

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.



August 10, 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: +81-3-6274-6490)

### **Announcement Regarding the Subsidiary Acquisition of FromOne, Inc.**

#### **~ Aiming to Expand Sports Vertical Media and Broaden Revenue Base of Media Business ~**

MINKABU THE INFONOID, Inc. (hereinafter referred to as "the Company," Headquartered in Minato-ku, Tokyo, Representative Director, President and CEO/CFO: Ken Uryu) is pleased to announce that the Company has entered into a share transfer agreement with the shareholders of FromOne, Inc. (hereinafter referred to as "FromOne," Headquartered in Chuo-ku, Tokyo, Representative Director, President: Naoto Michigami), including Dentsu Group Inc. (Headquartered in Minato-ku, Tokyo, Director and Representative Executive President and CEO: Hiroshi Igarashi), to acquire all of FromOne's shares issued and make it a wholly-owned subsidiary.

#### 1. Purpose of Share Acquisition

The Company's group, through our subsidiary livedoor Co., Ltd. and grand-subsubsidiary CWS Brains Co., Ltd., provides some of the largest domestic media services, including the renowned blog service "Livedoor Blog" and "Livedoor News," which boasts one of the world's most extensive Twitter reach. The Company also offers specialized vertical media targeting specific themes such as finance, asset formation, sports, entertainment, and gourmet. The number of total monthly unique users reaches approximately 90 million, and as one of Japan's leading internet media providers, the Company not only offers high-quality, specialized information in diverse fields, collaborating with users and creators, but also enhance the value-added information by implementing new customer experiences using technology. This constitutes our core strategy in building a new media economic zone in the Web3 era.

As part of this core strategy, the Company has decided to make FromOne, a company engaged in web business, publishing, video business etc., a subsidiary with the aim of expanding the vertical media in the sports field and enlarging the revenue base of our media business. FromOne's web media business consists of leading domestic soccer information with "SOCCERKING (<https://www.soccer-king.jp/>)," baseball net media "BASEBALLKING (<https://baseballking.jp/>)," and the top basketball net media "BASKETBALLKING (<https://basketballking.jp/>)," with monthly unique users of about 9 million. Through the acquisition of FromOne, in conjunction with our existing group service "Ultra World Soccer! (<https://web.ultra-soccer.jp/>)," the Company's group's media business will become a

top-class net media service in the soccer field in Japan, exceeding a monthly user scale of 100 million.

In addition to the expansion of vertical media in the sports field, the Company will leverage FromOne's various business domains, such as video business and facility management, and diverse monetization know-how. By doing so, the Company aims to enhance the synergistic effect of our entire group's media business and strengthen our revenue base.

## 2. Outline of transferred subsidiary

(1)Name	FromOne, Inc.		
(2)Location	4-9-4, Hacchobori Chuo-ku, Tokyo		
(3)Position and Name of the Representative	Representative Director and President Naoto Michigami		
(4)Description of business	Sports Information Media Business		
(5)Common Stock	74.86 mil yen		
(6) Date of incorporation	April 9, 1989		
(7) Major shareholders and their rate of shareholding	Dentsu Group Inc. 50.61% Naoto Michigami 46.96%		
(8)Relationship between listed company and the company concerned	Capital Relationship	Not applicable	
	Personal Relationship	Not applicable	
	Transactional Relationship	Not applicable	
(9)Business results and financial condition of the company in the last three years			
Fiscal Term	Fiscal Year Ending December 2020	Fiscal Year Ending December 2021	Fiscal Year Ending December 2022
Net Assets	(153 mil yen)	(401 mil yen)	(379 mil yen)
Total Assets	431 mil yen	503 mil yen	644 mil yen
Book Value Per Share	(622,436,60 yen)	(1,623,615.77yen)	(1,537,603.32yen)
Net Sales	839 mil yen	898 mil yen	1,017 mil yen
Operating Profit	(271 mil yen)	(189 mil yen)	22 mil yen
Ordinary Profit	(250 mil yen)	(172 mil yen)	23 mil yen
Net Profit (Loss)	(257 mil yen)	(247 mil yen)	21 mil yen
Net Loss Per Share(Loss)	(1,082,238.35yen)	(1,001,179.17yen)	86,012.45yen
Dividend Per Share	—	—	—

