

December 19, 2025

To whom it may concern:

Company: SCSK Corporation  
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## **Notice Regarding Company Split (Simple Absorption-Type Company Split) of Second-Tier Subsidiary**

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SCSK Corporation resolved at a meeting of the Board of Directors held today to conclude an absorption-type company split agreement with second-tier subsidiary Net One Partners Co., Ltd. calling for the execution of a company split (simple absorption-type company split) of a second-tier subsidiary with a tentative effective date of April 1, 2026. The goal of this company-split will be to transfer a portion of SCSK's IT product (hardware and software) distribution and server and storage product sales businesses to Net One Partners.

This company split will take the form of a simple absorption-type company split in which the split businesses will be succeeded by a wholly owned subsidiary (second-tier subsidiary). Accordingly, certain disclosure items and details have been omitted.

### **1. Purpose of Company Split**

In recent years, there has been a rise in manufacturers seeking partners that fully understand their business strategies and are able to supply unique value in the sale of IT products (hardware and software) as IT technologies continue to evolve and grow increasingly complexity. At the same time, IT product sales companies are finding themselves pressed to accommodate diverse needs related to the digital transformation, cloud system adoption, and security tightening efforts of customers while also building an understanding of the latest technologies. This situation is turning attention to the potential role of distributors to function as intermediaries between these two parties by offering aid in relation to product supply capabilities along with wide-ranging sales and technical support.

The SCSK Group has long been developing network and security product distribution and server and storage product sales businesses. At the time of the acquisition of Net One Systems Co., Ltd., several businesses of this nature were being developed across the Group. Through the company split, we aim to consolidate these various businesses within a single company in order to build upon the product technology capabilities that serve as a strength of the SCSK Group's businesses in these areas. The company split will also allow for the integration of the Group's human and other resources to better facilitate the supply of cutting-edge products and services based on an up-to-date understanding of customer and market needs. Going

forward, enhanced coordination will be pursued across the Group with the goal of carving out a position as a new distributor that is able to help resolve social issues and achieve business growth by working together with manufacturers and sales companies while exercising the comprehensive strength of the SCSK Group.

## 2. Overview of Company Split

### (1) Schedule of company split

Date of merger resolution by the Board of Directors	December 19, 2025
Conclusion of absorption-type company split agreement	January 13, 2026 (tentative)
Effective date of company split	April 1, 2026 (tentative)

Note: The company split is a simple absorption-type company split conducted in accordance with the provisions of Paragraph 2, Article 784, of the Companies Act for the Company and a simple merger as described in Paragraph 2, Article 796 of the Companies Act for Net One Partners Co., Ltd. and therefore does not require approval from the general meeting of shareholders of either company.

### (2) Form of company split

The company split is expected to take the form of a simple absorption-type company split with Net One Partners Co., Ltd. as the succeeding company.

### (3) Allotments related to the company split

No plans exist to issue new shares in relation to the company split, nor is any money expected to be delivered due to the company split.

### (4) Handling of share warrants and bonds with share warrants in relation to company split

There are no applicable share warrants and bonds with share warrants.

### (5) Changes in capital as a result of company split

There will be no changes in the capital of the Company as a result of the company split.

### (6) Rights and obligations inherited by succeeding company

Net One Partners Co., Ltd. will inherit the asset, liability, and other rights and obligations described in the absorption-type company split agreement.

### (7) Outlook for repayment of liabilities

There are expected to be no issues with regard to the repayment of liabilities attributed to the Company or to Net One Partners Co., Ltd. as a result of this company split.

## 3. Overview of Companies Subject to Company Split (as of March 31, 2025)

	Splitting company	Succeeding company
(1) Company name	SCSK Corporation	Net One Partners Co., Ltd.

(2) Address	3-2-20, Toyosu, Koto-ku, Tokyo, Japan	2-7-2 Marunouchi, Chiyoda-ku, Tokyo, Japan
(3) Representative name, position	Takaaki Touma President and Representative Director	Takuya Tanaka President and Representative Director
(4) Business activities	Provision of IT consulting, systems development, verification, IT infrastructure development, IT management, IT hardware and software sales, business process outsourcing, and other services	ICT infrastructure, security product, and other distribution businesses
(5) Capital	¥21,561 million	¥400 million
(6) Data of establishment	October 25, 1969	November 4, 2008
(7) Shares issued	312,875,169 shares	8,000 shares
(8) Fiscal year-end	October 25, 1969	October 25, 1969
(9) Major shareholders (percentage ownership, see notes 1–3)	SUMITOMO CORPORATION (50.59%) The Master Trust Bank of Japan, Ltd. (Trust Account) (8.89%) Custody Bank of Japan, Ltd. (Trust Account) (5.66%) SCSK Group Employee Stock Ownership Association (2.08%)	Net One Systems Co., Ltd. (wholly owned subsidiary of SCSK Corporation)
(10) Financial position and operating performance in most recent fiscal year	Fiscal year ended March 31, 2025 (consolidated, IFRS)	Fiscal year ended March 31, 2025 (JGAAP)
Total equity / Net assets	¥292,565 million	¥20,100 million
Total assets	¥885,029 million	¥33,760 million
Equity attributable to owners of parent per share / Net assets per share	¥932.41	¥2,512,521.61
Net sales	¥596,065 million	¥55,414 million
Operating profit / Operating income	¥66,121 million	¥5,086 million
Ordinary income	—	¥4,849 million
Profit before tax / Net income before tax	¥65,547 million	¥4,754 million
Profit / Net income	¥45,035 million	¥3,279 million
Basic earnings per share / Earnings per share	¥144.10	¥409,914.78

