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## Absorption-type merger of consolidated subsidiary SUPER SOFTWARE COMPANY LTD.

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**March 22, 2012**—SCSK Corporation (“SCSK”) resolved at a board meeting held on March 22, 2012 to conduct an absorption-type merger of its consolidated subsidiary SUPER SOFTWARE COMPANY LTD. (“SUPER SOFTWARE”) as of June 1, 2012. The details follow.

Because this is a merger of a wholly owned subsidiary into SCSK, certain disclosure items and contents have been abbreviated.

### 1. Objective of merger

SUPER SOFTWARE specializes in IT for the housing and construction industry, offering services including CAD systems for housing and housing business administration systems.

The decision to merge was based on the awareness that, by closely combining SUPER SOFTWARE’s housing and construction sector IT expertise with SCSK’s abundant personnel and business resources relating to systems development, IT management and other areas as well as its project management expertise, it would be possible to provide customers with even more optimized service than before.

### 2. Outline of merger

#### (1) Schedule

Approval of absorption-type merger agreement by boards of directors (both companies)	March 22, 2012
Signing of absorption-type merger agreement	March 22, 2012 (planned)
Merger date (effective date)	June 1, 2012 (planned)

\*As the merger falls under the category of simplified merger as stipulated in Article 796, paragraph 3 of the Companies Act for SCSK and under the category of short-form merger as stipulated in Article 784, paragraph 1 of the Companies Act for SUPER SOFTWARE, it will be carried out without receiving approval at shareholder meetings of the two companies.

#### (2) Method of merger

This merger conducted as an absorption-type merger in which SCSK is the surviving company and SUPER SOFTWARE is the extinguished company.

#### (3) Merger ratio and merger payments

As this merger is between SCSK and its wholly owned subsidiary, no new shares will be issued and no monetary amounts or other considerations will be exchanged.

#### (4) Stock acquisition rights and bonds with attached stock acquisition rights of extinguished company

No stock acquisition rights or bonds with attached stock acquisition rights have been issued by SUPER SOFTWARE.

### 3. Outline of companies involved

(As of December 31, 2011)

Unit: yen unless stated otherwise

	Surviving Company in Absorption-type Merger	Extinguished Company in Absorption-type Merger
(1) Corporate name	SCSK Corporation	SUPER SOFTWARE Co., Ltd.
(2) Head office	1-8-12, Harumi, Chuo-ku, Tokyo	2-26-1, Minami-Aoyama, Minato-ku, Tokyo
(3) Name and title of representative	Nobuhide Nakaido, Chairman & CEO	Kazuhiro Okumura, President and CEO
(4) Description of business	Design of Information systems, provision of operational services and sales of packaged software/hardware	Solutions business for the housing and construction industry, packaged software business, maintenance business
(5) Paid-in capital	21,152 million	100 million
(6) Date of establishment	October 25, 1969	November 6, 1984
(7) No. of shares issued	108,016,403 shares	333,585 shares
(8) Fiscal year end	March 31	March 31
(9) Major shareholders and ownership interest*	(1) Sumitomo Corporation 48.6% (2) Godo Kaisha ACA Investments 11.1% (3) SCSK Corporation 3.8%	SCSK Corporation 100.0%
(10) Financial situation and operating results for previous fiscal year		
	FY2011/3 (consolidated)	FY2011/3 (non-consolidated)
Net assets	94,568 million	202 million
Total assets	121,284 million	449 million
Net assets per share	1,884.78	606.58
Operating revenue	132,840 million	832 million
Operating income	7,076 million	(69 million)
Ordinary income	7,343 million	(68 million)
Net income	3,803 million	(213 million)
Net income per share	(76.13)	(637.66)

\* Major shareholders and ownership interest is as of October 1, 2011.

SCSK's second-largest shareholder, Godo Kaisha ACA Investments, transferred all shares held by February 9, 2012 and is not currently a shareholder.

#### 4. Status after the merger

(1) Corporate name	SCSK Corporation
(2) Head office	1-8-12, Harumi, Chuo-ku, Tokyo
(3) Representative	Nobuhide Nakaido, Chairman & CEO
(4) Description of business	Design of Information systems, provision of operational services and sales of packaged software/hardware
(5) Paid-in capital	21,152 million (no increase in paid-in capital from the merger)
(6) Fiscal year-end	March 31

#### 5. Outlook

As this absorption-type merger is between SCSK and its wholly owned subsidiary, the transaction will not have a material impact on SCSK's consolidated business performance.

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