



January 29, 2026

Company name: INFRONEER Holdings Inc.  
Representative: Kazunari Kibe, Representative Executive Officer and President  
(Securities code: 5076, TSE Prime Market)  
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**Notice Concerning the Succession of the Business of Administering Corporate Bonds**  
**from a Wholly Owned Subsidiary (Sumitomo Mitsui Construction)**  
**by Company Split (Simplified Absorption-Type Company Split)**

INFRONEER Holdings Inc. (the “Company”) and its wholly owned subsidiary, Sumitomo Mitsui Construction Co., Ltd. (“Sumitomo Mitsui Construction”), resolved at meetings of their respective Boards of Directors held today, as set forth below, to transfer to the Company, by way of an absorption-type company split (the “Absorption-Type Split”) with an effective date of March 11, 2026, all rights and obligations relating to the business of administering corporate bonds issued by Sumitomo Mitsui Construction (the “Business”). Accordingly, the Company hereby announces that the absorption-type company split agreement was executed today.

Because the Absorption-Type Split is a simplified absorption-type company split between the Company and its wholly owned subsidiary, some disclosure items and details are omitted.

**1. Purpose of the Absorption-type Split**

This Absorption-type Split centralizes the corporate bond administration operations of the Group under the Company by having it succeed to the rights and obligations pertaining to this business held by Sumitomo Mitsui Construction, its wholly owned subsidiary.

**2. Outline of the Absorption-type Split**

**(1) Schedule of the Absorption-type Split**

January 29, 2026      Date of resolution of the Board of Directors and execution date of the Absorption-type Split agreement (the Company and Sumitomo Mitsui Construction)

March 11, 2026      Implementation date (effective date)

(Note) As the Absorption-Type Split falls under the category of a simplified split (as prescribed in Article 796, Paragraph 2 of the Companies Act) in relation to the Company, and a simplified split (as prescribed in Article 784, Paragraph 1 of the same act) in relation to Sumitomo Mitsui Construction, the absorption-type split agreement shall be implemented without convening a General Meeting of Shareholders of either company for approval.

(2) Method of the Absorption-type Split

An Absorption-type Split in which Sumitomo Mitsui Construction is the company splitting in the absorption-type split and the Company is the company succeeding in the absorption-type split.

(3) Details of allotment pertaining to Absorption-type Split

Because the Absorption-type Split is a company split between a wholly owned parent and subsidiary company, the Company will not deliver any consideration to Sumitomo Mitsui Construction in connection with the Absorption-type Split.

(4) Handling of share options and bonds with share options

There are no applicable items.

(5) Change in capital due to the Absorption-type Split

There is no change in capital associated with the Absorption-type Split.

(6) Rights and obligations to be assumed by the succeeding company in the Absorption-type Split.

Through the Absorption-type Split, the Company will succeed to the rights and obligations pertaining to the Business of Sumitomo Mitsui Construction. Furthermore, the succession of obligations by the Company shall be by the assumption of obligation releasing an old obligor.

(7) Prospects for fulfillment of financial obligations

The Company has determined that there will be no problems in terms of the certainty of fulfillment of financial obligations after the effective date of the Absorption-type Split.

**3. Outline of the parties to the Absorption-type Split**

(1) Company succeeding in the absorption-type split

	Company succeeding in the absorption-type split (as of March 31, 2025)	
(1) Company name	INFRONEER Holdings Inc.	
(2) Address	2-10-2, Fujimi, Chiyoda-ku, Tokyo	
(3) Title and name of representative	Representative Executive Officer and President, Kazunari Kibe	
(4) Description of business	Management of subsidiaries and group operations, and businesses incidental or related thereto	
(5) Capital	20,000 million yen (as of March 31, 2025)	
(6) Date of establishment	October 1, 2021	
(7) Number of issued shares	294,845,024 [Class of shares] Common shares 274,845,024 Series 1 Bond-Type Class Shares 20,000,000 (As of March 31, 2025)	

