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November 11, 2021

To whom it may concern:

Company name: BASE, Inc.
 Representative: Representative Director and CEO Yuta Tsuruoka
 (Code: 4477, Tokyo Stock Exchange Mothers)
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Absorption-type Merger of Wholly Owned Subsidiary (Simplified/Short-Form)

BASE, Inc. (Location: Minato-ku, Tokyo; Representative Director and CEO: Yuta Tsuruoka) hereby announces that the Board of Directors has finalized an absorption-type merger with BASE BANK, Inc. ("the merger" below), a wholly owned subsidiary of BASE, Inc. The merger will come into effect on January 1, 2022. Since it will be a simplified absorption-type merger with a wholly owned subsidiary, disclosures will omit some items and details.

1. Purpose of the Merger

Wholly owned subsidiary BASE BANK, Inc. engages in debt trading and other financial services. The merger is intended to streamline the Group's business resources.

2. Overview of the Merger

(1) Merger schedule

Board of Directors finalizes merger agreement	November 11, 2021
Merger agreement concluded	November 11, 2021
Date of merger (comes into effect)	January 1, 2022 (tentative)

*For BASE, Inc., the merger will be a simplified absorption-type merger according to Article 796, paragraph 2 of the Companies Act, while for BASE BANK, Inc., it will be a short-form merger according to Article 784, paragraph 1 of the Companies Act. Neither company will convene a general meeting of shareholders to approve the merger agreement.

(2) Form of merger

BASE, Inc. will be the company surviving the absorption-type merger, while BASE BANK, Inc. will be dissolved.

(3) Allocations from the merger

Since the merger will be with a wholly owned subsidiary of BASE, Inc., there will be no accompanying new issue of stock or payment of money delivered due to merger.

(4) Handling of share acquisition rights and corporate bonds with equity-purchase warrants of the disappearing company

There will be no such applicable matters.

3. Overview of Parties to the Merger

(1) Company surviving the absorption-type merger

1. Name	BASE, Inc.
2. Location	3-2-1 Roppongi, Minato-ku, Tokyo
3. Representative's position and name	Yuta Tsuruoka
4. Business description	Web service planning, development, operation, etc.
5. Capital	8,548,298,810 yen
6. Date established	December 11, 2012
7. Shares issued	110,862,749 shares
8. End of fiscal year	December 31
9. Large shareholders and stakes (as of June 30, 2021)	Yuta Tsuruoka 14.55%
	Custody Bank of Japan, Ltd. (trust account) 7.82%
	Goldman Sachs International 7.31%
	Marui Group Co., Ltd. 5.68%
	MSCO Customer Securities 4.94%
10. Financial situation and business results in prior business year	
End of fiscal year	December 2020 (consolidated)
Net assets	16,217 million yen
Total assets	28,505 million yen
Net assets per share	739.22 yen
Net sales	8,288 million yen
Operating profit	803 million yen
Ordinary profit	747 million yen
Current net profit attributable to shareholders of parent	584 million yen
Current net profit per share	28.18 yen

(2) Company disappearing in absorption-type merger

1. Name	BASE BANK, Inc.
2. Location	3-2-1 Roppongi, Minato-ku, Tokyo
3. Representative's position and name	Yuta Tsuruoka
4. Business description	Debt trading, other financial services, etc.
5. Capital	87,544,520 yen
6. Date established	January 4, 2018
7. Shares issued	4,000 shares
8. End of fiscal year	December 31
9. Large shareholders and stakes	BASE, Inc. 100.00%
10. Financial situation and business results in prior business year	
End of fiscal year	December 2002 (non-consolidated)
Net assets	78 million yen
Total assets	79 million yen
Net assets per share	19,560.38 yen
Net sales	27 million yen
Operating profit	46 million yen
Ordinary profit	46 million yen
Current net loss	46 million yen
Current net profit per share	13,241.25 yen

4. Post-Merger Situation

After the merger, BASE, Inc. will not change its name, location, representative's position and name, business description, capital, or end of fiscal year.

5. Impact on Results

Since the merger is with a wholly owned subsidiary, there will be minimal impact on consolidated results.

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