

September 21, 2022

For Immediate Release

(English translation of the original Japanese document)

Company name: Kakaku.com, Inc.

Representative: Shonosuke Hata, President and Representative Director

(Stock code: 2371; Prime, Tokyo Stock Exchange)

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Notice of Acquisition of Shares (Acquisition of Subsidiary) and Subscription to Third-Party Allotment of Shares

Kakaku.com, Inc. (the "Company"), at a Board of Directors meeting held on September 21, 2022, has resolved to acquire shares in Pathee Inc. ("Pathee"), thereby turning it into a subsidiary, and to subscribe to a third-party allotment of new shares.

1. Reason for acquisition of shares and underwriting of capital increase through third-party allotment

Our Company offers useful services to enrich various aspects of daily life, including the purchasing support site Kakaku.com, the restaurant discovery and reservation site Tabelog, the comprehensive search site for job seekers Kyujin Box, and the residential real estate website Sumaity.

Kakaku.com is a site which supports consumers' purchasing activities, by providing extensive content, such as specs and other basic product information, user reviews and comments, as well as pricing information by service provider or shop, on a wide range of products, such as PCs and home appliances, fashion, and interior goods, as well as a variety of service categories, such as credit cards, telecommunications and electricity.

Pathee operates Pathee.com, an information site providing information on physical stores, as well as STORECAST, a sales promotion service for retailers, which enables them to post information about their stores and product inventory online. This not only helps retailers with their online promotion but also enables consumers to check the availability of products before visiting a store.

By welcoming Pathee into our Group, we believe that we will be able to provide value-added services for shopping at physical stores in addition to the online shopping related information currently provided by Kakaku.com and by sharing our expertise in operating internet media we can also expect further growth of the Pathee.com site. We believe that an alliance between the Company and Pathee will enhance the corporate value of both companies and have therefore decided to acquire shares in Pathee as well as to subscribe to a third-party allotment of new shares.

2. Details of Transfer of Shares

On October 3, 2022, the Company plans to acquire 21,888 of Pathee's 31,120 outstanding shares from existing shareholders. As a result, the Company will acquire 70.3% of Pathee's shares, and Pathee will become a consolidated subsidiary of the Company. In addition, the Company plans to acquire further 10,630 shares in Pathee, through a third-party allotment of new shares scheduled for October 31, 2022. As a result, the Company will hold 32,518 shares (77.9%) in Pathee.

3. Outline of Subsidiary Subject to Change (Pathee Inc.)

(1) Name	Pathee Inc.		
(2) Head office location	2-19-12 Nishi-Gotanda, Shinagawa-ku, Tokyo, Japan		
(3) Representative	Shinsuke Terada, Representative Director and President		
(4) Main business	Operation of Pathee.com, a shopping spot information site Operation of STORECAST, a digital sales promotion tool for retail chains		
(5) Capital	100 million yen		
(6) Established	January 17, 2012		
(7) Major shareholders and shareholding ratio	Shinsuke Terada 26.2% JAPAN VENTURES I L.P. 17.6% MITSUI & CO., LTD. 15.7% DIGITAL HOLDINGS, Inc. 10.1% Daiwa Venture Fund No.1 L.P. 5.7% Others 24.6%		
(8) Relationship with the Company	Capital	Not applicable	
	Personnel	Not applicable	
	Business	Not applicable	
(9) Operating results and financial position of Pathee for the last three years (Unit: million yen)			
	Fiscal year ended December 31, 2019	Fiscal year ended December 31, 2020	Fiscal year ended December 31, 2021
Net assets	374	84	(99)
Total assets	421	148	105
Net assets per share (yen)	12,038.21	2,723.81	(3,204.71)
Revenue	28	28	53
Operating Income	(330)	(299)	(183)
Ordinary Income	(329)	(298)	(184)
Net income	(330)	(289)	(184)
Net income per share (yen)	(10,623.95)	(9,314.40)	(5,928.53)
Dividend per share (yen)	-	-	-

Note: The above business results and financial position have not undergone an accounting audit by an audit corporation.

4. Outline of the Counterparties to the Share Acquisition

(1) Name	JAPAN VENTURES I L.P.	
(2) Head office location	Pembroke Hall, 42 Crow Lane, Pembroke, HM 19, Bermuda	
(3) Basis of establishment	Bermuda Exempted Limited Partnership registered under the Partnership Act	
(4) Purpose of establishment	Acquisition of unlisted securities, etc.	
(5) Established	October, 2014	
(6) Total investment	220 million yen	
(7) Relationship with the Company	Capital	Not applicable.
	Personnel	Not applicable.
	Business	Not applicable.