(8) End of fiscal year	March 31
(9) Major shareholders and shareholding ratio (Note)	The Master Trust Bank of Japan, Ltd. (Trust Account) 13.10%
	HIKARIGAOKA CORPORATION 9.46%
	Custody Bank of Japan, Ltd. (Trust Account) 6.39%
	INFRONEER Holdings Employee Shareholding Association 3.36%
	Sumitomo Realty & Development Co., Ltd. 3.09%
	Custody Bank of Japan, Ltd. (Trust E Account) 2.33%
	STATE STREET BANK AND TRUST COMPANY 505001
	(Standing Proxy: Settlement & Clearing Services Department, Mizuho Bank, Ltd.) 1.37%
	MAEDA CORPORATION Business Partner Shareholding Association 1.09%
	Sumitomo Mitsui Banking Corporation 1.09%
	The Kyoei Fire & Marine Insurance Company, Limited 1.01%
(10) Financial position and operating results for the immediately preceding fiscal year	
Fiscal year	FY2025 (Consolidated/IFRS)
Equity attributable to owners of parent	519,139 million yen
Total assets	1,450,738 million yen
Equity attributable to owners of parent per share	1,682.05 yen
Gross profit	115,514 million yen
Operating profit	47,148 million yen
Profit before tax	49,756 million yen
Profit attributable to owners of parent	32,416 million yen
Basic earnings per share	124.15 yen

(Note) The shareholding ratio includes Series 1 Bond-Type Class Shares and is calculated by deducting the number of treasury shares from the total number of issued shares.

(2) Splitting Company in the absorption-type split

	Splitting Company in the absorption-type split (as of March 31, 2025)
(1) Company name	Sumitomo Mitsui Construction Co., Ltd.
(2) Address	2-1-6, Tsukuda, Chuo-ku, Tokyo
(3) Title and name of representative	Representative Director and President, Toshio Shibata
(4) Description of business	Construction, development, etc.
(5) Capital	12,003 million yen
(6) Date of establishment	October 14, 1941
(7) Number of issued shares	162,673,321 shares(As of March 31, 2025)
(8) End of fiscal year	March 31

(9) Major shareholders and shareholding ratio (Note)	INFRONEER Holdings Inc. 100%
(10) Financial position and operating results for the immediately preceding fiscal year	
End of fiscal year	FY2025 (Consolidated/J-GAAP)
Net assets	77,315 million yen
Total assets	393,474 million yen
Net assets per share	446.89 yen
Net sales	462,982 million yen
Operating profit	7,587 million yen
Ordinary profit	3,725 million yen
Net profit	1,185 million yen
Basic earnings per share	5.46 yen

(Note) Major shareholders and shareholding ratio as of today are shown.

#### 4. Outline of the business division to be succeeded

##### (1) Business of the business division to be succeeded

2. Business pertaining to corporate bonds set forth in “Outline of the Absorption-type Split” (6) “Rights and obligations to be assumed by the succeeding company in the Absorption-type Split”

##### (2) Operating results of the business division to be succeeded

There are no matters to be stated regarding operating results.

##### (3) Items and amounts of assets and liabilities to be succeeded

Assets and liabilities to be succeeded upon the Absorption-type Split are as follows.

Assets	Liabilities
5.0 billion yen	5.0 billion yen

In addition to the above assets and liabilities, this includes accrued interest expenses the cash equivalent thereto accrued up to the effective date with respect to the principal obligations on the bonds to be succeeded by the Company from Sumitomo Mitsui Construction upon the Absorption-type Split

#### 5. Status following Absorption-type Split

No changes shall be made to the Company’s name, address, representative’s position or name, description of business, capital, or fiscal year-end as a result of this Absorption-type Split.

#### 6. Future Outlook

The Absorption-type Split will have no impact on consolidated business results.