



April 23, 2025

To Whom It May Concern

Company name: NS Solutions Corporation
Representative: Kazuhiko Tamaoki
Representative Director & President
(Code: 2327, TSE Prime Market,
NSE, FSE)
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Notice Concerning Share Acquisition of INFOCOM CORPORATION (Making it a Subsidiary)

We hereby announce that, based on a resolution by our Board of Directors today, we have decided to enter into a share transfer agreement (the “Share Transfer Agreement”) to acquire all outstanding shares of INFOCOM CORPORATION (“INFOCOM”) and make it a subsidiary. The details are as follows.

Under the Share Transfer Agreement, INFOCOM will make an in-kind dividend distribution to INFOCOM HOLDINGS CORPORATION (“INFOCOM HD”) of all outstanding shares of INFOCOM’s wholly-owned subsidiary, Amutus Corporation (including its related companies, etc.), which operates an online business (the digital comic distribution service “Mecha Comic”). This transaction is referred to as the “Pre-Transaction Reorganization.” Following the Pre-Transaction Reorganization, we will acquire all outstanding shares of INFOCOM (the “Share Acquisition”), making it our consolidated subsidiary. As a result of the Pre-Transaction Reorganization, at the time of the Share Acquisition, INFOCOM will solely operate its IT services business.

1. Reason for the share acquisition

We have provided high-quality IT services—from consulting to development, construction, and operation—leveraging our extensive business expertise and advanced technological capabilities to clients across diverse industries, including process-based manufacturing such as NIPPON STEEL CORPORATION, assembly-based manufacturing, distribution and services, finance, telecommunications, and government and public sectors. Under our “NSSOL 2030 Vision,” we aim to become a “Social Value Producer with Digital,” proactively creating value and leading efforts to address social and corporate challenges. To achieve this, we will work to expand our business domains and transform our business model. In particular, establishing and expanding asset-driven businesses require not only promoting in-house development but also collaborating and co-creating with companies possessing competitive assets.

INFOCOM, within its IT services business, has significant business expertise in process-based manufacturing and trading company-affiliated service sectors, conducting systems integration (SI) projects primarily for large corporations. In addition, INFOCOM is the developer of “GRANDIT,” an ERP solution targeting mid-sized companies, and also actively engages in developing and deploying proprietary services

and products, already possessing services and products addressing social challenges such as in the areas of healthcare, crisis management, and business continuity planning (BCP).

By welcoming INFOCOM into our group, we expect to leverage and mutually complement the strengths and expertise that both companies have cultivated, thereby further accelerating our growth.

Specifically, we will: 1) combine our business expertise and technological capabilities in the area of process-based manufacturing to enhance our capabilities for service provision to both of our customers and expand SI businesses in this domain, 2) expand our asset-driven business targeted at mid-sized companies, centering around GRANDIT, by utilizing our regional companies' sales channels as well as development and implementation resources, 3) and engage in cross-selling and joint development of services and products designed to solve social challenges in the healthcare sector and other domains. Furthermore, by sharing our talent acquisition and training initiatives, as well as R&D outcomes, we will strengthen INFOCOM's business foundation to further accelerate these efforts.

Going forward, our company and INFOCOM will work as one to actively advance toward realizing the "NSSOL 2030 Vision."

2. Overview of the subsidiary to be transferred (INFOCOM CORPORATION)

(1)	Name	INFOCOM CORPORATION	
(2)	Location	9-7-2 Akasaka, Minato-ku, Tokyo	
(3)	Position and name of the Representative	Jun Kuroda, President and CEO	
(4)	Business description	1. IT services, including the planning, development, operation, and management of information systems for corporations, medical institutions, pharmaceutical companies, and public institutions, etc. 2. E-comic distribution services, etc. ^{Note 1}	
(5)	Capital	100 million yen	
(6)	Date of establishment	February 12, 1983	
(7)	Major shareholder and shareholding ratio	INFOCOM HOLDINGS CORPORATION 100%	
(8)	Relationship between the listed company and INFOCOM	Capital relationship	Not applicable
		Personnel relationship	Not applicable
		Business relationship	There are some business transactions with our Group.

