

2026 年 9 月 15 日

日産東京販売ホールディングス株式会社
取締役会御中

ナナホシマネジメント（イギリス）

代表 松橋 理



政策保有株式に関するロックアップ（売却制限）の設定を踏まえた要請

2026 年 6 月の定時株主総会において、貴社取締役会は、中央自動車工業株式会社（以下「中央自動車工業」といいます。）の株式を含む政策保有株式に関し、毎年取締役会で資本コスト等を踏まえた定量・定性の両面から保有の合理性を検証し、必要に応じて売却しており、当該方針は「実効的に機能している」旨を説明しました。

その 2 か月後の 8 月 28 日、中央自動車工業は「政策保有株式見直しの動きが進むなか、一部の金融機関株主より売却意向を確認した」として、3,548,600 株の株式売出しを公表しました。貴社は中央自動車工業株式を 3,180,000 株（引受価額 1 株 2,046 円を単純に乗ずると約 65 億円）保有しています。しかし、貴社は売出人とならず、野村證券株式会社（以下「野村證券」といいます。）に対し、2026 年 9 月 7 日から 2027 年 3 月 12 日まで事前の書面による野村證券の同意なしには売却等を行わない旨の書面を差し入れました。なお、目論見書によれば、野村證券はロックアップ期間中であってもその裁量で当該合意の一部または全部を解除できる権限を有しているとされています。

前述の約 65 億円は、2026 年 9 月 11 日終値 544 円で計算した場合、貴社の時価総額約 324 億円の約 2 割に相当します。売出しに応じた株主がいる一方で、貴社はこれだけの規模の資産について保有を継続し、さらに約 6 か月間その処分を制限しました。このような巨額の資産について保有を継続するだけでなく、その処分まで制限することは、合理的な資本配分とは到底考えられません。

さらに、中央自動車工業は貴社株式を 1,129,000 株保有する持合い先です。従前からお伝えしているとおり、株式の持合いなしでは維持できない取引関係であれば、その取引関係自体を解消するべきです。

本件に関し、我々が確認できた貴社側の開示は、ロックアップ期間の開始後である 2026 年 9 月 10 日に提出された変更報告書のみで、同報告書は法定の記載事項を記すにとどまり、当該判断の合理性や株主価値への影響を説明するものではありません。貴社の時価総額の約 2 割に相当する資産について、その処分を約 6 か月間制限するという重要な判断を下していることから、貴社は株主に対して当該判断の合理性や株主価値への影響の説明をするべきです。つきましては、下記の対応を要請いたします。

記

- 中央自動車工業株式の保有を継続し、さらにその処分を制限した判断の理由を、キャピタルアロケーションの観点から株主に対して公表する
- 野村證券に売却制限の解除を求め、中央自動車工業株式をはじめとする全ての政策保有株式を売却する

以上

15 September 2026

Nissan Tokyo Sales Holdings Co., Ltd.
4-32-1 Nishi Gotanda, Shinagawa Ward, Tokyo
141-0031, JAPAN

Dear Board of Directors,

At the AGM of Nissan Tokyo Sales Holdings Co., Ltd. (the “Company”) held in June 2026, the Board of Directors explained that it reviews the rationale for each of the Company’s cross-shareholdings, including its shares in Central Automotive Products Ltd. (“Central Automotive Products”), on an annual basis. The Board stated that this review is conducted from both quantitative and qualitative perspectives, taking into account the cost of capital and other relevant factors, that shares are sold where appropriate, and that this framework is “functioning effectively”.

Only two months later, on 28 August 2026, Central Automotive Products announced a secondary offering of 3,548,600 shares, stating that certain financial institution shareholders had indicated their intention to sell amid the ongoing review of cross-shareholdings.

The Company holds 3,180,000 shares in Central Automotive Products, equivalent to approximately ¥6.5bn based simply on the underwriting price of ¥2,046 per share. Rather than participating in the offering as a selling shareholder, however, the Company entered into a lock-up undertaking with Nomura Securities Co., Ltd. (“Nomura Securities”), under which it agreed not to sell or otherwise dispose of its shares in Central Automotive Products from 7 September 2026 to 12 March 2027 without Nomura Securities’ prior written consent. According to the prospectus, Nomura Securities may, at its discretion, waive all or part of these restrictions even during the lock-up period.

This amount represents around 20% of the Company’s market capitalisation of approximately ¥32.4bn, based on the closing share price of ¥544 on 11 September 2026. While other shareholders took the opportunity to sell through the offering, the Company chose to retain an asset of this scale and, in addition, constrained its ability to dispose of it for approximately six months. We do not believe that continuing to hold an asset of this magnitude, while further restricting the Company’s ability to realise it, can reasonably be regarded as rational capital allocation.

Central Automotive Products is also a cross-shareholding partner, holding 1,129,000 shares in the Company. As we have previously stated, if a business relationship can only be maintained through reciprocal shareholdings, the relationship itself should be ended.

The only disclosure by the Company that we have been able to identify in relation to this matter is the Change Report concerning its large shareholding filed on 10 September 2026, after the lock-up period had already commenced. That filing contains only the information required by law and provides no explanation of why the Company entered into the lock-up undertaking or how the decision is expected to affect shareholders’ value.

A decision to restrict for approximately six months the disposal of an asset equivalent to around 20% of the Company’s market capitalisation is plainly significant from a capital allocation perspective. The Company should therefore explain to shareholders both the rationale for that decision and its implications for shareholders’ value.

Accordingly, we request that the Company:-

- publicly explain, from a capital allocation perspective, why it decided to continue holding the shares in Central Automotive Products and why it decided to restrict their disposal for approximately six months; and
- ask Nomura Securities to release the Company from the lock-up restrictions, and sell all of the Company’s cross-shareholdings, including, following such release, its shares in Central Automotive Products.

Sincerely,
Satoru Matsushashi
Representative, Nanahoshi Management (UK) Ltd.

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