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Infomart Corporation

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Securities Code: 2492 (TSE Prime Market)

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## **Notice of Capital and Business Alliance with SpiderPlus & Co.**

Infomart Corporation (the "Company") hereby announces that at its Board of Directors meeting held on May 22, 2026, it resolved to enter into a capital and business alliance (hereinafter referred to as the "Capital and Business Alliance") with SpiderPlus & Co. (hereinafter referred to as "SpiderPlus") for the purpose of accelerating digital transformation (DX) in the construction industry, and to acquire common shares of SpiderPlus (hereinafter referred to as "SpiderPlus Shares"; such acquisition hereinafter referred to as the "Share Acquisition").

The Company entered into an agreement regarding the Capital and Business Alliance with SpiderPlus, and a share transfer agreement regarding the acquisition of SpiderPlus Shares (hereinafter referred to as the "Share Transfer Agreement") with Mr. Kenji Ito, the lead shareholder and President and CEO of SpiderPlus, on May 27, 2026, as detailed below.

Although this matter falls under the de minimis criteria for timely disclosure, the Company is disclosing this information voluntarily as it is deemed useful for investment decisions.

### 1. Reasons for and Objectives of the Capital and Business Alliance

In the construction industry, where the Company and SpiderPlus operate, long-term market expansion is expected due to national resilience initiatives, urban redevelopment, and demand for infrastructure development. On the other hand, the industry faces a serious challenge: a dramatic decrease in the number of workers at construction sites due to a declining birthrate, an aging population, working hour regulations, and issues with technical succession. Securing construction capacity to prepare for expanding demand and improving productivity to respond to the worsening labor shortage are urgent tasks for the construction industry as a whole.

Under the philosophy of "contributing to society together with our customers through businesses that are useful to the world, needed by the world, and appreciated by the world," the Company develops the "BtoB Platform" that connects companies via a digital platform, leading the digitalization of commercial transactions through "DtoD (Data to Data)." "BtoB Platform TRADE," an ordering service for all industries provided by the Company, is a platform that centrally manages operations such as quoting, ordering, and inspection necessary for business-to-business transactions on the cloud. Especially for the construction industry, it handles not only construction contracts and purchase orders but also the digitalization of "work-in-progress reports and progress billing" unique to the construction industry. It has been highly evaluated as a service that strongly promotes back-office DX by significantly reducing analog paperwork and communication costs between administrative and field departments. Furthermore, the Company is currently strengthening its "Construction Business" as a new industry-specific service following the food

industry. This Capital and Business Alliance will strongly accelerate the launch of this construction business and represents a strategic investment to make it a pillar of our business.

SpiderPlus operates a business that transforms job site work processes by combining "people" and "technology" to solve challenges in the construction industry under the mission of "Creating more 'fun' in 'work'." It has set a medium-term policy to evolve into a "job site infrastructure company" that continues to penetrate deeply into customers' work processes. To achieve this, in developing and promoting "SPIDER+ Workspace," a suite of integrated management software for job sites, SpiderPlus promotes collaboration not only through in-house development but also with external services that have high expertise and customer reputation in various business areas of the construction industry.

Through this Capital and Business Alliance, we will merge the Company's ordering DX know-how with SpiderPlus's deep knowledge of job site operations. Moving forward, both companies will contribute to solving challenges across the entire construction industry as a "job site infrastructure" that supports everything from the job site to the back office, by providing comprehensive solutions that streamline processes seamlessly from site construction management to back-office operations such as equipment and materials procurement.

## 2. Details of the Capital and Business Alliance

### (1) Expansion of Value Provided through Cross-selling of Both Companies' Services, etc.

By providing "BtoB Platform TRADE" and "SPIDER+" to their respective customer bases, building a solution delivery system, and considering the provision of integrated services, both companies will offer new solutions to customers. This will expand the range of customer issues resolved and accelerate the social implementation of DX in the construction industry, streamlining operations from site construction management to back-office duties such as equipment and materials procurement.

### (2) Discussions and Consideration for Product Collaboration and New Business Creation

The companies will begin considering the linkage of various data possessed by both services and functional integration. Specifically, they will start discussions on roles allocation and roadmap formulation for product collaboration and joint development. By combining the knowledge of both companies, they will continuously discuss and examine the possibilities of new businesses, such as developing new services and functions and jointly executing new businesses, to maximize operational efficiency from construction sites to back offices in the construction industry.

### (3) Strengthening the Management Structure by Combining Mutual Knowledge

The companies will mutually share and utilize their specialized expertise, including the Company's robust business operations and product management know-how, and the deep domain knowledge of construction sites accumulated by SpiderPlus. Specifically, through collaboration at both the management level and between field operations, they will build a strong management structure to continue solving challenges in the construction industry.

### 3. Number of Shares Acquired, Purchase Price, and Shareholding Before and After Acquisition

(1) Number of shares held before purchase	0 shares (Number of voting rights: 0) (Percentage of voting rights: 0%)
(2) Number of shares to be acquired	1,800,000 shares (common stock 1,800,000 shares) (Number of voting rights: 18,000)
(3) Acquisition cost	¥523 million
(4) Number of shares held after purchase	1,800,000 shares (common stock 1,800,000 shares) (Number of voting rights: 18,000) (Percentage of voting rights: 5.07%)

(Note) Calculated using the voting rights (354,856) pertaining to the total number of issued shares of SpiderPlus as of December 31, 2025 (excluding treasury shares and shares less than one unit), 35,485,600 shares, as the denominator.

