



May 15, 2023

Company name: RAKUS Co., Ltd.

Stock exchange listing: Tokyo PRIME / Stock code: 3923

URL <https://www.rakus.co.jp/en/>

Representative: Takanori Nakamura, Representative Director and President

Inquiries: Ryota Washimori, Head of IR

Notice Regarding Acquisition of Shares (Subsidiarization) of Newly Established Split Company by HOYA CORPORATION

RAKUS Co., Ltd. (Head office: Shibuya-ku, Tokyo; President and Representative Director: Takanori Nakamura) hereby announces that, our board of directors resolved at the meeting held on May 15, 2023, to acquire all shares of the new company which will be established through a company split (incorporation-type company split) of the cloud service business on a time management and electronic pay slip operated by HOYA CORPORATION (Head office: Shinjuku-ku, Tokyo; Director, Representative Executive Officer and CEO: Eiichiro Ikeda, hereinafter "HOYA") and make it a wholly-owned subsidiary, as described below.

1. Purpose of the Share Acquisition

We have achieved high revenue growth and profit creation by managing a portfolio of multiple cloud services that contribute to streamlining business operations for companies. With the long-term vision of "becoming a company representing Japan," we aim to achieve sustainable business growth by not only promoting the growth of existing services but also adding new cloud services to our portfolio. Since its release in 2006, the cloud service business on a time management and electronic pay slip owned by HOYA (hereinafter "the acquired business") has contributed to the streamlining of operations for many companies, mainly medium-sized enterprises, by accommodating various companies' attendance management tasks.

Our cloud-based attendance management system "Raku Raku Kintai" complements the services and functions of the acquired business in terms of pricing and target customers. By leveraging our expertise and resources, we can achieve revenue expansion and profit margin improvement for the acquired business, as well as an increase in market share in the cloud-based attendance management system market.

We have concluded this agreement to acquire the acquired business, judging that it will contribute to our sustainable business growth.

2. Overview of the Subsidiary to be Transferred (Planned)

(1) Name	RAKUS HRTech Co., Ltd.
(2) Location	TBD
(3) Representative	Masashi Tanabe, Representative Director
(4) Business description	Cloud-based Software Services
(5) Capital amount	50 million yen
(6) Established	June 30, 2023 (planned)
(7) Major Shareholders and Shareholding Ratio	HOYA CORPORATION (Split Company): 100%
(8) Relationship between the Listed Company and the Company Concerned	There is no capital, personal, or business relationships that should be noted. It is not a related party of RAKUS.

Note1: Since the above-mentioned company will be established through an incorporation-type company split, there is no financial position and operating results for the most recent fiscal year.

Note2: We plan to promptly announce the operating results of the acquired business to be taken over by the above-mentioned company after the completion of the share acquisition.

3. Overview of the Counterparty of the Share Acquisition

(1) Name	HOYA CORPORATION
(2) Location	20F Nittochi Nishishinjuku Building, 6-10-1 Nishi-Shinjuku, Shinjuku-ku, Tokyo
(3) Representative	Eiichiro Ikeda, Director, Representative Executive Officer and CEO
(4) Business description	Life Care and Information Technology Businesses
(5) Capital amount	6,264 million yen
(6) Established	August 23, 1944
(7) Net Assets	814,604 million yen (fiscal year ended in March 2023, consolidated)
(8) Total Assets	1,028,326 million yen (fiscal year ended in March 2023, consolidated)
(9) Major Shareholders and Shareholding Ratio	Japan Master Trust Bank of Japan, Ltd. (Trust Account): 20.31% Japan Custody Bank, Ltd. (Trust Account): 7.35% SSBTC CLIENT OMNIBUS ACCOUNT: 3.10% STATE STREET BANK WEST CLIENT - TREATY 505234: 1.87% DEUTSCHE BANK TRUST COMPANY AMERICAS: 1.76%
(10) Relationship between the Listed Company and the Company Concerned	There is no capital, personal relationships that should be noted. It is not a related party of RAKUS. RAKUS provides several cloud services to the company concerned.

4. Number of Shares Acquired and Status of Shares Held Before and After Acquisition

(1)	Number of Shares Held Before Transfer	0 share (Number of Voting Rights: 0) (Percentage of Voting Rights Held: 0%)
(2)	Number of Shares Acquired	1,000 shares (Number of Voting Rights: 1,000)
(3)	Number of Shares Held After the Change	1,000 shares
(4)	Acquisition Cost (Approx. amount)	Amount of Shares to Be Acquired: 3,343 million yen Advisory Fees: 16 million yen Total: 3,359 million yen

Note: We plan to make payments with its own funds and borrowings.

5. Schedule

(1)	Date of Board Resolution	May 15, 2023
(2)	Date of Conclusion of Agreement	May 15, 2023
(3)	Date of Incorporation of the Newly Established Company through Company Split	June 30, 2023 (planned)
(4)	Execution Date of Share Transfer	July 1, 2023 (planned)

6. Future Outlook

As a result of this share acquisition, RAKUS HRTech Co., Ltd. will become our consolidated subsidiary as of July 1, 2023. We are currently examining the impact of this matter on our consolidated performance, and we will inform you promptly as soon as it is confirmed after the completion of the share acquisition.

End