

September 30, 2025

To whom it may concern:

Company: SCSK Corporation
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Notice Concerning Acquisition of Shares of Japan Process Development Co., Ltd. (Conversion into Equity-Method Affiliate) and Capital and Business Alliance with Japan Process Development Co., Ltd.

SCSK Corporation (head office: Koto-ku, Tokyo; President and Representative Director: Takaaki Touma) (“**SCSK**”) hereby announces that it will acquire common shares (the “**Share Acquisition**”) of Japan Process Development Co., Ltd. (TSE Standard Section, Securities Code: 9651; head office: Shinagawa-ku, Tokyo; President and Representative Director: Satoshi Azuma) (“**Japan Process**”) for the purpose of making Japan Process an equity-method affiliate of SCSK, and to facilitate a cooperative relationship with Japan Process in various business areas, including the mobility field, and thus, today it has decided to execute a capital and business alliance agreement (the “**Capital and Business Agreement**”) as of September 30, 2025 with Japan Process to enhance the relationship between the two companies, and the two companies have reached an agreement in relation to the Capital and Business Agreement.

SCSK also hereby announces that the Share Acquisition constitutes “Buying Up” as stipulated in Article 167, paragraph (1) of the Financial Instruments and Exchange Act and Article 31 of the Order for Enforcement of the Financial Instruments and Exchange Act.

1. Purpose and Reason

Software’s contribution to a safer, more comfortable, and more convenient society continues to be significant, while the society is facing major challenges such as the need to take carbon neutrality measures and rapidly implement advanced digital technologies, including generative AI. This trend is noticeable in the automotive industry, in which the shift toward software defined vehicles (SDVs^{*1}) is accelerating, and robust software development capabilities are required. With this momentum, SCSK has decided to acquire its shares and make Japan Process SCSKs equity-method affiliate and to execute the Capital and Business Alliance Agreement with Japan Process in order to make a greater contribution to development of the automotive industry and various industries through the use of software, and the two companies have reached an agreement in relation to the Capital and Business Agreement.

In order to realize its management philosophy, “Create Our Future of Dreams,” SCSK group is promoting “sustainability management,” of which the aim is sustainable growth together with society. In the mobility field, which is one of SCSK group’s focus domain, SCSK group aim to contribute to a mobility society that is friendly to humans and the earth. by utilizing its knowledge of “mobility × IT”; it is working to evolve itself to a SDM supplier that supports the development of next-generation mobility software/system in the SDM era through provision of a full line of services, including the upstream process of development of mobility

Through this capital and business alliance with Japan Process (the “**Capital and Business Alliance**”), SCSK will first promote sales cooperation and strengthen its development capability in the mobility

field, as well as strengthen relationships for the joint development of high value-added solutions. In addition, it will aim to further improve profitability through collaboration in other industrial areas.

*1: Refers to vehicles whose functions are mainly realized through software in an environment in which vehicles are gradually turning into software-oriented electronic devices.

2. Details of Capital and Business Alliance

(1) Details of the Business Alliance

SCSK and Japan Process will promote the following initiatives to integrate and align the strengths of both companies in order to create new competitive advantages:

(I) Mobility field

- (i) Sales cooperation in software development support business for OEM/suppliers
- (ii) Development cooperation in software development support business for OEM/suppliers
- (iii) Technical and development cooperation for the planning and development of mobility software products and services
- (iv) Joint planning and development of mobility software products and services

(II) Industrial and ICT fields

- (i) Development cooperation in application software development support business

(2) Details of the Capital Alliance

SCSK will acquire 1,002,550 shares (9.42% of the total number of issued shares) of Japan Process shares held by Mr. Hitoshi Obu, a major shareholder and the largest shareholder of Japan Process, and 1,002,550 shares (9.42% of the total number of issued shares) of Japan Process shares held by Mr. Chikara Obu, a major shareholder, respectively through off-market direct trading. As a result of the Share Acquisition, Japan Process will become an equity-method affiliate of SCSK.

(Reference) Number of common shares held and ownership percentage of voting rights owned by SCSK after the Capital and Business Alliance and the Share Acquisition (planned), and the acquisition price

Number of shares acquired	2,005,100 shares (ownership percentage of voting rights: 20.71% (*)) (planned)
Acquisition price	3,115,925,400 yen

(*) The ownership percentage of voting rights above is the ownership percentage of voting rights after the disposal of treasury shares of Japan Process with a payment due date of October 7, 2025, as stated in the “Notice Concerning Disposal of Treasury Shares as Restricted Share Compensation for Directors” released by Japan Process on September 9, 2025.