#### Supplement to the details of the agreement in the Share Transfer Agreement

In the Share Transfer Agreement, the Company has agreed with the transferor, Mr. Kenji Ito, to grant the Company the following rights (call options and right of first refusal) to acquire additional SpiderPlus Shares held by him.

- **First Call Option:**  
The right to additionally acquire SpiderPlus Shares from Mr. Kenji Ito during the period from February 1, 2028, to January 31, 2029, up to the number of shares that would make the voting rights ratio 20% after the exercise of the First Call Option.
- **Second Call Option:**  
In the event that the Company's voting rights ratio decreases due to the issuance or disposal of shares, etc., by SpiderPlus, the right to additionally acquire SpiderPlus Shares from Mr. Kenji Ito in the amount necessary to maintain the voting rights ratio prior to the decrease (provided that if the voting rights ratio prior to the decrease is 25% or more, the number necessary to not fall below 25%). However, the maximum limit shall be the number of shares such that the shareholding ratio pertaining to the SpiderPlus Shares acquired based on the Share Transfer Agreement, the First Call Option, and the Second Call Option becomes 30%. For both the First Call Option and the Second Call Option, the exercise price is scheduled to be determined based on a certain formula that takes into account the market share price, etc., at the time of the exercise request.
- **Right of First Refusal:**  
A right stating that if Mr. Kenji Ito wishes to transfer or otherwise dispose of SpiderPlus Shares, the Company may acquire them under certain procedures and conditions.

Furthermore, in the agreement pertaining to the Capital and Business Alliance, the Company and SpiderPlus have agreed that, in principle, for three years from the execution date of the share transfer based on the Share Transfer Agreement, the Company shall not transfer or otherwise dispose of the SpiderPlus Shares acquired through said share transfer without the prior written consent of SpiderPlus. They have also agreed that as long as the voting rights ratio pertaining to the SpiderPlus Shares held by the Company itself is 20% or more, the Company can nominate one candidate for director of SpiderPlus. Additionally, they have agreed on general clauses such as non-compete obligations for both parties, representations and warranties, indemnification obligations for breaches of obligations and representations and warranties, confidentiality obligations, and the prohibition of the transfer of contractual status, rights, and obligations.

#### 4. Overview of the Partner of the Capital and Business Alliance (As of December 31, 2025)

(1) Name	SpiderPlus & Co.		
(2) Location of Head Office	2-2-1 Toranomom, Minato-ku, Tokyo		
(3) Job title/name of representative	Kenji Ito, CEO and Representative Director		
(4) Business Activities	Developer and Provider of the construction tech app "SPIDER+"		
(5) Share capital	¥2,513 million		
(6) Date of Establishment	February 9, 2000		
(7) Major shareholders and percentage of shares	Kenji Ito		52.90%
	THE BANK OF NEW YORK 133652 (Standing proxy: Settlement & Clearing Services Department, Mizuho Bank, Ltd.)		5.86%
	CHIYOMARU STUDIO, Inc.		2.28%
	THE BANK OF NEW YORK MELLON 140051 (Standing proxy: Settlement & Clearing Services Department, Mizuho Bank, Ltd.)		1.73%
	Hiroo Masuda		1.51%
	Junya Yoshida		1.41%
	SBI SECURITIES Co.,Ltd.		1.10%
	Takamasa Noda		0.99%
	Masato Suzuki		0.98%
	INTERACTIVE BROKERS LLC (Standing proxy: Interactive Brokers Securities Japan Inc.)		0.87%
(8) Listed company and the company Relationship with	Equity Relations	Not applicable.	
	Human relations	Not applicable.	
	Business relationship	Not applicable.	
	Applicable status to the relevant party	Not applicable.	
(9) The company's consolidated operating results and financial position for the past 3 years			
As of / Fiscal year ended	December 31, 2023	December 31, 2024	December 31, 2025
Net assets	-	¥2,645 million	¥2,662 million
Total assets	-	¥4,211 million	¥4,162 million
Net assets per share	-	¥74.92	¥74.97
Net sales	-	¥4,072 million	¥4,895 million
Operating loss	-	¥(519) million	¥(10) million
Ordinary loss	-	¥(525) million	¥(40) million
Loss attributable to owners of parent	-	¥(771) million	¥(17) million
Net loss per share (Yen)	-	¥(21.92)	¥(0.49)
Dividends per share (Yen)	-Yen	-Yen	-Yen

(Note) Since SpiderPlus has started preparing consolidated financial statements from the fiscal year ended December 31, 2024, information for the fiscal year ended December 31, 2023, is not presented.

#### 5. Timetable

(1)	Date of board resolution	May 22, 2026
(2)	Execution date of the Capital and Business Alliance Agreement and this Share Transfer Agreement	May 27, 2026
(3)	Execution date of the Share Acquisition	May 29, 2026 (scheduled)

#### 6. Future outlook

While the Company estimates that the impact of this business alliance and share acquisition on its consolidated operating results for the fiscal year ending December 31, 2026 will be minor, it expects that these initiatives will help improve its service value and profitability in the medium term, thanks to synergies from product collaboration and the creation of new services and products. The Company will promptly disclose any future developments that warrant disclosure.