(1)	Name	MITSUI & CO., LTD.	
(2)	Head office location	2-1, Otemachi 1-chome, Chiyoda-ku, Tokyo, Japan	
(3)	Representative	Kenichi Hori, President and Chief Executive Officer	
(4)	Main business	Utilize global operating locations, network and information resources, to multilaterally pursue business that ranges from product sales, worldwide logistics and financing, through to the development of major international infrastructure and other projects in the following fields: Mineral & Metal Resources, Energy, Infrastructure Projects, Mobility, Chemicals, Iron & Steel Products, Food, Food & Retail Management, Wellness, IT & Communication Business, Corporate Development Business.	
(5)	Capital	342,383 million yen(As of March 31, 2022)	
(6)	Established	July 25, 1947	
(7)	Equity attributable to owners of the parent company	5,605,205million yen(The fiscal year, ended March 31, 2022/consolidated)	
(8)	Total assets	14,923,290 million yen(The fiscal year, ended March 31, 2022/consolidated)	
(9)	Major shareholders and shareholding ratio	The Master Trust Bank of Japan, Ltd. (Trust account) 17.11% Custody Bank of Japan, Ltd. (Trust account) 5.71% EUROCLEAR BANK S.A./N.V. 5.55% (as of March 31, 2022)	
(10)	Relationship with the Company	Capital	Not applicable.
		Personnel	Not applicable.
		Business	Not applicable.
		Related party	Not applicable.

(1)	Name	DIGITAL HOLDINGS, Inc.	
(2)	Head office location	6 Yonbancho, Chiyoda-ku, Tokyo, Japan	
(3)	Representative	Atsushi Nouchi, President and Group CEO	
(4)	Main business	Formulation and execution of group strategy, and management of subsidiaries	
(5)	Capital	8,212 million yen(As of December 31, 2021)	
(6)	Established	March 4, 1994	
(7)	Net assets	40,930 million yen(The fiscal year, ended December 31, 2021/consolidated)	
(8)	Total assets	69,728 million yen(The fiscal year, ended December 31, 2021/consolidated)	
(9)	Major shareholders and shareholding ratio	HIBC Co., Ltd. 21.31% The Master Trust Bank of Japan, Ltd. (Trust account) 6.39% Tomohito Ebine 4.89% (As of December 31, 2021)	
(10)	Relationship with the Company	Capital	Not applicable.
		Personnel	Not applicable.
		Business	Not applicable.
		Related party	Not applicable.

The outline of fund investors, investment ratio, outline of investors, outline of managing partner, and outline of domestic proxy are not stated as they have not been disclosed. The Company has acquired shares from 2 other corporations, 7 funds, and 2 individuals, but there are no capital, personal, or business related relationships between the Company and these corporations, funds, or individuals.

5. Number shares to be acquired, acquisition price, and shares held before and after the acquisition

(At date of acquisition: October 3, 2022)

(1) Number of shares before the transfer	-
(2) Number of shares to be acquired	21,888 (No. of voting rights: 21,888)
(3) Acquisition price	Shares in Pathee Inc. 515 million yen Advisory fees, etc. (approx.) 7.8 million yen Total (approx.) 522.8 million yen
(4) Number of shares after the transfer	21,888 (No. of voting rights: 21,888) (Percentage of voting rights held: 70.3%)

(At date of third party allotment of shares: October 31, 2022)

(1) Number of shares before acquisition of shares	21,888
(2) Number of shares to be acquired	10,630 (No of voting rights: 10,630)
(3) Value of shares to be acquired	250 million yen
(4) Number of shares after acquisition of shares	32,518 (No. of voting rights: 32,518) (Percentage of voting rights held: 77.9%)

6. Schedule

(1) Resolution by the Board of Directors	September 21, 2022
(2) Signing of Share Transfer Agreement	September 21, 2022
(3) Execution of share transfer	October 3, 2022 (scheduled)
(4) Signing of subscription agreement for total number of shares to be offered	October 4, 2022 (scheduled)
(5) Execution of capital increase through third-party allotment	October 31, 2022 (scheduled)

7. Future Outlook

Goodwill is expected to arise as a result of this transaction, but the amount has not been determined at this time. The impact on our consolidated business results for the fiscal year ending March 31, 2023, is expected to be negligible, but if any matters to be disclosed arise, the Company will promptly announce such matters.

For reference: The Company's Consolidated Operating Results for the previous fiscal year and earnings forecast for the current fiscal year (as announced on May 11, 2022)

(Unit: million yen)	Revenue	Operating profit	Profit before income taxes	Profit attributable to owners of the parent company
Earnings Forecast for the current fiscal year, ending March 31, 2023	64,500	25,900	25,800	17,600
Consolidated Operating Results for the previous fiscal year, ended March 31, 2022	51,723	19,147	20,897	14,294