

Company name: MIRAIT Holdings Corporation
Representative: Toshiki Nakayama, President and CEO
(TSE 1st Section Code No. 1417)
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Notice Concerning Reorganization of System Integration Business

MIRAIT Holdings Corporation (“the Company”) has decided to reorganize the system integration (“SI”) business organization of its Group companies and the five SI operating companies to coincide with the integration of the Company, MIRAIT Corporation and MIRAIT Technologies Corporation (“Newly Integrated Company”) scheduled for July 2022.

Furthermore, some disclosures of the reorganization have been omitted because the reorganization is within the Group.

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1. Objectives of the Reorganization of System Integration Business

The Group is proceeding to convert its business structure to shift the core business from the communications construction (carrier) business to the solution business and new areas (frontier) business in line with recent changes in the business environment.

In particular, the SI business will be reorganized to be more increase Group synergies with the aim of further expanding business areas and improving profitability.

The specific objectives of the reorganization are as follows.

- (1) Improvement of operational quality by securing and developing talented human resources
- (2) Reduction of indirect costs through consolidation
- (3) Undertaking large-scale projects that could not be undertaken in the past
- (4) Appeal to customers through enhancement of business value
- (5) Approaching large strategic projects through investments and partnerships

2. Overview of the Reorganization

(1) The SI Business Headquarters that is an internal organization of MIRAIT Corporation will undergo a companysplit (qualified company split) and be assumed by MIRAIT Information Systems Co., Ltd., which is a subsidiary of MIRAIT Technologies Corporation, and serve as the strategic SI operating company (“New SI Company”) of the integrated company.

(2) All shares held by MIRAIT Corporation in Trust System Corporation and TIMETEC Co., Ltd., along with all shares held by MIRAIT Technologies Corporation in ACTIS Co., Ltd. and CREiST Inc. will be contributed in kind to the New SI Company to create an SI group on the New SI Company and seek business growth leveraging group synergies.

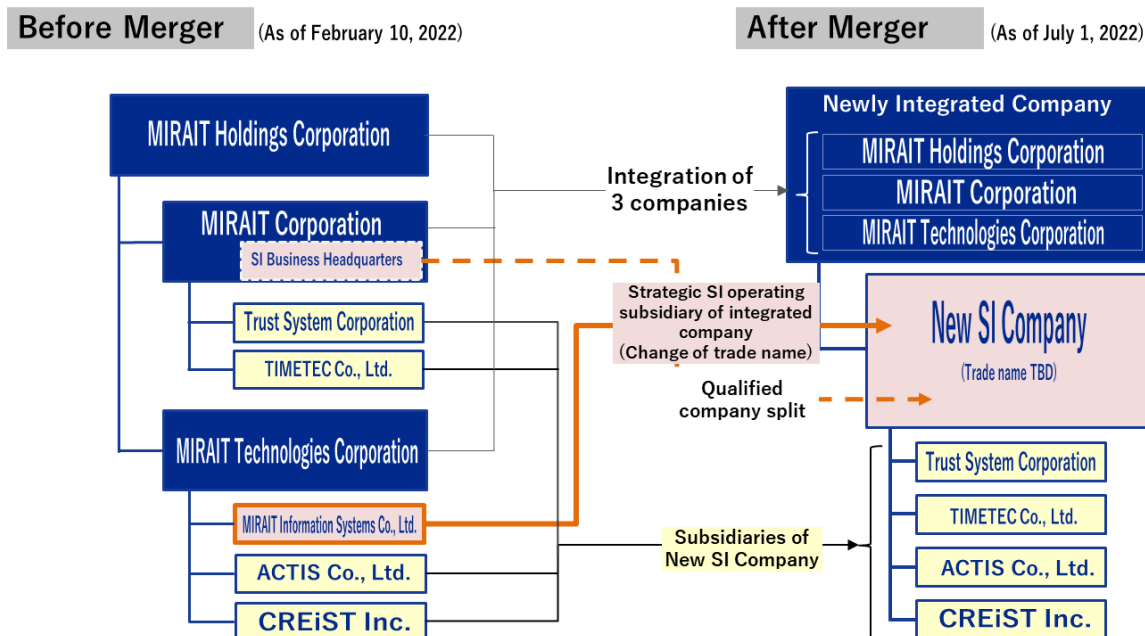
(3) It will be used as appropriate capital for the purpose of realizing efficient capital policy through improvement of capital structure.

(4) The trade name of the New SI Company will be changed, registration of the head office will be carried out, and the representative will be changed.

3. Reorganization Schedule

Date of resolution by the Board of Directors (MIRAIT Holdings Corporation)	February 10, 2022
Scheduled date (effective date)	July 1, 2022

(Reference) Graphic Overview of the Reorganization (scheduled for July 1, 2022)



4. Outline of the Company Split

(1) Method of the company split

MIRAIT Corporation will be the split company, and the operations of its SI Business Headquarters will be assumed by MIRAIT Information Systems Co., Ltd.

