

Jan 19, 2024

To All Concerned Parties

Company Name : BuySell Technologies Co., Ltd.  
Representative : Kyohei Iwata, President and CEO  
Securities code : 7685  
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Notice of signing of Basic Agreement for the acquisition of shares of Musubi Co., Ltd.  
(converting it into a subsidiary)

At a meeting of the Board of Directors of BuySell Technologies Co., Ltd., it was agreed to conclude a Basic Agreement as follows with Musubi Co., Ltd. (hereinafter “Musubi”) in order to acquire Musubi’s shares and consider the conversion of that company into a subsidiary of BuySell Technologies.

**Note**

**1. Reason for consideration of acquisition of shares (subsidiary conversion)**

The Group provides a comprehensive reuse sales service, realizing a purchase and sales cycle as part of its mission to “bridge the gap between important things beyond people and time”. In addition to the Company’s home visit operations, the Group is also strengthening its in-store “Buysell” business. Additionally, as a result, of M&A, the Group has been joined by Timeless Co., Ltd., who operate “Kaitori Salon Timeless”, Four-Nine Inc., who operate Reuse Shop WAKABA, mainly in FC shops, and Nisso K.K., whose Brand Peace has its strength in the purchase and resale of luxury brand items, rapidly growing the number of Group stores to 273 (as of December, 2023).

We will continue to strive to increase our corporate value by expanding our diverse purchasing and resales channels and creating synergies among Group companies.

Musubi was established in 2017 and has 45 “Kaitori Musubi” purchase and resale stores nationwide (as of October, 2023) that resell a range of products such as luxury brand bags, watches, jewelry, and precious metals. They have grown their operations by leveraging their strengths, such as the expansion of stores by focusing on stores sited in commercial facilities, for example, large shopping malls, and the winning of repeat customers due to the effects of a comprehensive human talent training program.

With this acquisition of Musubi’s shares, our expectation is that Musubi will further expand its scale by the strengthening of the Group’s purchasing channels, the expansion of our business areas and numbers of stores through collaboration among Group stores, and the provision marketing support from the Company. We have therefore decided to conclude this Basic Agreement and begin considering making the company a subsidiary.

## 2. Overview of company whose shares are to be acquired

(1) Name		MUSUBI CO., Ltd.		
(2) Location of Head Office		2-7-10 Kitasaiwai, Nishi-ku, Yokohama, Kanagawa Prefecture		
(3) Name and title of representative		Representative Director: Madoka NAKAMURA		
(4) Business details		Reuse business for brand products, precious metals, etc. (operation of "Kaitori Musubi" stores)		
(5) Capital		10 million JPY		
(6) Date of establishment		December, 2017		
(7) Major shareholders and their shareholding ratios		Not disclosed due to the wish of the counterparty of the share acquisition.		
(8) Musubi's relationships with listed companies	Capital relationships	There are no capital relationships to be reported between Musubi and any listed companies. In addition, there are no capital relationships to be reported between any of Musubi's related parties or affiliated companies and any listed company's related parties or affiliated companies.		
	Personal relationships	There are no personal relationships to be reported between Musubi and any listed companies. In addition, there are no personal relationships to be reported between any of Musubi's related parties or affiliated companies and any listed company's related parties or affiliated companies.		
	Business relationships	There are no business relationships to be reported between Musubi and any listed companies. In addition, there are no business relationships to be reported between any of Musubi's related parties or affiliated companies and any listed company's related parties or affiliated companies.		
(9) Business results and financial position of Musubi for the last three periods*	Accounting term	Year ending November, 2021	Year ending November, 2022	Year ending November, 2023
		(Unit: Thousand yen)		
	Net assets	57,783	162,891	479,017
	Net assets per share (Yen)	192,610	542,972	479,017
	Gross assets	191,019	466,698	1,192,303
	Sales	1,175,987	2,927,422	4,938,113
	Operating income	488	157,882	464,902
	Ordinary income	20,596	160,771	500,041
	Net income	20,135	105,108	328,461
	Net Income per Share (Yen)	67,117	350,361	328,461
Dividend per share(Yen)	—	—	—	

\*The financial figures for the fiscal year ending November 30, 2023 are not yet finalized at this time and are approximate, and may be subject to change in the future.

**3. Overview of party whose shares are to be acquired**

(1) Name	1 individual shareholder
(2) Address	(Not disclosed due to the wish of the counterparty of the share acquisition.)
(3) Relationships between the individual and listed companies	There are no capital, personal or business relationships to be reported between Musubi and the individual. In addition, there are no capital, personal or business relationships to be reported between any of Musubi's related parties or affiliated companies and any related parties or affiliated companies of the individual.

**4. Number of acquired shares, acquisition price, and status of owned shares before and after acquisition**

As a result of this transaction, the Company plans to acquire 100% of the total number of issued shares from Musubi's existing shareholder, but the acquisition price of the shares has not yet been determined at this time, and will be disclosed at the time the stock transfer agreement is executed. The acquisition price will be determined based on a valuation calculated by an independent third party organization and after consultation with the party from whom the shares will be acquired.

**5. Schedule**

(1) Date of signing of Basic Agreement	January 19, 2024
(2) Date of signing of stock transfer agreement	Mid-February, 2024 (provisional)
(3) Date of stock transfer	Mid to late-March, 2024 (provisional)

**6. Future outlook**

This stock acquisition will not impact the Company's consolidated financial results for the fiscal year ending December, 2023.

The impact on the consolidated performance forecast for the fiscal year ending December, 2024, will be announced as soon as it has been determined.

End.