

Notice on Acquisition of Shares of Nitroplus Co., Ltd. to Become a Subsidiary

CyberAgent, Inc. (TSE: 4751) today announced that its Board of Directors resolved to acquire the shares of Nitroplus Co., Ltd. (Headquarter: Chuo-ku, Tokyo, Representative director: Takashi Kosaka) and make the company a consolidated subsidiary.

1. Purpose of the acquisition

Nitroplus is engaged in content production in a wide range of genres, including games, animation, novels, and illustrations, most notably *Touken Ranbu*. In recent years, the business around intellectual property (IP), which focuses on media mix strategies, has become a growing market in Japan and the rest of the world. CyberAgent is also actively strengthening its ABEMA-centered business by making BABEL LABEL, a content studio with up-and-coming creators including Michihito Fujii, a consolidated subsidiary in December 2021, and stage production company Nelke Planning, a leader in anime musicals, a consolidated subsidiary in June 2023. This acquisition is based on our decision that the aim of Nitroplus which seeks to global expansion in the IP-related business has high compatibility with CyberAgent, which develops a wide range of entertainment business in the internet domain and aims to succeed globally through the fusion of technology and creativity.

2. Plans for the company

The name and organization of Nitroplus will remain the same, and the current president and producer of *Touken Ranbu*, Takashi Kosaka, (Takaki Kosaka) will continue to serve as president. CyberAgent will continue to support Nitroplus in its efforts to strengthen its IP-related business, create exciting content, and further expand its business.

3. Overview of subsidiary to be transferred

(1) Name	Nitroplus Co., Ltd.
(2) Address	Nihonbashi Honcho YS building 7 th floor, 2-2-2 Nihonbashi Honcho, Chuo-ku, Tokyo
(3) Name and title of representative	Takashi Kosaka, Representative director
(4) Type of business	Planning, developing and merchandizing of games Planning, design, developing, producing, and editing of Animation, 3D computer graphics Planning (original idea, script, scene), design, editing, developing, and producing of production concept Planning, developing and merchandizing of character items Planning, developing and merchandizing of books, CDs and DVDs Licensing business

(5)	Capital	10 million yen		
(6)	Founding date	June 1, 2000		
(7)	Major shareholders and their shareholding ratio	Four individuals		
(8)	Relationships between the listed company and the company concerned	Capital relationship	Mr. Takashi Kosaka of the company holds 1.7% of voting rights of our consolidated subsidiary, Nelke Planning Co., Ltd.	
		Personnel relationship	Mr. Takashi Kosaka of the company serves as an outside director of our consolidated subsidiary, Nelke Planning Co., Ltd.	
		Business relationship	Our consolidated subsidiary Nelke Planning Co., Ltd. is the main business partner of the company.	
(9)	Business results and financial position of the company for the last three years			
Accounting period		FY2021/8	FY2022/8	FY2023/8
Equity		6,246 million yen	6,963 million yen	7,586 million yen
Total assets		7,970 million yen	8,660 million yen	8,898 million yen
Equity value per share		31,231,614 yen	36,080,533 yen	39,310,438 yen
Net sales		3,588 million yen	3,895 million yen	4,003 million yen
Operating income		737 million yen	1,180 million yen	1,290 million yen
Ordinary income		762 million yen	1,188 million yen	1,310 million yen
Net income		619 million yen	833 million yen	623 million yen
Basic earnings per share		3,096,496 yen	4,263,046 yen	3,229,905 yen
Dividend per share		— yen	— yen	— yen

4. Overview of owners of shares

(1)	Name	Four individuals *		
(2)	Address	This will not be disclosed in line with the shareholder's intention.		
(3)	Relationships between the listed company and the individual	Capital relationship	An individual holds 1.7% of voting rights of our consolidated subsidiary, Nelke Planning Co., Ltd.	
		Personnel relationship	An individual serves as an outside director of our consolidated subsidiary, Nelke Planning Co., Ltd.	
		Business relationship	Our consolidated subsidiary Nelke Planning Co., Ltd. pays remuneration to the individual as the outside director.	

*There are no reportable capital, personnel or business relationships between the listed company and the other three individuals concerned.

5. Number of shares acquired, acquisition price and ownership before and after acquisition

(1)	Number of shares owned before acquisition	0 shares (Number of voting rights: 0) (Percentage of voting rights owned: 0.0%)		
(2)	Number of shares acquired	140 shares (Number of voting rights: 140)		
(3)	Acquisition price	Common shares of Nitroplus Co., Ltd.	16,683 million yen	
		Acquisition-related and other costs (Approx.)	20 million yen	
		Total (Approx.)	16,704 million yen	
(4)	Number of shares owned after acquisition	140 shares (Number of voting rights: 140) (Percentage of voting rights owned: 72.5%)		

6. Schedule

(1)	Resolution at Board meeting	June 26, 2024
(2)	Conclusion of the agreement	June 26, 2024
(3)	Effective date of share acquisition	July 1, 2024 (Planned)

7. Outlook

The effect of the share acquisition on CyberAgent's consolidated and non-consolidated results of operations will be minimal. Therefore, there will be no revision on FY 2024 business and dividend forecast which is announced on November 1, 2023, at this point.

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