

The share transfer described in this document involves securities of a Japanese company. The share transfer is subject to disclosure requirements of Japan that are different from those of the United States. Financial information included in this document, if any, was excerpted from financial statements prepared in accordance with foreign accounting standards that may not be comparable to the financial statements of United States companies.

It may be difficult for you to enforce your rights and any claim you may have arising under the U.S. federal securities laws, since the issuer is located in Japan and some or all of its officers and directors reside outside of the United States. You may not be able to sue a Japanese company or its officers or directors in a Japanese court for violations of the U.S. securities laws. It may be difficult to compel a Japanese company and its affiliates to subject themselves to a U.S. court's judgment. You should be aware that the issuer may purchase securities otherwise than under the share transfer, such as in the open market or through privately negotiated purchases.

This document has been translated from the Japanese-language original for reference purposes only. In the event of any conflict or discrepancy between this document and the Japanese-language original, the Japanese-language original shall prevail in all respects.

[Translation]

Securities code: 4333

December 26, 2025

Electronic provision measures commencement date: December 25, 2025

To Shareholders with Voting Rights:

Tomoyasu Kosaka
President
Representative Director
TOHO SYSTEM SCIENCE CO., LTD.
1-12-14 Koishikawa, Bunkyo-ku,
Tokyo, Japan

NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

We hereby inform you that the Extraordinary General Meeting of Shareholders of TOHO SYSTEM SCIENCE CO., LTD. ("TSS") will be held as described below.

In convening this Extraordinary General Meeting of Shareholders, TSS has taken measures for electronic provision regarding the information to be included in the Reference Documents for the General Meeting of Shareholders (matters to be provided electronically), and such matters to be provided electronically are posted on TSS's website (in Japanese) on the Internet as "NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS."

TSS's website: <https://www.tss.co.jp/ir/tabid/554/Default.aspx> [QR code]

In addition to the above, matters to be provided electronically are also posted on the website of Tokyo Stock Exchange. If you intend to view the information on this website, please access the Tokyo Stock Exchange website shown below, search by entering “TOHO SYSTEM SCIENCE” in the “Issue name (company name)” field, or TSS’s securities code “4333” in the “Code” field, select “Basic information” and “Documents for public inspection/PR information” in this order, and view the information provided below Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting under “Filed information available for public inspection.”

Tokyo Stock Exchange website (TSE Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> [QR code]

In order to exercise voting rights, please review the Reference Documents for the General Meeting of Shareholders described in matters to be provided electronically and exercise your voting rights no later than 5:30 p.m. on Thursday, January 15, 2026, Japan time.

1. Date and Time: Friday, January 16, 2026 at 10:00 a.m. Japan time

2. Place: Kirishima Banquet Room, 6th Floor, Arcadia Ichigaya, Shigaku Kaikan,
4-2-25 Kudankita Chiyoda-ku, Tokyo, Japan

3. Meeting Agenda:

Proposal to be resolved:

Proposal: Approval of Share Transfer Plan

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1. Should the matters to be provided electronically require revisions, the revisions will be posted on each of the websites on which these matters are posted.
 2. If you attend the meeting on the day of the meeting, you are kindly requested to present the enclosed voting rights exercise form at the reception desk at the meeting venue.
 3. For this general meeting of shareholders, we have delivered paper-based documents stating the items subject to measures for electronic provision to all shareholders, regardless of whether or not they have requested them.

Among the items subject to measures for electronic provision, in accordance with the provisions of laws and regulations and Article 18 of the Articles of Incorporation of TSS, the following items are not provided in the paper-based documents delivered to shareholders.

- Contents of financial statements and the like pertaining to the latest business year of R&D Computer Co., Ltd.

Reference Documents for the General Meeting of Shareholders

Proposal and References

Proposal: Approval of Share Transfer Plan

Toho System Science Co., Ltd. (“**TSS**”) and R&D Computer Co., Ltd. (“**R&D**”; TSS and R&D collectively, the “**Companies**”), at meetings of their respective boards of directors held on November 13, 2025, agreed to establish the joint holding company Toranvia Co., Ltd. that will become the wholly owning parent company of the Companies (the “**Joint Holding Company**”) through a joint share transfer (the “**Share Transfer**”) scheduled to take effect on April 1, 2026 (the “**Effective Date**”; the action of establishing the Joint Holding Company, the “**Management Integration**”), and based on resolutions adopted at those meetings of the Companies’ respective boards of directors held on November 13, 2025, the Companies have, in a spirit of equality, entered into a management integration agreement (the “**Management Integration Agreement**”) and jointly prepared a share transfer plan regarding the Share Transfer (the “**Share Transfer Plan**”) on November 13, 2025.

It is requested that the Share Transfer Plan be approved.

The reason for conducting the Share Transfer, an outline of the Share Transfer Plan contents, and other matters related to this proposal are set out below.

1. Reason for conducting share transfer

(1) Background of the Share Transfer

TSS was established in June 1971 as an information systems subsidiary of Toho Mutual Life Insurance Company and, since that time, has provided system development and operation services primarily in the financial industrial sector. As a company playing a role in an information-based society, TSS has made financial systems for life insurance, non-life insurance, banking, securities, and the like the core of its business while expanding the scope of the solutions it provides to systems supporting social infrastructure, such as telecommunications and broadcasting.

R&D was established in January 1971 and, since that time, has provided clients across diverse fields, including finance, manufacturing, distribution, and the public sector, with IT solutions centered on system development as an independent system integrator. R&D offers comprehensive services ranging from core system development to cloud and packaged software implementation support and IT infrastructure construction, and with its proven technical expertise, R&D supports its clients’ business foundations and contributes to advancing information technology and industrial development in society.

Within the information services industry to which the Companies belong, corporate investment confidence remains strong, particularly for DX (digital transformation), which involves leveraging digital technologies to transform business processes and models, through system and software renewal and cloud migration aimed at improving operational efficiency and productivity amid labor shortages. There is also a growing movement toward enhancing operational efficiency through the adoption of generative AI and similar technologies. In addition, damage from cyberattacks, typified by “targeted threats,” is

increasing, heightening the importance of information security measures, and, as a consequence, market size in this domain is expected to continue expanding.

Against this backdrop, TSS has sought dependable business growth by formulating the long-term management vision “TSS Economic Vision500” and “Mid-Term Management Plan 2027” and accelerating societal DX, in addition to enhancing the growth and profitability of existing businesses and establishing new growth areas through the creation of new businesses.

The R&D Group has also continued to seek further corporate value enhancement by actively pursuing M&A, strengthening partnerships with business allies, promoting DX business, investing in talent development and strengthening core competencies, further expanding sales in existing SI fields, and implementing capital policies and shareholder returns, all aimed at achieving its “New Mid-Term Management Plan (VISION2025)” launched in the fiscal year ending March 2024.

However, even amid rapidly expanding market size, the risk of substitution by AI and other new technologies and intensified competition due to expansion among large corporations have remained concerns for the Companies in relation to sustainable corporate value enhancement. Therefore, each of the Companies has sought measures to achieve further growth while addressing shortcomings.

Given this background, in August 2024 TSS proposed to R&D the establishment of a business alliance between the Companies (the “**Business Alliance**”) to discuss between the Companies the joint promotion of sales and development, believing that collaboration with R&D, which provides services to clients across diverse fields, including finance, manufacturing, distribution, and the public sector, would contribute to enhancing the corporate value of TSS, which aims to strengthen its non-financial sectors. Upon receiving this proposal, R&D perceived that collaborating with TSS, which possesses extensive expertise and a proven track record in the life and non-life insurance sectors, would lead to the accumulation of more advanced business knowledge and enhance development capabilities, and, as a consequence, R&D commenced discussion of the Business Alliance. Subsequently, the Companies individually explored and implemented various measures, including partnerships with other companies, to continue enhancing corporate value. During this process, as the Companies deepened their shared understanding of their respective business and competitive environments and their strategic directions, the Companies held multiple discussions regarding the potential for business synergies between them, and, consequently, on September 30, 2024, the Companies entered into a business alliance agreement pertaining to the Business Alliance.

Subsequently, while TSS recognized it had realized certain benefits through promotion of joint sales and development with R&D in the Business Alliance, TSS perceived that in order to further enhance its corporate value, it would be necessary to integrate the Companies’ business, technological, and human resources and strengthen development capabilities and profitability by building a platform and mutually leveraging sales infrastructure, and so, in May 2025, TSS proposed to R&D a management integration through the Share Transfer. R&D also recognized the complementary nature of the Companies’ business domains and customer bases made apparent through the Business Alliance, and since the benefits of expanding human resources, technological capabilities, data assets, and sales channels through joint development and sales activities had been clearly demonstrated, and R&D

perceived that further synergies could be achieved with TSS, R&D made the decision to formally consider management integration through the Share Transfer. Subsequently, the Companies reaffirmed during substantive discussions together that the Companies complement each other in terms of their strengths and shortcomings, and the Companies came to share a common awareness that maximization of their respective strengths by management integration through the Share Transfer would create the prospect of achieving significant synergies outlined in “(2) Purpose of the Share Transfer and anticipated synergies” below and enable flexible adaptation to rapidly changing market conditions, achievement of sustainable growth, and enhancement of medium-to-long-term corporate value. As a consequence, the Companies decided as of November 13, 2025 to implement the Management Integration in a spirit of equality.

(2) Purpose of the Share Transfer and anticipated synergies

The Companies seek to establish unique positions within the information services industry and enhance corporate value by achieving the synergies set out below and integrating and effectively utilizing their management resources through the Share Transfer.

(i) Expansion of customer base and business portfolio

TSS possesses extensive operational expertise and a proven track record in large-scale system development within the life and non-life insurance fields and has established a solid order base. On the other hand, R&D excels in package-based system integration across diverse sectors, including finance, manufacturing, distribution, and the public sector, and since the launch of its package-based system integration service in 2010, the service has grown to currently constitute no less than 30% of sales. Since the Companies each possess not only distinct know-how but also distinct customer bases, the Management Integration will expand cross-selling and upselling opportunities through mutual utilization of each other’s customer bases and expertise. Further, the Companies aim to build a framework that covers a broader range of areas and flexibly responds to diverse industry needs. Additionally, by mutually complementing each other’s sales networks and project acquisition channels, the Companies will expand proposal opportunities into areas that have been previously difficult to adequately address, diversifying their customer bases and establishing an even more stable revenue foundation.

(ii) New service creation and project efficiency

Through the Business Alliance, the Companies have pursued the creation of new services and the enhancement of project efficiency and quality, which have been achieved by sharing technologies in cutting-edge fields, such as generative AI, and in new business areas, as well as sharing project monitoring methodologies and software quality management techniques. Through the Management Integration, the Companies will aim to further accelerate these initiatives and achieve the normalization and scaling up of technological collaboration in order to establish a competitive advantage within the information services industry in which the Companies operate.

(iii) Strengthening human resources and organizational structure

The Management Integration will accelerate mutual exchanges between the Companies’ engineers and project managers, enabling faster skill enhancement and talent development across both organizations. Furthermore, the Companies believe employee engagement will

be boosted after the Management Integration as the Companies' employees will be provided with more diverse opportunities to excel. The Companies will promote the streamlining of organizational operations and further strengthening of governance through collaboration to establish a uniform human resource development system targeting personnel from junior to senior levels and by mutually utilizing and integrating the management expertise that the Companies possess.

