

August 8, 2025

For Immediate Release:

MTI Ltd.
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Listing: TSE Prime [9438]
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Notice Regarding Acquisition of Shares (Conversion into Subsidiary) of a Newly Established Company through Company Split by Systembit Co., Ltd.

MTI Ltd. (hereinafter the “Company”) hereby announces that, at the meeting of its Board of Directors held on August 8, 2025, it resolved to acquire shares of a new company to be established by Systembit Co., Ltd. (hereinafter “SystemBit”) through an incorporation-type company split, for the purpose of acquiring System Bit’s cloud-based health checkup system business and related businesses, and to make the new company a subsidiary.

1. Reason for acquisition of shares

As part of our group’s efforts to enhance corporate value over the medium to long term, we are actively promoting the healthcare business, which is expected to drive future earnings growth, with the aim of increasing both its revenue and profit.

We have determined that acquiring the health checkup system business—which has been operated for many years by SystemBit and is used to manage data from corporate health checkups and medical examinations—will enable us to generate synergies with our existing healthcare business and contribute to the further expansion of the acquired business.

2. Outline of the subsidiary to be transferred (planned)

(1) Name	DAYSIO Co., Ltd.	
(2) Address	2-30-12 Minami-Ikebukuro, Toshima-ku, Tokyo	
(3) Name and title of representative	Shinichi Nagamori, CEO	
(4) Nature of business	Cloud-based health checkup system business	
(5) Capital stock	2,000 thousand yen (planned)	
(6) Fiscal year	September 30	
(7) Date of establishment	October 1, 2025 (planned)	
(8) Outstanding stocks	150 shares	
(9) Major shareholder and shareholding ratios	Shinichi Nagamori 100.00%	
(10) Relationship between the listed company and the relevant company	Capital relationship	Not applicable
	Personal relationship	Not applicable
	Business relationship	Not applicable
	Status as a related party	Not applicable

3. Summary of SystemBits (as of August 8, 2025)

(1) Name	Systembit Co., Ltd.	
(2) Address	2-30-12 Minami-Ikebukuro, Toshima-ku, Tokyo	
(3) Name and title of representative	Shinichi Nagamori, CEO	
(4) Nature of business	Sales of computers and network equipment, development and sales of telephone directory database packages, development and sales of software for medical care packages, development and sales of health checkup systems, etc.	
(5) Capital stock	61,400 thousand yen	
(6) Date of establishment	December 1, 1979	
(7) Major shareholder and shareholding ratios	Shinichi Nagamori 100.00%	
(8) Relationship between the listed company and the relevant company	Capital relationship	Not applicable
	Personal relationship	Not applicable
	Business relationship	Not applicable
	Status as a related party	Not applicable

4. Outline of the counterparty of the share acquisition

(1) Name	Shinichi Nagamori
(2) Address	Nerima-ku, Tokyo
(3) Relationship between the listed company and the relevant company	Not applicable

5. Number of shares acquired and status of shares held before and after acquisition

(1) Number of shares held before transfer	0 share (Number of voting rights: 0) (Voting rights ownership ratio: 0.00%)
(2) Number of shares acquired	150 shares (Number of voting rights: 150)
(3) Number of shares held after transfer	150 shares (Number of voting rights: 150) (Voting rights ownership ratio: 100.00%)

6. Schedule

(1) Date of Board of Directors' resolution	August 8, 2025
(2) Date of execution of share transfer agreement	August 8, 2025
(3) Date of incorporation of the newly established company through corporate separation	October 1, 2025 (Scheduled)
(4) Date of execution of stock transfer	October 1, 2025 (Scheduled)

7. Outlook for the future

This matter is expected to have a minimal impact on the consolidated results for the fiscal year ending September 2025.

(Reference) Consolidated earnings forecast for the current fiscal year (announced on August 8, 2025) and actual results for the previous fiscal year

	Net sales	Operating income	Ordinary income	Profit attributable to owners of parent	Net income Per share
	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Yen
Earnings forecast for FY2025 (For the fiscal year ending September 30, 2025)	29,400	2,800 ~3,200	2,900 ~3,300	2,660 ~2,940	48.06 ~53.12
FY2024 (Actual) (For the fiscal year ended September 30, 2024)	27,669	2,394	2,827	2,363	43.05

<Points to consider concerning forecasts>

Matters stated in this material concerning results forecasts are based on assessments, assumptions and convictions derived from information available to the Company at the time when this material is published. They may differ significantly from actual results due to a variety of factors, including future economic conditions in Japan and overseas, changes in conditions for business operations in Japan and overseas, or uncertain factors and potential risks inherent in forecasts. Those risks and uncertain factors include unpredictable effects on results that may arise from future events.

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Contact information for inquiries

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