

【Supplementary Materials】

Notice Regarding Management Integration through the Establishment of a Joint Holding Company (Joint Share Transfer) between R&D Computer Co., Ltd. and Toho System Science Co., Ltd.



R&D COMPUTER CO., LTD.



TOHO SYSTEM SCIENCE CO., LTD.

November 13, 2025

1. Background and Purpose of Business Integration

Against a background of changes to external and internal environments and changes in the required functions and roles, we will combine our respective strengths in pursuit of enhanced value across the entire value chain as a new company forming the new core of the SIer industry.



Independent System
Integrator
(Est. 1971.1)

R&D for Technology (Strengths)

- ① Over 50 years in business
- ② Broad, solid customer base
- ③ Building long-term cooperative relationships
- ④ Technical talent development (training / education)



TSS for Business (Strengths)

- ① Over 50 years in business
- ② Financial core business (customer base)
- ③ Mutually beneficial strategic relationship
- ④ Business talent development (training / education)



Data Subsidiary of Toho
Mutual Life Insurance Co.
(Est. 1971.6)

Generated Synergy

“Producer of Solutions for Social Issues”

① Expansion of customer base and business portfolio

② Creation of new services/improvement of project efficiency

③ Strengthening of human resource/organizational structure

④ Cost efficiency and strengthening of management base

Backdrop

External Environment Changes

- System/software renewal
- Cyber security
- AI boom (4th gen.)
- TSE rules (next gen. TOPIX)
- Business model transformation
- Intensifying competition