(iv) **Cost Streamlining and strengthening management foundations**

Through the Management Integration, the Companies will realize streamlining of business processes and optimization of redundant investments and operational costs by sharing and allocating internal and external resources across development, sales, and corporate management functions.

2. Contents of share transfer plan

The contents of the Share Transfer Plan are set out in the "Written Share Transfer Plan (Copy)" below.

Written Share Transfer Plan (Copy)

Toho System Science Co., Ltd. ("**TSS**") and R&D Computer Co., Ltd. ("**R&D**") have agreed to conduct a share transfer by means of a joint share transfer and have jointly prepared the following written share transfer plan (this "**Plan**").

Article 1 Share Transfer

Pursuant to the provisions of this Plan, TSS and R&D will conduct a share transfer whereby, on the Establishment Date of a wholly owning parent company incorporated in a share transfer that is newly established by means of a joint share transfer ("**NewCo**"; the Establishment Date is defined in Article 6), NewCo will be caused to acquire all of the issued shares of TSS and R&D (the "**Share Transfer**"), and TSS and R&D will become wholly owned subsidiaries of NewCo through the Share Transfer.

Article 2 Purpose, trade name, head office location, total number of authorized shares, and other matters specified in the articles of incorporation of NewCo

1. The purpose, trade name, head office location, and total number of authorized shares of NewCo are set out below.
 - (i) **Purpose**
The purpose of NewCo is stated in Article 2 of the attached articles of incorporation.
 - (ii) **Trade name**
The trade name of NewCo will be "*K.K. Toranvia*" in Japanese and "Toranvia Co., Ltd." in English.
 - (iii) **Head office location**
NewCo's head office location will be Bunkyo-ku, Tokyo.

- (iv) Total number of authorized shares

The total number of authorized shares of NewCo will be 120,000,000 shares.

2. In addition to the items listed in the preceding paragraph, matters stipulated in NewCo's articles of incorporation will be as stated in the attached articles of incorporation.

Article 3 Names of directors at incorporation, names of company auditors at incorporation, and name of financial auditor at incorporation

1. The names of the directors at incorporation of NewCo will be as follows.
Director at incorporation (scheduled to be appointed as representative director and chairperson): Tomoyasu Kosaka
Director at incorporation (scheduled to be appointed as president and representative director): Yoshiaki Fukushima
Director at incorporation: Kazuhisa Sasanuma
Director at incorporation: Masayo Sunaga
Director at incorporation: Takanori Ishii
Director at incorporation: Keiichi Yamamura
Director at incorporation: Isao Hironaga
Director at incorporation: Fumitoshi Okuno
Outside director at incorporation: Hiroyuki Morita
Outside director at incorporation: Akira Uemura
Outside director at incorporation: Ichiro Akita
Outside director at incorporation: Hiromi Kimura
2. The names of the company auditors at incorporation of NewCo will be as follows.
Company auditor at incorporation: Naoki Tanabe
Outside company auditor at incorporation: Katsuhiko Kudo
Outside company auditor at incorporation: Toshihiko Hirose
3. The name of the financial auditor at incorporation of NewCo will be as follows.
Deloitte Touche Tohmatsu LLC

Article 4 Shares to be delivered in connection with the Share Transfer and allocation of those shares

1. In connection with the Share Transfer, NewCo will deliver to the respective shareholders of TSS and R&D as of the time immediately prior to the acquisition by NewCo of all issued shares of TSS and R&D (the “**Base Time**”) a number of shares of common stock in NewCo equivalent to the sum of the following (the “**Deliverable Shares**”) in exchange for the shares of common stock in TSS and R&D held by those shareholders: (i) the number obtained by multiplying the total number of shares of common stock issued by TSS as of the Base Time by 1.27; and (ii) the number obtained by multiplying the total number of shares of common stock issued by R&D as of the Base Time by 1.
2. NewCo will, in accordance with the following ratio (the “**Share Transfer Ratio**”), allocate

to the respective shareholders of TSS and R&D as of the Base Time the Deliverable Shares to be delivered pursuant to the preceding paragraph:

- (1) to shareholders of TSS: 1.27 shares of common stock in NewCo for each share of common stock held in TSS; and
 - (2) to shareholders of R&D: one share of common stock in NewCo for each share of common stock held in R&D.
3. If any fractional share less than one share arises in the calculations provided for in the preceding two paragraphs, that fractional share will be handled in accordance with the provisions of Article 234 of the Companies Act (Act No. 86 of July 26, 2005; as amended) and other relevant laws and regulations.

Article 5 Amounts of NewCo's stated capital and reserves

The amounts of NewCo's stated capital and reserves as of the Establishment Date of NewCo are set out below.

- (1) Stated capital amount: 2 billion yen
- (2) Capital reserve amount: 500 million yen
- (3) Retained earnings reserve amount: 0 yen

Article 6 Date of Establishment of NewCo

The date on which the establishment of NewCo is to be registered (in this Plan, the “**Establishment Date**”) is April 1, 2026. However, if necessary due to the procedural requirements of the Share Transfer or other reasons, the Establishment Date may be changed by mutual agreement through consultation between TSS and R&D.

Article 7 Shareholders meeting for share transfer plan approval

1. TSS will convene an extraordinary shareholders meeting on January 16, 2026, to seek resolutions approving this Plan and matters necessary for the Share Transfer.
2. R&D will convene an extraordinary shareholders meeting on January 16, 2026, to seek resolutions approving this Plan and matters necessary for the Share Transfer.
3. If necessary due to procedural requirements for the Share Transfer or other reasons, TSS and R&D may, by mutual agreement through consultation, change the date of any shareholders meeting to seek resolutions approving this Plan and matters necessary for the Share Transfer as specified in the preceding two paragraphs.

Article 8 Share listing; shareholder register administrator

1. NewCo will plan to list its issued shares of common stock on the Prime Market of Tokyo Stock Exchange, Inc. on the Establishment Date, and TSS and R&D will consult and cooperate with each other to the extent possible in order to conduct the procedures necessary for that listing.
2. NewCo's shareholder register administrator at the time of NewCo's establishment will be Sumitomo Mitsui Trust Bank, Limited.

Article 9 Dividends of surplus

1. TSS may pay dividends of surplus (i) to common shareholders of TSS or registered pledgees of shares of common stock in TSS entered or recorded in the final shareholder register as of September 30, 2025, up to a maximum of 20 yen per share of common stock, and (ii) to common shareholders of TSS or registered pledgees of shares of common stock in TSS entered or recorded in the final shareholder register as of March 31, 2026, up to a maximum of 25 yen per share of common stock.
2. R&D may pay dividends of surplus (i) to common shareholders of R&D or registered pledgees of shares of common stock in R&D entered or recorded in the final shareholder register as of September 30, 2025, up to a maximum of 19 yen per share of common stock, and (ii) to common shareholders of R&D or registered pledgees of shares of common stock in R&D entered or recorded in the final shareholder register as of March 31, 2026, up to a maximum of 19 yen per share of common stock.
3. Except as specified in the preceding two paragraphs, each of TSS and R&D must not, during the period from the preparation of this Plan until the Establishment Date of NewCo, resolve to pay dividends of surplus based on a record date that falls on or before the Establishment Date of NewCo, unless TSS and R&D mutually agree otherwise through consultation.

Article 10 Handling of treasury shares

Each of TSS and R&D will, by a resolution adopted at a meeting of its board of directors held no later than the day before the Establishment Date of NewCo, cancel all treasury shares it holds as of the Base Time (including its own shares acquired in response to a demand for the purchase of shares by dissenting shareholders exercised pursuant to Article 806, paragraph (1) of the Companies Act in connection with the Share Transfer).

Article 11 Management of company assets

1. During the period from the preparation of this Plan until the Establishment Date of NewCo, each of TSS and R&D will conduct the execution of its business and the management and administration of its assets with the due care of a prudent manager and, in relation to any act that might significantly affect its assets, rights, or obligations, will consult and agree in advance with the other party before conducting that act, unless otherwise specified in this Plan.
2. During the period from the preparation of this Plan until the Establishment Date of NewCo, if TSS or R&D becomes aware of any event or circumstance that might significantly adversely affect the execution of the Share Transfer or the reasonableness of the Share Transfer Ratio, then it will promptly notify the other party to that effect in writing, and TSS and R&D will then consult in good faith regarding the handling of that matter.

Article 12 Effectiveness of this Plan

This Plan will cease to be effective if the resolutions regarding approval of this Plan or matters necessary for the Share Transfer are not adopted at either TSS's or R&D's shareholders meeting as specified in Article 7, if the necessary approvals or permits from relevant authorities required

to execute the Share Transfer are not obtained by the Establishment Date of NewCo, or if the Share Transfer is terminated pursuant to the following Article.

Article 13 Amendment of share transfer terms and conditions; termination of the Share Transfer

TSS and R&D may, upon mutual consultation through agreement, amend the terms of conditions of the Share Transfer or other contents of this Plan or terminate the Share Transfer if, during the period from the preparation of this Plan until the Establishment Date of NewCo, (i) a material change occurs in the financial or operational status of TSS or R&D or an event that will significantly affect that status is discovered, (ii) any circumstance significantly hindering the execution of the Share Transfer arises or becomes apparent, or (iii) achievement of the objectives of this Plan becomes significantly difficult.

Article 14 Matters for consultation

In addition to the matters specified in this Plan, matters not specified in this Plan and other matters necessary for the Share Transfer will be determined through separate consultation and agreement between TSS and R&D in accordance with the purport of this Plan.

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This Plan has been prepared in two originals, to each of which TSS and R&D have affixed their respective names and seals, and each party retains one original.

November 13, 2025

TSS: 1-12-14 Koishikawa, Bunkyo-ku, Tokyo
Toho System Science Co., Ltd.
Tomoyasu Kosaka, President and Representative Director

This Plan has been prepared in two originals, to each of which TSS and R&D have affixed their respective names and seals, and each party retains one original.

November 13, 2025

R&D: 4-13-23 Shibaura, Minato-ku, Tokyo
R&D Computer Co., Ltd.
Yoshiaki Fukushima, President and Representative Director

(Attachment)

Articles of Incorporation

Chapter 1 General Provisions

Article 1 Trade Name

The Company's name is "*Kabushiki Kaisha Toranvia*," which is "Toranvia Co. Ltd." in English.

Article 2 Purposes

The Company's purpose is, by holding shares, equity interest, etc. in companies (including foreign companies), partnerships (*kumiai*) (including foreign equivalents), and other business entities that are engaged in the following businesses, to control and manage the business activities of those companies, partnerships (*kumiai*), and other business entities:

- (1) consulting, planning, design, and development for various types of software, as well as the sale, operation, maintenance, and management of various types of software;
- (2) sale and rental of computer systems, peripherals, and related articles;
- (3) planning, design, construction, introduction, operation, maintenance, and management of IT infrastructures and network environments;
- (4) consulting, planning, design, construction, introduction, operation, maintenance, and management of cloud services and other Internet applications;
- (5) undertaking contracted services involving data processing, information searches, and investigations and analysis utilizing IT devices and systems;
- (6) consulting on advancing the adoption of IT and DX (digital transformation) in business services;
- (7) temporary staffing services and paid employment placement services; and
- (8) any and all services incidental to what is listed above.

Article 3 Location of the head office

The Company has its head office in Bunkyo-ku, Tokyo.

Article 4 Means of public notice

1. The Company issues public notices by way of electronic public notice.
2. If public notices cannot be issued by way of electronic public notice due to compelling circumstances, the Company will give public notice by means of publication in The Nihon Keizai Shimbun.

