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February 14, 2025

Company name: MINKABU THE INFONOID INC.  
Representative: Representative Director and President Masayuki Ban  
Listing: Growth Market, Tokyo (4436)  
Contact: Executive Officer Yosuke Maeda  
(Tel: +81-3-6274-6493)

## **Notice Regarding the Absorption Merger of a Wholly Owned Subsidiary and the Transition into a Single Entity**

MINKABU THE INFONOID, Inc. (hereinafter referred to as "the Company," Headquartered in Minato-ku, Tokyo, Representative Director and President: Masayuki Ban) hereby announces that at the Board of Directors meeting held today, the Company has resolved to transition to a single entity by implementing an absorption-type merger, with the Company as the surviving entity, and merging with our wholly owned subsidiaries, livedoor Co., Ltd. and MINKABU SOLUTION SERVICES, Inc.

Please note that as this merger will be conducted with our wholly owned subsidiaries, some disclosure items and content have been omitted.

### **1. Purpose of the Merger**

In July 2023, the Company transitioned to a holding company structure with the aim of promoting the rapid business development of each segment, assuming high growth across all businesses. However, with this change in business policy, our primary focus has shifted from business expansion to ensuring reliable profit generation and the accumulation of net assets. From this perspective, and to facilitate cost reductions through the simplification of accounting, financial reporting, and related processes, as well as to unify our group's officers and employees in a collective effort toward performance recovery, we have decided to integrate the Company, livedoor Co., Ltd., and MINKABU SOLUTION SERVICES, Inc. into a single entity, effective July 1, 2025. The name of the integrated company will be announced it has been determined.

Regarding MINKABU ASSET PARTNERS, Inc., please refer to today's announcement titled "Notice Regarding the Transfer of Shares of Our Subsidiary (Sub-subsidiary)." Additionally, the Company also plans to sell Content Monster, Inc. and MINKABU Web3 Wallet, Inc., and will make a separate announcement once the details are finalized.

### **2. Summary of the Merger**

#### **① Schedule**

Date of Board of Directors Resolution (Parties to the Merger)	February 14, 2025
Date of Board of Directors Resolution (the Company)	February 14, 2025
Date of Contract Signing	February 14, 2025
Shareholders' General Meeting for Merger Approval	

- (Parties to the Merger) June 25, 2025(schedule)  
 (the Company) June 26, 2025(schedule)  
 Effective Date of Merger July 1, 2025(schedule)
- ② Method of Merger  
 The merger will be conducted by absorption, with the Company as the surviving company. livedoor Co., Ltd., and MINKABU SOLUTION SERVICES, Inc. will be dissolved on the effective date of the merger.
- ③ Allocation Details Related to the Merger  
 This merger involves 100% subsidiaries of our company, therefore there will be no issuance of shares or allocation of cash or equivalent.
- ④ Treatment of Stock Options of the Dissolved Company and Convertible Bonds with Stock Options  
 There are no relevant items.

### 3. Overview of the Merged Company

#### ① Surviving Company

(1) Company Name	MINKABU THE INFONOID, Inc.	
(2) Headquarters Address	1-9-1 Higashi-Shimbashi, Minato-ku, Tokyo	
(3) Title and Name of the Representative	Representative Director and President, Masayuki Ban	
(4) Business Activities	Media Business and Solution Business	
(5) Paid-in Capital	320 million yen	
(6) Date of Establishment	July 7, 2006	
(7) Number of Outstanding Share	14,985,800 shares	
(8) Fiscal Year	March 31	
(9) Major Shareholders and Shareholding Ratio	Ken Uryu 8.31% SBI Holdings, Inc. 8.23%	
(10) Financial Condition and Business Performance for the Most Recent Fiscal Year	Fiscal Year Ended March 31, 2024 (consolidated basis)	
	Net Assets	¥6,184 million
	Total Assets	¥14,838 million
	Nets Assets per share	¥411.81
	Net Sales	¥9,920 million
	Operating Profit	(¥699) million
	Ordinary Profit	(¥790) million
	Net Profit Attributable to Parent Company Shareholders	(¥1,180) million
	Net Income Per Sahre	(¥78.84)

#### ② Dissolved Company

(1) Company Name	livedoor Co., Ltd.	MINKABU SOLUTION SERVICES, Inc.
(2) Headquarters Address	1-9-1 Higashi-Shimbashi, Minato-ku, Tokyo	1-9-1 Higashi-Shimbashi, Minato-ku, Tokyo
(3) Title and Name	Representative Director, President	Representative Director and President,

of the Representative	and COO, Naohito Miyamoto		Masayuki Ban	
(4) Business Activities	Media Business		Solution Business	
(5) Paid-in Capital	10 million yen		310 million yen	
(6) Date of Establishment	October 7, 2022		April 3, 2023	
(7) Number of Outstanding Share	1,099 shares		3,100 shares	
(8) Fiscal Year	March 31		March 31	
(9) Major Shareholders and Shareholding Ratio	MINKABU THE INFONOID, Inc. 100%		MINKABU THE INFONOID, Inc. 100%	
(10) Financial Condition and Business Performance for the Most Recent Fiscal Year	Fiscal Year Ended March 31, 2024		Fiscal Year Ended March 31, 2024	
	Net Assets	¥2,025 million	Net Assets	¥2,462 million
	Total Assets	¥3,626 million	Total Assets	¥3,945 million
	Net Sales	¥4,863 million	Net Sales	¥2,547 million
	Operating Profit	¥159 million	Operating Profit	¥130 million
	Ordinary Profit	¥150 million	Ordinary Profit	¥129 million
	Net Loss	¥281 million	Net Loss	¥400 million

#### 4. Post-Merger Situation

After the merger, there will be no changes to the location, the position and name of the representative, the business activities, capital, or fiscal year. However, the company name will be announced once it has been determined.

#### 5. Outlook for the future

Regarding the revision of the consolidated earnings forecast for the fiscal year ending March 2025, please refer to today's announcement titled "Notice Regarding the Revision of Consolidated Financial Forecasts and the Withdrawal of Mid-Term Plan".

END