



September 13, 2023

Company name: ITOCHU Techno-Solutions Corporation

Representative: Ichiro Tsuge, President & CEO  
(Securities Code: 4739, TSE Prime Market)

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### **Announcement of Setting of Record Date for Convocation of Special Shareholders' Meeting**

ITOCHU Techno-Solutions Corporation (the “**Company**”) hereby announces that it has decided, by a resolution of its board of directors as of today, as follows on the setting of the record date for the convocation of a special shareholders’ meeting (the “**Special Shareholders’ Meeting**”) to be held in mid-November 2023.

#### 1. Record Date, Etc. for the Special Shareholders’ Meeting

The Company resolved to set September 30, 2023 (Saturday) as the record date in order to determine the shareholders who will be entitled to exercise their voting rights at the Special Shareholders’ Meeting and determined that the shareholders described or recorded in the last shareholder register as of September 30, 2023 will be entitled to exercise their voting rights at the Special Shareholders’ Meeting.

- (1) Record Date: September 30, 2023 (Saturday)
- (2) Date of Public Notice: September 13, 2023 (Wednesday)
- (3) Method of Public Notice: Electronic public notice  
(to be posted on the Company’s website.)  
[https://ssl4.eir-parts.net/doc/4739/ir\\_material1/213460/00.pdf](https://ssl4.eir-parts.net/doc/4739/ir_material1/213460/00.pdf)

#### 2. Schedule and Agenda for the Special Shareholders’ Meeting

As stated in the “Announcement of Opinion in Support of the Tender Offer for the Company Shares by Digital Value Chain Partners, GK, a Subsidiary of ITOCHU Corporation, the Parent Company and Recommendation for our Shareholders to Tender their Shares in the Tender Offer” announced by the Company on August 2, 2023, if the tender offer for all of the common shares of the Company (the “**Company Shares**”) (excluding the Company Shares held by ITOCHU Corporation (“**ITOCHU**”) and the treasury shares held by the Company; the same applies hereinafter) by Digital Value Chain Partners, GK (the “**Tender Offeror**”; collectively with ITOCHU, the “**Tender Offerors**”) which is wholly owned by ITOCHU, which is a controlling shareholder (parent company) of the Company (the “**Tender Offer**”) has been completed but not all of the Company Shares are acquired through the Tender Offer, the Tender Offeror plans to implement a series of procedures by the methods described below after the completion of the Tender Offer, to have the Company’s shareholders comprise of only the Tender Offerors.

Specifically, (i) if, as a result of the successful completion of the Tender Offer, the total number of voting rights in the Company owned by the Tender Offerors becomes 90% or more of the number of the voting rights of all shareholders of the Company, and ITOCHU becomes a special controlling shareholder as provided for in Article 179, paragraph 1 of the Companies Act, ITOCHU intends to, promptly after the completion of the settlement of the Tender Offer, make a demand to all of the shareholders of the Company (excluding the Tender Offerors and the Company) to sell all of the Company Shares they hold (the “**Demand for Share Cash-Out**”) under the provisions of Part II, Chapter II, Section 4-2 of the Companies Act. On the other hand, (ii) if, after the successful completion of the Tender Offer, the total number of voting rights in the Company owned by the Tender Offerors is less than 90% of the number of voting rights of all shareholders of the Company, the Tender Offerors intends to request, promptly after the settlement of the Tender Offer, the Company to hold a special shareholders’ meeting (the “**Special Shareholders’ Meeting**”) of the Company around November 2023 at which proposals for a share consolidation with respect to the Company Shares (the “**Share Consolidation**”) in accordance with Article 180 of the Companies Act and a partial amendment to the articles of incorporation to abolish provisions on share unit numbers on the condition that the Share Consolidation becomes effective will be submitted. The Tender Offerors intend to approve the proposals described above at the Special Shareholders’ Meeting.

For cases where it is necessary to hold the Special Shareholders’ Meeting, the Company has determined, by way of preparation, to set in advance the record date that would be required for convocation of the Special Shareholders’ Meeting. If the Special Shareholders’ Meeting is to be held, the Company will announce the date and time, place, and details of the agenda of the Special Shareholders’ Meeting and other matters once they have been decided.

On the other hand, if the Tender Offer is not successfully completed, or if, as a result of the successful completion of the Tender Offer, the total number of voting rights in the Company owned by the Tender Offerors becomes 90% or more of the number of the voting rights of all shareholders of the Company and ITOCHU makes the Demand for Share Cash-Out, the Company will not hold the Special Shareholders’ Meeting or use the record date for the Special Shareholders’ Meeting.

End