



December 20, 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 G&F Co.,Ltd (Conversion into a Consolidated Subsidiary)

TOKAI Holdings Corporation (the "Company") is pleased to announce that its subsidiary, TOKAI Communications Corporation (headquartered in Shizuoka City, Shizuoka; President and Representative Director: Tsuyoshi Takahashi; hereinafter referred to as "TOKAI COM"), responsible for the information and telecommunications business of the TOKAI Group, has entered into a share transfer agreement to acquire shares in G&F Co., Ltd (headquartered in Shinjuku-ku, Tokyo; President and Representative Director: Takashi Shimomae; hereinafter referred to as "G&F"), thereby making G&F a fully-owned subsidiary of the Company. The details are as follows.

Details

1. Reasons for the share acquisition

TOKAI COM provides optimal solutions to customers based on three pillars: "cloud," "network," and "system," which support the foundation of the digital society. Currently, our group is implementing a growth strategy based on the "Mid-term Management Plan 2025," with the fiscal year 2025 as the final year. As part of this plan, we have set "growth in business profitability" as one of our core strategies. In the information and telecommunications business, we are focusing on key initiatives such as "expanding business areas domestically and internationally" and "strengthening digital infrastructure to support area expansion." We are also committed to nurturing and strengthening digital talent to meet the DX needs of our customer companies.

G&F specializes in proposing, designing, constructing, and maintaining IT infrastructure systems in the Tokyo metropolitan area. In recent years, G&F has been focusing on cloud business and has steadily grown its business by providing services through experienced cloud technicians.

Through collaboration with G&F, TOKAI COM has determined that through collaboration with G&F, it can strengthen the technical capabilities in the growth areas of IT infrastructure and cloud, and achieve sustained business growth in these fields. Therefore, we have decided to acquire shares in G&F. Moving forward, we will leverage the strengths of both companies, focus on advanced talent development, accurately capture customer needs, and contribute to the development of our customers' businesses by realizing DX.

2. Overview of G&F Co.,Ltd

(1)	Name	G&F Co.,Ltd		
(2)	Address	5-18-12 Shinjuku, Shinjuku-ku, Tokyo		
(3)	Name and title of representative	Takashi Shimomae, Representative Director and President		
(4)	Business description	Cloud infrastructure construction, System migration, Infrastructure design, and Construction.		
(5)	Share capital	23 million yen		
(6)	Established	May 19, 1993		
(7)	Major shareholders and ownership percentage (as of December 20, 2024)	Takashi Shimomae 100%		
(8)	Relationship between the listed company and the relevant company	Capital relationship	Not applicable	
		Personnel relationship	Not applicable	
		Business relationship	Not applicable	
(9)	The recent three-year financial performance and financial condition of the company			
	Fiscal year end	FY3/2022	FY3/2023	FY3/2024
	Net assets	109 million yen	203 million yen	230 million yen
	Total assets	255 million yen	421 million yen	350 million yen
	Net assets per share	239,028 yen	442,336 yen	501,174 yen
	Net sales	753 million yen	931 million yen	711 million yen
	Operating profit	7 million yen	138 million yen	27 million yen
	Ordinary profit	13 million yen	143 million yen	28 million yen
	Profit	11 million yen	93 million yen	27 million yen
	Profit per share	24,214 yen	203,308 yen	58,838 yen
	Dividends per share	- yen	- yen	- yen

3. Outline of the party to the share acquisition

(1)	Name	Takashi Shimomae
(2)	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	460 shares (Number of voting rights: 460) (Ratio to the number of shares issued: 100%)
(3)	Number of shares held after the transfer	460 shares (Number of voting rights: 460) (Ownership ratio: 100%)

5. Schedule

(1)	Date of agreement	December 2, 2024
(2)	Date of share underwriting	December 20, 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, 2025 will be insignificant.

7. Contact for inquiries

TOKAI Communications Corporation

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