



July 30, 2025

Company Name: TIS Inc.
 Representative: Yasushi Okamoto, President and Representative Director
 Stock Listing: Prime Market of the Tokyo Stock Exchange
 Stock Code: 3626
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Notice regarding Decision on Basic Policy for Merger with Subsidiary (Intec Inc.), Change of Trade Name, and Transition to a Company with an Audit and Supervisory Committee

TIS Inc. (hereinafter “TIS” or “the Company”) hereby announces that, at the meeting of its Board of Directors held on July 30, 2025, it resolved to adopt a basic policy (the “Basic Policy”) to conduct an absorption-type merger (the “Merger”) with its wholly owned subsidiary, INTEC Inc. (“INTEC”). In connection with the Merger, the Company also resolved to change its trade name and transition to a Company with an Audit and Supervisory Committee, as outlined below.

Details

I. Decision on Basic Policy for Merger with Our Subsidiary (INTEC Inc.)

1. Purpose of the Merger

Following the management integration through the establishment of IT Holdings Corporation in April 2008 and the transition to a holding company structure in July 2016, both TIS and INTEC have served as core companies of the Group, working to enhance the value provided to customers and to increase corporate value by generating synergies.

Meanwhile, in light of changes in the business environment surrounding the Group, the early and reliable realization of our long-term management policy, Group Vision 2032, has become critically important. To that end, we have determined that the merger of TIS and INTEC is essential in order to build a stronger and more resilient management and business foundation.

Through this merger, we aim to further enhance our corporate value by improving value exchange with clients and society, promoting the optimal allocation of management capital through strategic investments in technology and top talent, and further improving the value delivered by our core business locations.

2. Summary of the merger

(1) Schedule of the merger

Date of resolution on basic merger policy	July 30, 2025
Date of Board of Directors' approval of merger agreement	October 31, 2025 (scheduled)
Date of execution of merger agreement	October 31, 2025 (scheduled)
Effective date of the merger	July 1, 2026 (scheduled)

(2) Method of the merger

TIS will be the surviving company, and INTEC will be the absorbed company in an absorption-type merger.

(3) Details of allotments related to the merger

No allotment of shares or other monetary consideration will be made in connection with the Merger.

(4) Treatment of stock acquisition rights and bonds with stock acquisition rights

Not applicable.

3. Outline of the parties involved in the merger

	Surviving company	Absorbed company
(1) Name	TIS Inc.	INTEC Inc.
(2) Head Office Location	17-1, Nishi-Shinjuku 8-chome, Shinjuku-ku, Tokyo	5-5, Ushijima-shinmachi, Toyama, Toyama
(3) Representative	Yasushi Okamoto, President	Shuzo Hikida, President
(4) Business Activities	Outsourcing services, software development, solution services related to IT investment, and management and administration of group companies and related operations	Software development, system integration, network services, outsourcing, and IT consulting
(5) Capital	¥10,001 million	¥20,830 million
(6) Date of establishment	April 1, 2008	January 11, 1964
(7) Number of shares issued	236,233,000 shares	48,808,000 shares
(8) Fiscal year-end	March 31	March 31
(9) Major shareholders and shareholding ratio (As of March 31, 2025)	<div> <div>The Master Trust Bank of Japan, Ltd. (Trust Account) 13.7%</div> <div>ICHIGO TRUST PTE. LTD. 9.9%</div> <div>Custody Bank of Japan, Ltd. (Trust Account) 5.1%</div> <div>STATE STREET BANK AND TRUST COMPANY 3.3%</div> <div>505001 3.1%</div> <div>Nippon Life Insurance Company</div> </div>	TIS Inc. 100%
(10) Financial position and operating results for the fiscal year ended March 31, 2025		
	(Consolidated)	(Non-Consolidated)
Net assets	¥356,064 million	¥99,093 million
Total assets	¥558,051 million	¥149,600 million
Net assets per share	¥1,477.61	¥2,030.24
Net sales	¥571,687 million	¥124,765 million
Operating income	¥69,047 million	¥14,344 million
Ordinary income	¥70,503 million	¥15,196 million
Profit attributable to owners of parent/Net income	¥50,012 million	¥11,865 million
Net income per share	¥215.00	¥243.10

4. Situation after the merger

For the name of the Company after the Merger, please refer to “II. Change of trade name” below. There will be no changes to the Company's head office location, the title and name of the representative, the nature of its business, capital, or fiscal year-end following the Merger.