Chapter 2 Shares

Article 5 Total number of authorized shares

The total number of shares the Company is authorized to issue is 120 million shares.

Article 6 Company's acquisition of its own shares

The Company may acquire its own shares through market transactions or equivalent means, based on a board of directors resolution.

Article 7 Number of shares in a unit

There are 100 shares in one unit of ownership in the Company.

Article 8 Restrictions on the rights of shareholders holding less than one unit

A shareholder holding less than one unit of shares in the Company may not exercise any rights other than the following:

- (1) the rights stated in each of the items of Article 189, paragraph (2) of the Companies Act;
- (2) the right to make a demand under Article 166, paragraph (1) of the Companies Act; and
- (3) the right to be allotted a number of shares for subscription or share options for subscription that is commensurate with the number of shares held by that shareholder.

Article 9 Administrator of shareholder registers

1. The Company has an administrator of shareholder registers.
2. The administrator of shareholder registers and the location where the administration is handled *are* selected by a resolution of the board of directors.
3. The Company's shareholder register and share option register are kept at the location where the administrator of shareholder registers handles the administration of those registers. The Company causes the administrator of shareholder registers to enter or record information in the shareholder register and share option register and to handle other administration related to shares and share options; the Company does not handle these matters.

Article 10 Share handling rules

Other than as provided for by laws, regulations, or these articles of incorporation, the share handling rules established by the board of directors govern (a) the entry and recording of information in the shareholder register and the share option register, (b) the handling of other administration related to shares and share options, related fees, and procedures conducted upon the exercise of rights by shareholders, and (c) other related matters.

Article 11 Record date

1. The Company determines the shareholders with voting rights that are entered or recorded in the latest shareholder register as of March 31 of each year to be the shareholders that are entitled to exercise rights at the annual shareholders meeting for that business year.
2. The preceding paragraph notwithstanding, the Company may, if necessary and after issuing advance public notice, determine by a resolution of the board of directors that the

shareholders or registered pledgees of shares that are entered or recorded in the latest shareholder register as of a fixed date are the shareholders and registered pledgees of shares that are entitled to exercise their rights.

Chapter 3 Shareholders Meetings

Article 12 Convening

The Company's annual shareholders meeting is convened within three months after the end of each business year, and extraordinary shareholders meetings are convened as necessary.

Article 13 Convenor and chair for shareholders meetings

1. Except as otherwise provided for by laws and regulations, shareholders meetings are convened by the representative director, based on a resolution of the board of directors. If the representative director is unavailable to do so, another director will act as convenor, based on the order that the board of directors has established in advance.
2. The representative director acts as chair of shareholders meetings. If the representative director is unable to do so, another director will act as convenor, based on the order that the board of directors has established in advance.

Article 14 Measures to provide information electronically

1. When convening a shareholders meeting, the Company takes measures to electronically provide the content of the reference documents for that shareholders meeting.
2. If a shareholder requests to be delivered a written document no later than the record date for voting rights, the Company is not required to include in the document it delivers to the shareholder any or all of the matters whose omission is permitted as prescribed by Order of the Ministry of Justice that are among those for which the Company takes electronic provision measures.

Article 15 Proxy voting

1. Each shareholder is entitled to exercise that shareholder's voting rights by proxy through one other shareholder holding voting rights in the Company.
2. In a case as referred to in the preceding paragraph, the shareholder or the proxy must submit a written certificate evidencing the proxy's authority to the Company for each shareholders meeting at which the shareholder votes by proxy.

Article 16 Adopting shareholders meeting resolutions

1. Except as otherwise provided for by laws, regulations, or these articles of incorporation, a resolution at a shareholders meeting is adopted if it receives a majority of the votes of the shareholders that are present at the meeting and entitled to vote
2. Except as otherwise provided for by these articles of incorporation, a resolution under Article 309, paragraph (2) of the Companies Act is adopted if it receives at least a two-thirds

majority of the votes of shareholders present at a meeting where the shareholders present hold at least one-third of the voting rights that shareholders are entitled to exercise.

Article 17 Minutes of shareholders meetings

In the minutes of a shareholders meeting, the preparer states or records an outline of the course of proceedings, the outcomes of the meeting, and other matters prescribed by laws and regulations.

Chapter 4 Directors and the Board of Directors

Article 18 Establishment of a board of directors

The Company has a board of directors.

Article 19 Number of directors

The Company has no more than 16 directors.

Article 20 Election of directors

1. A director is elected based on a shareholders meeting resolution.
2. A resolution to elect a director is adopted by a majority of the votes of the shareholders present at a meeting where the shareholders present hold at least one-third of the voting rights that shareholders are entitled to exercise.
3. Cumulative voting is not used to elect directors.

Article 21 Directors' terms of office

A director's term of office continues until the end of the annual shareholders meeting for the last of the business years that end within one year after that director's election.

Article 22 Representative directors and directors with specific titles

1. The Company appoints at least one representative director based on a board of directors resolution.
2. A representative director represents the Company and executes the Company's business.
3. The board of directors may, by a board of directors resolution, appoint one chairperson, one president, and a few persons in each of the roles of vice chairperson, vice president, senior managing director, and managing director.

Article 23 Convenor and chair for board of directors meetings

1. Except as otherwise provided for by laws and regulations, the representative director convenes board of directors meetings. If the representative director is unavailable to do so, another director will convene board of directors meetings, based on the order that the board of directors has established in advance.
2. The representative director chairs board of directors meetings. If the representative director

is unavailable to do so, another director will chair board of directors meetings, based on the order that the board of directors has established in advance.

Article 24 Notice to convene for board of directors meetings

1. Notice to convene for a board of directors meeting is issued to each director and to each company auditor no later than three days before the meeting date. However, this period may be shortened in the case of urgent necessity.
2. If all of the directors and company auditors give their consent, a board of directors meeting may be held without following the procedures for convening one.

Article 25 Adopting board of directors resolutions

A board of directors resolution will be adopted if supported by a majority of the directors present, at a meeting where a majority of the directors who are entitled to participate in the vote are present.

Article 26 Omitting the formalities of board of directors resolutions

If all of the directors have agreed, either in writing or in the form of an electronic or magnetic record, with regard to a matter for resolution proposed by a director, the Company will deem that matter to have been adopted as a board of directors resolution. However, this does not apply if a company auditor voices an objection.

Article 27 Minutes of board of directors meetings

In the minutes of a board of directors meeting, the preparer states or records an outline of the course of proceedings, the outcomes of the meeting, and other matters prescribed by laws and regulations, and the directors and company auditors who were present at the meeting affix their names and seals or their electronic signatures.

Article 28 Board of directors rules

Beyond what is provided for by laws and regulations and these articles of incorporation, the board of directors rules established by the board of directors govern matters that concern the board of directors.

Article 29 Directors' Compensation

For directors, a board of directors resolution determines the remuneration, bonuses, and other such economic benefits received from the Company as consideration for performing their duties (“Compensation”).

Article 30 Entering into limitation of liability agreements with directors

The Company may enter into an agreement with a director (other than an executive officer, manager, or other employee of the Company or any subsidiary) concerning liability under Article 423, paragraph (1) of the Companies Act that limits the director's liability to compensate in a case meeting the requirements prescribed by laws and regulations. However, the maximum amount of

damages for which the director is to be held liable under that agreement is to be the minimum liability amount prescribed by laws and regulations.

Chapter 5 Company Auditors and the Board of Company Auditors

Article 31 Company auditors; establishment of a board of company auditors

The Company has company auditors and a board of company auditors.

Article 32 Number of company auditors

The Company has no more than six company auditors.

Article 33 Election of company auditors

1. A company auditor is elected based on a shareholders meeting resolution.
2. A resolution to elect a company auditor is adopted by a majority of the votes of the shareholders present at a meeting where the shareholders present hold at least one-third of the voting rights that shareholders are entitled to exercise.

Article 34 Company auditors' terms of office

1. A company auditor's term of office continues until the end of the annual shareholders meeting for the last of the business years that end within four years after that company auditor's election.
2. If a company auditor is elected to fill the vacant position of a company auditor who leaves office before the end of their term, the newly elected company auditor's term will be the remaining term of the predecessor.

Article 35 Full time company auditors

The board of company auditors appoints at least one full-time company auditor from among the company auditors.

Article 36 Notice to convene for board of company auditors meetings

1. Notice to convene for a board of company auditors meeting is issued to each company auditor no later than three days before the meeting date. However, this period may be shortened in the case of urgent necessity.
2. If all of the company auditors give their consent, a board of company auditors meeting may be held without following the procedures for convening one.

Article 37 Adopting board of company auditors resolutions

Unless otherwise prescribed by laws and regulations, a board of company auditors resolution will be adopted if supported by a majority of the company auditors.

Article 38 Minutes of board of company auditors meetings

In the minutes of a board of company auditors meeting, the preparer states or records an outline of the course of proceedings, the outcomes of the meeting, and other matters prescribed by laws and regulations, and the company auditors who were present at the meeting affix their names and seals or their electronic signatures.

Article 39 Board of company auditors regulations

Beyond what is provided for by laws and regulations and these articles of incorporation, the board of company auditors regulations established by the board of company auditors govern matters that concern the company auditors.

Article 40 Company auditors' Compensation

For company auditors, Compensation is determined by shareholders meeting resolution.

Article 41 Entering into limitation of liability agreements with company auditors

The Company may enter into an agreement with a company auditor concerning liability under Article 423, paragraph (1) of the Companies Act that limits the company auditor's liability to compensate in a case meeting the requirements prescribed by laws and regulations. However, the maximum amount of damages for which the company auditor is to be held liable under that agreement is to be the minimum liability amount prescribed by laws and regulations.

Chapter 6 Financial Auditor

Article 42 Establishment of a financial auditor role

The Company has a financial auditor.

Article 43 Election of the financial auditor

The financial auditor is elected based on a shareholders meeting resolution.

Article 44 Financial auditor's terms of office

1. The financial auditor's term of office continues until the end of the annual shareholders meeting for the last of the business years that end within one year after the financial auditor's election.
2. Unless there is a resolution to the contrary at the annual shareholders meeting referred to in the preceding paragraph, the financial auditor will be deemed to have been reelected at that annual shareholders meeting.

Article 45 Financial auditor's Compensation

For the financial auditor, Compensation is determined by the representative director, with the consent of the board of company auditors.

Article 46 Entering into a limitation of liability agreement with the financial auditor

The Company may enter into an agreement with the financial auditor concerning liability under Article 423, paragraph (1) of the Companies Act that limits the financial auditor's liability to compensate in a case meeting the requirements prescribed by laws and regulations. However, the maximum amount of damages for which the financial auditor is to be held liable under that agreement is to be the minimum liability amount prescribed by laws and regulations.

Chapter 7 Accounting

Article 47 Business year

The Company's business year is from April 1 of each year through March 31 of the following year.

Article 48 Dividends of surplus

1. The Company may determine the matters listed in each of the items of Article 459, paragraph (1) of the Companies Act by a board of directors resolution.
2. The Company pays dividends of surplus in the form of monies to the shareholders and registered pledgees of shares that are entered or recorded in the latest shareholder register as of March 31 or September 30 of each year.

Article 49 Temporal limitations on distribution

1. The Company will be released from the duty to pay a dividend of surplus if the payment of that dividend is not received despite the lapse of three full years after the payment commencement date for that dividend.
2. Unpaid dividend monies do not accrue interest.

