

February 14, 2024

**Notice of Acquisition of Shares in Jungle, Inc.**  
**(Turning It into a Subsidiary)**

We hereby announce that, at a meeting of the Board of Directors held today, we have resolved to acquire shares in Jungle, Inc. (hereinafter “Jungle”) and to turn it into a subsidiary.

1. Reason for the acquisition of shares in Jungle, Inc.

As an independent system integrator, we have been in the IT industry where the business structure changes drastically due to rapid technological innovation since our foundation in 1982. We have conducted a wide range of business activities to meet the expectations of our customers while demonstrating our presence.

We specialize in business areas that include business system development mainly in the finance, operational support, and embedded product development and verification mainly in the automotive and semiconductor fields. Furthermore, we provide our original products that meet cyber security, work efficiency and other social needs.

In August 2021, we announced the “DIT Vision 2030,” our mid- to long-term management goal under the slogan of “providing value one rank higher” in order to build a DIT brand that is trusted and chosen by all stakeholders. In this context, we declared that our future business promotion measures will be to expand growth factors through the provision of new values and services that respond to social changes, in addition to strengthening the foundations of existing businesses. We have also declared that we will proactively engage in M&As if there are projects that can demonstrate synergistic effects, with the focus on strengthening product capabilities of our products business, which forms the main axis of growth factor.

For many years, our products business has focused on our own original products, but since the fall of 2020, we have also handled other companies’ products, such as electronic contract services, and have steadily grown our business. However, because we are a software development company, our sales network is weak and we lack marketing know-how, so we have not been able to grow at the desired rate.

Meanwhile, Jungle, which will become a subsidiary, has grown steadily since its establishment in 1999 by discovering and selling a variety of hot-selling software products in Japan and overseas. Its main products are the software “Data Migration Box” (\*1), “DiskDeleter” (\*2), and “Fude-gurume” (\*3).

In order to achieve future growth, they were seeking an environment where they could better utilize the pioneering, sales, and marketing know-how for software products that they have so far cultivated.

Under these circumstances, we reached a decision to enter into a share transfer agreement to turn Jungle into a subsidiary based on a mutual agreement. Through this agreement, we will combine our need to acquire a sales network and know-how to expand our products business and Jungle’s need to utilize its sales capabilities and marketing know-how that they have so far cultivated. We expect this will produce synergistic effects in the development of the products business for both parties.

(\*1) “Data Migration Box” is a high-speed data migration tool from on-premise to cloud and from cloud to other cloud, for which Jungle holds exclusive sales rights.

(\*2) “DiskDeleter” is a USB memory data deletion software, copyrighted by Jungle, and has been introduced in more than 10,000 companies.

(\*3) “Fude-gurume” is a New Year’s card and postcard creation software developed and marketed by FUJI SOFT INCORPORATED, and is available at mass retailers nationwide and at the “Fude-gurume Official Store” operated by Jungle.

## 2. Overview of the subsidiary to be acquired

(1)	Name	Jungle, Inc.		
(2)	Address	11F KANDA SQUARE, 2-2-1 Kanda Nishiki-cho, Chiyoda-ku, Tokyo		
(3)	Title and name of representative	Akiko Takada, Representative Director		
(4)	Contents of business	Planning, development and sales of software and services		
(5)	Capital	100,000 thousand yen		
(6)	Date of establishment	September 10, 1999		
(7)	Major shareholder and shareholding ratio	Akiko Takada (89.1%), Jiro Suzuki (10.9%)		
(8)	Relationship between our company and the individual	Capital relationship	None applicable	
		Personnel relationship	None applicable	
		Business relationship	None applicable	
		Status as a related party	None applicable	
(9)	Business performance and financial standing of the subsidiary in the last 3 years			
	Account-closing month	FY6/21	FY6/22	FY6/23
	Net assets	160,291 thousand yen	106,212 thousand yen	169,308 thousand yen
	Total assets	672,443 thousand yen	500,985 thousand yen	544,643 thousand yen
	Net asset per share	174,419 yen	115,574 yen	184,231 yen
	Net sales	713,077 thousand yen	692,340 thousand yen	691,818 thousand yen
	Operating income	130,533 thousand yen	138,224 thousand yen	104,926 thousand yen
	Ordinary income	123,954 thousand yen	133,707 thousand yen	101,823 thousand yen
	Net income	56,030 thousand yen	(54,078) thousand yen	63,096 thousand yen
	Net income per share	60,969 yen	(58,845) yen	68,658 yen
	Dividend per share	-	-	-

3. Overview of the other party whose shares will be acquired (2 persons)

(1)	Name	Akiko Takada	
(2)	Address	Setagaya-ku, Tokyo	
(3)	Relationship between our company and the individual	Capital relationship	None applicable
		Personnel relationship	None applicable
		Business relationship	None applicable
		Status as a related party	None applicable

(1)	Name	Jiro Suzuki	
(2)	Address	Toshima-ku, Tokyo	
(3)	Relationship between our company and the individual	Capital relationship	None applicable
		Personnel relationship	None applicable
		Business relationship	None applicable
		Status as a related party	None applicable

4. Number of shares to be acquired, acquisition price and shareholding status before and after acquisition

(1)	Number of shares owned before acquisition	0 (Number of voting rights: 0) (Voting right ratio: 0%)
(2)	Number of shares to be acquired	919 (Number of voting rights: 919)
(3)	Acquisition cost	We will not disclose the acquisition price based on a confidentiality agreement with Jungle. We have determined a reasonable price while taking into account the results of financial due diligence conducted by an external organization to ensure fairness and validity.
(4)	Number of shares owned after acquisition	919 (Number of voting rights: 919) (Voting right ratio: 100%)

5. Schedule

(1)	Date of resolution by the Board of Directors	February 14, 2024
(2)	Date of conclusion of the agreement	February 14, 2024
(3)	Date of execution of share transfer	February 29, 2024

## 6. Future Outlook

We plan to incorporate this matter into our consolidated financial results from the fourth quarter of the fiscal year ending June 30, 2024 (April-June 2024). We are currently examining the impact of this matter on our consolidated financial results, and if we determine that there is any impact that should be disclosed in the future, we will promptly announce it. We will continue to aggressively pursue M&A with the potential for synergistic effect in order to meet the expectations of all stakeholders.