Title and Name	Director & CEO Hidemi Moue
(4) Business Activities	1. Holding shares of HCM 2. All businesses incidental to the preceding item
(5) Capital Contribution	10,000 yen
(6) Establishment Date	December 23, 2021
(7) Major Shareholders and Ownership Ratio	Citrus : 50.0% JIP SPC: 50.0%

#### 3. Schedule

(1) Clearance of various legal and regulatory requirements	Planned in February-April 2026
(2) Completion date of HCJI's acquisition of its own shares from JIP SPC	Planned in April 2026

#### 4. Future Outlook

The impact of this matter on ITOCHU's consolidated financial results for the fiscal year ending March 2026 is expected to be minimal. As for the impact on future fiscal years, ITOCHU is currently reviewing the details and plans to provide further explanations based on future management plans formulated.