



Notice of INFRONEER Holdings' share acquisition
in JAPAN WIND DEVELOPMENT Co., Ltd

December 12, 2023

 INFRONEER Holdings Inc

Following the resolution of the Board of Directors on 12 December 2023, INFRONEER have resolved to acquire all shares of Japan Wind Development Co, Ltd.(“JWD”) and to make it a wholly-owned subsidiary of INFRONEER with the aim to further develop our company as an “integrated infrastructure service company”.

Overview of the share acquisition in JAPAN WIND DEVELOPMENT Co., Ltd

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- The share purchase agreement was signed on 12th December, and the transfer is scheduled to be executed in late January.
- Acquisition cost Over 200 billion yen
- Counterparty of share acquisition Bain Capital
- Acquisition Target JAPAN WIND DEVELOPMENT Co., Ltd

Outline of the Subject Company

Company name	JAPAN WIND DEVELOPMENT Co., Ltd (JWD)
Head office address	Chiyoda-ku, Tokyo
Capital stock	JPY 100 million yen
Number of Employees	152 (Group 323) As of August 2023
Net sales	JPY 9.13 billion yen (FY2023 Consolidated)
Representative	President and Representative Director Satoshi Matsushima
Major shareholder	JWD Holdings 3 (private)
Business Activities	Development and Power sales of wind farms

 INFRONEER Holdings Inc.

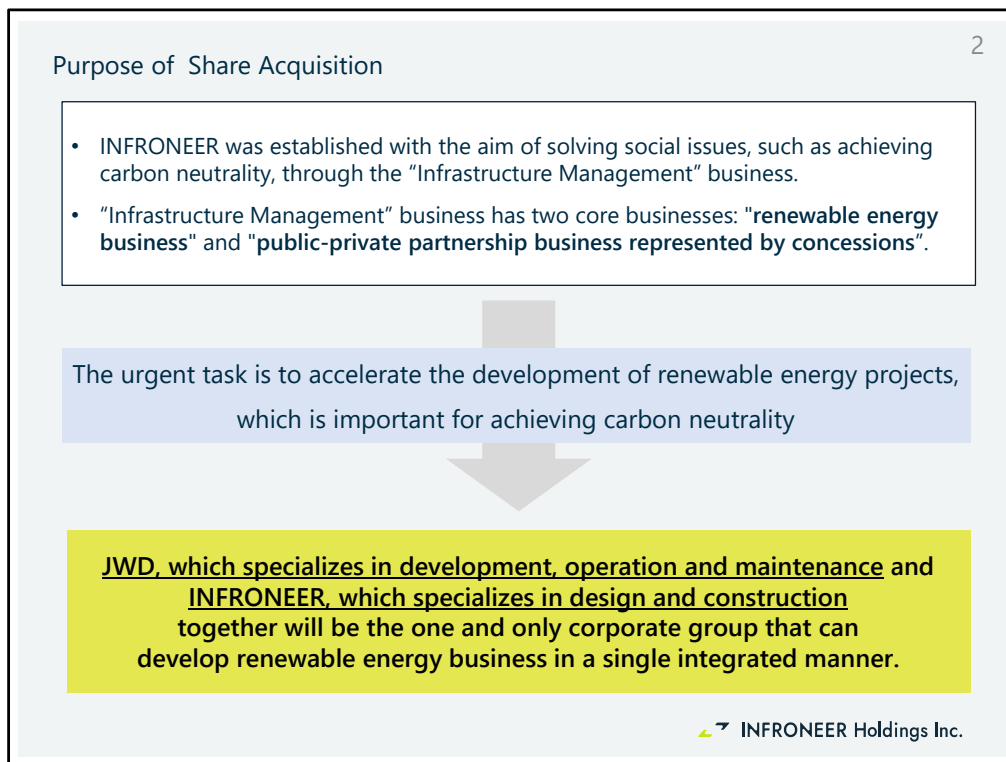
The share purchase agreement was signed on 12th December.

The transfer is scheduled to be executed in late January.

The acquisition cost is over JPY 200 billion.

The counterparty for the share acquisition is Bain Capital.

The target of the acquisition is Japan Wind Development Co., Ltd.




Our company, INFRONEER Holdings, was established with the aim of solving social issues, such as achieving carbon neutrality, through the infrastructure management business. The infrastructure management business consists of renewable energy projects and public-private partnership projects such as concessions.

We recognize that accelerating the development of renewable energy projects is an urgent matter in order to achieve carbon neutrality. To this end, we have formed a partnership with Japan Wind Development ("JWD"), a company that excels in development, operation, and maintenance.

By leveraging our strengths in design and construction, we believe we can evolve into a distinctive corporate group capable of developing renewable energy businesses in a comprehensive and integrated manner.