(2) Overview of the companies subject to split (As of March 31, 2021)

		Split company	Successor company
(1)	Name	MIRAIT Corporation	MIRAIT Information Systems Co., Ltd.
(2)	Address	5-6-36 Toyosu, Koto-ku, Tokyo	1-20-10 Ebara, Shinagawa-ku, Tokyo
(3)	Name and title of representative	Toshiki Nakayama, President and Chief Executive Officer	Keiichi Fukuda, President, CEO
(4)	Main businesses	Information and telecommunications engineering, etc.	System integration business, etc.
(5)	Amount of share capital	5,610 million yen	98 million yen
(6)	Date established	December 21, 1944	April 2, 2001
(7)	Fiscal year end	March	March
(8)	Major shareholders and shareholding ratio	MIRAIT Holdings Corporation 100%	MIRAIT Technologies Corporation 100%

However, employees of the MIRAIT Corporation SI Business Headquarters will be assigned on loan while retaining their positions in MIRAIT Corporation.

(3) Handling of subscription rights to shares and bonds with subscription rights to shares associated with the Company Split

Not applicable.

(4) Amounts of Assets and Liabilities Split

Assets	175 million yen	Liabilities	0 million yen
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(Note) The above amounts are amounts assumed at present, and the amounts of assets and liabilities actually split may vary from the above figures.

5. Outline of Contribution in Kind

(1) Method of contribution in kind

All shares held by MIRAITS Corporation in Trust System Corporation and TIMETEC Co., Ltd., along with all shares held by MIRAITS Technologies Corporation in ACTIS Co., Ltd. and CREiST Inc. will be contributed in kind to the New SI Company.

(2) Overview of the companies subject to contribution in kind (As of March 31, 2021)

(1)	Name	Trust System Corporation	TIMETEC Co., Ltd.
(2)	Address	4-14-1 Sotokanda, Chiyoda-ku, Tokyo	1-7-15 Minamihonmachi, chuo-ku, Osaka-shi, Osaka
(3)	Name and title of representative	Yutaka Hara President and Chief Executive Officer	Hidehiko Matsuda President and Chief Executive Officer
(4)	Main businesses	System Integration business, etc.	System Integration business, etc.
(5)	Amount of share capital	100 million yen	50 million yen
(6)	Date established	January 11, 1985	June 21, 1983
(7)	Fiscal year end	March	March
(8)	Major shareholders and shareholding ratio	MIRAITS Corporation 100%	MIRAITS Corporation 100%

(1)	Name	ACTIS Co., Ltd.	CREiST Inc.
(2)	Address	2-3-10 Higasgikanda, Chiyoda-ku, Tokyo	2-25-2 Nishigotanda, Shinagawa-ku, Tokyo
(3)	Name and title of representative	Yoshiaki Higashino President and Chief Executive Officer	Haruki Iida President and Chief Executive Officer
(4)	Main businesses	System Integration business, etc.	System Integration business, etc.
(5)	Amount of share capital	100 million yen	35 million yen
(6)	Date established	October 2, 1989	August 6, 2013
(7)	Fiscal year end	March	March
(8)	Major shareholders and shareholding ratio	MIRAITS Technologies Corporation 52.4%	MIRAITS Technologies Corporation 71.4%

(3) Total amount of contribution in kind

Total amount of contribution	1,915 million yen
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6. Outline of Change in Capital

(1) Reason for change in capital

It will be used as appropriate capital for the purpose of realizing efficient capital policy in the Group through improvement of capital structure.

(2) Amount of capital

958 million yen, which is equivalent to half of the contribution in kind totaling 1,915 million yen, will initially be accepted as capital, but 956 million yen will simultaneously be reduced with capital eventually being 100 million yen.

7. Outline of the New SI Company

(1) Change of trade name

In order to clearly position the Newly Integrated Company as a new strategic SI company, the trade name of MIRAIT Information Systems Co., Ltd. will be changed. The trade name is yet to be determined at present.

(2) Change of registration of head office

With the transition to the New SI Company, the head office will be relocated from Ebara 1-chome, Shinagawa-ku, Tokyo to Higashishimbashi 2-chome, Minato-ku, Tokyo.

(3) Change of representative

The representative is yet to be determined at present.

(4) Overview of the New SI Company (planned for July 1, 2022)

(1)	Name	TBD
(2)	Address	Higashishimbashi 2-chome, Minato-ku, Tokyo (planned)
(3)	Name and title of representative	TBD
(4)	Main businesses	System integration business, etc.
(5)	Amount of share capital	100 million yen
(6)	Date established	April 2, 2001
(7)	Fiscal year end	March
(8)	Major shareholders and shareholding ratio	Newly Integrated Company 100%

8. Impact on Performance

The impact of the reorganization on the Company's consolidated results will be minor because it will take place within the Group.