(9) Consolidated financial results and consolidated financial position of INFOCOM for the most recent three fiscal years ^{Note 1}			
Fiscal year	Year ended March 31, 2022	Year ended March 31, 2023	Year ended March 31, 2024
Consolidated net assets	44,579 million yen	45,194 million yen	49,158 million yen
Consolidated total assets	57,531 million yen	60,287 million yen	67,324 million yen
Consolidated net assets per share	806.59 yen	817.96 yen	888.43 yen
Consolidated net sales	64,586 million yen	70,342 million yen	84,453 million yen
Consolidated operating profit	10,098 million yen	8,526 million yen	9,784 million yen
Consolidated ordinary profit	10,196 million yen	8,595 million yen	9,893 million yen
Profit attributable to owners of parent	6,912 million yen	3,572 million yen	6,609 million yen
Consolidated earnings per share	126.20 yen	65.20 yen	120.50 yen
Dividends per share	50.00 yen	50.00 yen	45.00 yen

Note 1: The above business description as well as the consolidated financial results and consolidated financial position for the most recent three fiscal years include the online business subject to the Pre-Transaction Reorganization.

(Reference) INFOCOM's consolidated net sales and segment profit in the IT services segment

Fiscal year	Year ended March 31, 2022	Year ended March 31, 2023	Year ended March 31, 2024
Net sales	24,253 million yen	24,308 million yen	27,506 million yen
Segment profit	2,329 million yen	2,483 million yen	2,315 million yen

3. Overview of the party from which shares will be acquired

(1) Name	INFOCOM HOLDINGS CORPORATION		
(2) Location	9-7-2 Akasaka, Minato-ku, Tokyo		
(3) Position and name of the Representative	Atsuhiko Sakamoto, Representative Director		
(4) Business description	1. Investment in, holding, and management of securities such as stocks and corporate bonds 2. All businesses incidental or related to the preceding item		
(5) Capital	100 million yen		
(6) Date of establishment	May 13, 2024		
(7) Major shareholder and shareholding ratio	BXJC I Holding KK 100%		
(8) Relationship between the listed company and INFOCOM HD	Capital relationship	Not applicable	
	Personnel relationship	Not applicable	
	Business relationship	Not applicable	
	Status as related party	Not applicable	

4. Number of shares to be acquired, acquisition price, and status of share ownership before and after acquisition

(1)	Number of shares held before transfer	0 shares (Number of voting rights: 0) (Percentage of voting rights held: 0%)
(2)	Number of shares to be acquired	Common shares: 3 shares ^{Note 2} Class A shares: 3 shares (Number of voting rights: 6)
(3)	Acquisition price	Approximately 55.0 billion yen (planned; includes consideration equivalent to cash and deposits held by INFOCOM) ^{Note 3}
(4)	Number of shares held after transfer	Common shares: 3 shares ^{Note 2} Class A shares: 3 shares (Number of voting rights: 6) (Percentage of voting rights held: 100%)

Note 2: Regarding common shares, INFOCOM may dispose of its own shares to INFOCOM HD prior to the Share Acquisition, which could result in a change in the number of shares to be acquired. However, all of INFOCOM's outstanding shares, excluding treasury shares, will be included in the acquisition.

Note 3: The final transfer price will be determined following price adjustments stipulated in the Share Transfer Agreement.

5. Schedule

(1)	Date of Board of Directors' resolution	March 31, 2025 ^{Note 4}
(2)	Date of decision by Representative Director	April 23, 2025
(3)	Contract execution date	April 23, 2025
(4)	Date of share transfer execution	July 1, 2025 (planned)

Note 4: At the Board of Directors meeting held on March 31, 2025, it was resolved to delegate the final decision regarding the Share Acquisition and the execution of related agreements, including the Share Transfer Agreement, to the Representative Director, provided such decisions do not conflict with the content of the resolution.

6. Future outlook

If the share acquisition is executed as planned, INFOCOM will become our consolidated subsidiary effective July 1, 2025. We are currently examining the impact of the Share Acquisition on our consolidated financial results for the fiscal year ending March 31, 2026. Should any matters requiring disclosure arise, we will announce them promptly.

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