(3) Dispatch of Officers

SCSK and Japan Process have agreed to the following: (a) SCSK will have the right to nominate one person as a director candidate of Japan Process (“**Nominated Candidate**”) as long as SCSK’s ownership percentage of voting rights is 15% or more, and (b) if SCSK nominates a Nominated Candidate, Japan Process will follow necessary procedures in accordance with the laws and regulations or the Articles of Incorporation and other internal rules of Japan Process, and make best effort to ensure that proposals for the general meeting of shareholders of Japan Process concerning the Nominated Candidate will be approved and passed as originally proposed.

- (4) SCSK's Share Subscription Right
During the effective term of the Capital and Business Alliance Agreement, for the purpose of maintaining Japan Process as an equity-method affiliate of SCSK, SCSK and Japan Process have agreed that if Japan Process is to conduct issuance, etc. of shares or the like and this results in SCSK's ownership percentage of voting rights in Japan Process to become less than 20%, SCSK will have the right to receive issuance, etc. of shares or the like of Japan Process in the number in accordance with SCSK's ownership percentage of voting rights as of the time of such issuance, etc.
- (5) Discussions on Transfer of Japan Process Shares by SCSK, etc.
During the effective term of the Capital and Business Alliance Agreement, SCSK and Japan Process have agreed that they will have discussions in good faith in advance if SCSK is to transfer or otherwise dispose of its shares in Japan Process to a third party.

In addition, SCSK and Japan Process have agreed that, upon termination of the Capital and Business Alliance Agreement, if Japan Process wishes to purchase or have a party it designates purchase all or part of Japan Process shares owned by SCSK, they will discuss in good faith whether to conduct such purchase and the terms and conditions of such purchase.

3. Overview of the Capital and Business Alliance Partner

Overview of the Capital and Business Relationship with Partner				
(1)	Name	Japan Process Development Co., Ltd.		
(2)	Location	1-11-1, Osaki, Shinagawa-ku, Tokyo, Japan		
(3)	Representatives' name and title	Satoshi Azuma, President and Representative Director		
(4)	Details of business	System integration and software development		
(5)	Stated capital	1,487 million yen		
(6)	Date of incorporation	June 20, 1967		
(7)	Major shareholders and their shareholding ratios (as of May 31, 2025) (excluding treasury shares) (Note 1)	Hitoshi Obu	17.99%	
		Chikara Obu	17.72%	
		Japan Process Employee Shareholding Association	7.04%	
		Ad-Sol Nissin Corporation	6.43%	
		Katsuhiko Yoshikawa	4.91%	
		The Dai-ichi Life Insurance Company, Limited	3.46%	
		Custody Bank of Japan, Ltd. (Trust account)	1.62%	
		Kazuyuki Shirakawa	1.55%	
		Hikari Tsushin K.K.	1.13%	
		Masahiko Hagino	1.03%	
(8)	Relationship between listed company and partner company			
	Capital relationship	Not applicable		
	Personnel relationship	Not applicable		
	Business relationship	SCSK has a business relationship with Japan Process for system development.		
	Applicability to related party	Not applicable		
(9)	The partner company's consolidated operating results and consolidated financial position for the most recent three years			
Accounting period		FY ended May 2023	FY ended May 2024	FY ended May 2025
Consolidated net assets		10,077 million yen	10,456 million yen	11,088 million yen
Consolidated total assets		12,311 million yen	12,803 million yen	14,473 million yen
Consolidated net assets per share		1,043.28 yen	1,081.14 yen	1,145.82 yen
Consolidated sales		8,923 million yen	9,468 million yen	10,473 million yen
Consolidated operating income		908 million yen	956 million yen	1,144 million yen

Consolidated ordinary income	967 million yen	1,008 million yen	1,281 million yen
Current net income attributable to shareholders of the parent company	682 million yen	730 million yen	1,478 million yen
Consolidated current net income per share	70.70 yen	75.56 yen	152.76 yen
Dividend per share	35.00 yen	38.00 yen	62.00 yen

(Note 1) The “(7) Major shareholders and their shareholding ratios (as of May 31, 2025)” section is stated based on the “Status of large shareholders” section as stated in the annual securities report for the 58th term, filed by the partner company on August 27, 2025.

4. Schedule

(1)	Determination date	September 30, 2025
(2)	Date of execution of the Capital and Business Alliance Agreement	September 30, 2025
(3)	Date of commencement of the Capital and Business Alliance	October 8, 2025 (planned)

5. Future outlook

The impact of the Capital and Business Alliance and Japan Process becoming an equity-method affiliate of SCSK is considered to be minor; SCSK believes these will contribute to improving its medium- to long-term business performance. If any matters that need to be disclosed arise in the future, it will promptly disclose them.

End.