

The following information was originally prepared and published by DeNA Co., Ltd. in Japanese as it contains timely disclosure materials to be submitted to the Tokyo Stock Exchange. This English translation is for your convenience only. To the extent there is any discrepancy between this English translation and the original Japanese version, please refer to the Japanese version.



March 22, 2024

Company name: DeNA Co., Ltd.
(TSE Prime Stock Code: 2432)
Name of representative: Shingo Okamura, President & CEO
Contact person: Takaaki Otani, Head of the Corporate Unit
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Notice Regarding Company Split (Simple Absorption-Type Company Split)

DeNA Co., Ltd. would like to announce that during a board of directors meeting held today, it decided to undertake a simple absorption-type company split of a part of its business (hereinafter referred to as “Company Split”) and have Coopel, Inc. succeed to said business, on condition that Coopel, Inc. is legally and validly established. Coopel, Inc. is expected to be established as a 100% subsidiary of Delight Builder Co., Ltd., a consolidated subsidiary of DeNA. Please note that this company split is expected to result in a change in DeNA’s total assets that is less than 10% of DeNA’s net assets as of the last day of the most recent fiscal year, and a less than 3% change in DeNA’s revenue from the most recent fiscal year, and as such a portion of the disclosure items and content have been omitted.

1. Purpose of the company split

This Company Split is to have Coopel, Inc., which is expected to be established as a 100% subsidiary of Delight Builder Co., Ltd., a consolidated subsidiary of DeNA, succeed to the RPA business planned and operated by DeNA under the “Coopel” name (hereinafter referred to as the “Business”) in order to achieve more agile business operations and further growth going forward.

2. Summary of the company split

(1) Schedule

Date of board of directors resolution	March 22, 2024
Date of conclusion of the company split agreement	April 8, 2024 (Scheduled)
Implementation date (effective date)	June 3, 2024 (Scheduled)

*As the company split to be conducted by DeNA corresponds to a simple absorption-type split as defined in Article 784, Paragraph 2 of the Companies Act, it will be implemented without the approval and resolution of the General Meeting of Shareholders.

(2) Company split method

Absorption-type company split, where DeNA is the splitting company, and Coopel, Inc. is the succeeding company.

- (3) Allotment in this company split
As compensation for this company split, DeNA expects to receive 1 yen in monies from Coopel, Inc.
- (4) Treatment of the stock acquisition rights and bonds with stock acquisition rights accompanying the company split
There are no applicable items.
- (5) Changes to capital due to the company split
There are no changes to capital.
- (6) Rights and obligations to be succeeded by the succeeding company
Coopel, Inc. will succeed to assets, liabilities and the accompanying rights and obligations held by DeNA relating to the Business subject to the company split as of the effective date of the split, excluding those which are otherwise noted in the company split agreement. The assumption of liabilities by Coopel, Inc. will be undertaken without recourse to DeNA.
- (7) Prospect of fulfillment of obligations
DeNA as well as Coopel, Inc. are judged to be capable of fulfilling the obligations to be borne after the effective date of this Company Split.

3. Overview of the parties in the company split

		Splitting company*	Succeeding company**
(1)	Company name	DeNA Co., Ltd.	Coopel, Inc.
(2)	Address	2-24-12 Shibuya, Shibuya-ku, Tokyo	3F Hikitaka Gotanda Building, 8-1-10 Nishigotanda, Shinagawa-ku, Tokyo
(3)	Name and title of representative	Shingo Okamura, President & CEO	Hisashige Hashimoto, Representative Director & President (Scheduled)
(4)	Description of business	Game business, live streaming business, sports business, healthcare & medical business, new businesses & others	Web browser, Excel, and cloud service automation RPA tool deployment support, etc.
(5)	Stated capital	10,397 million yen	0.01 million yen
(6)	Established	March 4, 1999	April 1, 2024 (scheduled)
(7)	Number of shares issued	122,145,545 shares	10,000 shares
(8)	Fiscal year-end	March 31	December 31
(9)	Shareholding percentage of major shareholders	Tomoko Namba 17.79% The Master Trust Bank of Japan, Ltd. 15.64% Nintendo Co., Ltd. 13.55%	Delight Builder Co., Ltd 100.00%
(10)	Operating results and financial position as of the previous fiscal year		
	Fiscal year-end	Fiscal year ended March 31, 2023 (consolidated)	Fiscal year ended December 31, 2023 (standalone)
	Total equity	233,993 million yen	- million yen
	Total assets	348,942 million yen	- million yen
	Equity per share attributable to owners of the parent	1,983.78 yen	- yen
	Revenue	134,914 million yen	- million yen

Operating profit (loss)	4,202 million yen	- million yen
Profit (loss) before tax	13,595 million yen	- million yen
Profit (loss) for the year	8,661 million yen	- million yen
Profit (loss) for the year attributable to owners of the parent	8,857 million yen	- million yen
Basic earnings (loss) per share attributable to owners of the parent	76.78 yen	- yen

*The shareholding percentage of major shareholders for DeNA is as of March 31, 2023 and does not include DeNA's holdings of its own shares (including DeNA stock held through the trust for the DeNA employee stock option plan (ESOP)). The DeNA Group's consolidated financial statements are prepared in accordance with IFRS.

**The information for Coopel, Inc. is what is expected as of the date of establishment.

4. Overview of the business department to be split

(1) Business description of the department to be split

Web browser, Excel, and cloud service automation RPA tool deployment support

(2) Operating results for the department to be split (Fiscal year ended March 31, 2023)

	Operating results of the business (a)	Operating results of DeNA (consolidated) (b)	Ratio (a/b)
Revenue	41 million yen	134,914 million yen	0.03%

(3) Assets and liability items and monetary amount to be split

Assets		Liabilities	
Item	Book value	Item	Book value
Current assets	1.6 million yen	Current liabilities	21.9 million yen
Non-current assets	0.3 million yen	Non-current liabilities	-
Total	1.9 million yen	Total	21.9 million yen

*The amounts of assets and liabilities to be split are based on the balance sheets as of March 31, 2023.

The actual amounts of assets and liabilities to be split will be determined by adjusting the above amounts to reflect changes to the assets and liabilities up to the effective date of this Company Split.

5. Status of the listed company and the succeeding company in the absorption-type company split after the company split

No changes are expected in the company names, addresses, names and titles of representatives, description of businesses, stated capital, or fiscal year-end for either DeNA or Coopel, Inc. as a result of this Company Split.

6. Future outlook

The impact of this Company Split on operating results is expected to be minimal.

(Reference) Previous fiscal year results

	Revenue	Operating profit	Profit before tax	Profit for the period	Profit for the period attributable to owners of the parent	Basic earnings per share
	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Yen
Consolidated financial results (Fiscal year ended March 31, 2023)	134,914	4,202	13,595	8,661	8,857	76.78

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