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INFRONEER Holdings

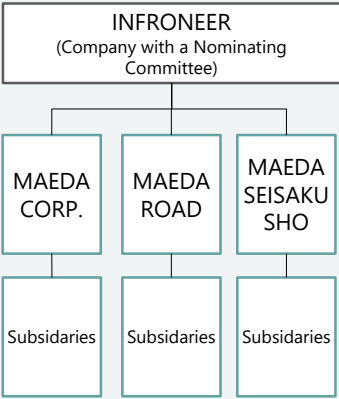


MAEDA CORP., MAEDA ROAD, and MAEDA SEISAKUSHO established a joint holding company, INFRONEER Holdings in October 2021.

Become "integrated infrastructure service company" mainly in the "infrastructure management" business that manages infrastructure from upstream to downstream.

- ✓ Due to declining population, falling birthrate, and aging population, the construction industry is at an inflection point.
- ✓ Become an "Integrated Infrastructure Service Company" that does not only aim to "create tangible outcomes"
- ✓ The growth engines for our "integrated infrastructure service company" are the public-private partnership projects and renewable energy projects
- ✓ Adopting form of company with a nominating committee, the majority of which consist of outside directors

Consolidated Data		FY2022	
Net Sales 709.6 Billion Yen	Profit Attributable to Owners of Parent 35.9 Billion Yen	Number of Employees 7,421	Total Assets 926.6 Billion Yen



INFRONEER Holdings Inc.

INFRONEER was established on 1 October 2021 as the holding company of MAEDA CORPORATION, MAEDA ROAD and MAEDA SEISAKUSHO.

Due to the rapid decline in population, falling birthrates and aging population, municipalities are facing a serious shortage of financial resources.


We believe that the construction industry is at an inflection point where it must break away from traditional construction business.

Leveraging our engineering capabilities in construction, cultivated over more than 100 years, we aim for the sustainable growth of the entire group. To achieve this, we are focusing on infrastructure management business that manages infrastructure from upstream to downstream, with the goal of becoming an 'integrated infrastructure service company'. The infrastructure management business, which forms the core of our growth strategy, includes the renewable energy business and the public-private partnership business such as concessions, both of which are

Medium-to Long-term Business Plan (INFRONEER Vision 2030).

As a basis for achieving high growth, we adopt form of company with a nominating committee, and the majority of which consist of outside directors. We are the first entity in construction industry to apply this structure which enables solid governance.

Japan Wind Development Co., Ltd (JWD) 4



JWD is a leading company in the wind power generation business, having consistently specialized in wind power generation from the dawn of the industry in Japan to the present day.
JWD seamlessly conducts from project development to O&M.

Over 95% Development Probability	<u>Exceptional development capabilities</u> demonstrated by the extremely high probability of construction and completion after the feasibility study
Over 570MW Total Capacity	<u>Top tier development track record</u> since the founding
Appx 3,600MW Developing Projects	<u>Possessing numerous highly feasible and profitable developing projects</u> backed by the outstanding know-how
Inhouse O&M	Only company in Japan which owns a company capable of <u>wind farm O&M</u>

INFRONEER Holdings Inc.

JWD is the leading company in the wind power generation business, having consistently specialized in wind power since the dawn of the wind power generation business in Japan until the present day.

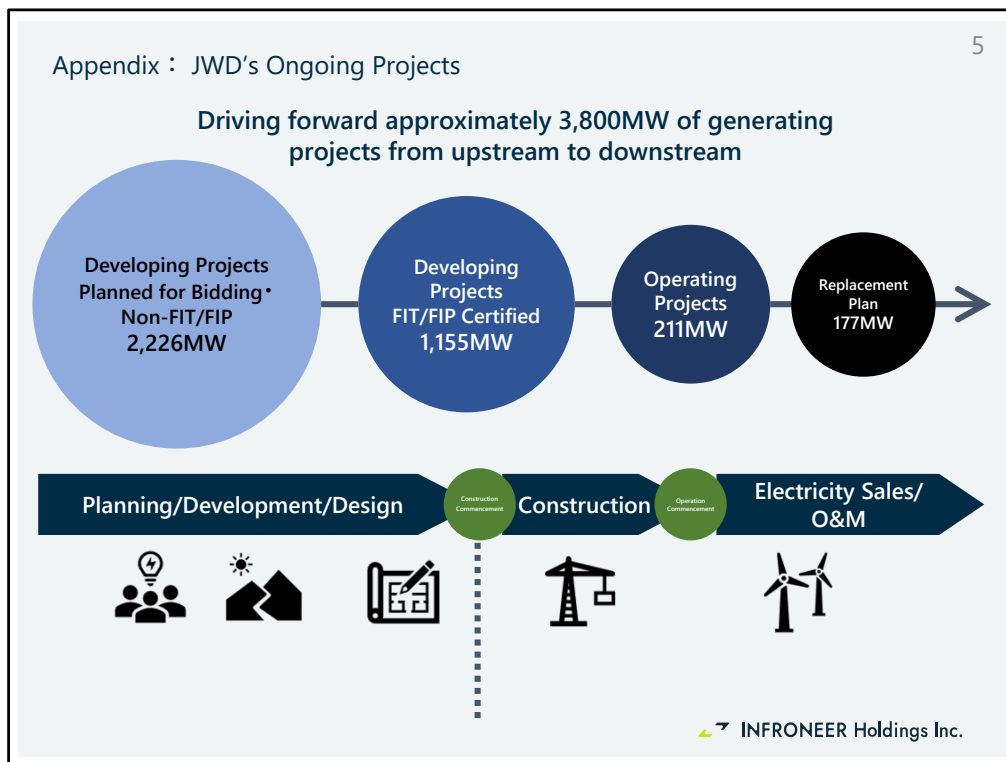
JWD has wealth of industry-leading development experience and has developed approximately 300 wind turbines in Japan and abroad, with a total capacity of approximately 570 MW.

