

[Translation for Reference Only]

ENGLISH TRANSLATION OF DOCUMENT IN JAPANESE

This is an English translation of an original document in Japanese and is only provided for convenience.

In all cases, the original Japanese version takes precedence.



MEMBERSHIP

November 10, 2023

Company name: MIRAIT ONE Corporation
Representative: Toshiki Nakayama, President and CEO
(TSE Prime Section Code No. 1417)
Inquiries: Takaaki Mitsuya, Director and CFO
(Phone: +81-3-6807-3124)

Notice Concerning the Acquisition of Shares in Kokusai Kogyo Co., Ltd. (Making It a Subsidiary)

MIRAIT ONE Corporation (“MIRAIT ONE”), resolved in the meeting of the Board of Directors held today to acquire all shares in Kokusai Kogyo Co., Ltd. (hereinafter referred to as “Kokusai Kogyo”) to make it a subsidiary.

-

1. Reason for the acquisition of shares

The MIRAIT ONE Group has expanded its business primarily in the areas of information and communication engineering business for telecommunications carriers and solutions business, but based on the rapid change in the business environment surrounding the MIRAIT ONE Group, it has focused on transforming its business structure by concentrating management resources in growth areas positioned as “MIRAI(future) Domains” such as “contributing to environmentally friendly and robust urban and regional development” and “expansion of the green energy business contributing to the era of decarbonization” as a new growth strategy in the MIRAIT ONE Group Vision 2030 announced in May 2022.

To expand these “MIRAI Domains,” MIRAIT ONE aims to expand “full-value” business by simultaneously implementing “horizontal integration” combining a variety of engineering areas such as communications, electricity, civil engineering, construction, data control and EMS in a complex manner, and “vertical integration” providing a high level of added value in all phases from planning and proposals to construction, maintenance and operation.

Through this acquisition of shares, MIRAIT ONE seeks to strengthen “vertical integration” by mutually complementing, sharing and utilizing Kokusai Kogyo’s planning, proposal and design capabilities in upstream processes such as research/consulting, business execution support and infrastructure design/management support in areas such as urban and regional development and DX/GX for a multitude of local governments, etc. based on Kokusai Kogyo’s advanced spatial information technology, and the MIRAIT ONE Group’s engineering capabilities. Furthermore, by integrating the excellent spatial information data platform and data analysis engineering personnel of Kokusai Kogyo and the resources of the MIRAIT ONE Group, we seek to conduct business with high added value utilizing data in all phases from consulting proposals to design, construction and operation in a variety of engineering areas will bring about business synergies in areas resolving social issues for a wide range of customers with the aim of accelerating active business expansion of full-value “MIRAI Domains.”

2. Overview of the subsidiary subject to the change (Kokusai Kogyo)

(1)	Name	Kokusai Kogyo Co., Ltd.		
(2)	Address	21-1, Kita-Shinjuku 2-chome, Shinjuku, Tokyo		
(3)	Name and title of representative	President and COO Satoshi Hijikata		
(4)	Details of business	Public Projects Consulting, Infrastructure Management, Disaster Risk Management, Remote Sensing, and Other Areas		
(5)	Paid-in capital	6,794 million yen		
(6)	Date established	September 12, 1947		
(7)	Major shareholders and shareholding ratio	Geo Holdings, L.P. 99.16%		
(8)	Relationships between MIRAIT ONE and the acquired company	Capital relationships	Not applicable.	
		Personal relationships	Not applicable.	
		Business relationships	There is business with MIRAIT ONE and its consolidated subsidiaries.	
(9)	Consolidated management performance and consolidated financial condition of the company over the past three years			
	Fiscal year	March 31, 2021	March 31, 2022	March 31, 2023
	Consolidated net assets	¥21,456 million	¥11,757 million	¥17,016 million
	Consolidated total assets	¥55,809 million	¥51,941 million	¥51,204 million
	Consolidated net assets per share	¥562	¥308	¥442
	Consolidated net sales	¥47,054 million	¥47,874 million	¥49,579 million
	Consolidated operating income	¥1,057 million	¥2,170 million	¥2,872 million
	Consolidated ordinary income	¥989 million	¥1,505 million	¥2,586 million
	Profit attributable to owners of parent	¥620 million	¥1,065 million	¥5,213 million
	Consolidated earnings per share	¥16	¥28	¥136
	Dividend per share	¥6.50	¥277	¥0

※ The figures for the year ended March 31, 2021 and the year ended March 31, 2022 have not been audited by an auditing firm.

3. Overview of the other party in the acquisition of shares

(1)	Name	Geo Holdings, L.P.		
(2)	Address	Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman, KY1-9008, Cayman Islands		
(3)	Grounds for establishment	It is a limited partnership formed and registered pursuant to the laws of the Cayman Islands.		
(4)	Purpose of founding	It was mainly formed for the purpose of acquiring and holding common shares in Kokusai Kogyo.		
(5)	Date of founding	August 25, 2020		
(6)	Overview of the executive partners	Name	Geo Holdings GP, L.L.C.	
		Address	1209 Orange Street, Wilmington, New Castle County, Delaware 19801, U.S.A.	
		Name and title	Susan Bass, Vice President	

	of representative	
	Details of business	Management of investment activities
(7)	Relationships between the listed company and the fund	Not applicable.
	Relationships between the listed company and the executive partners	Not applicable.
	Relationships between the listed company and the representative in Japan	Not applicable.

* In addition, MIRAIT ONE intends to conclude share transfer agreements with 12 individual shareholders (total 325,000 shares owned, shareholding ratio 0.84%) who are officers and employees of Kokusai Kogyo, to ultimately acquire 100% of the shares of Kokusai Kogyo. There are no notable capital relationships, personal relationships or business relationships between the Company and the individuals.

4. Number of shares to be traded, and state of shares held and acquisition price before and after trading

(1)	Number of shares held before change	— shares (Number of voting rights: —) (Percentage of voting rights: — %)
(2)	Number of shares acquired	38,482,103 shares (Number of voting rights: 38,482) (Note 1)
(3)	Acquisition price	Approx. 45.5 billion yen (Note 2) Advisory expenses are not included in the above amount because they are yet to be determined.
(4)	Number of shares held after change	38,482,103 shares (Number of voting rights: 38,482) (Percentage of voting rights: 100%)

(Note 1) Includes the shares to be acquired from 12 individual shareholders.

(Note 2) It is assumed that the No. 1 Share Options and No. 2 Share Options issued by Kokusai Kogyo (total of 2,104,200, equivalent to 2,104,200 common shares after exercising the share options) will be purchased by Kokusai Kogyo from the share option holders on the same day as the share transfer execution date. The acquisition price of the share options and the total of the acquisition price in (3) above and is approximately 48.0 billion yen.

5. Schedule

(1)	Date of resolution by the Board of Directors	November 10, 2023
-----	--	-------------------

(2)	Date of agreement	November 10, 2023
(3)	Date of execution of transfer of shares	December 22, 2023(scheduled)

6. Future outlook

Kokusai Kogyo will become a consolidated subsidiary of MIRAIT ONE as a result of this acquisition of shares. The impact on future performance of the MIRAIT ONE Group is currently being reviewed. Any matters that should be disclosed will be promptly disclosed when they occur.

End