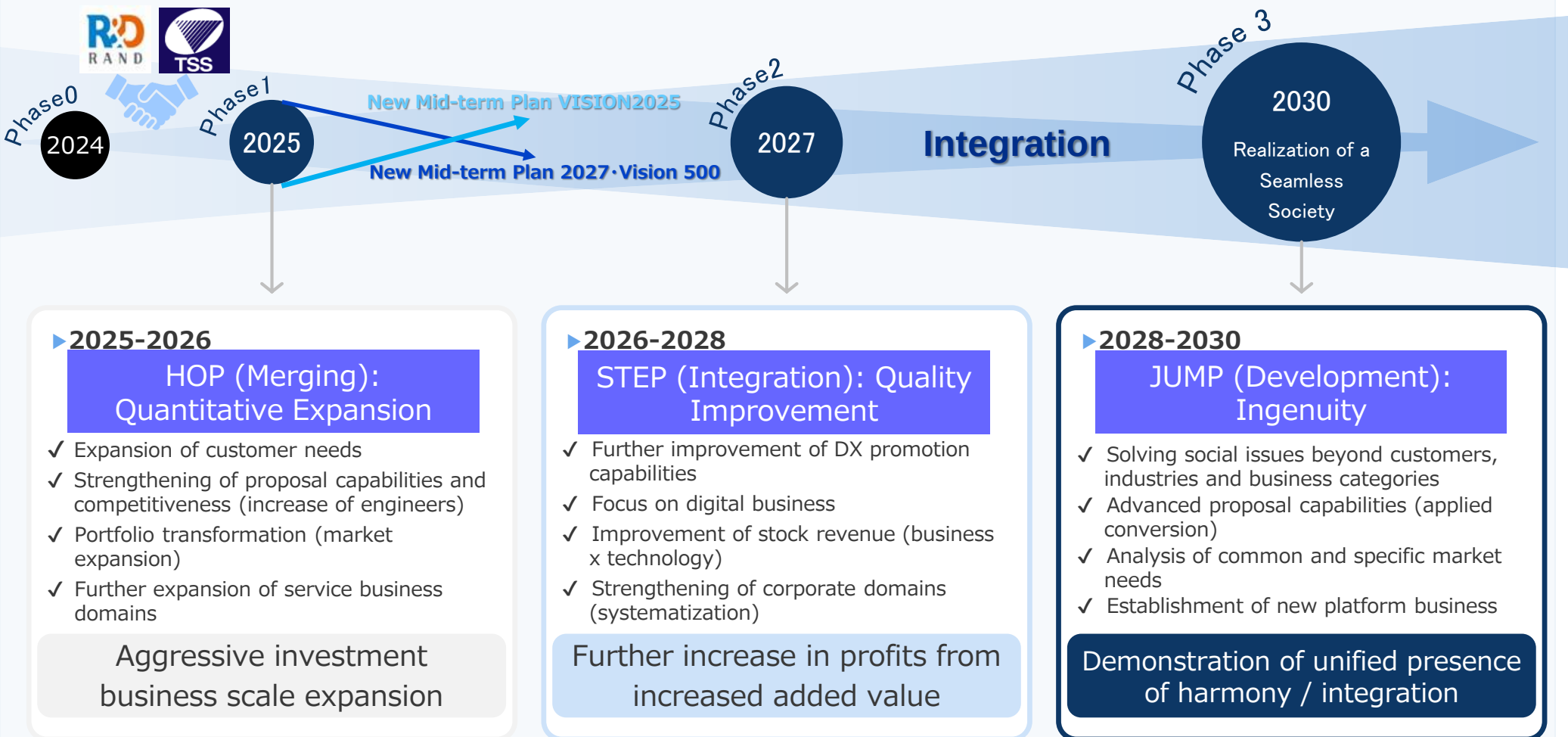
Customers

- DX promotion (investment) acceleration
- Changing, diversifying needs
- Scale expansion
- Incentives for production efficiency
- Reassessment of internal systems
- Acceleration of insourcing

2. Medium- to Long-term Goals

Focus on portfolio transformation and stronger competitiveness through business synergies for the realization of a seamless society

【Management Goals (FYE March 2031)】 Sales : JPY 50 billion



3. 【Synergy】 Expansion of Customer Base and Business Portfolio, Enhancement of Project Acquisition Capabilities

Efforts will be made to integrate the strategic and mutually beneficial relationships (contact points, knowhow, etc.) cultivated with customers by both companies for over half a century, to harmonize the system by unifying “R&D for Technology” and “TSS for Business” and to expand opportunities for incoming orders and enhance our service offerings.



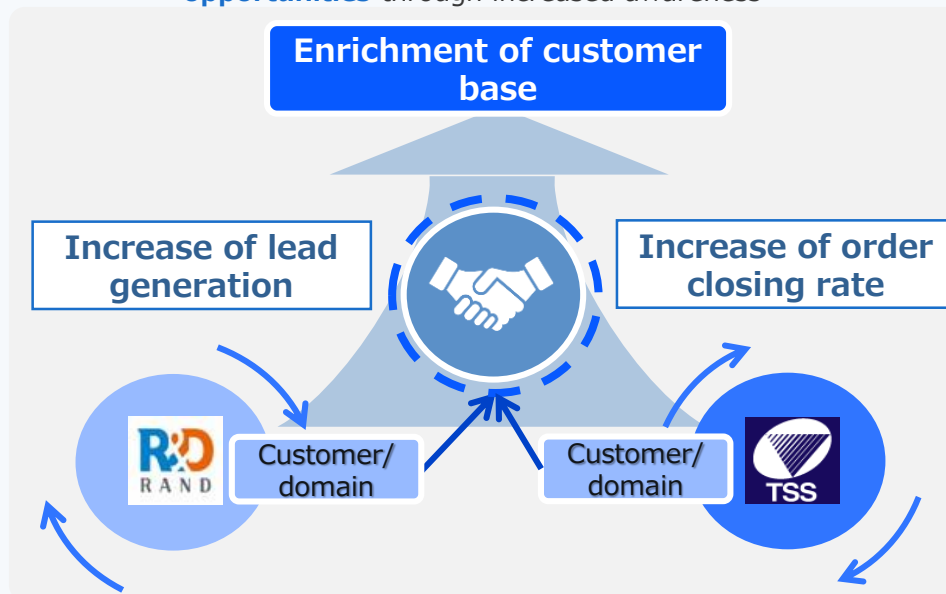
Heighten productivity as a producer of resolutions for social problems, and co-create competitive advantages for our customers



**Expand customer base and business domains
(expand opportunities for incoming orders)**

Combination of both domains and collaboration of knowhow

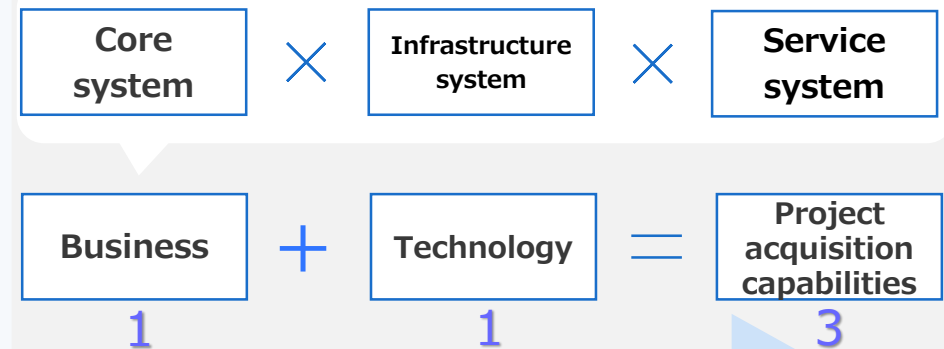
→ **Expansion of cross-selling and up-selling opportunities** through increased awareness



