



September 25, 2024

Company name: Oricon Inc.
Name of representative: Koh Koike, President and
Representative Director
(Securities code: 4800;
TSE Standard Market)
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Notice Concerning Establishment of Subsidiary Arising from Transfer of Mobile Business
of Consolidated Subsidiary, Company Split and Transfer of Shares in Subsidiary

Oricon Inc. (the "Company") hereby announces that it resolved to transfer the Mobile Business operated by oricon ME Inc. ("ME"), the Company's consolidated subsidiary, to Mediano Ltd. ("Mediano") (the "Transaction"). Details are as follows.

In the Transaction, the method planned to be used is that ME will create a wholly owned subsidiary (the "New Company"), have the said subsidiary take over the assets, etc. of the Mobile Business through a company split (the "Company Split") and transfer all issued shares of the Target Company to Mediano (the "Share Transfer").

Since the Company Split will be a simplified incorporation-type company split in which the Company's consolidated subsidiary ME, certain disclosure items and some content of disclosure are omitted.

1. Purpose for the Transaction

In the Company, the Communication Business has become the core business segment, as the revenue from the Customer Satisfaction (CS) Research Business and the News & Media Business in ME's business has been expanding year by year. In this context, the Company has carefully examined the continuity of the Mobile Business from the perspective of concentrating management resources. As a result, the Company determined that by transferring the Mobile Business to Mediano, which is engaged in M&A Business, the Company can ensure a smooth transition of the content distribution service, enhance the business value, and contribute to the improvement of both companies' corporate value.

2. Outline of the establishment (plan) of the New Company

① Company name	orimyu Inc.
② Office location	3-20-2 Nishi-Shinjuku, Shinjuku-ku, Tokyo JAPAN 163-1435
③ Representative	Koh Koike, President and Representative Director
④ Business	Paid streaming service for mobile devices and PCs
⑤ Share capital	30 million yen
⑥ Established	November 1, 2024 (plan)
⑦ Major shareholders and shareholding ratios	oricon ME Inc. 100% (After the Share Transfer) Mediano Ltd. 100%

3. Overview of the Company Split

(1) Schedule

- | | |
|--|-------------------------|
| ① Date of resolution by the Board of Directors | September 25, 2024 |
| ② Date of incorporation of the New Company | November 1, 2024 (plan) |
| ③ Effective date of the Company Split | November 1, 2024 (plan) |
| ④ Effective date of the share transfer agreement | November 1, 2024 (plan) |

Note: The Company Split will be simplified incorporation-type company split as provided for in Article 805 of the Companies Act, it does not require the approval of the incorporation-type company split plan at the ME's general shareholders meeting.

(2) Method of the Company Split

It will be an incorporation-type company split with ME as the company splitting and the orimyu as the New Company incorporated in an incorporation-type company split.

(3) Allocation relating to the Company Split

The New Company will issue 1 share of stock in the Company Split, all of which will be allotted to ME as the company splitting in an incorporation-type company split.

(4) Handling of stock acquisition rights and bonds with stock acquisition rights associated with the Company Split

Not applicable.

(5) Capital increase/decrease due to the Company Split

There will be no change in the capital of ME.

(6) Rights and obligations to be assumed by the New Company

As of the effective date of the Company Split, the New Company will succeed, within the range prescribed in the incorporation-type company split plan, to the assets, liabilities, contracts and other rights and obligations related to the Mobile Business and held by ME.

(7) Prospect of fulfillment of debt obligations

The Company believes that there will be no issues with the fulfillment of the obligations by the New Company on and after the effective date of the Company Split.

4. Outline of parties to the Company Split (as of March 31, 2024 (as of the date of this document with respect to company incorporated in an incorporation-type company split))

		Splitting Company	New Company (Incorporated in an incorporation-type company split)
①	Name	oricon ME Inc.	orimyu Inc.
②	Office location	6-8-10 Roppongi, Minato-ku, Tokyo JAPAN 106-0032	3-20-2 Nishi-Shinjuku, Shinjuku-ku, Tokyo JAPAN 163-1435
③	Representative	Koh Koike, President and Representative Director	Koh Koike, President and Representative Director
④	Business	Communication Business, Mobile Business	Mobile Business
⑤	Share capital	80 million yen (as of March 31, 2023)	30 million yen
⑥	Established	August 1, 2003	November 1, 2024
⑦	Number of shares issued	59,800 shares	1 share
⑧	Fiscal year end	March 31	September 30
⑨	Major shareholders and shareholding ratios	Oricon Inc. 100%	oricon ME Inc. 100%
⑩	Recent business performance and financial condition of the splitting company in the immediately preceding fiscal year Net sales 3,539 million yen Ordinary profit 837 million yen Net assets 2,397 million yen Total assets 2,914 million yen		

5. Overview of the business to be split

(1) Details of business to be split

Paid streaming service for mobile devices and PCs

(Music streaming site "Oricon Music Store," eBook site "Yomulun")

(2) Operating results of the business to be split (for the fiscal year ended March 31, 2024)

	Mobile Business (a)	Consolidated totals (b)	Ratio (a/b)
Net sales	340 million yen	4,800 million yen	7.1 %
Ordinary profit	96 million yen	1,588 million yen	6.1 %

(3) Items and book values of assets and liabilities to be split

Because of confidentiality with the transferee, the company cannot share this information.

6. Status after the Company Split

None of ME's company name, office location, representative's position or name, business, capital, or fiscal year end will be affected by this Company Split.

7. Outline of transferee

① Company name	Mediano Ltd.
② Office location	3-20-2 Nishi-Shinjuku, Shinjuku-ku, Tokyo JAPAN 163-1435
③ Representative	Teppei Hamada, President and Representative Director
④ Business	M&A Business etc.
⑤ Share capital	100 million yen (as of June 30, 2024)
⑥ Established	September 30, 2021
⑦ Net assets	279 million yen (as of June 30, 2024)
⑧ Total assets	357 million yen (as of June 30, 2024)
⑨ Major shareholders and shareholding ratios	MTI Ltd. (Prime Market of TSE: 9438) 100%

8. Number of shares to be transferred, transfer price and the number of shares held before and after transfer

① Number of shares held before the transfer	1 share (plan) (Number of voting rights: 1 (plan)) (Percentage of voting rights: 100%)
② Number of shares to be transferred	1 share (plan) (Number of voting rights: 1 (plan))
③ Transfer price	Not disclosed*
④ Number of shares held after the transfer	0 share (Number of voting rights: 0) (Percentage of voting rights: 0%)

*The transfer price is not disclosed, but it has been determined through negotiations and mutual consultation, and the Company believes it to be a fair value.

9. Schedule for the Share Transfer

① Date of the share transfer agreement	September 25, 2024
② Date of share transfer	November 1, 2024 (plan)

10. Future outlook

The impact of the transaction on the consolidated financial results for the current fiscal year is minimal, and there are no changes to the full-year consolidated earnings forecast announced on May 8, 2024. If the need for timely disclosure arises in the future, the company will promptly make the necessary disclosures.

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