

To whom it may concern:

Company name	NEC Corporation
Name of Representative	Takayuki Morita
Securities Code	President and CEO
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Notice Regarding a Corporate Split (Simplified Absorption-Type Corporate Split) with a Wholly-Owned Subsidiary

NEC Corporation (“NEC”) announced today that it has determined to succeed to the business for large-sized enterprises (excluding the food services business), governments, and municipalities of NEC Solution Innovators, Ltd., a wholly-owned subsidiary by way of an absorption-type split (the “Corporate Split”).

Some disclosure items and details have been omitted because the Corporate Split is a simplified absorption-type split in which a wholly-owned subsidiary of NEC is the splitting company.

1. Purpose of the Corporate Split

NEC is advancing the reorganization of NEC Group businesses to maximize customer value and strengthen market competitiveness. The Corporate Split is part of this effort, transferring the business for large-sized enterprises (excluding the food services business), governments, and municipalities of NEC Solution Innovators, Ltd. to NEC. By consolidating these businesses within NEC, NEC aims to unify customer touchpoints and integrate management resources such as personnel and expertise, thereby strengthening the ability to provide high-quality services.

2. Summary of the Corporate Split

(1) Schedule of the Corporate Split

- (i) Date of determination by Representative Executive Officer: February 2, 2026 (Monday)
- (ii) Date of execution of the absorption-type split agreement: February 2, 2026 (Monday)
- (iii) Effective date: July 1, 2026 (Wednesday) (scheduled)

(*) The Corporate Split is a simplified absorption-type split as stipulated in Article 796, Paragraph 2 of the Companies Act for NEC, and a short-form absorption-type split as stipulated in Article 784, Paragraph 1 of the Companies Act for NEC Solution Innovators, Ltd. and therefore, approval by the general meeting of shareholders is not required for either NEC or NEC Solution Innovators, Ltd.

(2) Method of the Corporate Split

The Corporate Split is an absorption-type split in which NEC Solution Innovators, Ltd. is the splitting company and NEC is the succeeding company.

(3) Details of allotment of shares

No shares or other consideration will be allotted upon the Corporate Split.

(4) Treatment regarding stock acquisition rights and bonds with stock acquisition rights upon the Corporate Split
Not applicable for the Corporate Split.

(5) Increase or decrease in stated capital as a result of the Corporate Split

There will not be any increase or decrease in the stated capital of any of the parties as a result of the Corporate Split.

(6) Rights and obligations to be assumed by the succeeding company

NEC will assume those assets, debts, contracts, and other ancillary rights and obligations related to the business for large-sized enterprises (excluding the food services business), governments, and municipalities of NEC Solution Innovators, Ltd. as stipulated in the absorption-type split agreement by way of the Corporate Split.

(7) Prospect of fulfillment of obligations

NEC has determined that there will be no impediment to the fulfillment of obligations by NEC on or after the effective date.

3. Overview of the Parties Involved in the Corporate Split

	Succeeding Company	Splitting Company
(1) Name	NEC Corporation	NEC Solution Innovators, Ltd.
(2) Location	7-1, Shiba 5-chome, Minato-ku, Tokyo	18-7, Shinkiba 1-chome, Koto-ku, Tokyo
(3) Name and Title of Representative	Takayuki Morita, Director, Representative Executive Officer, President and CEO	Takao Iwai, President and Representative Director
(4) Business	IT services business and social infrastructure business	System integration and system service business, and software development
(5) Stated Capital	JPY 427.8 billion	JPY 8,668 million
(6) Date of Incorporation	July 17, 1899	September 9, 1975
(7) Number of Issued Shares	1,364,249,315 shares	40,089,040 shares
(8) Fiscal Period	March 31	March 31
(9) Major Shareholders and Shareholding Ratio	<p>The Master Trust Bank of Japan, Ltd. (Trust account) 17.09%</p> <p>Custody Bank of Japan, Ltd. (Trust account) 8.39%</p> <p>JP MORGAN CHASE BANK 385632 (Standing proxy: Settlement & Clearing Services Department of Mizuho Bank, Ltd.) 5.47%</p> <p>NTT, Inc. 4.88%</p> <p>STATE STREET BANK AND TRUST COMPANY 505001 (Standing proxy: Settlement & Clearing Services Department of Mizuho Bank, Ltd.) 2.96%</p> <p>SUMITOMO LIFE INSURANCE COMPANY 2.10%</p> <p>STATE STREET BANK WEST CLIENT - TREATY505234 (Standing proxy: Settlement & Clearing Services Department of Mizuho Bank, Ltd.) 2.07%</p> <p>GOVERNMENT OF NORWAY (Standing proxy: Custody Operations of Citibank, N.A., Tokyo Branch) 1.52%</p> <p>JP MORGAN CHASE BANK 385781 (Standing proxy: Settlement & Clearing Services Department of Mizuho Bank, Ltd.) 1.36%</p>	<p>NEC Corporation 100%</p>

	BNYM AS AGT/CLTS NON TREATY JASDEC (Standing Proxy: MUFG Bank, Ltd.)	1.15%	
(10) Financial Conditions and Results of Operation for the Fiscal Year immediately before the Corporate Split	Fiscal year ended March 31, 2025 (consolidated)		Fiscal year ended March 31, 2025
Total Equity/ Net Assets	JPY 2,071.5 billion		JPY 98.852 billion
Total Assets	JPY 4,315.4 billion		JPY 221.256 billion
Equity per share attributable to Owners of the Parent/ Net Assets per share	JPY 1,464.71		JPY 2465.82
Revenue	JPY 3,423.4 billion		JPY 313.837 billion
Operating Profit	JPY 256.5 billion		JPY 8.189 billion
Net Profit Attributable to Owners of the Parent	JPY 175.2 billion		JPY 6.43 billion
Net Profit for the year/ Ordinary Income	JPY 184.7 billion		JPY 8.455 billion
Earnings per share attributable to Owners of the Parent/ Net Profit per share	JPY 131.50		JPY 160.41

(*) The information of the major shareholders and shareholding ratio of the splitting company is the status as of the end of September 2025.

(*) The splitting company conducted a share split at a ratio of five (5) shares for one (1) share of its common share, effective April 1, 2025. "Equity per share attributable to Owners of the Parent" and "Earnings per share attributable to Owners of the Parent" have been calculated assuming that the share split had occurred at the beginning of the fiscal year ended March 2025.

4. Overview of the businesses to be succeeded

(1) Description of the businesses to be succeeded

Business for large-sized enterprises (excluding the food services business), governments, and municipalities of NEC Solution Innovators, Ltd.

(2) Results of operation for the businesses to be succeeded (Fiscal year ended March 31, 2025)

Revenue: JPY 12 billion

(3) Items and amounts of assets and liabilities to be succeeded (Fiscal year ended March 31, 2025)

Assets		Liabilities	
Items	Book Value	Items	Book Value
Current Assets	JPY 93.0 million	Current Liabilities	JPY 92.5 million

(*) Although the above amounts will be fixed on the effective date of the Corporate Split, no significant changes are expected to be made.

5. Status after the Corporate Split

There will be no change in the company name, location, name and title of the representative, business, stated capital, and fiscal period of NEC as a result of the Corporate Split

6. Future Prospects

The impact which the Corporate Split will have on the business performance of NEC will be negligible.

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