Head Office Location	17-1, Nishi-Shinjuku 8-chome, Shinjuku-ku, Tokyo
Representative	Yasushi Okamoto, President (Note)
Business Activities	Outsourcing services, software development, solution services related to IT investments, and management and administration of group companies and related operations
Capital	¥10,001 million
Fiscal year-end	March 31

Shuzo Hikida, President of INTEC, currently also serves as a Director of the Company and is scheduled to continue serving in that role following the Merger (Note). In addition, the Company plans to maintain headquarters functions in Tokyo, Toyama, Nagoya, and Osaka.

(Note): Subject to the approval of a proposal for his reappointment as Director at the 18th Ordinary General Meeting of Shareholders scheduled to be held in late June 2026.

5. Future outlook

Following the decision on the Basic Policy, we will begin the necessary preparations, including a detailed examination of the proposed absorption-type merger. At this time, the specific details of the Merger have not yet been determined. We will make a prompt announcement once they are finalized.

II. Change of Trade Name

1. Reason for the Change

As stated in I above, the trade name will be changed in connection with the Merger. The new trade name reflects our intention to become an even more indispensable presence in a transforming society by respecting the history of both merging companies, refining our core competencies—system integration and service integration—and pursuing technology and innovation.

This trade name change is subject to the approval of a proposal to amend the Articles of Incorporation at the 18th Ordinary General Meeting of Shareholders scheduled to be held in late June 2026. The details of the amendment to the Articles of Incorporation required for the trade name change will be announced promptly once they are finalized.

2. New Trade Name

TISI Inc.

3. Scheduled Effective Date of Trade Name Change

July 1, 2026 (scheduled)

III. Transition to a Company with an Audit and Supervisory Committee

1. Objective of the transition

TIS believes that ensuring transparency and fairness in decision-making, fully and effectively utilizing management capital, and enhancing the vitality of management through swift and accurate decision-making are essential elements of corporate governance. Based on this belief, the Company has been working to enhance its corporate governance in order to achieve the sustainable growth of the Group and enhance its corporate value over the medium to long term.

As stated in I above, TIS and INTEC—core companies that drive the Group's sustainable growth—will merge to build a stronger management and business foundation. In conjunction with this merger, we have determined that transitioning to a Company with an Audit and Supervisory Committee is appropriate in order to further enhance corporate governance from a

global perspective and to meet the expectations of stakeholders both in Japan and overseas.

By transitioning to a Company with an Audit and Supervisory Committee, we aim to further clarify the division of roles between oversight and execution, and to clarify the respective responsibilities of the Board of Directors and executive functions. This will enable greater delegation of authority to executive management and more agile decision-making. At the Board level, we will also promote diversity in the qualifications, skills, and experience of directors, and strengthen the Board's oversight function by granting voting rights to Directors who serve as Audit and Supervisory Committee Members. Through these efforts, we will improve the transparency and objectivity of our management structure.

Furthermore, in the area of business execution, we will work to strengthen our management foundation in order to achieve more sophisticated group-wide management, growth in each business segment, and an enhanced global governance system.

2. Timing of the Transition

The transition is subject to the approval of a proposal to amend the Articles of Incorporation at the 18th Ordinary General Meeting of Shareholders scheduled to be held in late June 2026.

Details regarding the amendment to the Articles of Incorporation necessary for the transition, as well as the post-transition executive structure, will be announced promptly once determined.

END



Notice regarding Decision on Basic Policy for Merger with Subsidiary (Intec Inc.)

July 30, 2025

TIS Inc.