**Enhance services by increasing engineers
(improve LTV)**

Expansion and scaling up of services with institutionalization of engineer collaboration

→ **Enhancement of project acquisition capabilities**



Increase in engineers

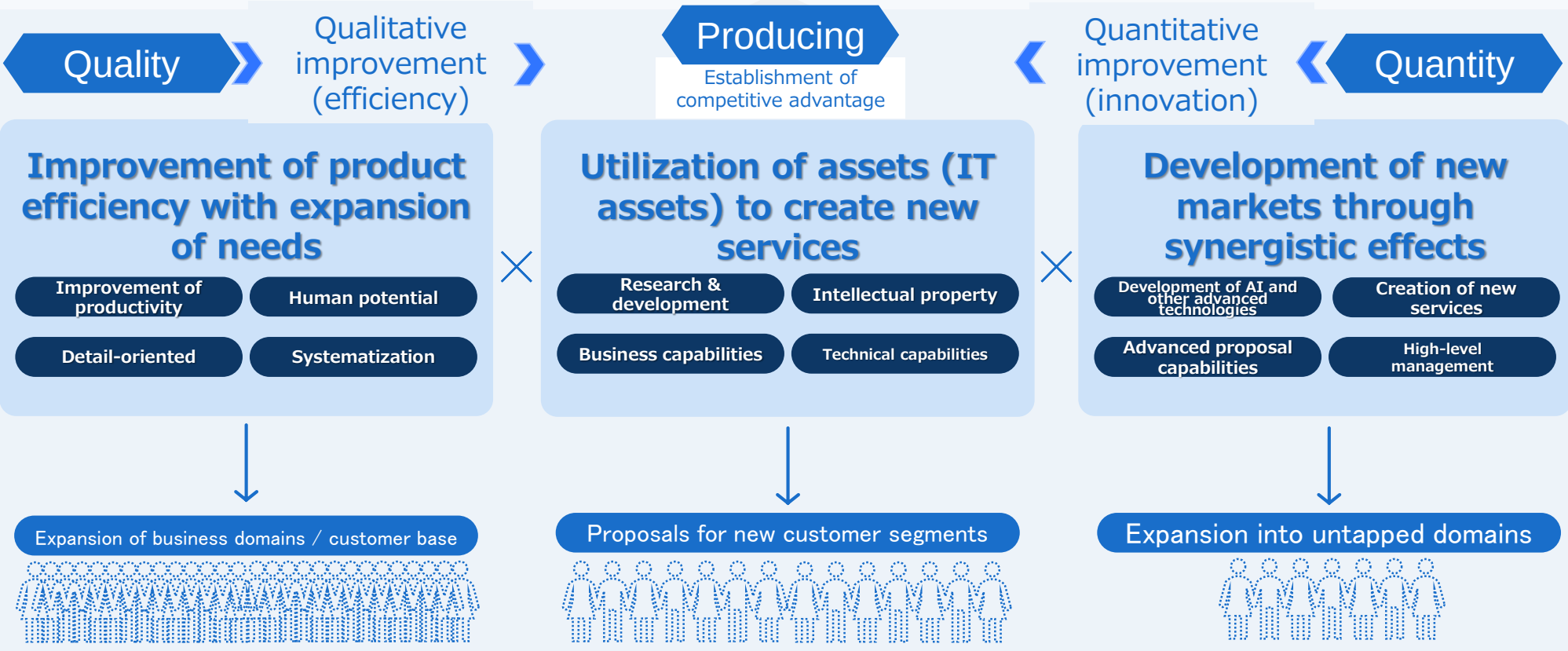
- Business SE (banks, life insurance, non-life insurance, credit cards)
- Technical SE (cloud, agile, DB, AI)
- Service system SE (Salesforce, others)

Improvement of project acquisition capabilities

3 . 【Synergy】 Creation of New Services / Improving Project Efficiency

The strategic and mutually beneficial relationships (contact points, knowhow, etc.) cultivated with customers by both companies for over half a century will be integrated, and the system will be harmonized by unifying “R&D for Technology” and “TSS for Business” to drastically improve proposal capabilities, quality and productivity.

