

**Notice Concerning the Transfer Consolidated Subsidiary's Business  
and Recording an Extraordinary Profit in Connection with a Corporate  
Absorption-Type Split of a Consolidated Subsidiary**

ExaWizards ("the Company") hereby announces that at our management meeting held today, we resolved that the Interview Maker business operated by our consolidated subsidiary STADIUM Corporation ("STADIUM" or "Splitting Company") will be split off ("Absorption-Type Split" or "Company Split") and transferred to ZENKIGEN Corporation ("ZENKIGEN" or "Successor Company") ("Absorption-type Split"), as described below.

1. Background of the Absorption-Type Split

Our consolidated subsidiary STADIUM is engaged in the Digital Solution Sales business, which primarily supports sales expansions of digital and DX products, and in the Interview Maker business, which streamlines recruiting operations. The Interview Maker business has helped many companies improve the efficiency of their recruiting operations and has potential for further growth. But we have decided to sell the Interview Maker business in line with our management policy to focus on growing our sales operations efficiency.

ZENKIGEN's corporate vision is "to create a society where people and companies can reach their potential through technology." We have decided to transfer the Interview Maker business to ZENKIGEN as a partner that can achieve more direct synergistic effects.

2. Summary of the Company Split

(1) Schedule of the Company Split

Date of Resolution by the Management Meeting	February 14, 2024
Date of the Conclusion of the Absorption-Type Company Split Agreement	February 15, 2024 (scheduled)
Effective Date	March 28, 2024 (scheduled)
Date of Monetary Grant	March 28, 2024 (scheduled)

(2) Method of Company Split

An absorption-type demerger, with ZENKIGEN as the successor company.

(3) Details of the Allotment as it Relates to the Company Split

The consideration for this company split is 70 million yen, which was agreed upon by the split company and the successor company.

(4) Treatment of Stock Acquisition Rights and Bonds with Stock Acquisition Rights in Connection with the Company Split

Not applicable.

(5) Capital Changes as a Result of the Company Split

Not applicable.

(6) Rights and Obligations Transferred by the Successor Company in an Absorption-Type Demerger

ZENKIGEN will receive the assets, liabilities, and contractual relationships (excluding employment contracts) related to the Interview Maker business, as well as the rights and obligations based thereon, to the extent provided in the absorption-type demerger agreement.

(7) Prospect of Debt Fulfillment

The Company has determined that there are no issues with the prospects for the fulfillment of obligations to be assumed by the successor company in this absorption-type demerger.

### 3. Outline of the Parties to the Company Split

	Splitting company (As of December 31, 2023)	Successor Company (As of December 31, 2023)
(1) Name	STADIUM Co., Ltd.	ZENKIGEN Co.
(2) Address of Head Office	3-4-3 Akasaka, Minato-ku, Tokyo	1-6-1 Otemachi, Chiyoda-ku, Tokyo
(3) Representative	Satoshi Ishino Representative Director	Hibiki Nozawa Representative Director and CEO
(4) Business	Business planning and management related to sales support, business process outsourcing, and planning, development, and sales of web services, applications, and systems	Planning and development of recruitment DX services, operation of joint research institutes with partners, operation of HR communities
(5) Capital	2,026 million yen (including capital reserve)	100 million yen
(6) Date of Establishment	August 2012	October 2017
(7) Number of shares outstanding	905,250 shares	2,011,500 shares
(8) Fiscal Year End	March 31	March 31
(9) Major Shareholders and Shareholding Ratio	ExaWizards, Inc 100%	—
(10)	Relationship with listed companies	
	Capital Relationships	The Company owns 100% of the shares of the splitting company

Personnel Relationships	Two employees of the Company concurrently serve as directors and corporate auditors of the divesting company	Not applicable
Business Relationships	The Company provides management guidance, etc. to the splitting company	Not applicable
Related Party Status	The splitting company is a consolidated subsidiary of the Company and falls under the category of a related party	Not applicable

(11) Operating results and financial conditions of the most recent three years in millions of yen, except as otherwise noted.

Fiscal Year End	STADIUM			ZENKIGEN
	Year ending March 31, 2021	Year ending March 31, 2022	Year ending March 31, 2023	Year ending March 31, 2023
Net Assets	220	183	473	68
Total Assets	948	795	983	1,054
Net Assets Per Share	(3432.05) Yen	(3,667.05) Yen	522.99 Yen	-
Sales	1,674	1,995	2,315	-
Operating income	(530)	(30)	253	-
Ordinary income	(537)	(51)	248	-
Net income attributable to owners of the parent	(555)	(117)	290	-
EPS	-	-	320.8 Yen	-

※Detailed information on ZENKIGEN's major shareholders and shareholding ratios, as well as operating results and financial conditions for the most recent three years, are omitted due to confidentiality obligations. There has been no capital relationship between The Company and STADIUM to date, and there is no related party relationship.

#### 4. Outline of the Business Unit to be Split

##### (1) Description of the Business of the Division to be Split

Planning, development, and sales business of "Interview Maker," a recruitment interview system that manages interviews and applicants as a single package.

##### (2) Operating results of divisions to be split

	Interview Maker Business (a)	Consolidated results for the fiscal year ended March 31, 2023 (b)	Ratio (a/b)
Sale	418 million yen	5,591 million yen	7.5%

※As of the fiscal year ending March 31, 2023, the business to be transferred is one of the businesses within the division. It is difficult to calculate sales for this business alone, so sales for the entire division, including this business, are provided as a reference. Operating income and ordinary income are omitted due to the difficulty of calculating expenses for this business.

(3) Assets and liabilities to be split (As of December 31, 2023)

Assets		Liabilities	
Items	Book value	Items	Book value
Current Assets	99 million yen	Current Liabilities	99 million yen
Non-current Assets	-	Non-current Liabilities	-
Total	99 million yen	Total	99 million yen

5. The Company and STADIUM (Splitting Company) after the Company Split

There will be no change in the name, location, title and name of the representative, business activities, capital stock, or fiscal year end.

6. Future Outlook

As a result of this absorption-type demerger, The Company expects to record a gain on transfer of the business of 70 million yen, which is the transfer price minus the book value related to the business, as extraordinary income in the fourth quarter of the fiscal year ending March 31, 2024.

STADIUM is a consolidated subsidiary of the Company, and the impact of this corporate divestiture on the Company's consolidated and non-consolidated earnings will be minimal. However, since the Company is currently undergoing structural reforms, the Company will promptly make an announcement if they are required to revise earnings forecasts or other matters.

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(Reference) Consolidated earnings forecast for the current fiscal year (announced on August 14, 2023) and consolidated results for the previous fiscal year.

(Millions of Yen)

	Consolidated Sales	Consolidated Operating Income	EBITDA
Consolidated Earnings Forecast for the Current Fiscal Year (Year ending March 31, 2024)	8,500	(290)	600
Consolidated Results for the Previous Fiscal Year (Year ending March 31, 2023)	5,591	(378)	72