



March 28, 2023

Company name	CrowdWorks, Inc.
Representative	Koichiro Yoshida President and CEO (TSE Growth Code: 3900)
Contact	Takatsugu Tsukii Director

**Notice of Acquisition of Shares of Shuumatu Worker Co., Ltd.
and Underwriting of Capital Increase through Third-Party Allotment
(Making it a Consolidated Subsidiary)**

We hereby announce that our Board of Directors, at a meeting held on March 28, 2023, resolved to acquire shares of Shuumatu Worker Co., Ltd. ("Shuumatu Worker") by transferring shares from existing shareholders and subscribing to a third-party allotment of new shares, and to make Shuumatu Worker a consolidated subsidiary.

1. Reason for acquisition of shares

With the mission of "becoming an infrastructure for individuals," we have been striving to expand our human resource matching platform that connects companies and individuals online in order to provide society with new work options. Currently, the number of client companies registered on our platform has exceeded 875,000 and registered workers 5.42 million, establishing our position as a leading company in the human resource matching market. In recent years, as the values of companies and individuals regarding work styles diversify, the side job market has become more active, with an increasing number of companies utilizing outside professional personnel (side job and freelancers) and an increasing number of workers taking on side jobs. In particular, "CrowdLinks," a new service specializing in high-skilled side job workers, has achieved rapid growth, with more than 90,000 high-skilled side job workers working for major companies registered.

Since its establishment in 2016, Shuumatu Worker has been creating a new lifestyle in Japan by operating a platform that matches talented people with companies to stabilize and popularize new ways of working with the mission of "liberalizing work and expanding life possibilities.

By acquiring Shuumatu Worker as a group company, we will be able to provide a wider range of human resources to our clients in the side business area, which is one of our focus areas. It will also enable us to provide more work opportunities to our workers, which we believe will contribute to the realization of our vision "to be the company that delivers the most rewards to the most people in Japan" and expand profit-earning opportunities.

Based on the above, we have determined that welcoming Shuumatu Worker as a group company will lead to strengthening our business base and increasing our business value in the sidelines over the medium to long term, and have decided to make Shuumatu Worker a subsidiary of our company.

In addition, we will apply our management improvement know-how of the past three years to make an early transition from a "Investment-led loss-making management" to a "profit-reinvestment management through productivity improvement.

2. Details of Transfer of Shares

On April 5, 2023, the Company will acquire 10,317 shares from existing shareholders out of a total of 17,379 outstanding shares of Shuumatu Worker. As a result, the Company will acquire 59.3% of Shuumatu Worker's shares. In addition, the Company will subscribe for 1,540 shares in a third-party allotment of new shares to be conducted by Shuumatu Worker on April 5, 2023. As a result, the Company will acquire and hold 62.6% of Shuumatu Worker's shares, and Shuumatu Worker will become a consolidated subsidiary of the Company.

3. Outline of the subsidiary to be transferred (Shuumatu Worker)

(1)	name	Shuumatu Worker Co., Ltd.		
(2)	Head office location	Ichigo Shibuya Dogenzaka Building 5F, 28-3 Maruyama-cho, Shibuya-ku, Tokyo		
(3)	Representative	Koya Matsumura, Representative Director and CEO		
(4)	Main business	Management of a side business matching platform		
(5)	Capital	100 million yen		
(6)	Established	September 12, 2016		
(7)	Main shareholders and shareholding ratio	Koya Matsumura 51.7% EEI Fund 4 Investment Limited Partnership 11.7% TUSIC Investment Limited Partnership 11.7% en Japan Inc. 6.1% Others 18.5%		
(8)	Relationship with the Company	Capital	Not applicable	
		Personnel	Not applicable	
		Business	Not applicable	
(9)	Operating results and financial position of Shuumatu Worker for the past three years			
	(million yen)	Fiscal year ended June 30, 2020	Fiscal year ended June 30, 2021	Fiscal year ended June 30, 2022
	Net assets	372	298	126
	Total assets	514	557	484
	Net assets per share (yen)	21,443.1	17,161.0	7,293.5
	Revenue	520	930	1,290
	Operating loss	(109)	(75)	(174)
	Ordinary loss	(110)	(74)	(171)
	Net loss	(110)	(74)	(171)
	Net loss per share (yen)	(6,357.2)	(4,282.0)	(9,867.5)
	Dividend per share (yen)	—	—	—

We will apply our management improvement know-how of the past three years to make an early transition from a "Investment-led loss-making management" to a "profit-reinvestment management through productivity improvement."

4. Outline of the counterparty to the share acquisition

The Company has acquired shares from three corporations, four funds, and four individuals, which are not disclosed due to confidentiality obligations. There are no capital, personal, or business relationships between the listed company and these corporations, funds, or individuals with respect to any of the counterparties. In addition, they do not fall under the category of related parties.

