



January 22, 2024

For Immediate Release

Company Name: TOKAI Holdings Corporation
Representative Name: Katsuo Oguri, Representative
Director, President and CEO
(Code No. 3167, TSE Prime Market)

Notice Regarding Acquisition of Shares in UIS Inc. (Conversion into a Consolidated Subsidiary)

TOKAI Holdings Corporation (the “Company”) hereby announces that TOKAI Communications Corporation (Headquartered in Shizuoka City, Shizuoka; President and Representative Director: Yasuhiro Fukuda; hereinafter referred to as “TOKAI COM”), a subsidiary of the Company that engages in the information and telecommunications business of the Tokai Group (the “Group”), has concluded a share transfer agreement to acquire shares in UIS Inc. (Headquartered in Chiyoda-ku, Tokyo; President and Representative Director: Yoichi Ueno; hereinafter referred to as “UIS”) and has consolidated UIS within the Group. Details are as follows.

Details

1. Reasons for the share acquisition

As a company providing a one-stop service comprising network, data center and system development based on a three-in-one strategy, TOKAI COM is developing a wide range of services in the information and telecommunication field, from services for individuals to those for corporations. At present, it is proactively promoting initiatives for the information and telecommunications business described in the Group’s Medium -Term Management Plan 2025 under the policies of “Expansion of business areas in Japan and overseas and strengthening of digital foundations supporting area expansion.”

In the major business domain of commissioned system development and application development for medical institutions, UIS has built long-term relationships of trust with large customers and has established a stable track record, leveraging its high-quality solutions created by experienced engineers.

The share acquisition was conducted based on the judgment that the synergistic integration of UIS’s high-quality solutions and TOKAI COM’s strength in cloud networks will enhance the organizational structure to meet today’s rapidly growing needs for digital transformation (DX), leading to the creation of new sales opportunities in the two companies’ business domains. It is also likely contribute to providing further added value to, and expanding transactions with, customers. The result will be to improve both companies’ corporate value over the medium to long terms.

Going forward, both companies will contribute to the development of customer businesses by promoting collaboration that applies their respective strengths and responding quickly and flexibly to diversified needs.

2. Overview of UIS Inc.

(1)	Name	UIS Inc.		
(2)	Address	Ueki Building 4F, 41-2, Kanda Higashimatsushita-cho, Chiyoda-ku, Tokyo		
(3)	Name and title of representative	Yoichi Ueno, Representative Director and President		
(4)	Business description	Planning, development and sales of computer systems Consulting regarding information technology Entrusted software development and operation and maintenance tasks		
(5)	Share capital	50 million yen		
(6)	Established	January 24, 1992		
(7)	Major shareholders and ownership percentage (as of January 21, 2024)	Yoichi Ueno	100%	
(8)	Relationship between the listed company and the relevant company	Capital relationship	Not applicable	
		Personnel relationship	Not applicable	
		Business relationship	Not applicable	
(9)	UIS's business performance and financial position for the immediately preceding 3 years			
	Fiscal year end	FY12/2020	FY12/2021	FY12/2022
	Net assets	294 million yen	330 million yen	365 million yen
	Total assets	396 million yen	403 million yen	447 million yen
	Net assets per share	368,316 yen	413,674 yen	456,835 yen
	Net sales	501 million yen	519 million yen	539 million yen
	Operating profit	40 million yen	28 million yen	42 million yen
	Ordinary profit	65 million yen	50 million yen	48 million yen
	Profit	43 million yen	36 million yen	34 million yen
	Profit per share	54,325 yen	45,357 yen	43,161 yen
	Dividends per share	- yen	- yen	- yen

3. Outline of the party to the share acquisition

(1)	Name	Yoichi Ueno
(2)	Address	Okegawa city, Saitama
(3)	Relation between TOKAI Holdings Corporation and the individual	The Company has no significant capital, personal or business relationship in particular with the individual.

4. Number of shares to be acquired and the state of share ownership before and after the acquisition

(1)	Number of shares held before the transfer	0 shares (Number of voting rights: 0) (Ownership ratio: 0%)
(2)	Number of shares acquired	800 shares (Number of voting rights: 800) (Ratio to the number of shares issued: 100%)

(3)	Number of shares held after the transfer	800 shares (Number of voting rights: 800) (Ownership ratio: 100%)
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5. Schedule

(1)	Date of agreement	November 30, 2023
(2)	Date of share underwriting	January 22, 2024

6. Future outlook

The Company considers that the impact of the subject matter on consolidated business results for the fiscal year ending March 31, 2024 will be insignificant.

7. Contact for inquiries

<p>TOKAI Communications Corporation Planning and Administration Department, Administration Division, Persons in charge: Ogura, Tateda TEL: +81-(0)3-5404-2891</p>
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