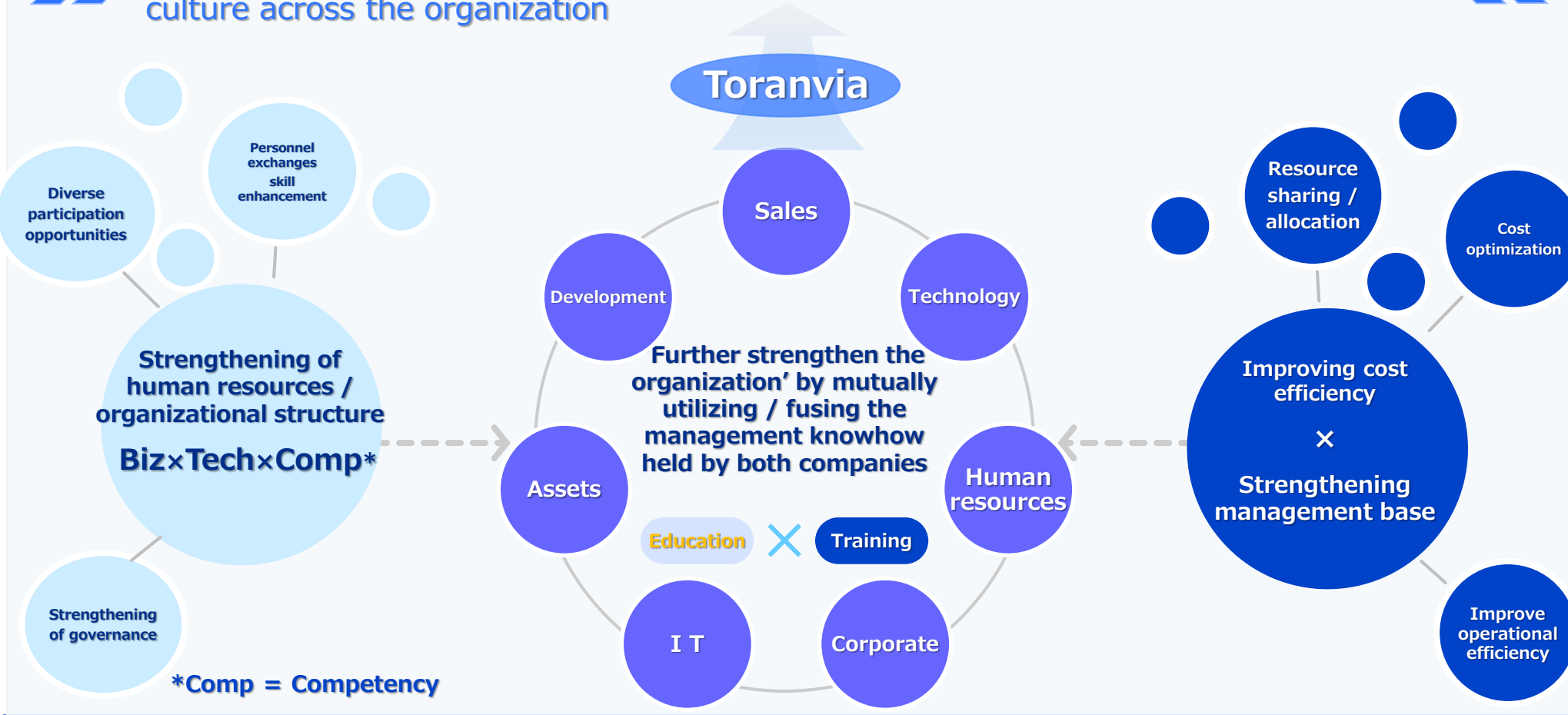
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3 . 【Synergy】 Building Optimal systems and Fostering Corporate Culture

