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November 18, 2025

To whom it may concern:

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and President  
(Code No.: 1821, Prime Market of the TSE)  
  
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**Notice Regarding Resolution Approving Share Consolidation, Abolition of Provisions on Share Unit Numbers, and Partial Amendments to Articles of Incorporation**

Sumitomo Mitsui Construction Co., Ltd. (the “Company”) hereby announces that, as announced in “Notice of Holding of Extraordinary Shareholders’ Meeting for Share Consolidation, Abolition of Provisions on Share Unit Numbers, and Partial Amendments to Articles of Incorporation” dated September 30, 2025 (the “Company’s Press Release Dated September 30, 2025”), the Company submitted proposals for the share consolidation, abolition of provisions on share unit numbers, and partial amendments to the Articles of Incorporation at the extraordinary shareholders’ meeting held today (the “Extraordinary Shareholders’ Meeting”), and these proposals were approved and passed as originally drafted, as follows.

Consequently, shares of the Company’s common stock (the “Company Shares”) fall under the delisting criteria set forth in the Securities Listing Regulations of Tokyo Stock Exchange, Inc. (the “TSE”). As a result, the Company Shares will be designated as a delisted issue from today to December 18, 2025, and subsequently delisted on December 19, 2025. Please note that after the delisting, no Company Shares can be traded on the Prime Market of the TSE.

1. Proposal No. 1 (Share Consolidation)

The share consolidation outlined below (the “Share Consolidation”) was approved by shareholders of the Company at the Extraordinary Shareholders’ Meeting. Details of the Share Consolidation are as stated in the Company’s Press Release Dated September 30, 2025.

(I) Class of Shares to Be Consolidated

Shares of common stock

(II) Consolidation Ratio

50,000,000 Company Shares will be consolidated into one share.

(III) Total Number of Issued Shares to Be Decreased

156,880,370 shares (Note 1)

(Note 1) The total number of issued shares to be decreased is based on the number of shares obtained by deducting the number of treasury shares owned by the Company as of August 31, 2025 (5,792,948 shares) that will be cancelled on December 22, 2025, as resolved by the Board of Directors on September 30, 2025, from the total number of issued shares of the Company as of June 30, 2025 (162,673,321 shares) stated in “Consolidated Financial Results for the Three Months Ended June 30, 2025 [Japanese GAAP]” (the “Company’s First Quarter Financial Results”) published by the Company on August 6, 2025.

(IV) Total Number of Issued Shares Before the Effective Date

156,880,373 shares (Note 2)

(Note 2) The total number of issued shares before the effective date is the number of shares obtained by deducting the number of treasury shares owned by the Company as of August 31, 2025 (5,792,948 shares) that will be cancelled on December 22, 2025, as resolved by the Board of Directors on September 30, 2025, from the total number of issued shares of the Company as of June 30, 2025 (162,673,321 shares) stated in the Company’s First Quarter Financial Results published by the Company on August 6, 2025.

(V) Total Number of Issued Shares After the Effective Date

3 shares

(VI) Total Number of Authorized Shares on the Effective Date

10 shares

(VII) Method of Treatment of Fractions Less than One Share, If Any, and Amount of Monies Expected to Be Delivered to Shareholders by Such Treatment

As a result of the Share Consolidation, the number of the Company Shares owned by shareholders other than INFRONEER Holdings Inc. (the “Tender Offeror”) will be a fraction less than one share.

If a fraction less than one share arises in the number of shares as a result of the Share Consolidation, the Company will sell the Company Shares in a number equal to the total number of those fractions (if there is a fraction less than one share in that total number, that fraction is to be discarded; hereinafter the same) and will deliver the proceeds obtained from that sale to the shareholders in proportion to the fractions attributed to them in accordance with the procedures prescribed in Article 235 of the Companies Act (Act No. 86 of 2005, as amended; hereinafter the same) and other applicable laws and regulations. Given that the Share Consolidation will be conducted as part of the Transaction whose purpose is to make the Company’s shareholder only the Tender Offeror and privatize the Company Shares, that since the Company Shares will be delisted on December 19, 2025 and will have no market price, and that it is unlikely that a purchaser will appear in the case of an auction, the Company plans to sell those shares to the Tender Offeror with court permission for such sale, in accordance with

Article 234, paragraph (2) of the Companies Act as applied *mutatis mutandis* pursuant to Article 235, paragraph (2) of the same Act.

Regarding the sale price in this case, if the required court permission is obtained as scheduled, the Company plans to set the price in such a manner that monies in the amount obtained by multiplying (i) the number of the Company Shares owned by the shareholders listed or recorded in the Company's last shareholders' register on December 22, 2025, the day immediately preceding the effective date of the Share Consolidation, by (ii) 600 yen, being the same as the Tender Offer Price, will be delivered. However, if court permission is not obtained, or if fractional adjustments are required for calculation purposes, the amount of monies to be delivered may differ from the above amount.

## 2. Proposal No. 2 (Partial Amendments to the Articles of Incorporation)

The partial amendments to the Company's Articles of Incorporation outlined below were approved by shareholders of the Company at the Extraordinary Shareholders' Meeting. Details of such amendments are as stated in the Company's Press Release Dated September 30, 2025.

These partial amendments to the Articles of Incorporation will take effect on December 23, 2025 on the condition that the Share Consolidation takes effect.

- (I) If the Share Consolidation takes effect, the total number of authorized shares of the Company will be amended to 10 shares. Therefore, the provision regarding the total number of authorized shares in Article 5 (Total Number of Shares) of the Articles of Incorporation will be amended on the condition that the Share Consolidation takes effect.
- (II) If the Share Consolidation takes effect, the total number of issued shares of the Company will be 3 shares, and there will no longer be any need to provide the share unit numbers. Therefore, on the condition that the Share Consolidation takes effect, in order to abolish the provisions on share unit numbers for the Company Shares, which is currently 100 shares per share unit, the full text of Article 7 (Share Unit Numbers), Article 8 (Rights Concerning Shares Less than One Unit), and Article 8-2 (Additional Purchase of Shares Less than One Unit) of the Articles of Incorporation will be deleted, and the number of provisions will be advanced in accordance with the change.
- (III) The Company Shares will be delisted upon implementation of the Share Consolidation, and the Tender Offeror will be the only shareholder of the Company; therefore, the provision regarding the electronic provision system for the materials for a shareholders' meeting will cease to be necessary. Therefore, on the condition that the Share Consolidation takes effect, the full text of Article 13-2 (Electronic Provision Measures, etc.) of the Articles of Incorporation will be deleted, and the number of provisions will be advanced in accordance with the change.

## 3. Schedule for the Share Consolidation

(I)	Date of holding the Extraordinary Shareholders' Meeting	Tuesday, November 18, 2025
(II)	Date of designation as a delisted issue	Tuesday, November 18, 2025
(III)	Last trading date of the Company Shares	Thursday, December 18, 2025 (scheduled)
(IV)	Delisting date of the Company Shares	Friday, December 19, 2025 (scheduled)
(V)	Effective date of the Share Consolidation	Tuesday, December 23, 2025 (scheduled)

End