

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.



September 30, 2026

Name of listed company: Computer Engineering & Consulting Ltd.
Representative: Takashi Himeno
Representative Director & President
(Securities Code: 9692 TSE Prime)
Contact: Hiroyuki Kaneki, General Manager
Corporate Strategy Office
(TEL: +81-(0)3-5789-2442)

**Notice Regarding the Acquisition of Shares of Cipher Co., Ltd.
(Making It a Wholly Owned Subsidiary)**

The Company hereby announces that, at a meeting of its Board of Directors held on September 18, 2026, it resolved to acquire all of the issued shares of Cipher Co., Ltd. (Head office: Shibuya-ku, Tokyo; Representative Director & President: Masao Fujiwara; hereinafter “Cipher”) and make it a consolidated subsidiary of the Company, and that it entered into a share transfer agreement with the shareholders of Cipher as of today, as described below.

1. Reason for the share acquisition

Under its Medium-Term Management Plan 2025–2027, the Company has been promoting “acceleration of growth investment and M&A activities” as one of its key measures. To strengthen and expand its system and infrastructure development business, the Company has decided to acquire all issued shares of Cipher and make it a member of the CEC Group.

Cipher operates a system integration business mainly in the financial, manufacturing, and government and public office sectors, and has maintained a cooperative relationship with the Company as a business partner for many years. The Company believes that making Cipher a subsidiary will enable the Group to enhance its corporate value over the medium to long term.

2. Overview of Cipher

(1) Trade Name	Cipher Co., Ltd.
----------------	------------------

(2) Head office location	4F Koshiichi Bldg., 6-19-16 Jingumae, Shibuya-ku, Tokyo		
(3) Title and name of representative	Masao Fujiwara, Representative Director & President		
(4) Business Description	System integration business, product solutions business, and consulting business		
(5) Capital	50 million yen		
(6) Established	April 1999		
(7) Major shareholder and shareholding ratio	Masao Fujiwara: 342 shares (85.5%)		
(8) Relationship between the listed company and the company	Capital relations	Not applicable	
	Personnel relations	Not applicable	
	Business relations	The Company outsources certain system development work to Cipher.	
(9) Operating results and financial position of the company for the last three years (Unit: thousand yen)			
Fiscal year ended	April 2024	April 2025	April 2026
Net assets	221,849	251,671	265,701
Total assets	586,133	626,102	532,946
Net sales	909,061	856,786	666,315
Operating income	47,152	38,663	32,152
Ordinary income	37,414	41,824	37,474
Net income	27,692	29,821	14,061

3. Overview of the counterparty to the share acquisition

(1) Name	Masao Fujiwara
(2) Address	Setagaya-ku, Tokyo
(3) Relationship between the listed company and the individual	There are no capital, personnel, or business relations between the Company and the individual that should be stated.

(Note) At the request of the counterparties to the share acquisition, individual shareholders other than the Representative Director are not stated.

4. Number of shares to be acquired and status of shares held before and after the acquisition

(1) Number of shares held before the change	0 shares (Number of voting rights: 0)
(2) Number of shares to be acquired	400 shares (Number of voting rights: 400) (Ratio to total number of issued shares: 100%)
(3) Number of shares held after the change	400 shares (Number of voting rights: 400) (Ratio to total number of issued shares: 100%)

5. Schedule

(1) Date of resolution by the Board of Directors	September 18, 2026
(2) Date of execution of the share transfer agreement	September 30, 2026
(3) Date of share acquisition	November 2, 2026 (scheduled)

6. Future outlook

If the share acquisition is completed as scheduled, Cipher will become a consolidated subsidiary of the Company on the day following the acquisition date. The impact of the share acquisition on the Company's consolidated results is expected to be minimal. Should any matters requiring disclosure arise in the future, the Company will provide prompt notice.