

*August 25, 2022***Notice Concerning Conclusion of Share Transfer Agreement Concerning Acquisition of Shares (Making Subsidiary) of ISS Resolution, Ltd. in Thailand**

Segue Group Co., Ltd. announces that, at the Board of Directors meeting held on August 25, 2022, we have decided to enter into a share transfer agreement to acquire shares of ISS Resolution, Ltd. (hereinafter "ISS Resolution"), which is engaged in the sales and maintenance services of security and IT infrastructure products in Thailand, and making it a subsidiary.

1. Reason for the acquisition of shares

Our Group provides total solutions for security and IT infrastructure based on our philosophy of "We will continue to grow together with our customers by leveraging IT to create value. We contribute to the realization of a prosperous society." In our mid-term plan through 2024, we are working on M&As, overseas expansion, and other themes, in addition to the growth of existing businesses.

ISS Resolution is a company engaged in the sales, maintenance, and support businesses for security and IT infrastructures. Through this acquisition, our Group will take the first step toward overseas expansion, seeking to create business synergies to leverage the strengths of both companies, and thereby develop business in ASEAN market.

2. Overview of the subsidiary to be transferred

(1) Name	ISS Resolution, Ltd.	
(2) Location	33/4 Rama 9 Road, Kweang Huaykwang, Khet HuayKwang, Bangkok, 10310 Thailand	
(3) Title/Name of Representative	Managing Director John Kenneth Clarke	
(4) Business Content	Sales of security and IT infrastructure products Provision of maintenance and support services	
(5) Capital	110,000,000 THB	
(6) Establishment	January 19, 1990	
(7) Major shareholders and share holding ratio	John Kenneth Clarke: 49% Nuthid Chuenton: 48% Busaba Chuenton: 3%	
(8) Relationship with the Company	Capital relationship	Not applicable
	Personal relationship	Not applicable
	Business relationship	Not applicable

(9) Operating results and financial position of the company for the past three years (THB=Thai Baht)			
Fiscal year end	FY12/19	FY12/20	FY12/21
Net assets (thousand THB)	64,407	60,496	58,702
Total assets (thousand THB)	76,575	79,129	78,545
Net assets per share (THB)	58.55	54.99	53.36
Revenue (thousand THB)	71,505	84,952	73,335
Loss before tax (thousand THB)	-3,973	-3,911	-1,793
Net loss (thousand THB)	-3,973	-3,911	-1,793
Net loss per share (THB)	-3.61	-3.55	-1.63
Dividend per share (yen)	0	0	0

*1: THB=3.78 Yen (As of August 24, 2022)

3. Outline of the counterparty to the share acquisition

(1) Name	John Kenneth Clarke (Australia) Nuthid Chuenton (Thailand) Busaba Chuenton (Thailand)	
(2) Relationship with the Company	Capital relationship	Not applicable
	Personal relationship	Not applicable
	Business relationship	Not applicable

4. Number of shares to acquire and purchase price

(1) Shares owned prior to the transaction	0 share
(2) Number of shares to acquire (planned)	528,000 shares (Percentage of voting rights: 48%)
(3) Acquisition price	The acquisition price shall not be disclosed due to confidentiality between the parties.
(4) Number of shares owned after the transaction (planned)	Segue Group Co.,Ltd.: 48% Intermediate holding company: 51% J's Communication Co., Ltd.: 1%

*In Thailand, foreign companies are not allowed to hold more than 50% of the counterparty's shares due to restrictions on foreign companies. Therefore, we will establish an intermediate holding company in Thailand, and a portion of the shares will be acquired by the company.

*J's Communication Co., Ltd. is a consolidated subsidiary of us.

5. Schedule

(1) Date of resolution of the Board of Directors	August 25, 2022
(2) Date of the share transfer agreement	August, 2022 (planned)
(3) Date of establishment of the intermediate holding company	December 2022 (estimated)
(4) Date of acquisition of shares	December 2022 (estimated)

6. Future Outlook

The impact of this share acquisition on our consolidated financial results is under scrutiny. We will promptly announce any matters that should be publicly disclosed in the future.