



September 15, 2023

To whom it may concern,

Company name: Atrae, Inc.
Representative: Yoshihide Arai, President and CEO
Stock Code: 6194 TSE Prime Market
Contact: Hidekazu Suzuki, Director CFO

Notice of Establishment of a Joint Venture with Sumitomo Mitsui Financial Group, Inc.

Regarding the “Notice on the Signing of a Basic Agreement to Establish a Joint Venture with Sumitomo Mitsui Financial Group, Inc.” dated July 11, 2023, Atrae, Inc. (hereinafter “Atrae”) hereby announces that, as of September 15, 2023, the Board of Directors resolved to sign a shareholders agreement with Sumitomo Mitsui Financial Group, Inc. (hereinafter “SMFG”) and to establish “SMBC Wevox, Inc.” (an equity-method affiliate of Atrae).

1. Purpose of Establishment of a Joint Venture

Atrae and SMFG will establish SMBC Wevox, Inc. to support improvements in corporate value from the perspective of human capital, and will provide “SMBC Wevox”, a solution to improve organizational capabilities. By supporting the formation of “organizations everyone can be proud of”, SMBC Wevox aims to showcase the value of the whole of Japan to the world by maximizing the potential and the performance of more people and organizations.

2. Outline of the Joint Venture

(1) Name	SMBC Wevox, Inc.
(2) Location	1-10-10 Azabujuban, Minato-ku, Tokyo
(3) Job title and name of representative	President and CEO: Hidekazu Sugimoto
(4) Description of business	Supporting improvements in organizational capabilities and corporate value, etc.
(5) Paid-in capital	50 million yen
(6) Date of establishment	October 2, 2023 (scheduled)
(7) Fiscal year end	March
(8) Net assets	100 million yen
(9) Total assets	100 million yen
(10) Capital contribution ratio to the joint venture	Sumitomo Mitsui Financial Group, Inc. 55% Atrae, Inc. 45%

3. Financial Forecast of the Joint Venture

The financial forecast of the joint venture is undetermined at this time, but will be announced as soon as there are matters that need to be disclosed.

4. Outline of the Partner

(1) Name	Sumitomo Mitsui Financial Group, Inc.		
(2) Location	1-1-2, Marunouchi, Chiyoda-ku, Tokyo, Japan		
(3) Job title and name of representative	Group Chief Executive Officer: Jun Ohta		
(4) Description of business	Management of banks and other companies that can be treated as subsidiaries, as well as other related operations		
(5) Paid-in capital	2,342,537 million yen (as of March 31, 2023)		
(6) Date of establishment	December 2, 2002		
(7) Major shareholders and shareholding ratio (as of March 31, 2023)	The Master Trust Bank of Japan, Ltd. (Trust Account)		16.95%
	Custody Bank of Japan, Ltd. (Trust Account)		6.32%
	STATE STREET BANK WEST CLIENT - TREATY 505234		1.74%
(8) Relationship between listed company and the company	Capital relationship	Not applicable	
	Personnel relationship	Not applicable	
	Business relationship	Atrae sells “Wevox” to SMFG	
	Related party relationship	Not applicable	
(9) Financial condition and operating results of said company for the past three years			
As of Fiscal year ended	March 31, 2021	March 31, 2022	March 31, 2023
Consolidated net assets	11,899,046	12,197,331	12,791,106
Consolidated total assets	242,584,308	257,704,625	270,428,564
Net assets per share (yen)	8,629.73	8,825.53	9,430.52
Consolidated ordinary income	3,902,307	4,111,127	6,142,155
Consolidated ordinary profit	711,018	1,040,621	1,160,930
Profit attributable to owners of parent	512,812	706,631	805,842
Earnings per share (yen)	374.26	515.51	590.46
Dividend per share (yen)	190	210	240

(Millions of yen, unless otherwise stated)

5. Schedule

(1) Date of conclusion of the basic agreement	July 11, 2023
(2) Date of resolution at the Board of Directors	September 15, 2023
(3) Date of conclusion of the shareholders agreement	September 15, 2023
(4) Date of establishment of the joint venture	October 2, 2023 (scheduled)

6. Future Outlook

We expect this matter to have a minimal impact on our consolidated financial results for the fiscal year ending September 30, 2023, but we will promptly announce any matters that should be disclosed in the future.

Notes: This is an English translation of the captioned release. This translation is prepared and provided for the purpose of readers' convenience. All readers are recommended to refer to the original Japanese version of the release for complete information.