Notes:

1. As indicated in the news release entitled “Notice Concerning Result of Tender Offer for the Company’s Shares, etc. by SC Investments Management Inc., a Subsidiary of

Sumitomo Corporation, the Company's Parent Company, as well as Change in the Status of Major Shareholders and Other Associated Companies" issued on December 13, 2025, SC Investments Management Inc., a wholly owned subsidiary of major shareholder of the Company Sumitomo Corporation, became a major shareholder of the Company effective December 19, 2025. The ratio of shares of the Company held by SC Investments Management Inc. on December 19, 2025, was 38.09% (rounded to two decimal places). This ratio was calculated using a total number of shares with voting rights of 3,127,931 arrived at deducting the number of treasury shares held by the Company as of September 30, 2025 (351,353 shares) from 313,144,463 shares, which reflects total number of issued shares of the Company as of September 30, 2025 (313,125,263 shares) combined with the amount of shares associated with the total of 64 stock acquisition rights outstanding (see Note 2) as of September 30, 2025 (19,200 shares).

2. Outstanding stock acquisition rights include the following:

1) Stock acquisition rights issued pursuant to the resolution of the Company's Board of Directors on June 27, 2007 (the exercise period for which is from July 28, 2007 to July 26, 2027);

2) Stock acquisition rights issued pursuant to the resolution of the Company's Board of Directors on June 25, 2010 (the exercise period for which is from July 31, 2010 to July 29, 2030)

3. SC Investments Management Inc. is slated to perform a series of procedures to make Sumitomo Corporation and SC Investments Management Inc. the sole shareholders of the Company through the methods described in "(5) Post-Tender Offer Reorganization and Other Policies (Matters Relating to the 'Two-Step Acquisition')" under "3. Content, Basis, and Reasons for the Opinion Regarding the Tender Offer" in the news release entitled "Notice Concerning the Expression of an Opinion in Favor of and Recommendation to Tender for the Tender Offer for the Company's Shares, etc. by SC Investments Management Inc., a Subsidiary of Sumitomo Corporation, the Company's Parent Company" issued on October 29, 2025.

4. Overview of Business to be Split from the Company

(1) Business to be split from the Company

Certain IT product (hardware and software) distribution and server and storage product sales businesses

(2) Performance of business to be split from the Company (fiscal year ended March 31, 2025)

Net sales: ¥27,677 million

(3) Assets and liabilities to be split for the Company (as of September 30, 2025)

Assets		Liabilities	
Current assets	¥8,091 million	Current liabilities	¥4,478 million
Non-current assets	¥488 million	Non-current liabilities	¥0 million

Total	¥8,579 million	Total	¥4,478 million
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Note: The above amounts are as of September 30, 2025 and include trade and other receivables and trade and other payables.

The amounts of assets and liabilities to be transferred to Net One Partners Co., Ltd. via the company split will not include ¥5,144 million in trade and other receivables and ¥1,593 million in trade and other payables that have already been received or paid, respectively, and will be adjusted to reflect asset and liabilities amounts on the day before to the effective date of the split.

## 5. Conditions Post-Company Split

### (1) SCSK Corporation

There will be no change to the company name, address, representative, business activities, capital, or fiscal year-end of the SCSK Corporation as a result of the company split.

### (2) Succeeding Company

There will be no change to the company name, address, representative, business activities, capital, or fiscal year-end of the succeeding company as a result of the company split.

## 6. Future Outlook

As the succeeding company is a wholly owned subsidiary (second-tier subsidiary) of the Company, the impact of the company split on consolidated performance is expected to be minimal. Should a matter warranting disclosure arise, swift disclosure will be provided.

(Reference) Performance in the Fiscal Year Ended March 31, 2025 and Forecasts for the Fiscal Year Ending March 31, 2026 (announced October 29, 2025)

	Net sales	Operating profit	Profit before tax	Profit
Fiscal year ended March 31, 2025 (Performance)	¥596,065 million	¥66,121 million	¥65,547 million	¥45,035 million
Fiscal year ending March 31, 2026 (Forecasts)	¥790,000 million	¥85,000 million	¥88,300 million	¥63,500 million