## 3. Overview of the counterparty of the share acquisition

(1)Name	Dentsu Group, Inc.
(2)Location	1-8-1, Higashi shinbashi Minato-ku, Tokyo
(3)Position and Name of the Representative	Representative Director and CEO Hiroshi Igarashi
(4)Description of business	Development and support of various environments for sustainable growth and strengthening of

	competitiveness of the entire group, and promotion of group governance	
(5)Common Stock	74.6 billion yen	
(6) Date of incorporation	July 1, 1901	
(7) Major shareholders and their rate of shareholding	The Master Trust Bank of Japan,Ltd. Trust Account 17.41%	
(8)Relationship between listed company and the company concerned	Capital Relationship	Not applicable
	Personal Relationship	Not applicable
	Transactional Relationship	Not applicable
(9) Net assets and total assets of the company for the previous fiscal year (fiscal year ending December 2022)	Net Asset	955,327 mil yen
	Total Asset	3,741,427 mil yen

\* Dentsu Group Inc. and the Company have entered into a Debt Assignment Agreement, in which our company has accepted the transfer of a loan receivable of 880 million yen that Dentsu Group Inc. holds against From One, Inc. The transfer price has been set at 300 million yen.

(1)Name	Naoto Michigami
(2)Address	Tokyo Chuo-ku
(3)Relationship between listed company and the individual concerned	There are no capital, personnel, or transactional relationships to describe.

In addition to the above, the Company plans to acquire shares from one individual. Furthermore, there are no capital, personal, or transactional relationships between the individual concern and the Company.

#### 4.Number of acquired shares, acquisition price, and status of shares held before and after acquisition.

(1)Number of shares held before acquisition	0 share (Number of voting rights : 0 ) (Voting rights ownership ratio : 0 %)
(2)Number of acquired shares	247 shares (Number of voting rights:247)
(3)Acquisition Price	The share transfer will be at the memorandum price. Additionally, the Company anticipates advisory fees of approximately 10 million yen.
(4)Number of shares held after acquisition	247 shares (Number of voting rights : 247) (Voting rights ownership ratio : 100%)

#### 5.Schedule

(1)Date of Board of Directors Resolution	July, 14, 2023
(1)Date of Contraction	August ,10, 2023

(2)Share transfer execution date	Until September, 1, 2023(Planned)
----------------------------------	-----------------------------------

\*This matter was resolved at the Board of Directors meeting held on July 14, 2023, where the prerequisites for the acquisition of the shares were determined. Additionally, it was resolved to delegate the decision on the acquisition of the shares in question to the representative director, and the decision was made on August 10, 2023.

#### 6.Management structure of FromOne after acquisition

Position	Name	Remarks
Chairman & CEO	Naohito Miyamoto	Senior Managing Director of the Company Representative Director and President and COO of Livedoor,Inc
Representative Director and President	Naoto Michigami	Current Incumbent of office
Senior Managing Director	Naru Murakami	Current Incumbent of office
Director	Shigenori Kumatoriya	Senior Executive officer of the Company、 Director of Livedoor,Inc
Director	Takeaki Sugimura	Senior Executive officer of the Company、 Director of Livedoor,Inc

\* Planned to be resolved at the extraordinary shareholders' meeting and the Board of Directors meeting scheduled to be held on September 1, 2023.

#### 7.Future Outlook

Regarding the impact on the current consolidated performance due to this matter, the Company anticipates an increase in consolidated net sales of approximately 500 million yen, based on the assumption of consolidation starting at the end of September 2023. Similarly, the Company currently considers the contribution to profits to be minimal, but the Company will aim to maximize synergy with our group's media business in the future and strive for revenue expansion and profitability improvement in the medium to long term. Additionally, the Company plans to promptly implement management integration with From One and our subsidiary CWS Brains Inc., which operates "Ultra World Soccer!", with the perspective of promoting rapid decision-making, improving productivity and efficiency, and creating synergy as a sports media business company.

#### 【Reference】 Consolidated Forecasts for the current term and the actual for the previous term

	Net Sales	EBITDA	Operating Profit	Ordinary Profit (Loss)	Net Profit attributable to Parent Company
Forecast of current term FY2024 (Ending March,2024)	11,000mil yen	2,200mil yen	1,000 mil yen	940 mil yen	900 mil yen
Actual of previous term FY2023 (Ending March,2023)	6,836mil yen	1,019mil yen	111mil yen	(207mil yen)	726 mil yen

END