



Notice: This document is an excerpt translation of the original Japanese document and is only for reference purposes. In the event of any discrepancies between this translated document and the original Japanese document, the latter shall prevail.

April 16, 2024

Dear all,

Company name	Smaregi, Inc.
Representative	Representative Director Hiroshi Yamamoto (Code number: 4431 TSE Growth)
Inquiries	Director Kohei Takamadate Tel: +81-6-7777-2405

Notice regarding business transfer

We are pleased to announce that at today's board meeting, our company has resolved to enter into a business transfer agreement with Ligua Inc. for the acquisition of their CRM and "Rece ONE Plus" Business (related to Medical Billing System).

We decided to disclose this transaction, despite having no obligation to do so, because it judged that the information would prove useful.

1. Background

On September 13, 2023, we updated our mid-term management plan and have begun implementing a new market segmentation strategy aimed at achieving "VISION2031."

Under the market segmentation strategy, we have further subdivided our target segments beyond the broad categories of "retail stores" and "restaurants" into "industry type and format" and "scale." By strengthening our approach to specific industries, we aim to optimize sales and marketing costs and achieve top market share in target sectors.

The software "Rece ONE Plus," which we will acquire from Ligua Inc., is a comprehensive solution tailored to osteopathic clinics, encompassing patient information management (CRM), medical billing systems, and POS functionality. We have decided to acquire this business as part of our market segmentation strategy.

2. Details of Business Transfer

(1) Business to be transferred:

Development, maintenance, and sales of "Rece ONE Plus," which combines the following two functions:

- Patient information management software "Ligoo POS&CRM" for Osteopathic clinics.
- Billing calculation software "Rece ONE" for Osteopathic clinics.

(2) Financial performance of business to be transferred:

(million yen)	FY3/23	FY3/24
Net sales	398	233
Gross profit	45	—

(Note) We have not calculated the operating profit of the business to be acquired. Additionally, we have not included the gross profit for the fiscal year ending March 2024 as it is not yet determined.

(3) Amounts of assets and liabilities of the subject business (as of April 16, 2024):

Assets		Liabilities	
Item	Book value	Item	Book value
(million yen) Non-current assets	163	—	—

(4) Acquisition price, method of payment:

Transfer price: 176 million yen

Settlement method: Cash

3. Overview of Ligua Inc.

Name	Ligua Inc.	
Location	Awaji-machi Park Building 2, 2-6-6 Awaji-machi, Chuo-ku Osaka-shi, Osaka	
Name and Title of Representative	Norihiko Kawase, President	
Business	Management consulting and support services for Osteopathic clinics and the healthcare industry.	
Capital	477,522 thousand yen (as of March 31, 2023)	
Date of establishment	October 1, 2004	
Consolidated net assets	353,335 thousand yen (as of March 31, 2023)	
Consolidated total assets	3,373,914 thousand yen (as of March 31, 2023)	
Major Shareholders and Shareholding Ratio (As of March 31, 2023)	Norihiko Kawase 32.73%, Kohei Takiguchi 12.76% K&P Partners Corp. 6.20%, Toshiya Fujiwara 5.07%, Nobuhiko Ishimoto 4.87%, Takahiro Fujimoto 3.10%, etc.	
Relationship between listed company and the company concerned	Capital relations	Nothing to disclose
	Personal relations	Our company auditor, Masayuki Murata, concurrently serves as a director.
	Business relations	Nothing to disclose

4.Schedule

Resolution of the Board of Directors	April 16, 2024
Signing of business transfer agreement	April 16, 2024
Execution of transfer	May 1, 2024 (scheduled)

5. Outlook

The execution date of this business transfer is scheduled for May 1, 2024, so it will not have any impact on our performance for the fiscal year ending April 2024.

After the business transfer, we anticipate benefiting from Ligua's extensive feedback on industry-specific knowledge and practices, prevalent in the osteopathy industry. With this knowledge, we plan to swiftly enhance the software we acquire.

We anticipate the synergy between our company, specializing in software development, and Ligua, with a long history of business operations in the osteopathy industry and strong sales capabilities, through our business partnership.

Smaregi, Inc.	Ligua Inc.
Continuous development and feature additions to the transfer software Sales Maintenance	Provision of industry expertise Continuation of sales Maintenance

We expect these activities to contribute to our performance from the fiscal year ending April 2025 onwards. Performance forecasts for the fiscal year ending April 2025 will be disclosed in June 2024.