Note : This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Background and Objectives of the Merger

Accelerating Growth by Concentrating Management Capital to Achieve Group Vision 2032

- Through the management integration that began with the establishment of IT Holdings Corporation in April 2008 and the transition to an operating holding company structure in July 2016, TIS and INTEC have functioned as core companies of the Group, working to generate synergies, enhance the value delivered to customers, and increase corporate value.
- However, given changes in the management environment surrounding our Group, we believe that the early and certain realization of our long-term management policy, Group Vision 2032, is of critical importance. To achieve this, we have determined that merging TIS and INTEC is essential to build a stronger management and business foundation than ever before.
- Through this merger, we aim to strengthen value co-creation with customers and society, vigorously promote the optimal allocation of management capital—including strategic investment in technology and top talent—and further enhance the value provided by our core operations, ultimately leading to greater corporate value.

»»» Vision for the New Company «««

Become the best partner, further relied on by strategic clients

By vigorously promoting one-stop services and vertical integration, we aim to further deepen partnerships with strategic clients in the financial and industrial sectors by providing even more seamless, full value chain services than ever before.

Realize a sustainable future and greater happiness for more people

Based on the characteristics of each region, country, and enterprise, we will more effectively, efficiently, and rapidly deploy digital solutions—starting from leading examples and best practices in Japan’s major cities and large enterprises—to regional areas across the country and eventually to global markets.

Become an even more indispensable presence in driving social change

We aim to maximize the value we provide by integrating management capital—including human resources, research, and M&A—toward addressing the four key social issues our Group seeks to solve through its business: financial inclusion, overconcentration in cities and regional decline, decarbonization, and health challenges. We will strengthen co-creation with customers and partners while also enhancing our own service offerings.

(Reference) Group Vision 2032

Reposted from "TIS INTEC Group Medium-Term Management Plan (2024–2026)" announced on May 8, 2024



- Update management direction from long-term perspective, based on major changes in internal and external environments, and set as new Group vision

External Environment

Heightened uncertainty in competitive circles, fueled by technology development and growing interest in SDGs

- ✓ Technologies with potential to change business models, industrial structures and state of society over next 10 years will enter practical stage one after another.
- ✓ Various services utilizing these technologies will be required as measures to address social issues become more top-priority for companies.
- ✓ Related to this, opportunities to co-create and compete with various players, including those from other industries, are increasing.

Internal Environment

Good progress toward medium- to long-term management objectives but **need to revise targets, given changes in external environment**

- ✓ Generally exceeded targets stated in Medium-Term Management Plan (2021–2023)
- ✓ Progress on strategic domain ratio set under group vision tracking as expected
- ✓ Various activities at nascent stage, like buds ready to blossom, so need rethink corporate position and set new targets given changes in external environment but based on these emerging activities

Must update management policy with long-term perspective based on current conditions

Group
VISION
2032

**Society oriented, operationally
diverse, globally active**

Business policy guiding
progress toward
successful conclusion

Seek to possess insight into future and ability to solve issues, integrate capabilities of various players, maintain position conducive to co-creation, and be indispensable to social change

- ✓ Deepen dialogue with market by engaging top companies in co-creation and providing services that will dominate market, and acquire insight into real issues of concern to clients
- ✓ Be a corporate group that extends accumulated power of integration to future-matched approaches, such as greater cooperation across different industries, improves methods for solving issues, and constantly creates social innovation on world stage

Overview of the Merger

- TIS and INTEC have merged to expand the scale of the Group's core company. The new company name is TISI Inc.
- To further enhance corporate governance, the company will transition to a company with an Audit and Supervisory Committee.
- Preparations, including detailed discussions on the merger, have begun. Any undecided matters will be announced promptly once determined.

(Note) The change in trade name and the transition to a company with an Audit and Supervisory Committee are subject to approval of the necessary amendments to the Articles of Incorporation at the ordinary general meeting of shareholders scheduled for late June 2026.



July 1, 2026 (scheduled)



TISI Inc.

Yasushi Okamoto, President

Net Sales
383.9 billion yen

Operating Income
46.2 billion yen

Number of Employees
9,497 persons

Simple total of results for fiscal 2025 for both companies (on a non-consolidated basis)

Headquarters functions to be located in Tokyo, Toyama, Nagoya, and Osaka

The new company name reflects our aspiration to respect the histories of both merging companies, while refining our core competencies—system integration and service integration—and pursuing technology and innovation. Through these efforts, we aim to become an even more indispensable presence amid social change.

Make society's wishes come true through IT.

