

The following information was originally prepared and published by DeNA Co., Ltd. in Japanese as it contains timely disclosure materials to be submitted to the Tokyo Stock Exchange. This English translation is for your convenience only. To the extent there is any discrepancy between this English translation and the original Japanese version, please refer to the Japanese version.

DeNA



August 24, 2022

Company name: DeNA Co., Ltd.
(TSE Prime Stock Code: 2432)
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(Modification of Disclosed Matter) Notice on the Conclusion of Capital & Business Alliance Agreement with DATA HORIZON CO., LTD. (Securities Code: 3628), Commencement of Tender Offer for the Common Shares of DATA HORIZON CO., LTD. and Acceptance of Third-Party Allotment

On June 29, 2022 DeNA Co., Ltd. (hereinafter the “Tender Offeror” or “DeNA”) concluded a capital & business alliance agreement (hereinafter the “Capital & Business Alliance Agreement”) with DATA HORIZON CO., LTD. (hereinafter referred to as the “Target Company”) as described in the disclosure of June 29, 2022 titled “Notice on the Conclusion of Capital & Business Alliance Agreement with DATA HORIZON CO., LTD. (Securities Code: 3628), Commencement of Tender Offer for the Common Shares of DATA HORIZON CO., LTD. and Acceptance of Third-Party Allotment” (hereinafter the “Notice”). DeNA would like to announce that today a memorandum of understanding was concluded between DeNA and the Target Company regarding changing a portion of the items related to officers stipulated in the Capital & Business Alliance Agreement.

In conjunction a portion of the Notice was changed as described below. The changed sections are underlined.

The overview of the Capital & Business Alliance Agreement can be found in “1) The Capital & Business Alliance Agreement” under “(3) Significant agreements, etc. in respect of the Transactions” under “1. Purpose of Purchase, etc.” in the Notice.

(Prior to the change)

(vii) Items related to officers

- (A) The number of directors of the Target Company (excluding directors who are members of the Audit and Supervisory Committee) shall be six (6), and the number of directors who are members [Japanese “insuu”] of the Audit and Supervisory Committee shall be three (3).
- (B) The Tender Offeror may make a separate proposal to the Target Company regarding candidates for directors of the Target Company. In response to such a proposal, the Target Company may elect three (3) candidates proposed by the Tender Offeror as directors of the Target Company (excluding directors who are members of the Audit and Supervisory Committee, and one candidate shall be an outside director). The Target Company will submit to the annual general meeting of shareholders of the Target Company for the fiscal year ending June 30, 2022 (the “Annual Meeting”) a proposal to elect one of the candidate proposed by the Tender Offeror as an outside director who is a member of the Audit and Supervisory Committee, one candidate who is a member of the Audit and Supervisory Committee determined after deliberation and agreement with the Tender Offeror, and one candidate

who will be an alternate outside director who is a member of the Audit and Supervisory Committee determined after deliberation and agreement with the Tender Offeror.

The Target Company, as the issuing company, will cooperate with the Tender Offeror to the extent reasonable so that such proposal will be approved.

(Post-change)

(vii) Items related to officers

(A) The number of directors of the Target Company (excluding directors who are members of the Audit and Supervisory Committee) shall be six (6) or fewer, and the number of directors who are members [Japanese “*ninzuu*”] of the Audit and Supervisory Committee shall be three (3). If there is a wish to have a different number of directors in the Target Company than set forth in this paragraph, it shall be agreed to in writing upon consultation between the parties hereto.

(B) The Tender Offeror may make a separate proposal to the Target Company regarding candidates for directors of the Target Company. In response to such a proposal, the Target Company may elect three (3) candidates proposed by the Tender Offeror as directors of the Target Company (excluding directors who are members of the Audit and Supervisory Committee, and one candidate shall be an outside director). The Target Company will submit to the annual general meeting of shareholders of the Target Company for the fiscal year ending June 30, 2022 (the "Annual Meeting") a proposal to elect one of the candidate proposed by the Tender Offeror as a director who is a member of the Audit and Supervisory Committee, one candidate who is a member of the Audit and Supervisory Committee determined after deliberation and agreement with the Tender Offeror, and one candidate who will be an alternate outside director who is a member of the Audit and Supervisory Committee determined after deliberation and agreement with the Tender Offeror.

The Target Company, as the issuing company, will cooperate with the Tender Offeror to the extent reasonable so that such proposal will be approved.

The result of the tender offer for common shares of the Target Company (Securities Code: 3628) and change in consolidated subsidiary based upon the Capital & Business Alliance Agreement was disclosed on July 29, 2022. Please also reference that disclosure.

For inquiries please contact:
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