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

(1)	Number of shares before the transfer	—
(2)	Number of shares to be acquired	Common stock 5,200 / Class A preferred stock 1,552 / Class AA preferred stock 1,520 / Class B preferred stock 2,045 (No. of voting rights : 10,317)
(3)	Number of shares to be acquired through third-party allotment	Class C preferred stock 1,540 (No. of voting rights : 1,540)
(4)	Acquisition price	Shares in Suuumatu Worker Co.,Ltd. 1,159 million yen Advisory fees, etc. (approx.) 6.5 million yen Total (approx.) 1,166 million yen
(5)	Number of shares after the acquisition	11,857 (No. of voting rights : 11,857) (Percentage of voting rights held : 62.6%)

6. Funds for acquisition

Funding for the share acquisition and the underwriting of the third-party allotment will be procured through cash on hand and debt financing.

7. Schedule

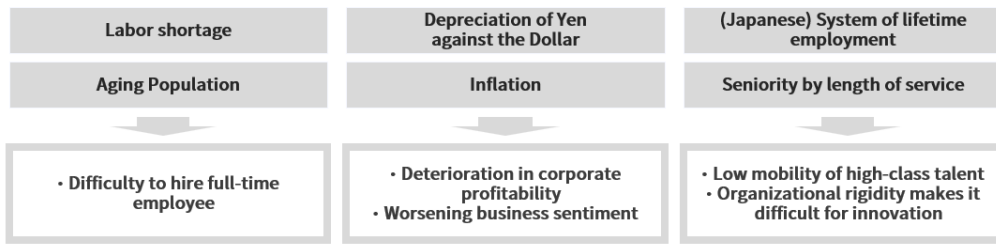
(1)	Resolution by the Board of Directors	March 28, 2023
(2)	Date of Contract	March 28, 2023
(3)	Execution of share transfer	April 5, 2023 (scheduled)
(4)	Execution of capital increase through thirdparty allotment	April 5, 2023 (scheduled)

8. 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 of this matter on our consolidated business results for the fiscal year ending September 30, 2023 is still under scrutiny, but we will promptly announce any matters that should be publicly announced in the future.

For further details, please refer to the "Supplementary Materials Regarding the Consolidation of Shuumatu Worker".

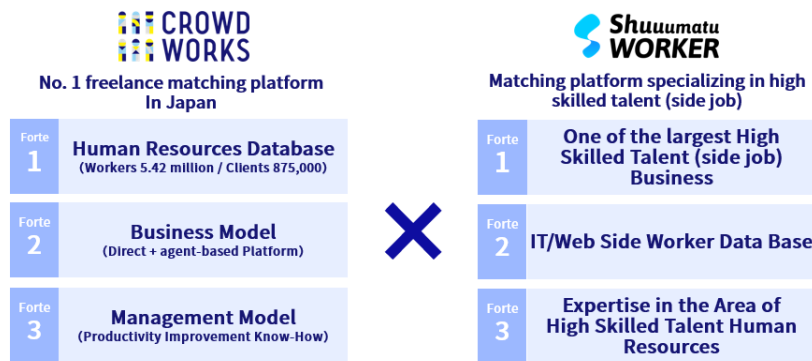
We are committed to mobilizing human resources to solve issues in Japan



We will maximize Japan Human Capital by providing Human Resource Mobility

Aiming to solve Japan's problems by providing talented human resources to where they are needed

Accelerating Growth in the High Skilled Talent (side job) Area



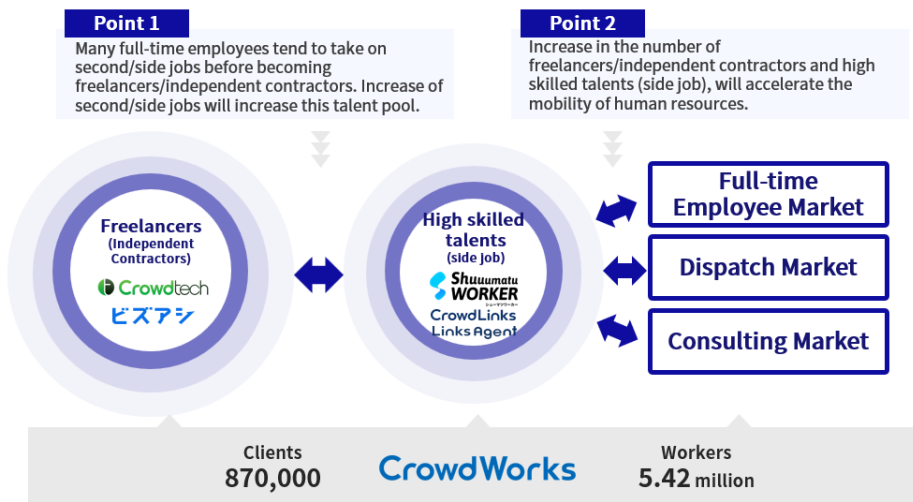
**Accelerate growth in the high skilled talent (side job) area
Become a Major Player in Japan's Human Resources Mobility**

Aiming for early recovery in profitability

Through our past 3 years experience and by leveraging our data base, applying our know-how, we will jointly aim for early recovery in profitability.



Expansion of the high skilled talent (side job) market is the gateway to Freelance market expansion and Human Resource Mobility



Growth Strategy: Expand from the Freelance talent market to all HR markets in Japan