Chapter 8 Supplementary Provisions

Article 50 Initial directors' and initial company auditors' Compensation

1. Notwithstanding the provisions of Article 29, during the period from the Company's date of establishment until the end of the first shareholders meeting, the total amount of the Company directors' Compensation from monetary remuneration is to be no more than 500 million yen per annum.
2. In a separate category from the monetary remuneration referred to in the preceding paragraph, the total amount of monetary remuneration claims to be issued to directors (other than outside directors; those directors other than outside directors, "**Eligible Directors**") as Compensation to be exchanged for transfer-restricted shares is to be no more than 100 million yen per annum.

Based on a resolution of the Company's board of directors, the Company will issue monetary remuneration claims to Eligible Directors within the scope of the per-annum amount stated above as remuneration to be exchanged for transfer-restricted shares; each Eligible Director

will receive an allotment of transfer-restricted shares upon delivering all of that Eligible Director's monetary remuneration claims as a contribution in kind.

The amount of money to be paid in for transfer-restricted shares will be decided by a resolution of the Company's board of directors (a) within a scope that does not particularly favor any Eligible Director receiving the transfer-restricted shares and (b) based on the closing price of the Company's common shares on the Tokyo Stock Exchange as of the business day before the date of the resolution of the Company's board of directors concerning the issuance or disposal of those transfer-restricted shares (or as of the immediately preceding trading day, if no trading occurred on the day in question). The Company will issue the abovementioned monetary remuneration claim on the condition that the Eligible Director has agreed to make the abovementioned contribution in kind and has entered into an agreement on the allotment of transfer-restricted shares that includes the content of clauses (1) through (4) below.

The 200,000 transfer-restricted shares in total that are allotted to Eligible Directors represent the maximum number of transfer-restricted shares that may be allotted in each business year.

However, if the Company's common shares become subject to a share split (including an allotment of the Company's common shares without contribution) or a share consolidation, or in any other equivalent case that necessitates an adjustment to the total number of transfer-restricted shares that the Company allots, the Company may make reasonable adjustments to the total number of transfer-restricted shares it allots.

- (1) There are two types of transfer-restricted shares, namely, type-I transfer-restricted shares and type-II transfer-restricted shares. An Eligible Director who has received an allotment of transfer-restricted shares may not, during the period established below for that type of shares (the "**Transfer Restriction Period**"), transfer to a third party the transfer-restricted shares that the Eligible Director has been allotted (the "**Allotted Shares**"), place the Allotted Shares in pledge, hypothecate the Allotted Shares, make the Allotted Shares the subject of an inter vivos gift or a testamentary bequest, or take any other action whatsoever to dispose of the Allotted Shares (this restriction, the "**Transfer Restriction**"):
 - i. type-I transfer-restricted shares: the 20-year to 30-year period established by the Company's board of directors; and
 - ii. type-II transfer-restricted shares: the 3-year to 5-year period established by the Company's board of directors.
- (2) If an Eligible Director who has received an allotment of transfer-restricted shares leaves office as a director of the Company on or after the start date of the Transfer Restriction Period but no later than the day before the Company's first subsequent annual shareholders meeting is held, the Company will acquire the Eligible Director's Allotted Shares at no cost, by operation of law, unless there are reasons not to do so that the Company's board of directors finds to be appropriate. Additionally, if there are any Allotted Shares for which, based on the provisions regarding the grounds to lift the Transfer Restriction as stated in clause (3) below, the Transfer Restriction is not being lifted upon the expiration of the Transfer Restriction Period referred to in clause (1), the Company will acquire those Allotted Shares at no cost, by operation of law.
- (3) On the condition that an Eligible Director who has received an allotment of transfer-

restricted shares has held a position as a director of the Company continuously from the start date of the Transfer Restriction Period until the day that the Company's first subsequent annual shareholders meeting is held, the Company will lift the Transfer Restriction on all of the Eligible Director's Allotted Shares upon the expiration of the Transfer Restriction Period. However, if the Eligible Director, for reasons that the Company's board of directors finds to be appropriate, leaves office as a director of the Company before the expiration of the Transfer Restriction Period, the Company must, as needed, make reasonable adjustments to the number of the Eligible Director's Allotted Shares for which the Company will lift the Transfer Restriction and to the timing at which the the Company will lift the Transfer Restriction for those Allotted Shares.

- (4) If, during the Transfer Restriction Period, a proposal concerning an organizational restructuring or similar change—such as (a) a merger or consolidation agreement in which the Company is to be the disappearing company or (b) a share exchange agreement or share transfer plan in which the Company is to become the wholly owned subsidiary company (this organizational restructuring or similar change, an “**Organizational Change**”)—is approved at the Company's shareholders meeting (or by the Company's board of directors if the Organizational Change does not require approval at the Company's shareholders meeting), then the Company will, by a resolution of the Company's board of directors, do the following for the number of Allotted Shares that the Company finds to be reasonable in consideration of the length of time from the start date of the Transfer Restriction Period until the approval date of the Organizational Change: move forward its lifting of the Transfer Restriction to the date on which the Organizational Change takes effect.
3. Notwithstanding the provisions of Article 40, the total amount of Consideration for company auditors during the period from the day of the Company's establishment until the end of the first shareholders meeting thereafter is no more than 50 million yen per annum.

Article 51 Interim dividends in the initial business year

The Company may, by board of directors resolution, pay interim dividends, with September 30, 2026 as the record date.

Article 52 Deletion of Supplementary Provisions

These Supplementary Provisions will be automatically deleted at the end of the Company's first annual shareholders meeting.

3. Matters concerning the reasonableness of provisions related to matters provided for under Article 773, paragraph (1), items (v) and (vi) of the Companies Act

- (1) Matters related to the Joint Holding Company delivering to the Companies' shareholders shares in the Joint Holding Company when the Share Transfer is conducted, and allotment of shares in the Joint Holding Company
 - (i) Details of allotment for the Share Transfer

	TSS	R&D
Share transfer ratio	1.27	1

Note 1: Details of the allotment of shares related to the Share Transfer

1.27 shares of common stock in the Joint Holding Company will be allotted and delivered per share of common stock in TSS, and one share of common stock in the Joint Holding Company will be allotted and delivered per share of common stock in R&D. However, if any material change or any circumstance that would materially affect the various terms and conditions on which the calculation is based arises, the Companies may change the Share Transfer Ratios (as defined below) upon consultation.

The share unit number of the Joint Holding Company will be 100 shares.

If any fractions less than one share arise in the number of shares of common stock in the Joint Holding Company that must be delivered to the shareholders of TSS or R&D resulting from the Share Transfer, an amount will be paid to each of those shareholders in proportion to the fractional part less than one share in accordance with Article 234 of the Companies Act and the provisions of other relevant laws and ordinances.

Note 2: Number of new shares to be delivered (scheduled) by the Joint Holding Company through the Share Transfer: 39,975,987 shares of common stock

The number above is based on the total number of issued shares in TSS as of September 30, 2025 (20,798,988 shares) and the total number of issued shares in R&D as of September 30, 2025 (17,967,900 shares). However, the Companies plan to cancel, by the Effective Date of the Share Transfer, treasury shares currently held or newly acquired in the future to the extent practicable. Therefore, the number of treasury shares held by TSS as of September 30, 2025 (3,457,396 shares of common stock) and the number of treasury shares held by R&D as of September 30, 2025 (15,734 shares of common stock) are excluded from the calculation above of the new shares to be issued. Please note that the actual number of treasury shares to be canceled by the Effective Date of the Share Transfer is currently undetermined and that the number of shares above to be issued by the Joint Holding Company might change.

Note 3: Handling of shares less than one unit

It is planned that an application will be made for a new listing on the Tokyo Stock Exchange (the “TSE”) of the shares in the Joint Holding Company to be allotted to the shareholders of the Companies resulting from the Share Transfer, and if that application is approved, the shares of the Joint Holding Company will be tradable on the TSE. Consequently, it is believed that shareholders of TSS or R&D who hold 79 or more shares in TSS or 100 or more shares in R&D and who receive through the Share Transfer an allotment of at least 100 shares in the Joint Holding Company, which is the minimum unit of its shares, will continue to have access to liquidity for the shares in the Joint Holding Company.

Each shareholder of either of the Companies who receives an allotment of less than 100 shares in the Joint Holding Company may not sell those allotted shares on the

TSE or any other financial instruments exchange; however, each shareholder who comes to hold those fractional shares may, pursuant to the provisions of Article 192, paragraph (1) of the Companies Act, request the Joint Holding Company to repurchase the fractional shares held by the shareholder.

(ii) Calculation basis for allotments in connection with the Share Transfer

(A) Basis and reason for allotments

In order to ensure that the share transfer ratio described in “(i) Details of allotment for the Share Transfer” above (the “**Share Transfer Ratio**”) is fair and appropriate for the Companies when calculating the Share Transfer Ratio, TSS has appointed SMBC Nikko Securities Inc. (“**SMBC Nikko Securities**”), and R&D has appointed Nomura Securities Co., Ltd. (“**Nomura Securities**”), as financial advisors and third-party appraisers that are independent of the Companies.

As a result of TSS’s careful deliberation and examination of the share transfer calculation results and advice from SMBC Nikko Securities, which is the third-party appraiser described in “(a) Obtainment of valuation reports regarding share transfer ratio from independent third-party appraisers” under “(D) Measures to ensure fairness” below, and legal advice from the law firm Nakamura, Tsunoda & Matsumoto described in “(b) Advice from independent law firms” under “(D) Measures to ensure fairness” below, as well as the results of a variety of due diligence conducted by TSS and its advisors on R&D, and after taking into consideration financial conditions, performance trends, stock price trends, and the like, TSS reached the conclusion that the Share Transfer Ratio described in “(i) Details of allotment for the Share Transfer” above is appropriate and that the Share Transfer will contribute to the interests of the shareholders of TSS.

As a result of R&D’s careful deliberation and examination of the share transfer calculation results and advice from Nomura Securities, which is the third-party appraiser described in “(a) Obtainment of valuation reports regarding share transfer ratio from independent third-party appraisers” under “(D) Measures to ensure fairness” below, and legal advice from the law firm Mori Hamada & Matsumoto (“**Mori Hamada & Matsumoto**”) described in “(b) Advice from independent law firms” under “(D) Measures to ensure fairness” below, as well as the results of a variety of due diligence conducted by R&D and its advisors on TSS, and after taking into consideration financial conditions, performance trends, stock price trends, and the like, R&D reached the conclusion that the Share Transfer Ratio described in “(i) Details of allotment for the Share Transfer” above is appropriate and that the Share Transfer will contribute to the interests of the shareholders of R&D.

As described above, the Companies repeatedly held careful negotiations and consultations based on the results of due diligence conducted by the Companies on each other while referring to the calculation results and analysis by their respective third-party appraisers and advice from their respective legal advisors and comprehensively taking into account the financial conditions, stock price movement, future outlooks, and other factors of the Companies, and, as a result, the Companies have reached the decision that the Share Transfer Ratio described in “(i) Details of allotment for the Share Transfer” above is appropriate and that the Share Transfer will contribute to the interests of their respective shareholders. Accordingly, the Companies entered into the Management Integration Agreement and

jointly prepared the Share Transfer Plan based on resolutions regarding execution of the Management Integration Agreement adopted at the Companies respective board of directors meetings held on November 13, 2025.