The probability of construction and completion after the feasibility study is extremely high, at over 95%, and the company has built up an industry-leading development track record since its establishment.

In addition to development, JWD also specializes in the operation and maintenance of wind power generation

facilities and has the top share of its domestic market.

Furthermore, JWD is the only company amongst its competitors that operates and maintains projects which are not developed by them or their group companies and has outstanding know-how in this area.



The scale of the projects undertaken by JWD is shown here on this slide.

From upstream to downstream, the company is involved in power generation projects of approximately 3,800 MW.

INFRONEER group has firsthand knowledge of JWD 's outstanding planning and development capabilities, as well as their expertise in operations and maintenance (O&M). This knowledge has been gained through collaboration on project development, and design and build projects developed by JWD.

While the JWD's strength lies in its exceptionally high development and engineering capabilities, and it has achieved top-class development results in Japan, we speculate that it has had issues with its governance and

compliance systems, as seen in the compliance issues that have arisen.

Accurate project value assessment making use of our expertise

- In calculating the enterprise value, we have made use of our expertise in the wind power and renewable energy business field to thoroughly investigate the costs and feasibility of the projects under development.
- We eliminated valuation risks to include value based on excessive expectations by way of limiting the scope of valuation. We have excluded the following; 'offshore wind projects', 'design and construction profit', 'approximately half of new projects', 'replacement value' and 'increased environmental value'

Approach to compliance issues – Thorough Legal Due Diligence

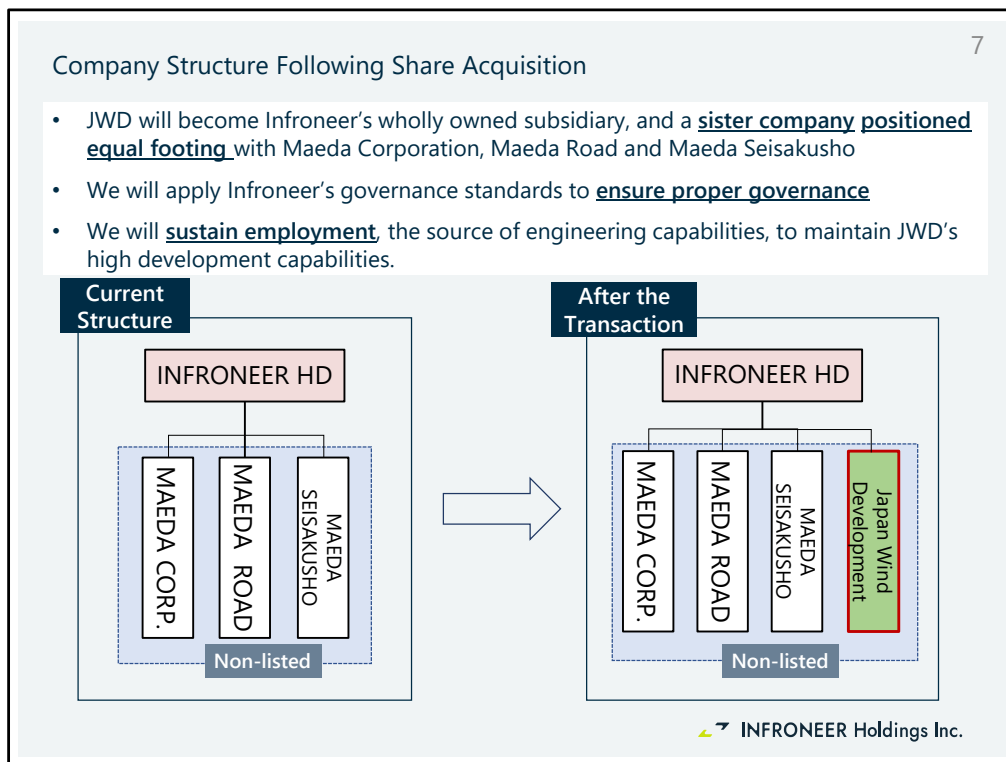
- We have conducted a thorough investigation with external experts in terms of compliance issues
- We will enhance governance by applying our solid governance system