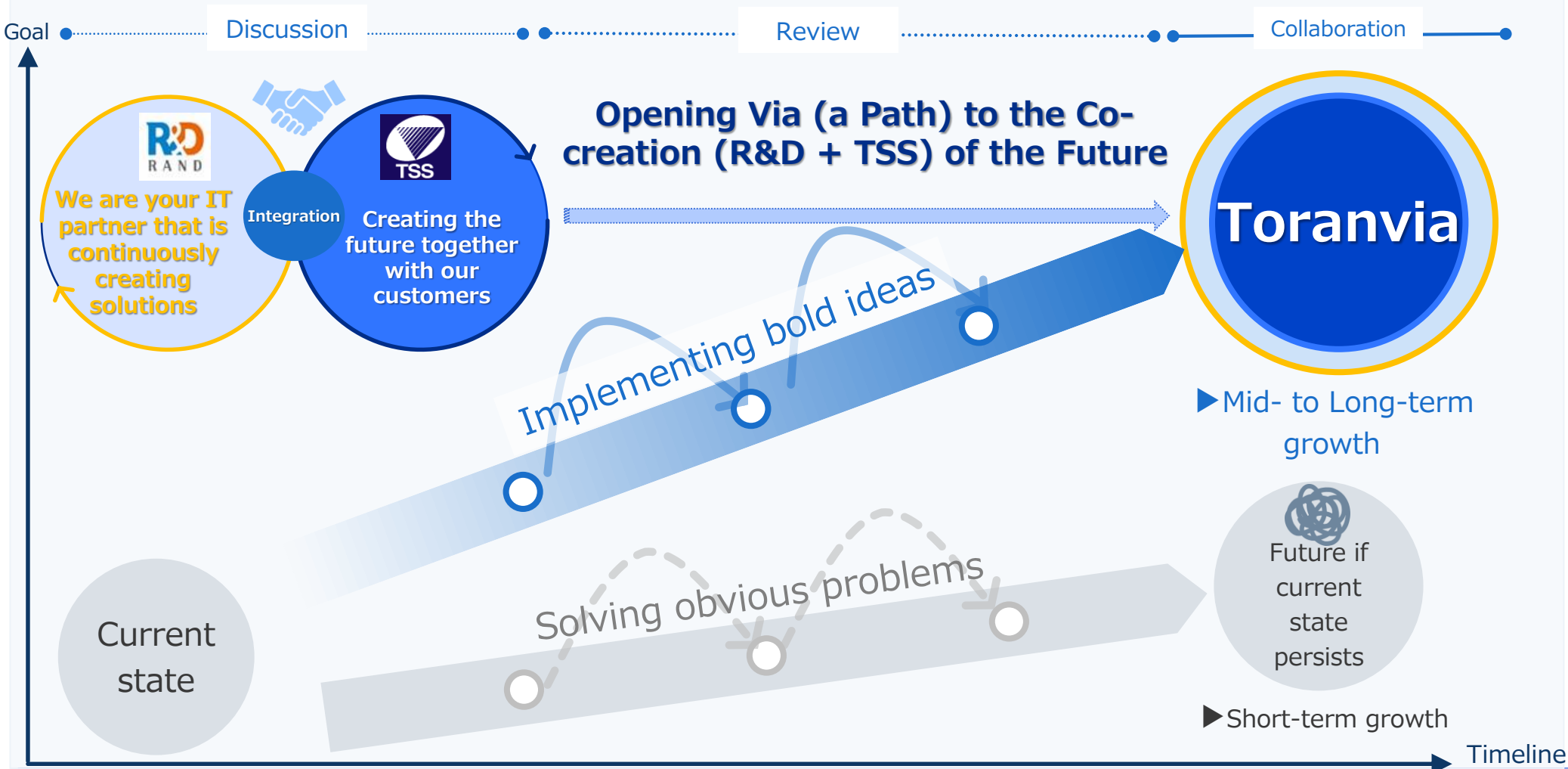
Strengthening the ability to meet customer needs through enhanced organizational capabilities and individual growth, while integrating “R&D for education” and “TSS for training” to harmonize the system.

Enhance each employee’s “individual” potential to foster a strong, replicable corporate culture across the organization



4 . Origin of Trade Name (Source for Fostering of Corporate Culture)

「**TOHO** + **RAND** + **Via (Path)**」 = **Toranvia**



5. Overview of Management Integration

Method of Business Integration, etc.

