



January 29, 2026

To whom it may concern:

Company name: Carlit Co., Ltd.
(<https://www.carlithd.co.jp>)

Representative: Hirofumi Kaneko, Representative Director and President
(Securities code: 4275; Prime Market of the Tokyo Stock Exchange)

Inquiries: Hajime Yamamoto, General Manager of Public Relations & IR Group Corporate Planning Dept.
(TEL: +81-3-6893-7060)

Notice Regarding the Absorption-Type Merger Between Consolidated Subsidiaries

As disclosed in the press release dated November 27, 2025, titled “Notice Regarding Commencement of Preparations for Absorption-Type Merger Between Consolidated Subsidiaries,” the Company hereby announces that, at a meeting of the Board of Directors held today, it resolved that General Design Co., Ltd. (Representative Director and President: Shin Amanai; capital stock: JPY 10 million; hereinafter “General Design”) and SD Network Co., Ltd. (Representative Director and President: Shin Amanai; capital stock: JPY 10 million; hereinafter “SD Network”), both of which are consolidated subsidiaries of the Company, will conduct an absorption-type merger with General Design as the surviving company, effective April 1, 2026, as set forth below.

As this merger will be carried out between the Company’s consolidated subsidiaries, certain disclosure items have been omitted.

1. Purpose of the Merger

The objectives of the merger are as follows. By unifying the management structure, the Company aims to expand earnings and enhance management efficiency.

- (1) Centralization and streamlining of organizational and administrative divisions
- (2) Strengthening of governance systems
- (3) Utilization of Human Capital and Integration of Management Resources

2. Summary of the Merger

(1) Method of the Merger

The merger will be conducted as an absorption-type merger, with General Design as the surviving company and SD Network as the absorbed (dissolving) company.

(2) Schedule

Board of Directors meeting approving the merger (the Company)	January 29, 2026
Board of Directors meeting approving the merger (the parties)	February 9, 2026 (scheduled)
Execution date of the merger agreement (the parties)	February 9, 2026 (scheduled)
Effective date of merger	April 1, 2026 (scheduled)

Note: The Company plans not to convene a shareholders’ meeting to approve the merger agreement, as the merger will be conducted as a short-form merger pursuant to Article 796, Paragraph 2 of the Companies Act with respect to General Design, and as an abbreviated-form merger pursuant to Article 784, Paragraph 1 of the Companies Act with respect to SD Network.

(3) Allocation Related to the Merger

As the parties to the merger are wholly owned subsidiaries of the Company, no merger ratio will be

determined.

In addition, as General Design is a wholly owned subsidiary of the Company and SD Network is a wholly owned subsidiary of General Design, no issuance of new shares, increase in capital stock, or delivery of cash or other consideration is expected in connection with the merger.

(4) Treatment of Stock Acquisition Rights and Bonds with Stock Acquisition Rights in Connection with the Merger

Not applicable.

3. Overview of the Parties to the Merger (as of March 31, 2025)

Item	Surviving company in the absorption-type merger	Absorbed company in the absorption-type merger
(1) Corporate name	General Design Co., Ltd.	SD Network Co., Ltd.
(2) Head office location	1-7-14 Nishi-shimbashi, Minato-ku, Tokyo	1-3-26 Ota-cho, Suma-ku, Kobe-shi, Hyogo
(3) Title and name of representative	Representative Director and President: Shin Amanai	Representative Director and President: Shin Amanai
(4) Main business	Design and supervision of buildings and structures, and of water supply and sewerage and wastewater treatment facilities, etc.	Architectural design and supervision, and consulting services, etc.
(5) Capital stock	JPY 10 million	JPY 10 million
(6) Date of establishment	November 1978	September 1990
(7) Number of issued shares	20,000 shares	200 shares
(8) Fiscal year-end	March 31	March 31
(9) Major shareholders and ownership ratio (as of January 29, 2025)	Carlit Co., Ltd. (100%)	General Design Co., Ltd. (100%)
Financial Results for the Fiscal Year Ended March 31, 2025 (Non-consolidated)		
Net assets	JPY 981 million	JPY 272 million
Total assets	JPY 1,635 million	JPY 305 million
Net assets per share	JPY 49,091.48	JPY 1,361,625.54
Net sales	JPY 1,089 million	JPY 285 million
Operating profit	JPY 339 million	JPY 59 million
Ordinary profit	JPY 2 million	JPY 59 million
Net profit	JPY 283 million	JPY 40 million
Net profit per share	JPY 14,158.21	JPY 201,371.80

4. Future outlook

The impact on the Company's consolidated results will be immaterial as the Merger is between wholly-owned consolidated subsidiaries