

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.



May 14, 2018

Company name: DeNA Co., Ltd.
(TSE First Section Stock Code: 2432)
Name of representative: Isao Moriyasu, President & CEO
Contact person: Jun Oi, Executive Officer, Head of
Corporate Unit
Tel.: 03-6758-7200

**Notice Regarding Conclusion of a Memorandum of Understanding Regarding Change in DeNA
Subsidiary (Share Transfer)**

DeNA Co., Ltd. (“DeNA”) would like to announce that a memorandum of understanding has been concluded with Evolvable Asia Corp. (“Evolable Asia”) regarding the transfer of all of DeNA’s shares in its consolidated subsidiary DeNA Travel Co., Ltd. (“DeNA Travel”) to Evolvable Asia.

1. Purpose of the conclusion of the memorandum of understanding

The DeNA Group has operated a travel agency business from 2006. Recently, Evolvable Asia made a request to take over DeNA Travel, and DeNA decided to agree to this request in order to facilitate the future growth of this business, resulting in the conclusion of a memorandum of understanding regarding a share transfer. Going forward, both companies will proceed with discussions to prepare a definitive agreement regarding the share transfer.

2. Overview of the changing subsidiary (DeNA Travel)

(1) Company name	DeNA Travel Co., Ltd.
(2) Address	5-15-5 Shinjuku, Shinjuku-ku, Tokyo, Japan
(3) Name and title of representative	Shuhei Omi, Representative Director and President
(4) Description of business	Travel products & services, etc.
(5) Stated capital	100 million yen
(6) Established	July 1979
(7) Shareholding percentage of major shareholders	DeNA Co., Ltd. 100%

(8) Relationship between listed company and this company	Capital relationship	Wholly owned subsidiary of DeNA	
	Personnel relationship	Seven DeNA employees are seconded to DeNA Travel, and of those two are directors. Two DeNA employees are also appointed as outside directors for DeNA Travel.	
	Transactional relationship	DeNA purchases flights, etc. related to overseas business trips for its employees. DeNA also has transactions with this company regarding some infrastructure-related work.	
(9) Consolidated operating results and financial position of this company for the previous three fiscal years			
Fiscal year-end	Fiscal year ended March 31, 2016	Fiscal year ended March 31, 2017	Fiscal year ended March 31, 2018
Total equity	2,489 million yen	2,663 million yen	879 million yen
Total assets	13,927 million yen	18,325 million yen	14,129 million yen
Equity per share attributable to owners of the parent	3,729.55 yen	3,989.60 yen	1,316.62 yen
Revenue	5,326 million yen	6,077 million yen	5,681 million yen
Operating profit	527 million yen	354 million yen	(1,961 million yen)
Profit before tax	499 million yen	301 million yen	(1,987 million yen)
Profit for the period	507 million yen	152 million yen	(1,884 million yen)
Basic earnings per share attributable to owners of the parent	759.50 yen	227.99 yen	(2,822.58 yen)

(Note) The DeNA Group consolidated financial statements are based on IFRS.

3. Overview of the share transfer receiving company

(1) Company name	Evolable Asia Corp.		
(2) Address	2-5-1 Atago, Minato-ku, Tokyo, Japan		
(3) Name and title of representative	Hideki Yoshimura, Representative Director and President		
(4) Description of business	Online travel agency business, inbound travel agency business, IT off-shore development business, and investment business		
(5) Stated capital	1,031 million yen		
(6) Established	May 11, 2007		
(7) Net assets	3,226 million yen		
(8) Total assets	7,479 million yen		
(9) Shareholding percentage of major shareholders	Munenori Oishi	37.62%	
	Yoshimura Holdings Corp.	17.71%	
	Japan Trustee Services Bank, Ltd. (trust account)	1.42%	
(10) Relationship between listed company and this company	Capital relationship	Not applicable	
	Personnel relationship	Not applicable	
	Transactional relationship	DeNA transferred its Vietnam subsidiary to this company, and a DeNA Group game title is operated by this company.	
	Circumstances relevant to related parties	Not applicable	

(Note) This information is as of the fiscal year ended September 30, 2017.

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

(1) No. of shares held before the change	667,366 shares (Percentage of voting rights held: 100.0%)
(2) No. of shares to be transferred	667,366 shares
(3) Transfer price	1,200 million yen
(4) No. of shares held after the change	0 shares (Percentage of voting rights held: 0.0%)

5. Schedule

(1) Date of conclusion of the memorandum of understanding	May 14, 2018
(2) Date of conclusion of the transfer agreement	May 18, 2018 (Scheduled)
(3) Date of the share transfer	May 31, 2018 (Scheduled)

6. Future outlook

This change is expected to have minimal impact on DeNA's consolidated financial performance. For the past financial performance of DeNA Travel, please refer to the "2. Overview of the changing subsidiary (DeNA Travel)" section of this document.

For inquiries please contact:
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 DeNA Co., Ltd. (<http://dena.com>)