



June 28, 2022

Dear All,

Notice concerning controlling shareholders, etc.

ZOZO, Inc. (hereinafter, referred to as the “Company”) hereby announces the following notice concerning controlling shareholders, etc. of its parent company, Z Holdings Corporation.

1. Trade names, etc. of the parent company, controlling shareholders (excluding the parent company) and other associated companies and its parent company

(As of March 31, 2022)

Name	Relationship	Percentage of voting rights (%)			Financial instruments exchanges, etc. where issued share certificates are listed
		Direct ownership	Indirect ownership	Total	
SoftBank Group Corp.	Parent company	0.0	51.0	51.0	First Section of theTokyo Stock Exchange (Prime Market from April 4, 2022 onward)
SoftBank Group Japan Corporation	Parent company	0.0	51.0	51.0	—
SoftBank Corp.	Parent company	0.0	51.0	51.0	First Section of theTokyo Stock Exchange (Prime Market from April 4, 2022 onward)
A Holdings Corporation	Parent company	0.0	51.0	51.0	—
Z Holdings Corporation	Parent company	0.0	51.0	51.0	First Section of theTokyo Stock Exchange (Prime Market from April 4, 2022 onward)
Z Intermediate Holdings Corporation	Parent company	51.0	0.0	51.0	—

2. Name of the company having the most significant influence on the listed company from among parent companies and its reason

Name: Z Holdings Corporation

Reason: Two directors are dispatched to the Company, and that has a significant influence on its decision-making.

3. Positioning of the listed company within the corporate group of the parent company, etc., and other relationships with the parent company, etc.

(1) Relationship with the parent company, etc.

Z Holdings Corporation is a parent company of Z Intermediate Holdings Corporation, which directly possesses 51.0% of the Company's voting rights.

Between Z Holdings Corporation, there are business transactions such as a) payment of shop opening commission at PayPay Mall operated by Yahoo Japan Corporation, a subsidiary of Z Holdings Corporation, b) sending users to ZOZOTOWN from services offered by Z Holdings Corporation, including “Yahoo!JAPAN,” etc.

(2) Ensuring independence from parent companies, etc.

The Company called on two persons as directors from Z Holdings Corporation, and is receiving advice and recommendations from them for business operations based on their rich experience and broad knowledge cultivated in the Internet service industry. Regarding ensuring independence from parent companies, the

followings are clearly stated: a) the Company is able to make management decisions without operational restrictions from the parent company, b) the parent company respects management decisions of the Company on matters relating to employment, human resources and working conditions, c) directors from the parent company shall not participate in the resolutions of special interests at the Board of Directors, etc. Through these restrictions and regulations, we believe that independence from parent companies is ensured to a certain extent.

4. **Matters concerning transactions with controlling shareholders etc.**

Matters concerning transactions with controlling shareholders etc. are as follows:

(1) Increase the gross merchandise value at ZOZOTOWN PayPay Mall Shop

We opened a ZOZOTOWN shop at PayPay Mall operated by Yahoo Japan Corporation on December 17, 2019.

ZOZOTOWN PayPay Mall Shop is growing well, but there is still room for growth. We will increase the gross merchandise value by adding the functions that ZOZOTOWN has to ZOZOTOWN PayPay Mall Shop and make it more useful for a wide range of users.

(2) Share development resources

We will improve development speed and quality by sharing the technology capabilities of engineers between subsidiaries of Z Holdings Corporation and the Company.

(3) Use payment settlement services

We introduced various payment services to ZOZOTOWN, such as services provided by SB Payment Service and "PayPay" operated by PayPay Corporation.

5. **Implementation of measures to protect minority shareholders in transactions etc. with controlling shareholders**

We have established the "Guideline to ensure the fairness of transactions with the parent company group" as a guideline for measures to protect minority shareholders when conducting transactions with controlling shareholders, and we operate in accordance with these rules.

In transactions with controlling shareholders, etc., we will comply with laws and regulations, and shall not conduct transactions under unfairly favorable or disadvantageous conditions compared with the same, or similar transactions conducted with third parties. We will reasonably determine the terms and conditions of contracts and market prices in the same manner as in transactions with other companies, and will conduct transactions after thoroughly examining whether such transactions are permissible and their conditions, etc. so as not to unduly harm the rights of minority shareholders.

DISCLAIMER:

This document is summary translation of Japanese version. All readers are recommended to refer the original Japanese version for complete information. In the event of any discrepancy, errors and/or omissions, the Japanese version shall prevail.