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May 30, 2023

Company name: MINKABU THE INFONOID INC.
Representative: President and CEO/CFO Ken Uryu
Listing: Growth Market, Tokyo (4436)
Contact: Executive Officer Yosuke Maeda
(Tel: +81-3-6867-1531)

Notice Regarding Company Split (Simplified Split) with Consolidated Subsidiary

MINKABU THE INFONOID, Inc., (hereinafter “the Company”, Chiyoda-ku, Representative: Ken Uryu, Founder and CEO/CFO) is pleased to announce that the Board of Directors Meeting held today resolved to transfer its solutions business in the group of the Company (hereinafter “the Group”) to its wholly owned subsidiary MINKABU SOLUTION SERVICES, Inc. (hereinafter referred to as “Minkabu Solution Services”), through an absorption-type company split (hereinafter “the Company Split”). The Company Split is subject to approval by the Company's 17th Annual General Meeting of Shareholders.

1. Background of the reorganization

As announced in the "Determination of Basic Reorganization Policy " released on February 14, 2023, the Company is in the process of group reorganization to build a structure for future growth, and has already completed the transfer of its media business to livedoor Co., Ltd. through a company split (absorption-type company split) on April 1, 2023, and established a preparatory company (Minkabu Solution Services) on April 3, 2023, for the reorganization of its solutions business.

Since its foundation in 2006, the Company implemented business model reforms in response to changes in the business environment to achieve stable growth. Along with the recent expansion of the financial market, the Company has established a unique position with growth in the media and solution businesses of financial information fields. However, while the financial market is expanding, as the profitability of financial institutions is unstable due to the introduction of no transaction fees, etc., it is an urgent matter for the Company’s stable growth, to expand its reachable market and establish a new business model that is not dependent solely on the financial industry.

In the above environment, in the fiscal year ended March 31, 2023, as part of our transformation process toward the Next Stage, the Company developed an aggressive M&A strategy, including livedoor Co., Ltd. and implemented measures to address management issues aimed at sustainable

growth, including entry into system solution services, group reorganization, and various rationalization measures to achieve higher profitability. As a result, the Company is now achieving the 10 billion yen in annual sales committed. Furthermore, to mark a milestone toward the next stage of growth, the Company has formulated a mid-term plan as announced "Notice of Mid-Term Plan" on May 15, 2023. Through this reorganization and the transition to a group promotion structure where the Company will serve as a holding company, the Company will promote organizational consolidation and delegation of authority to enhance our agility to promote the Group's business strategies to achieve our mid-term plan. About the reorganization of the solutions business, we completed the sale of whole shares in Prop Tech plus Inc. on March 30, 2023, and will proceed with the spin-off of Minkabu Solution Services and subsequent integration of Robot Fund Co., Ltd., a fully owned subsidiary, into Minkabu Solution Services Co. As for the future executive structure of the Company and its major subsidiaries, please refer to the "Notice Concerning Executive Appointment" released today.

2. Summary of the reorganization

i) The schedule of the Company Split

Date of the resolution of the board of directors on the basic policy of the Company Split (the Company)

May 30, 2023

Date of the board of directors' resolution and approval (the splitting company)

May 30, 2023

Date of conclusion of the absorption-type company split

May 30, 2023

Date of the Annual General Meeting of Shareholders resolution of the absorption-type company split (the Company)

June 30, 2023

The effective date of the absorption-type company split

July 1, 2023 (Planned)

(Note) The Company Split satisfied the requirements of Article 784, Paragraph 1 of the Companies Act, and was implemented without obtaining approval by a resolution of a Meeting of Shareholders as a simplified absorption-type split in accordance with the said Paragraph.

ii) The method of the Company Split

The Company Split was executed in the way that the Company was the split company and Minkabu Solution Services was the successor company.

iii) Details of the allotment about the Company Split

Since the Company Split was a tax-eligible split with no consideration between the Company and its wholly-owned subsidiary, there was no allotment of shares or other assets as a result of the Company Split.

iv) Treatment of stock acquisition rights and bonds with stock acquisition rights in connection with the Company Split

Not applicable

v) Increase/decrease of common stock as a result of the Company Split

There was no change in the common stock

vi) Rights and obligations to be succeeded to by the Succeeding Company

Minkabu Solution Services succeeded to the assets, liabilities, contractual status and other rights and obligations associated with the succeeded business, respectively.

vii) The prospect of the fulfilment of obligations

The Company and Minkabu Solution Services believe that there were no problems in fulfilling their obligations after the Company Split.

viii) Outline of the companies involved in the Company Split

	Split company		Succession company
(1)Name	MINKABU THE INFONOID, Inc.		MINKABU SOLUTION SERVICES, Inc.
(2)Location	1-8-10 Kudankita Chiyoda-ku, Tokyo		1-8-10 Kudankita Chiyoda-ku, Tokyo
(3)Representatives	President and CEO/CFO Ken Uryu		Representative Director: Masakatsu Saito
(4)Description of business	Media business/Solution business		Information solution business
(5)Common Stock	3,533mil yen		10 mil yen
(6) Date of incorporation	July 7, 2006		April 3, 2023
(7) Number of shares outstanding	14,976,200shares		100 shares
(8)Balance sheet date	March		March
(9) Major shareholders and their rate of shareholding	Ken Uryu 8.31% SBI Holdings, Inc. 8.24% Custody Bank of Japan, Ltd. (trust account) 8.14% The Master Trust Bank of Japan, Ltd. (trust account) 5.01%		MINKABU THE INFONOID, Inc. 100%
(10) Financial position and operating results of the last fiscal year	Net assets	8,319 mil yen	MINKABU SOLUTION SERVICES, Inc. was newly established on April 3, 2023
	Total assets	16,215 mil yen	
	Net assets per share	555.51yen	
	Net sales	4,595 mil yen	
	Operating loss	(88 mil yen)	
	Ordinary loss	(327 mil yen)	
	Net income attributable to parent's shareholders	802 mil yen	
	Net income per share	53.67 yen	

ix) Outline of business to be split

- Description of the business division to be split: Solution business
- Operating results of the business division to be split: Net sale for the fiscal year ended March 2023 is 4,352 million yen
- Items and amounts of assets and liabilities to be split:

In principle, Minkabu Solution Services will succeed all assets, liabilities and other rights and obligations of the business division to be split, but the details will be determined by the effective date of the Company Split upon consultation between the parties after the conclusion of the agreement.

x) Situation after the Company Split

There was no change in the Company's and Minkabu Solution Services' names, locations, representative titles and names, business activities, common stock, or balance sheet date as a result of the Company Split.

3. Forecast

The Company estimates the impact on the consolidated results for the fiscal year ending March 31, 2024, resulting from this Group reorganization will be minimal.

[Reference] Forecast and actual results of Consolidated Financial Results

(mil yen)	Net sales	EBITDA	Operating profit	Ordinary profit (loss)	Net income attributable to owners of the parent
Forecast (Fiscal year ending March 31, 2024)	11,000	2,200	1,000	940	900
Actual results (Fiscal year ended March 31, 2023)	6,836	1,019	111	(207)	726

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