(B) Matters relating to calculation

(a) Names of the appraisers and relationships with listed companies and each other

Neither SMBC Nikko Securities nor Nomura Securities is a related party of either of the Companies or has a material interest that must be stated in relation to the Share Transfer. Compensation for SMBC Nikko Securities and Nomura Securities related to the Share Transfer includes a fixed fee payable regardless of the success of the Share Transfer as well as a success fee payable upon completion of the Share Transfer.

(b) Outline of calculation

SMBC Nikko Securities performed its calculation in relation to the Share Transfer Ratio by adopting the following: the market share price method, because the shares of the Companies are listed on the TSE Prime Market and thus each has a referenceable market share price; the comparable listed companies method, because multiple listed companies engaged in businesses relatively similar to those of the Companies exist and it is possible to make analogical inferences of share prices by comparing similar listed companies; and the discounted cash flow method (the “**DCF Method**”) to evaluate intrinsic value based on the future business activities of the Companies.

The calculation results for each method above are as follows. Note that “Calculation ranges for share transfer ratio” below indicates the ranges for shares of common stock in the Joint Holding Company allocated per share of common stock in TSS if one share of common stock in the Joint Holding Company is allocated per share of common stock in R&D.

	Calculation ranges for share transfer ratio
Market share price method	1.17–1.43
Comparable listed company analysis	1.03–1.35
DCF Method	0.83–1.43

The calculation reference date for the market share price method is November 12, 2025. Valuations were performed using the simple average of closing prices (rounded to the nearest yen) for each of the one-month, three-month, and six-month periods ending on the calculation reference date on the TSE Prime Market. Based on these results, the share transfer ratio range was calculated as described above.

In calculating the share transfer ratio, SMBC Nikko Securities has, in principle, employed information provided to it by the Companies, publicly available information, and the like assuming that all such materials, information, and the like employed are accurate and complete, and SMBC Nikko Securities has not made any independent study of the accuracy or completeness thereof. SMBC Nikko Securities has not made any independent assessment,

appraisal, or evaluation, and has not requested any independent institution to conduct any assessment, appraisal, or evaluation, in connection with any assets or liabilities (including off-balance-sheet assets or liabilities or other contingent liabilities) of each of the Companies or any of their affiliates. Furthermore, the financial projections (including profit plans and other information) submitted by each of the Companies are premised on the assumption that they have been reasonably prepared by the management of each of the Companies based on the best forecasts and judgments available at the time such information was provided.

The business plans of the Companies that SMBC Nikko Securities used as a basis for the calculation in the DCF Method do not incorporate synergies resulting from the Share Transfer. The business plan of TSS for the fiscal years from March 2026 to March 2028 that SMBC Nikko Securities used as the basis for the calculation in the DCF Method does not include any fiscal years that are expected to show significant changes in profit or significant changes in free cash flow compared to the previous fiscal year. The business plan of R&D for the fiscal years from March 2026 to March 2028 that SMBC Nikko Securities used as the basis for the calculation in the DCF method includes a fiscal year in which significant changes in profit and significant changes in free cash flow compared to the previous fiscal year are expected. Specifically, for the fiscal year ending March 2026, R&D expects a significant increase in operating profit and EBITDA compared to the previous fiscal year (year-on-year increases of 39% and 36%, respectively) and a significant increase in free cash flow compared to the previous fiscal year (year-on-year increase of 36%) due mainly to a large-scale unprofitable project active from the end of the fiscal year ending March 2024 through the first quarter of the fiscal year ending March 2025 concluding at the end of March 2025, meaning the extinguishment of a loss-causing factor.

Nomura Securities performed its calculation in relation to the Share Transfer Ratio by adopting the following: the average market share price method, because the shares of the Companies are listed on the TSE Prime Market and thus each has a referenceable market share price; the comparable companies method, because multiple listed companies that can be compared to the Companies exist and it is possible to make analogical inferences of share prices by comparing similar companies for each of the Companies; and the DCF Method in order to reflect the status of future business activities.

The calculation results for each method are as follows. Note that “Calculation ranges for share transfer ratio” below indicates the ranges for shares of common stock in the Joint Holding Company allocated per share of common stock in TSS if one share of common stock in the Joint Holding Company is allocated per share of common stock in R&D.

	Calculation ranges for share transfer ratio
Average market share price method	1.16–1.43
Comparable companies method	0.84–1.27
DCF Method	1.18–1.34

The calculation reference date for the average market share price is November 12, 2025, and

the calculation has been made based on the closing price on the calculation reference date, the simple average closing price for five business days from November 6, 2025 to the calculation reference date, the simple average closing price for one month from October 14, 2025 to the calculation reference date, the simple average closing price for three months from August 13, 2025 to the calculation reference date, and the simple average closing price for six months from May 13, 2025 to the calculation reference date.

In calculating the share transfer ratio above, Nomura Securities has used information provided to it by the Companies, publicly available information, and the like assuming that all such materials, information, and the like are accurate and complete, and Nomura Securities has not made any independent study of the accuracy or completeness thereof. Nomura Securities has not made any independent assessment, appraisal, or evaluation, and has not requested any independent institution to conduct any appraisal or evaluation, in connection with any assets or liabilities (including derivative transactions, off-balance-sheet assets or liabilities, or other contingent liabilities) of the Companies or any of their affiliates, including analysis or assessment of individual assets and liabilities. The calculation of the share transfer ratio by Nomura Securities reflects information and economic conditions as of November 12, 2025. Furthermore, the financial projections and other forward-looking information concerning R&D have been reasonably prepared by the management of R&D based on the best and most honest forecasts and judgments currently available, and the financial projections and other forward-looking information concerning TSS have been reasonably reviewed and confirmed by the management of R&D based on the best and most honest forecasts and judgments currently available. These calculations are premised on the assumption that the financial conditions of the Companies will evolve in accordance with such projections.

The business plans of the Companies that Nomura Securities used as a basis for the calculation in the DCF Method do not incorporate synergies resulting from the Share Transfer. The business plan of R&D for the fiscal years from March 2026 to March 2028 that Nomura Securities used as the basis for the calculation in the DCF Method includes a fiscal year in which significant changes in profit and significant changes in free cash flow compared to the previous fiscal year are expected. Specifically, for the fiscal year ending March 2026, R&D expects a significant increase in operating profit and EBITDA compared to the previous fiscal year (year-on-year increases of 39% and 36%, respectively) and a significant increase in free cash flow compared to the previous fiscal year (year-on-year increase of 134%) due mainly to a large-scale unprofitable project active from the end of the fiscal year ending March 2024 through the first quarter of the fiscal year ending March 2025 concluding at the end of March 2025, meaning the extinguishment of a loss-causing factor. The business plan of TSS for the fiscal years from March 2026 to March 2028 that Nomura Securities used as the basis for the calculation in the DCF Method does not include any fiscal years that are expected to show significant changes in profit or significant changes in free cash flow compared to the previous fiscal year.

(C) Matters relating to the listing application for the Joint Holding Company

The Companies plan to submit to the TSE Prime Market a new listing application (for technical listing) for the shares in the Joint Holding Company to be newly established. The listing date is scheduled for April 1, 2026, which is the date of the incorporation registration

for the Joint Holding Company.

Further, as the Companies will become wholly owned subsidiaries of the Joint Holding Company through the Share Transfer, the shares in the Companies are scheduled to be delisted from the TSE on March 30, 2026, which is prior to the listing of the shares in the Joint Holding Company. However, if the listing of the shares in the Joint Holding Company is approved, shareholders of the Companies will be able to continue trading on the TSE the shares in the Joint Holding Company received in connection with the Share Transfer.

The listing date for the shares in the Joint Holding Company and the delisting date for the shares in the Companies will be determined in accordance with the regulations of the TSE.

(D) Measures to ensure fairness

The Companies have taken the following measures to ensure the fairness of the Share Transfer Ratio and the Share Transfer.

(a) Obtainment of valuation reports regarding share transfer ratio from independent third-party appraisers

In order to ensure the fairness and appropriateness of the Share Transfer Ratio, TSS obtained a valuation report regarding the Share Transfer Ratio dated November 12, 2025 from SMBC Nikko Securities, which is a third-party appraiser that is independent from the Companies. Please refer to “(B) Matters relating to calculation” above for an outline of each valuation report regarding share transfer ratio. In addition, TSS held negotiations and discussions with R&D that referenced the analysis and advice of TSS’s financial advisor and third-party appraiser SMBC Nikko Securities, and TSS resolved at its board of directors meeting held on November 13, 2025 to implement the Share Transfer at the Share Transfer Ratio described in “(i) Details of allotment for the Share Transfer” above. TSS has not obtained from SMBC Nikko Securities an opinion stating that the Share Transfer Ratio is appropriate or fair from a financial perspective (a fairness opinion).

In order to ensure the fairness and appropriateness of the Share Transfer Ratio, R&D obtained a valuation report regarding the Share Transfer Ratio dated November 12, 2025 from Nomura Securities, which is a third-party appraiser that is independent from the Companies. Please refer to “(B) Matters relating to calculation” above for an outline of each valuation report regarding share transfer ratio. In addition, R&D held negotiations and discussions with TSS that referenced the analysis and advice of R&D’s financial advisor and third-party appraiser Nomura Securities, and R&D resolved at its board of directors meeting held on November 13, 2025 to implement the Share Transfer at the Share Transfer Ratio described in “(i) Details of allotment for the Share Transfer” above. R&D has not obtained from Nomura Securities an opinion stating that the Share Transfer Ratio is appropriate or fair from a financial perspective (a fairness opinion).

(b) Advice from independent law firms

TSS received from its legal advisor for the Share Transfer, namely Nakamura, Tsunoda & Matsumoto, advice from a legal perspective concerning various procedures for the Share Transfer and the decision-making method and processes of the board of directors.

On the other hand, R&D received from its legal advisor for the Share Transfer, namely Mori Hamada & Matsumoto, advice from a legal perspective concerning various procedures for

the Share Transfer and the decision-making method and processes of the board of directors. Both the law firm Nakamura, Tsunoda & Matsumoto and the law firm Mori Hamada & Matsumoto are independent from the Companies, and neither firm has any material conflicts of interest with the Companies.

(E) Measures to avoid conflicts of interest

As no particular conflict of interest arises between the Companies in connection with the Share Transfer, no special measures have been taken.

(2) Matters related to amounts of the Joint Holding Company's stated capital and reserves

The Companies have decided the amounts set out below as the amounts of the Joint Holding Company's stated capital and reserves upon the establishment of the Joint Holding Company through the Share Transfer.

- (i) Stated capital amount: 2,000,000,000 yen
- (ii) Capital reserve amount: 500,000,000 yen
- (iii) Retained earnings reserve amount: 0 yen

These stated capital and reserve amounts were determined within the scope of the provisions of Article 52 of the Regulations for Corporate Accountings through consultation between TSS and R&D following a comprehensive consideration and review of the scale of the Joint Holding Company and other relevant circumstances.

4. Matters regarding R&D

- (1) Details of financial statements for the most recent fiscal year (fiscal year ending March 2025)

The details of the financial statements of R&D for the fiscal year ending March 2025 have been omitted in accordance with laws and regulations and the provisions of Article 18 of TSS's Articles of Incorporation. The details are published online on TSS's website and the TSE website.

- (2) Details of any event that has had a material impact on the status of company assets and that has occurred after the last day of the most recent fiscal year

Not applicable

5. Details of any event that has had a material impact on the status of company assets and that has occurred after the last day of the most recent fiscal year of TSS

Not applicable

6. Matters prescribed in Article 74 of the Regulations for Enforcement of the Companies Act in relation to persons who will become directors of the Joint Holding Company

The following persons will become directors of the Joint Holding Company.

Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		(1) Number of shares held in TSS (2) Number of shares held in R&D (3) Number of shares in the Joint Holding Company to be allocated
Tomoyasu Kosaka (January 22, 1966)	April 1989	Joined TSS	(1) 160,338 (2) 0 (3) 203,629
	April 2007	Manager, IT Promotion Department, TSS	
	April 2010	General Manager, Division V; Manager, IT Promotion Department, TSS	
	April 2011	Executive Officer; General Manager, Division VI; Manager, IT Solution Department III, TSS	
	April 2015	Managing Executive Officer; General Manager, Business Supervisory Division I, TSS	
	April 2016	Senior Managing Executive Officer; General Manager, Sales & Development Headquarters, TSS	
	June 2016	Director, TSS	
	April 2018	President and Representative Director, TSS (current position)	
<p>Reason for nomination as candidate for Director</p> <p>Serving as President and Representative Director of TSS since 2018, Mr. Tomoyasu Kosaka's strong leadership led TSS to the formulation and achievement of a management vision for business growth, as he managed TSS in an accurate, fair and efficient manner, utilizing his experience and track record of supervising sales and development divisions. In particular, he has worked on building an earnings base through business process reform and business model transformation, originating from the value provided to society through the acceleration of DX. He has also engaged in the promotion of Diversity, Equity & Inclusion as chairperson of the Sustainability Committee, as well as the reformation of M&A, corporate governance reform, and the like. Based on the foregoing, he has been determined to be capable of contributing to the management of the Joint Holding Company, and has been nominated as a candidate for Director.</p>			

Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		(1) Number of shares held in TSS (2) Number of shares held in R&D (3) Number of shares in the Joint Holding Company to be allocated
Yoshiaki Fukushima (May 5, 1969)	April 1995	Joined Mitsui Toatsu Chemicals, Inc. (currently Mitsui Chemicals, Inc.)	(1) 0 (2) 2,073,100 (3) 2,073,100
	March 2010	Temporarily transferred to Mitsui Chemicals (Shanghai) Co., Ltd. General Manager, Electronic Information and Functional Material Sales Division	
	February 2014	Joined R&D Executive Officer; General Manager, Sales Division, R&D	
	June 2014	Director; General Manager, Sales Division, R&D	
	April 2016	Director; General Manager, Industrial Public Works Division 1, R&D	
	April 2017	Director; General Manager, Industrial Public Works Supervisory Division	
	April 2018	Managing Director, R&D	
	June 2018	President and Representative Director, R&D (current position)	
Reasons for nomination as candidate for Director As R&D’s Representative Director, Mr. Yoshiaki Fukushima has reliably addressed management issues to contribute to the enhancement of corporate value. He has been actively involved in the selection and integration of the business structure and the promotion of DX business. Based on the foregoing, he has been determined to be capable of contributing to the management of the Joint Holding Company, and has been nominated as a candidate for Director.			

Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		(1) Number of shares held in TSS (2) Number of shares held in R&D (3) Number of shares in the Joint Holding Company to be allocated
Kazuhisa Sasanuma (September 26, 1970)	April 1992	Joined TSS	(1) 41,663 (2) 0 (3) 52,912
	April 2011	Manager, IT Solution Department IV, TSS	
	April 2016	General Manager, Division III; Manager, IT Solution Department II, TSS	
	April 2017	Executive Officer; General Manager, Division III; Director of New Technology Research Office, TSS	
	April 2018	Executive Officer; General Manager, Division IV; Director of Advanced Technology Development Office, TSS	
	April 2019	Executive Officer; Director of Project Innovation Office, TSS	
	April 2020	Executive Officer; General Manager, Division VI, TSS	
	October 2020	Executive Officer; Deputy General Manager, Sales & Development Headquarters; General Manager, Division VI, TSS	
	April 2021	Managing Executive Officer; General Manager, Sales & Development Headquarters, TSS	
	June 2022 April 2025	Director, TSS (current position) Managing Executive Officer; General Manager, Human Resources Development Division, TSS (current position)	
Reason for nomination as candidate for Director Serving as General Manager of TSS’s Sales & Development Headquarters since 2021, Mr. Kazuhisa Sasanuma has led TSS’s sales and development divisions with his strong leadership and ability to command. Utilizing his wealth of knowledge in new and advanced technologies, he has promoted business portfolio reform by accurately identifying social conditions. He is also highly skilled in project management and has demonstrated his abilities toward improving corporate performance. In addition, he serves as a member of the Sustainability Committee of TSS and promotes Diversity, Equity & Inclusion. He has also demonstrated skills in strengthening and promoting human capital management. Based on the foregoing, he has been determined to be capable of contributing to the management of the Joint Holding Company, and has been nominated as a candidate for Director.			

Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		(1) Number of shares held in TSS (2) Number of shares held in R&D (3) Number of shares in the Joint Holding Company to be allocated
Masayo Sunaga (January 4, 1970)	<p>April 1992 April 2012</p> <p>April 2018</p> <p>April 2023</p> <p>June 2023 April 2024</p> <p>April 2025</p>	<p>Joined TSS Manager, System Solution Department VI, TSS</p> <p>Executive Officer; General Manager, Division II, TSS</p> <p>Executive Officer; General Manager, Administration Headquarters, TSS</p> <p>Director, TSS (current position)</p> <p>Managing Executive Officer; General Manager, Corporate Planning Headquarters; Manager, Corporate Planning Department, TSS</p> <p>Managing Executive Officer; General Manager, Corporate Administration Division, TSS (current position)</p>	<p>(1) 23,028 (2) 0 (3) 29,245</p>
<p>Reason for nomination as candidate for Director</p> <p>Serving as Executive Officer of TSS since 2018, and also in her capacity as Division General Manager, Ms. Masayo Sunaga has demonstrated her ability to improve quality and productivity and to resolve issues in project development at TSS. In addition, as General Manager of Corporate Administration, she has been in charge of financial closing and disclosure operations and the like, and has an abundant knowledge of finance, accounting and compliance. Through appropriate and legally compliant monitoring, she has demonstrated strong leadership and the ability to command to build a sound earnings, and has appropriately carried out corporate administration. She also serves as a member of the Sustainability Committee of TSS and promotes Diversity, Equity and Inclusion. She also possesses extensive experience of business operations and a high level of ability in permeating and promoting a corporate culture that respects diversity. Based on the foregoing, she has been determined to be capable of contributing to the management of the Joint Holding Company, and has been nominated as a candidate for Director.</p>			

Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		(1) Number of shares held in TSS (2) Number of shares held in R&D (3) Number of shares in the Joint Holding Company to be allocated
Takanori Ishii (May 19, 1977)	April 2002	Joined TSS	(1) 22,778 (2) 0 (3) 28,928
	April 2017	Director of Business Development Office, TSS	
	April 2022	Division Manager, Division IV, TSS	
	April 2024	Executive Officer; Sales Manager, TSS	
	April 2025	Managing Executive Officer; General Manager, Sales & Development Headquarters; Sales Manager, TSS	
	October 2025	Managing Executive Officer; General Manager, Sales & Development Headquarters, TSS	
	December 2025	Managing Executive Officer; General Manager, Sales & Development Headquarters; General Manager, Division V, TSS (current position)	
<p>Reason for nomination as candidate for Director</p> <p>Serving as a Division Manager at TSS since 2022, and also in his capacity as Executive Officer and General Manager of Sales & Development Headquarters, Mr. Takanori Ishii has robustly led TSS's sales and development divisions by utilizing TSS's own AI tools to enhance production efficiency. He also has abundant knowledge and experience in the field of new technologies and digital transformation (DX), and has contributed significantly to the creation of businesses that help resolve customer issues. Based on the foregoing, he has been determined as someone expected to contribute to the management of the Joint Holding Company, and has been nominated as a candidate for Director.</p>			

Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		(1) Number of shares held in TSS (2) Number of shares held in R&D (3) Number of shares in the Joint Holding Company to be allocated
Keiichi Yamamura (November 5, 1957)	April 1980	Joined Fujitsu Limited	(1) 0 (2) 5,800 (3) 5,800
	April 2008	Director, Fujitsu Nagano Systems Engineering Limited (currently Fujitsu Limited)	
	April 2012	Corporate Executive Officer; EVP, IT Solutions Unit, Fujitsu Systems East Limited (currently Fujitsu Limited)	
	April 2014	Corporate Executive Officer; Head of IT Solutions Unit, Fujitsu Systems East Limited (currently Fujitsu Limited)	
	April 2016	Head of IT Solutions Unit, Eastern Japan BG of GSI Business Unit, Fujitsu Limited	
	April 2017	Head of IT Systems Unit, Global Delivery Group, Fujitsu Limited	
	April 2018	Joined R&D	
	June 2018	Managing Director; General Manager, Administration Division, R&D	
	April 2019	Managing Director, R&D	
	June 2019	Director; Managing Executive Officer, R&D (current position)	
	April 2021	President and Representative Director, infree Corporation (current position)	
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Keiichi Yamamura has extensive experience and a track record in management and business execution at Fujitsu Limited and its group. Currently, he is working to promote the establishment of new business fields, including serving as General Manager of the DX Promotion Division as Director and Managing Executive Officer of R&D. Based on the foregoing, he has been determined to be capable of contributing to the management of the Joint Holding Company, and has been nominated as a candidate for Director.</p>			

Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		(1) Number of shares held in TSS (2) Number of shares held in R&D (3) Number of shares in the Joint Holding Company to be allocated
Isao Hironaga (September 20, 1970)	April 1995	Joined R&D	(1) 0 (2) 79,500 (3) 79,500
	October 2007	General Manager, Service Business Department 1, R&D	
	April 2008	General Manager, Business Department 1, R&D	
	April 2010	General Manager, Industrial Public Works Supervisory Department 1, R&D	
	April 2011	Executive Officer; General Manager, Industrial Public Works Division, R&D	
	April 2012	Executive Officer; General Manager, Business Innovation Division, R&D	
	June 2012	Director; Executive Officer; General Manager, Business Innovation Division, R&D (current position)	
	June 2022	President and Representative Director, Technigate Co., Ltd. (current position)	
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Isao Hironaga has extensive business execution experience primarily in the industrial IT solutions business field, and is promoting the launch of new businesses at R&D's by serving as the General Manager of the cloud division and the solution development division. Based on the foregoing, he has been determined to be capable of contributing to the management of the Joint Holding Company, and has nominated as a candidate for Director.</p>			

Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		(1) Number of shares held in TSS (2) Number of shares held in R&D (3) Number of shares in the Joint Holding Company to be allocated
Fumitoshi Okuno (January 5, 1971)	<p>April 1994 May 2006</p> <p>February 2009 April 2009</p> <p>April 2015</p> <p>April 2019</p> <p>June 2019</p> <p>April 2021</p> <p>April 2022</p>	<p>Joined Green House Foods Co., Ltd. Joined Club iT Corporation (currently Broadmedia Corporation)</p> <p>Joined R&D General Manager, Accounting and Finance Department, Administration Division, R&D</p> <p>Executive Officer; General Manager, Corporate Administration Supervisory Department, Administration Division, R&D</p> <p>Executive Officer; General Manager, Corporate Administration Division, R&D</p> <p>Director; Executive Officer; General Manager, Corporate Administration Division, R&D (current position)</p> <p>Audit & Supervisory Board Member, infree Corporation (current position)</p> <p>Audit & Supervisory Board Member, Technigate Co., Ltd. (current position)</p>	<p>(1) 0 (2) 6,242 (3) 6,242</p>
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Fumitoshi Okuno has overseen R&D's accounting and financial strategy, and has extensive experience and a track record in accounting and finance. As an Executive Officer R&D since April 2015, he has promoted preparations for an initial public offering, management control, reinforcement of governance and other activities. As the General Manager of Corporate Administration Division, he currently working on the promotion of M&A, IR, and the establishment of internal controls. Based on the foregoing, he has been determined to be capable of contributing to the management of the Joint Holding Company, and has been nominated as a candidate for Director.</p>			

Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		(1) Number of shares held in TSS (2) Number of shares held in R&D (3) Number of shares in the Joint Holding Company to be allocated
Hiroyuki Morita (July 16, 1958)	April 1982 November 1989	Joined Nippon Steel Corporation Seconded to Nippon Steel Information and Communication Systems Inc. (currently NS Solutions Corporation)	(1) 110 (2) 0 (3) 139
	October 2004	Director, Corporate Planning & Marketing Department, Financial System Solutions	
	April 2006	Director, Sales Department-III, Financial System Solutions Division	
	April 2008	Director, Information Solutions Division, Financial System Solutions Bureau	
	June 2012	Executive Director; Director, Corporate Planning & Strategic Alliance Department; Director, Accounting & Finance Department	
	April 2013	Executive Director; Director, Retail & Service Business System Solutions Division, Industrial & Retail Business System Solutions Bureau	
	June 2015	Executive Director; Senior Executive Officer; Director, Industrial & Retail Business System Solutions Bureau	
	April 2016	Executive Director; Managing Executive Officer; Director, Industrial & Retail Business System Solutions Bureau; Director, Sales Planning & Management Bureau	
	April 2019	Representative Director & President	
	April 2023	Senior Executive Advisor	
	June 2024	Senior Advisor	
	June 2024	Outside Director, TSS (current position)	
June 2024	Outside Director, SOHGO SECURITY SERVICES CO., LTD. (currently ALSOK CO., LTD.) (current position)		
Reason for nomination as candidate for Outside Director and summary of expected roles Mr. Hiroyuki Morita, formerly of Nippon Steel Corporation, has served in significant positions including Representative Director & President of NS Solutions Corporation, and possesses deep insight, outstanding personal attributes and high ethical standards backed by abundant experience in corporate management. In addition, he is well-versed in a broad range of fields including financial, industrial and retail solution businesses, finance and accounting, and corporate governance. It is determined that he can be expected to enhance the rationality and transparency of the Joint Holding Company’s management and strengthen the supervisory function of the Board of Directors from an outside perspective by utilizing his extensive experience. It has also been determined that he can be expected to continue providing appropriate advice on the Joint Holding Company’s management and appropriate supervision of its business execution, and thus he has been nominated as a candidate for Outside Director.			

Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		(1) Number of shares held in TSS (2) Number of shares held in R&D (3) Number of shares in the Joint Holding Company to be allocated
Akira Uemura (September 19, 1954)	April 1978	Joined Hitachi Software Engineering Co., Ltd. (currently Hitachi Solutions, Ltd.)	(1) 0 (2) 0 (3) 0
	April 2008	Executive Officer; General Manager, Industrial Systems Division	
	April 2009	Executive Officer; General Manager, Communications & Industrial Systems Division	
	April 2010	Executive Vice President, Nippon Securities Technology Co., Ltd.	
	May 2010	President and Representative Director	
	June 2019	Advisor	
	June 2020	Director, TAKAOKA TOKO CO., LTD. (current position)	
	June 2025	Outside Director, TSS (current position)	
<p>Reason for nomination as candidate for Outside Director and summary of expected roles</p> <p>Mr. Akira Uemura, formerly of Hitachi Solutions, Ltd., was in charge of communications and industrial systems divisions for many years, and he possesses a high level of professional knowledge. He also served as President and Representative Director of a financial solutions system company, and has broad experience, deep insight, and high ethical standards as a corporate manager. It is expected that he will provide appropriate advice on the management of the Joint Holding Company at Board of Directors meetings and appropriate supervision of business execution. It has also been determined that he can be expected to provide professional advice regarding the Joint Holding Company's communications and financial solutions systems, and thus he has been nominated as a candidate for Outside Director.</p>			

Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		(1) Number of shares held in TSS (2) Number of shares held in R&D (3) Number of shares in the Joint Holding Company to be allocated
Ichiro Akita (June 2, 1966)	July 2001	First elected as a Tokyo Metropolitan Assembly Member	(1) 0 (2) 0 (3) 0
	October 2003	Vice Chairperson, Finance Committee	
	October 2006	Chairperson, Public Enterprise Committee	
	April 2007	Chairperson, Urban Development Committee	
	July 2013	Executive Acting Secretary-General, Tokyo Togikai Jiminto	
	October 2014	Chairperson, Police/Fire Fighting Committee	
	March 2015	Director, Special Committee on Measures to Promote Olympic & Paralympic Games	
	June 2015	Outside Director, R&D (current position)	
	August 2015	Chairperson, Policy Research Council, Tokyo Togikai Jiminto	
	July 2017	Elected as a Tokyo Metropolitan Assembly Member for a fourth term	
	August 2017	Secretary-General of Tokyo Togikai Jiminto	
<p>Reason for nomination as candidate for Outside Director and summary of expected roles</p> <p>Mr. Ichiro Akita has keen insights based on his extensive experience gained as a Tokyo Metropolitan Assembly Member. It has been determined that he can be expected to suitably play a role in supporting the Joint Holding Company's overall management from an objective perspective and in monitoring and supervising management, and thus he has been nominated as a candidate for Outside Director. Although he has not been directly involved in corporate management other than serving as an outside director, he has been determined to be capable of performing duties as an Outside Director of the Joint Holding Company.</p>			

Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		(1) Number of shares held in TSS (2) Number of shares held in R&D (3) Number of shares in the Joint Holding Company to be allocated
Hiromi Kimura (December 4, 1959)	April 1982	Joined The Sumitomo Trust and Banking Company, Limited (currently Sumitomo Mitsui Trust Bank, Limited)	(1) 0 (2) 300 (3) 300
	April 1985	Joined Retail Information Systems Co., Ltd.	
	October 1986	Joined Needs Well Inc.	
	October 2002	General Manager, Corporate Planning Office	
	April 2011	General Manager, Internal Audit Office	
	December 2013	Director; General Manager, Corporate Management Planning Office	
	December 2020	Director; Executive Officer and in charge of CC Office	
	March 2022	Retired from Needs Well Inc.	
	April 2022	Audit & Supervisory Board Member, Penetrate of Limits Co., Ltd.	
	June 2023	Outside Director, R&D (current position)	
Reason for nomination as candidate for Outside Director and summary of expected roles Ms. Hiromi Kimura has been involved in the IT service industry for many years, and has extensive industry knowledge. Moreover, she also has experience in corporate management. It has been determined that she can be expected to appropriately use her extensive knowledge and management experience in decision-making in the Joint Holding Company's corporate operations and in the role of monitoring and supervising the execution of duties by the Board of Directors, and has been nominated as a candidate for Outside Director.			

- Notes: 1. The numbers of shares held in TSS and in R&D are stated based on the ownership status as of March 31, 2025. The number of shares in the Joint Holding Company to be allocated is stated based on this ownership status, taking into account the Share Transfer Ratio. The actual number of shares to be allocated may vary depending on the number of shares held immediately prior to the establishment date of the Joint Holding Company.
2. None of the candidates has any special interest in TSS or R&D, and none of the candidates are expected to develop any special interest in the Joint Holding Company.
3. Mr. Hiroyuki Morita, Mr. Akira Uemura, Mr. Ichiro Akita, and Ms. Hiromi Kimura are candidates for Outside Directors.
4. The Joint Holding Company plans to submit notification to TSE of the designation of Mr. Hiroyuki Morita, Mr. Akira Uemura, Mr. Ichiro Akita, and Ms. Hiromi Kimura as independent officers pursuant to the provisions of TSE.
5. Mr. Hiroyuki Morita is currently an Outside Director of TSS but will have served as Outside Director for one year (any fraction of less than one year being disregarded) as of the convening date of the General Meeting of Shareholders.
6. Mr. Akira Uemura is currently an Outside Director of TSS; however, his term of office as an Outside Director will six months as of the convening date of the conclusion of the General Meeting of Shareholders.
7. Mr. Ichiro Akita is currently an Outside Director of R&D and will have served as Outside Director for 10 years (any fraction of less than one year being disregarded) as of the convening date of the General Meeting of Shareholders.

8. Ms. Hiromi Kimura is currently an Outside Director of R&D and will have served as Outside Director for two years (any fraction of less than one year being disregarded) as of the convening date of the General Meeting of Shareholders.
9. Mr. Hiroyuki Morita and Mr. Akira Uemura are currently Outside Directors of TSS; however, they are scheduled to resign as Directors of TSS on the day before the Effective Date of the Share Transfer (March 31, 2026) and become Outside Directors of the Joint Holding Company as of the Effective Date of the Share Transfer (April 1, 2026).
10. Mr. Ichiro Akita and Ms. Hiromi Kimura are currently Outside Directors of R&D; however, they are scheduled to resign as Directors of R&D on the day before the Effective Date of the Share Transfer (March 31, 2026) and become Outside Directors of the Joint Holding Company as of the Effective Date of the Share Transfer (April 1, 2026).

7. Matters prescribed in Article 76 of the Regulations for Enforcement of the Companies Act in relation to persons who will become company auditors of the Joint Holding Company

The following persons will become company auditors of the Joint Holding Company.

Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		(1) Number of shares held in TSS (2) Number of shares held in R&D (3) Number of shares in the Joint Holding Company to be allocated
Naoki Tanabe (September 5, 1962)	<p>April 1986 April 2010 April 2014</p> <p>April 2016</p> <p>April 2017</p> <p>April 2018</p> <p>June 2018 April 2023</p> <p>June 2023</p>	<p>Joined TSS Manager, General Affairs Department, TSS Executive Officer; Deputy General Manager, Administration Headquarters; Manager, Human Resources Department, TSS Executive Officer; General Manager, Administration Headquarters; Manager, Human Resources Department, TSS Managing Executive Officer; General Manager, Administration Headquarters; Manager, Human Resources Department, TSS Managing Executive Officer; General Manager, Administration Headquarters, TSS Director, TSS Managing Executive Officer; responsible for Administration Headquarters, TSS Full-Time Audit & Supervisory Board Member, TSS (current position)</p>	<p>(1) 114,275 (2) 0 (3) 145,129</p>
<p>Reason for nomination as candidate for Company Auditor</p> <p>Mr. Naoki Tanabe long served as Director and General Manager of Administration Division of TSS. He has led the administration division and, with his abundant experience, has been in charge of the enhancement and operation of TSS's corporate governance, including general affairs pertaining to management and administration, internal controls, risk management, and compliance. He has also monitored and offered advice on the validity and appropriateness of TSS's management as Company Auditor. Based on the foregoing, he has been determined to be capable of performing duties as a Company Auditor of the Joint Holding Company, and has been nominated as a candidate for Company Auditor.</p>			

Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		(1) Number of shares held in TSS (2) Number of shares held in R&D (3) Number of shares in the Joint Holding Company to be allocated
Katsuhiko Kudo (May 16, 1953)	April 1976	Joined Mitsui Trust Bank, Ltd. (currently Sumitomo Mitsui Trust Bank, Limited)	(1) 0 (2) 0 (3) 0
	April 2004	General Manager, System Planning Department, The Chuo Mitsui Trust and Banking Company, Limited (currently Sumitomo Mitsui Trust Bank, Limited)	
	July 2005	Executive Officer; General Manager, System Planning Department	
	June 2009	Managing Executive Officer; General Manager, System Planning Department	
	July 2011	President and Director, Chuo Mitsui Information Technology Co., Ltd. (currently Sumitomo Mitsui Trust Systems & Services Co., Ltd.)	
	April 2012	Managing Executive Officer, Sumitomo Mitsui Trust Holdings, Inc. (currently Sumitomo Mitsui Trust Group, Inc.)	
	April 2013	Senior Managing Executive Officer, the same company and Director, Senior Managing Executive Officer, Sumitomo Mitsui Trust Bank, Limited	
	June 2018	Outside Director, Encourage Technologies Co., Ltd.	
	June 2021	Director (Audit and Supervisory Committee Member) (current position)	
	June 2025	Audit & Supervisory Board Member, TSS (current position)	
Reason for nomination as candidate for Outside Company Auditor Mr. Katsuhiko Kudo is from Sumitomo Mitsui Trust Bank, Limited, where he was in charge of system planning. He possesses a high level of professional knowledge, and has also served as President and Director of an affiliated company of the trust bank and Director (Audit and Supervisory Committee Member) of an IT company, and has broad experience, deep insight, and high ethical standards as a corporate manager. It is expected that he will be able to provide appropriate advice on management at meetings of the Board of Directors and the Board of Company Auditors based on his professional experience and to conduct highly effective audits in the audit system. Based on the foregoing, he has been determined to be capable of performing duties as an Outside Company Auditor of the Joint Holding Company, and has been nominated as a candidate for Outside Company Auditor.			

Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		(1) Number of shares held in TSS (2) Number of shares held in R&D (3) Number of shares in the Joint Holding Company to be allocated
Toshihiko Hirose (June 12, 1961)	April 1984 April 2016 April 2018 April 2020 April 2021 August 2022 June 2023	Joined Fujitsu Limited Deputy General Manager, Financial Systems Business Division President, Representative Director, Shiga Fujitsu Software Ltd. (currently Fujitsu Limited) Deputy General Manager, Financial Systems Business Division, Fujitsu Limited Executive Director, Digital Solutions Business Division Retired from Fujitsu Limited Audit & Supervisory Board Member, R&D (current position)	(1) 0 (2) 0 (3) 0
Reason for nomination as candidate for Outside Company Auditor Mr. Toshihiko Hirose possesses specialized knowledge and experience in fields highly relevant to R&D's business, as well as experience and broad insight into corporate management. It is expected that he will be capable of conducting audits from the perspective of ensuring the appropriateness and validity of the Joint Holding Company's management decisions. Based on the foregoing, he has been determined to be capable of performing duties as an Outside Company Auditor of the Joint Holding Company, and has been nominated as a candidate for Outside Company Auditor.			

- Notes: 1 The numbers of shares held in TSS and in R&D are stated based on the ownership status as of March 31, 2025. The number of shares in the Joint Holding Company to be allocated is stated based on this ownership status, taking into account the Share Transfer Ratio. The actual number of shares to be allocated might vary depending on the number of shares held immediately prior to the establishment date of the Joint Holding Company.
2. None of the candidates has any special interest in TSS or R&D, and none of the candidates are expected to develop any special interest in the Joint Holding Company.
3. Mr. Katsuhiko Kudo and Mr. Toshihiko Hirose are candidates for Outside Company Auditors.
4. The Joint Holding Company plans to submit notification to TSE of the designation of Mr. Katsuhiko Kudo and Mr. Toshihiko Hirose as independent officers pursuant to the provisions of TSE.
5. Mr. Katsuhiko Kudo is currently an Outside Company Auditor of TSS; however, his term of office as a Company Auditor will be less than one year as of the convening date the General Meeting of Shareholders.
6. Mr. Toshihiko Hirose is currently an Outside Company Auditor of R&D and will have served as Outside Company Auditor for two years (any fraction of less than one year being disregarded) as pf the convening date of the General Meeting of Shareholders.
7. Mr. Katsuhiko Kudo is currently an Outside Company Auditor of TSS; however, he is scheduled to resign as a Company Auditor of TSS on the day before the Effective Date of the Share Transfer (March 31, 2026) and become an Outside Company Auditor of the Joint Holding Company as of the Effective Date of the Share Transfer (April 1, 2026).

8. Matters prescribed in Article 77 of the Regulations for Enforcement of the Companies Act in relation to the person who will become financial auditor of the Joint Holding Company

The following entity will become the financial auditor of the Joint Holding Company.

Name	Deloitte Touche Tohmatsu LLC	
Location of principal office	Marunouchi Nijubashi Building, 3-2-3 Marunouchi, Chiyoda-ku, Tokyo	
History	May 1968	Tohmatsu Awoki Tsuda Tsukada Awoki Uno Kasukabe & Co. established
	May 1975	Joined Touche Ross International (TRI)
	October 1986	Merged with Sanwa & Co. (established in June 1973) and changed corporate name to Tohmatsu Awoki & Sanwa
	April 1988	Merged with Marunouchi & Co. (established in December 1968)
	October 1988	Merged with Nishikata Audit Corporation (established in August 1969) and Sapporo Dai-ichi Kaikei Audit Corporation (established in April 1976)
	February 1990	After TRI merged with Deloitte Haskins & Sells International (in January 1990) and became Deloitte Ross Tohmatsu International (currently Deloitte Touche Tohmatsu Limited (DTTL)), Tohmatsu Awoki & Sanwa merged with Mita Audit Corporation (established in June 1985) and changed its name to Tohmatsu & Co.
	April 2001	Merged with SAN-AI Audit Corporation (established in May 1983)
	July 2002	Merged with Seiwa Audit Corporation (established in December 1974)
	July 2009	Converted to a limited liability audit corporation and changed corporate name in English to Deloitte Touche Tohmatsu LLC
Total number of companies audited	3,215 (as of May 31, 2025)	
Stated capital	JPY 1,288,000,000	

Personnel	Partners (Certified Public Accountants): 439 Designated Partners: 27 Staff Certified Public Accountants: 2,275 CPA exam passers and others: 1,303 Other professionals: 2,165 Administrative staff: 86 Total: 6,295
Reasons for nomination as candidate for Financial Auditor Deloitte Touche Tohmatsu LLC is nominated as a candidate for financial auditor because it has been determined that Deloitte Touche Tohmatsu LLC possesses the expertise, independence, and internal control systems required of a financial auditor for the Joint Holding Company, and is therefore qualified for the role.	

FAQ (1/4)

Q: What are the background and purpose of the Management Integration?

A: The information services industry finds itself in an environment that is rapidly evolving and where competition is further intensifying, as DX, cloud migration, the adoption of generative AI, and other large-scale changes encircle the information services industry. In light of these circumstances, the Companies determined that—in order to achieve sustainable growth and enhance medium- to long-term corporate value—they will need to integrate their business, technological, and human resources and strengthen their development capabilities and profitability by building a platform and mutually leveraging their sales infrastructures. With this in mind, the Companies decided to implement the Management Integration in a spirit of equality.

Q: What kinds of initiatives will the Companies advance through the Management Integration?

A: Through the Management Integration, the Companies will advance the following synergy-creating initiatives, with the aim of establishing a unique position within the information services industry and enhancing corporate value by integrating and effectively utilizing their management resources:

- (i) expansion of customer base and business portfolio;
- (ii) new service creation and project efficiency;
- (iii) strengthening human resources and organizational structure; and
- (iv) cost streamlining and strengthening management foundations.

For details, please see the press release dated November 13, 2025.

FAQ (2/4)

Q: What is a joint share transfer?

A: A joint share transfer is a means of organizational restructuring that will cause the Companies to become what is called “wholly owned subsidiary companies resulting from a share transfer,” and the Joint Holding Company that is newly incorporated as a result will be what is called a “wholly owning parent company incorporated in the share transfer.” In this type of restructuring, the Companies’ respective shareholders are given shares in the Joint Holding Company in exchange for their shares in the Companies, and the Joint Holding Company acquires all of the Companies’ issued shares.

Q: Does the transition to a holding company structure mean that Toho System Science will be delisted?

A: Through the joint share transfer, a Joint Holding Company will be established, and the Companies will be transferred into the holding company structure.

As a result, the Companies will become the wholly owned subsidiary companies of the newly incorporated Joint Holding Company. Friday, March 27, 2026 is planned as the final day of market trading for each of the Companies’ shares, and the Companies are plan to delist their shares from the TSE on Monday, March 30, 2026, before the listing of the Joint Holding Company.

Q: What will happen to the shares in Toho System Science that I currently hold?

A: Shares in the newly incorporated Joint Holding Company are planned to be allotted to everyone who is a shareholder as of the April 1, 2026 effective date. A technical listing on the TSE’s Prime Market is planned for the Joint Holding Company, and all of the shareholders will continue to be able to trade , the shares in the Joint Holding Company in single share units. Each shareholder will be allotted 1.27 shares of common stock in the Joint Holding Company for each share of common stock held in TSS.

FAQ (3/4)

Q: When will trading of Toho System Science shares end?

A: TSS is planned to delist its shares from the TSE on Monday, March 30, 2026. Friday, March 27, 2026 is scheduled to be the final day of market trading for TSS's shares.

Q: Are there any procedures that shareholders need to follow?

A: If the Share Transfer Plan is approved at the General Meeting of Shareholders, shares in the Joint Holding Company will be delivered to all of the shareholders who hold shares in the Companies as of the Effective Date. There will be no need for you to follow any special procedures.

Q: When will trading begin for shares in the newly incorporated holding company?

A: Shares in the newly incorporated Joint Holding Company are planned to be allotted to all shareholders who hold shares in the Companies as of the Effective Date, which is Wednesday, April 1, 2026. As the plan is to apply for a technical listing on the TSE's Prime Market for the Joint Holding Company, it is also planned that all of the Companies' shareholders will continue to be able to trade the shares in the Joint Holding Company, in single share units, beginning from Wednesday, April 1, 2026.

FAQ (4/4)

Q: What will happen with term-end dividends from Toho System Science for this term?

A: As stated in “Non-consolidated Financial Results for the Six Months Ended September 30, 2025 (Under Japanese GAAP)” dated November 13, 2025, there is a planned dividend of 20 yen per share for the September 30, 2025 record date, and a planned dividend of 25 yen per share for the March 31, 2026 record date.

Q: What will happen with shareholder benefits from Toho System Science for this term?

A: The Company presents a QUO Card with a 2,000 yen value to each eligible shareholder that holds at least one unit of shares as of the September 30 record date each year. For this fiscal year, the QUO Cards were sent out in early December.

Q: What will the dividends and the shareholder benefits be for the newly incorporated holding company?

A: In terms of the amount of dividends for the fiscal year ending March 2027 at the Joint Holding Company, the plan is to return profits to shareholders with a target dividend payout ratio of 50% or more (consolidated), taking into consideration of the Companies’ dividend policies to date, dividend levels, the Joint Holding Company’s future business performance, and the like.

Specific details of the policy on shareholder benefits will be announced as soon as they are finalized.

Press release regarding management integration

Follow the link at this QR code for the press release regarding management integration:



Please contact us here for all other inquiries

Contact us here for inquiries concerning investor relations information: ir@tss.co.jp