Method of management integration

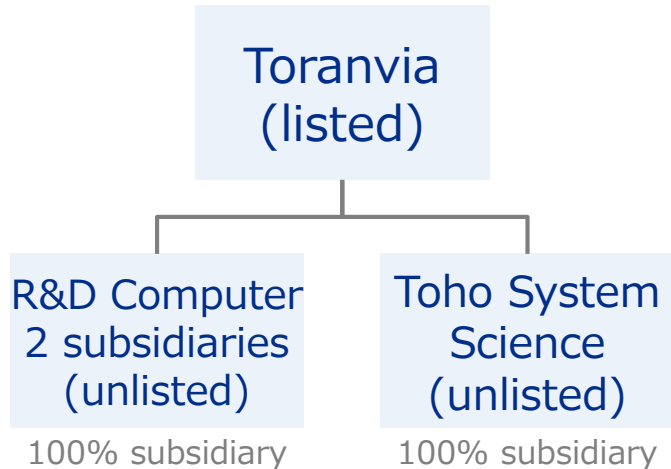
- Based on the spirit of equality, a joint stock transfer will be conducted under which R&D Computer and Toho System Science will become wholly owed subsidiaries by transferring shares to a newly established joint holding company (Toranvia), which will become the wholly owning parent company.

Stock transfer ratio

R&D Computer : Toho Systems Science = 1 : 1.27

- For each one common share of R&D Computer, one common shares of Toranvia will be delivered.
- For each one common share of Toho System Science, 1.27 common shares of Toranvia will be delivered.

Capital Relationship after Management Integration (26/4/1~)



Management Integration Schedule (scheduled)

BOD Approval of Management Integration Agreement & Stock Transfer Plan (both companies)	Nov. 13, 2025 (today)
Execution of Management Integration Agreement and creation of Stock Transfer Plan (both companies)	Nov. 13, 2025 (today)
Public announcement of record date for extraordinary general meeting of shareholders (both companies)	Nov. 14, 2025 (scheduled)
Record date for extraordinary general meeting of shareholders (both companies)	Nov. 28, 2025 (scheduled)
Approval of Stock Transfer Plan at extraordinary general meeting of shareholders (both companies)	Jan. 16, 2026 (scheduled)
Delisting date (both companies)	Mar.30, 2026 (scheduled)
Date of registration of establishment of joint holding company (effective date)	Apr. 1, 2026 (scheduled)
Initial public offering date for shares of joint holding company	Apr. 1, 2026 (scheduled)

6. Overview of Joint Holding Company (scheduled)

Trade name	Kabushiki Kaisha Toranvia (English name: Toranvia Co., Ltd.)	
Location of head office	Bunkyo-ku, Tokyo	
Location of headquarters	Bunkyo-ku, Tokyo	
Design of organization	Company with Board of Company Auditors	
scheduled appointment of representatives and officers	 Representative Director & Chairman: Tomoyasu Kosaka  Representative Director & President: Yoshiaki Fukushima  Director: Kazuhisa Sasanuma  Director: Masayo Sunaga  Director: Takanori Ishii  Director: Keiichi Yamamura  Director: Isao Hironaga  Director: Fumitoshi Okuno  Outside Director: Hiroyuki Morita  Outside Director: Akira Uemura  Outside Director: Ichiro Akita  Outside Director: Hiromi Kimura  Full-time Auditor: Naoki Tanabe  Outside Auditor: Katsuhiko Kudo  Outside Auditor: Toshihiko Hirose	
Capital stock	JPY 2 billion	
scheduled establishment date	April 1, 2026	
Fiscal year end date	March 31 st	
Listing stock exchange	Tokyo Stock Exchange Prime Market	

7. R&D and TSS Company Profiles

	R&D Computer Co., Ltd.	Toho System Science Co., Ltd.
Representative	Yoshiaki Fukushima, Representative Director & President	Tomoyasu Kosaka, Representative Director, President & Executive Officer
Location	4-13-23 Shibaura, Minato-ku, Tokyo MS Shibaura Bldg.	1-12-14 Koishikawa, Bunkyo-ku, Tokyo Nihon Seimei Koishikawa Bldg. 5F
Est.	January 1971	June 1971
Business content	● Systems integration ● Infrastructure solutions ● Packaging solutions ● Cloud solutions	● Software development: software development centered on financial and communications sectors ● Information system services: computer operation and management services, etc.
Capital	JPY 460 million	JPY 526 million
Annual sales	FYE March 2025 (consolidated): JYP 13,730 million	FYE March 2025: JPY 17,342 million
Employees (2025/9)	514	651

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Business Planning Dept.

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IR Information

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<https://www.rand.co.jp/ir/>

Toho System Science Co., Ltd.

<https://www.tss.co.jp/ir>

