

Company name: MIRAIT ONE Corporation
Representative: Toshiki Nakayama, President and CEO
(TSE Prime Section Code No. 1417)
Inquiries: Yasuhiro Mitake, Managing Executive officer
and General Manager of Corporate Strategy
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Notice of Merger of Five Consolidated Subsidiaries

With regard to the integration of our wholly-owned consolidated subsidiaries as announced in the “Notice Concerning Commencement of Consideration and Preparation for Integration of Group Companies” dated November 10, 2023, we notify as below that our Board of Directors has resolved at a meeting on July 30, 2024 to merge Tohoken System Engineering Corp. as the surviving company with M’s Frontier Corporation, TODENTSU Access Corporation, Ligare Co., Ltd. and A-Rise Co., Ltd as the absorbed company (hereinafter referred to as the “Merger”).

Note that since the Merger is among consolidated subsidiaries, certain disclosure items and details have been omitted.

1. Purpose of the Merger

- (1) To integrate and consolidate the operations of the NTT business generally implemented in prefectural units, and to improve productivity.
- (2) To aim to expand new business areas utilizing know-how previously developed in the creation of communications infrastructure.
- (3) To strengthen unified governance of management.

2. Summary of the Merger

(1) Schedule of the Merger

Date of resolution by the Board of Directors	July 30, 2024
Date of agreement	August 1, 2024
Scheduled date (effective date)	January 1, 2025

(2) Format of the Merger

Five access-related group companies in the NTT business(*) belong to the Carrier Business East Company (internal company) will be merged in an absorption-type merger with Tohoken System Engineering Corp. as the surviving company, and four companies of M’s Frontier Corporation, TODENTSU Access Corporation, Ligare Co., Ltd. and A-Rise Co., Ltd will be dissolved.

* Consolidated subsidiaries handling fixed-line metal and fiber-optic communications facility construction, maintenance and operation

(3) Content of allotment pertaining to the Merger

The Merger will not involve the issuance of shares or exchange of cash, etc. because this merger is formed among wholly-owned consolidated subsidiaries of the company.

(4) Handling of subscription rights to shares and bonds with subscription rights to shares associated with the Merger

Not applicable.

3. Overview of the companies subject to the merger (As of March 31, 2024)

(units: millions of yen)

(1)	Name	Tohoken System Engineering Corp. (Company surviving absorption-type merger)	M's Frontier Corporation (Company absorbed in absorption-type merger)	TODENTSU Access Corporation (Company absorbed in absorption-type merger)
(2)	Address	Sano-shi, Tochigi	Koto-ku, Tokyo	Nagareyama-shi, Chiba
(3)	Name and title of representative	Ryuuji Takeuchi, President and Chief Executive Officer (note)	Kenji Ueki, President and Chief Executive Officer	Masahiko Takeda, Chief Executive Officer
(4)	Business description	Information and telecommunications engineering business, etc.	Information and telecommunications engineering business, etc.	Information and telecommunications engineering business, etc.
(5)	Amount of share capital	100 million yen	80 million yen	100 million yen
(6)	Date established	September 19,1946	July 16, 1984	October 5, 1971
(7)	Number of shares outstanding	5,726,511 shares	45,032 shares	560 shares
(8)	Fiscal year end	March	March	March
(9)	Major shareholders and shareholding ratio	MIRAIT ONE Corporation 100%	MIRAIT ONE Corporation 100%	MIRAIT ONE Corporation 100%
(10) Operating results and financial condition for the most recent fiscal year (fiscal year ended March 31, 2024)				
	Net assets	4,569	3,144	4,896
	Total assets	6,031	6,168	6,467
	Net sales	4,163	15,162	9,790
	Operating income	293	1,059	1,395
	Ordinary income	299	1,058	1,414
	Net income	160	695	922

(Note) As of June 19, 2024, Mr. Ryuuji Takeuchi resigned as President and Chief Executive Officer of Tohoken System Engineering Corp. and Mr. Masayuki Takahashi was appointed as President and Chief Executive Officer as of the same date.

(units: millions of yen)

(1)	Name	Ligare Co., Ltd. (Company absorbed in absorption-type merger)	A-Rise Co., Ltd (Company absorbed in absorption-type merger)
(2)	Address	Saitama-shi, Saitama	Hikigun, Saitama
(3)	Name and title of representative	Mitsuhiro Ikuta, President and Chief Executive Officer	Yuuichi Fukai, President and Chief Executive Officer
(4)	Business description	Information and telecommunications engineering business, etc.	Information and telecommunications engineering business, etc.
(5)	Amount of share capital	41 million yen	10 million yen
(6)	Date established	June 1, 1965	November 15, 1980
(7)	Number of shares outstanding	83,680 shares	5,000 shares
(8)	Fiscal year end	March	March
(9)	Major shareholders and shareholding ratio	MIRAIT ONE Corporation 100%	MIRAIT ONE Corporation 100%
(10) Operating results and financial condition for the most recent fiscal year (fiscal year ended March 31, 2024)			
	Net assets	2,835	871
	Total assets	4,897	1,141
	Net sales	11,476	1,141
	Operating income	694	90
	Ordinary income	693	90
	Net income	450	60

4. Status after the Merger

(1) Change of trade name

The trade name will be changed from Tohoken System Engineering Corp. to MIRAIT ONE NEXT Corporation.

(2) Change of registration of head office

The head office will be relocated from Sano-shi, Tochigi to Koto-ku, Tokyo.

(3) Change of representative

The representative is yet to be determined at present.

5. Status after the Merger (scheduled for January 1, 2025)

(1)	Name	MIRAIT ONE NEXT Corporation
(2)	Address	Koto-ku, Tokyo
(3)	Name and title of representative	TBD
(4)	Business description	Information and telecommunications engineering business, etc.
(5)	Amount of share capital	100 million yen
(6)	Date established	September 19,1946
(7)	Fiscal year end	March
(8)	Major shareholders and shareholding ratio	MIRAIT ONE Corporation 100%

5. Other

Since this merger is formed among consolidated subsidiaries, the impact of the merger on the Company's consolidated results of operations will be minor.

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