

April 11, 2022

Company name: MINKABU THE INFONOID INC.  
Representative: President and CEO Ken Uryu  
Listing: Growth Market, Tokyo (4436)  
Contact: Senior Executive Vice President and CFO Ryutaro Takada  
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## **Notice for Acquisition of Shares (Change of Subsidiary) of New Company to be Established by Incorporation-type Company Split of BANQ Inc.**

MINKABU THE INFONOID INC. (“the Company”) announced today that the Company has decided to enter the solution business to promote Web3, a blockchain-based network for companies. In addition, the Company entered into an investment agreement with BANQ Inc. (Head office: Minato-ku, Tokyo; Representative: Munetaka Takahashi, hereinafter “BANQ”) with respect to BANQ’s incorporation-type company split of its NFT division and the Company will acquire majority of the total voting rights of shares issued by new company, WEB3 WALLET, Inc. through the underwriting of the third party allocation of new shares, thereby making the company as a consolidated subsidiary.

### 1. Purpose of the acquisition for shares

In order to provide new value and UX by digitalization through the embodiment of personal activity value by NFT, based on the concepts of Web3, to the market, the Company and BANQ have agreed to jointly develop the solution business to lead companies from Web 2.0 to the Web 3 era by leveraging the neutrality and stable technological capabilities that the Company have cultivated in the media industry and BANQ's blockchain technology as well as application development capabilities.

Web3 is a network based on decentralized blockchain technology. Unlike Web 2.0, where information was centralized in a specific company or government, ownership of information belongs to individuals. User information that was previously limited to specific companies will be converted to NFT and managed by users in their own wallets, enabling a UX where users can receive various benefits not limited to specific companies. In addition, user information can be smoothly utilized in the fields of metaverse and e-sports by linking user information. As companies adapt to the Web3, information on loyal customers which used to be tied to specific companies and organizations, can now belong to individuals and be utilized across companies and organizational boundaries. This makes it possible to develop services based on information on loyal customers shared among multiple companies and organizations.

WEB3 WALLET, Inc. (to be renamed “MINKABU WEB3 WALLET, Inc.” after the acquisition of its company’s new shares) established by the way of incorporation-type company split, will support the participation of various companies in Web3 to create opportunities for them to approach loyal customers of services for their own and other companies.

Based on the Company’s mission of "providing a mechanism that embodies the value of information," we will support companies, organizations, and public institutions respond to the Web3 era by uncovering information

assets that have been buried within certain companies and creating new value, and will expand our group's business.

2. Overview of the subsidiary(planned))

(1)	Company Name	WEB3 WALLET, Inc.	
(2)	Office	7-15-7 Roppongi, Minato-ku, Tokyo	
(3)	Representative	Jun Takeda, Representative Director	
(4)	Business	1. NFT Marketplace Business 2. NFT-based Personal Activity Based Certificates Business" ("ABC Business")	
(5)	Pain-in Capital	10 million JPY	
(6)	Establishment	April 2022 (planned)	
(7)	Major shareholders and its shares	BANQ, Inc. (100.0%)	
(8)	Relationship between the listed company	Capital relationship	N/A
		Human resource relationship	N/A
		Transactions	N/A

\*Due to the subsidiary has not yet been established by an incorporation-type company split, the period since the start of operations of the subject business before the incorporation-type company split is extremely short, and the amount of assets, liabilities, and net assets to be transferred through the incorporation-type company split is also small, the operating results and financial position of the subsidiary are omitted.

3. The Company will underwrite the new shares to be issued by WEB3 WALLET Inc., through the third-party allotment, and plan to make it a subsidiary. The Company plans to allocate funds on hand as the source of the acquisition of shares.

(1) Number of shares issued	Common Stock, 1,050 shares
(2) Amount to be paid	190,476 JPY/share
(3) Total amount to be paid	199,999,800 JPY
(4) Capital to be increased	95,238 JPY/share
(5) Additional paid-in capital to be increased	95,238 JPY/share
(6) Allottees and number of shares to be allotted	the Company, 1,050 shares
(7) Date of payment	May 1, 2022 (planned)

4. Number of shares acquired, acquisition price and status of shares held before and after acquisition

(1)	Number of shares held before the acquisition	0 share (Number of voting rights: 0) (Voting rights ownership ratio: 0%)
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(2)	Number of shares acquired	1,050 shares (Number of voting rights: 1,050)
(3)	Acquisition price	Common stock of WEB3 WALLET, Inc 199 million JPY Total 199 million JPY
(4)	Number of shares held after the acquisition	1,050 shares (Number of voting rights: 1,050) (Voting rights ownership ratio: 51.2%)

#### 5. Schedule

(1)	Date of agreement	April 11, 2022
(2)	Execution date of third-party allotment	May 1, 2022 (planned)

#### 6. Outlook

The impact of this transaction on consolidated business results of the Company is expected to be negligible. We will immediately announce revisions to our earnings forecasts if such revisions become necessary in the future.

(Reference: Forecast of consolidated financial results for the current fiscal year and consolidated results for the previous fiscal year)

	Sales	EBITDA	Operating Profit	Ordinary Profit	Net income attributable to owners of parent
Forecast of consolidated financial results for the year ended March 2022	5,300 million JPY	1,680 million JPY	1,000 million JPY	900 million JPY	700 million JPY
Consolidated financial results for the year ended March 2021	4,158 million JPY	1,280 million JPY	759 million JPY	734 million JPY	564 million JPY