In considering the acquisition of the shares, we carried out a thorough due diligence, and investigation.

In calculating the enterprise value, we made use of our expertise in the wind power and renewable energy business to thoroughly investigate the costs and feasibility of the projects under development.

By limiting the scope of the value calculation and excluding 'offshore wind', 'design and construction profit', 'approximately half of new projects', 'replacement value' and 'increased environmental value', we eliminated valuation risks by avoiding a corporate value that includes excessive expectations.

We also conducted a detailed study of compliance issues with external experts and, after appropriate discussions, we decided to acquire the shares as we believe that this is a company that will join our group and grow together with us under a solid governance system.

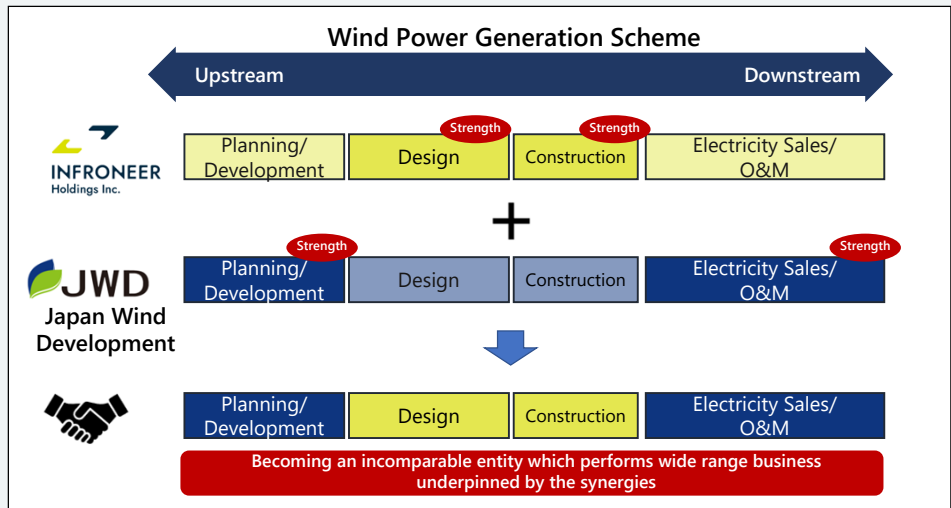


JWD will become INFRONEER's wholly owned subsidiary, and a sister company positioned equal footing with MAEDA CORPORATION, MAEDA ROAD and MAEDA SEISAKUSHO.

The new group will be managed in accordance with the Group's governance standards to ensure proper governance and to grow together as a new group member with outstanding engineering capabilities.

We will sustain employment, the source of engineering capabilities, to maintain JWD's high development capabilities.

- Bringing together JWD, which specializes in development and O&M, and INFRONEER, which excels in design and build, we aim to complement and mutually utilize each other's know-how, technology, networks and other strengths



JWD’s business model, which integrates project development with operations and maintenance (O&M) of wind power generation projects, aligns with INFRONEER’s ‘integrated infrastructure services’ business model. INFRONEER and JWD each have strengths in different areas. We believe that collaboration between the two companies will create synergies to further expand both companies’ renewable energy businesses.

Bringing together JWD, which specializes in development and O&M, and INFRONEER, which excels in design and build, we aim to complement and mutually utilize each other’s know-how, technology, networks and other strengths. We aim to become a unique corporate group that can broadly develop renewable energy businesses in an integrated manner. Our

goal is to be a one-of-a-kind corporate group with the capability to develop a wide array of integrated renewable energy businesses.

We believe that the new group structure will enable us to accelerate our efforts in the renewable energy business and significantly increase the likelihood of realizing the target set in our Medium-to-Long-term Business Plan. This plan aims for the infrastructure operation business to contribute approximately half of the 100 billion yen in operating profit by 2030.

In the renewable energy market, which is anticipated to further expand, we aspire to grow as the leading corporate group in both name and reality. Our aim is to address all societal issues related to achieving carbon neutrality, and to continue evolving as an 'integrated infrastructure service corporate group'.

The share acquisition is scheduled for completion in late January.