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December 26, 2024

Dear shareholders and investors,

Company name f-code Inc.
Representative Representative Director and President Tsutomu Kudo
(Securities code: 9211, TSE Growth Market)
Contact Director, General Manager of Business Administration Division Shinichi Yamazaki
(Tel: +81-3-6272-8991)

Notice Concerning Acquisition of Shares of ZEROTUS Inc. (to Make It a Subsidiary)

F-code Inc. (the "Company") hereby announces that it has resolved, at a meeting of the Board of Directors held on December 26, 2024, to acquire shares of ZEROTUS Inc. and make it a subsidiary of the Company. The details are described below.

1. Reason for acquisition of shares

Our company is expanding into the fast-growing DX (digital transformation) market and digital marketing sector, focusing on technology and SaaS solutions to improve customer experience. We are also tapping into the growing demand for marketing and creative services. We provide comprehensive support from website development to customer acquisition and retention. In addition, our recurring revenue business model enables rapid and stable revenue growth with high margins while maximizing customer value.

ZEROTUS Inc. provides ROI marketing support services that visualize and maximize return on investment by utilizing data. Their support extends beyond ad operations to encompass a wide range of marketing services, including creative solutions and the implementation and operation of tools such as GA4, MA, and CRM systems.

Through this acquisition, we aim to leverage ZEROTUS Inc.'s expertise in data analysis and utilization, as well as its broader marketing support capabilities. We believe this will enable our group to support optimal DX promotion for client companies and ultimately maximize customer value.

After considering all of these factors, we decided to acquire the shares as we believe it will contribute to further improving the profitability and strengthening the competitiveness of our Group.

2. Overview of the subsidiary (ZEROTUS Inc.) subject to change

(1)	Name	ZEROTUS Inc.
(2)	Location	10-15, Shinsencho, Shibuya Ku, Tokyo

(3)	Job title and name of representative	Yuga Ichinohe, Representative Director	
(4)	Description of business	Data consulting business and digital marketing business	
(5)	Share capital	1 million yen	
(6)	Date of establishment	March 18, 2022	
(7)	Major shareholders and ownership ratios	Yuga Ichinohe 51.0% Yota Naiki 49.0%	
(8)	Relationship between the Company and said company	Capital relationship	Not applicable.
		Personnel relationship	Not applicable.
		Business relationship	Not applicable.

(9) Operating results and financial positions of said company for the last six months

As of / Fiscal year ended	Fiscal year ending Feb. 2023	Fiscal year ending Feb. 2024
Net assets	7 million yen	20 million yen
Total assets	22 million yen	61 million yen
Net assets per share	75,488.93 yen	203,829.84 yen
Net sales	25 million yen	158 million yen
Operating profit	8 million yen	13 million yen
Ordinary Income	8 million yen	16 million yen
Net income	6 million yen	12 million yen
Net income per share	65,488.93 yen	128,340.91 yen
Dividend per share	0.00 yen	0.00 yen

*ZEROTUS Inc. was established on March 18, 2022, the results for the fiscal year ended February 28, 2023 represent the operating results and financial position of ZEROTUS Inc. from the date of its establishment to the end of February 2023.

3. Overview of the counterparty to the acquisition of shares

(1)	Name	Yuga Ichinohe
(2)	Address	Meguro-ku, Tokyo
(3)	Relationship between the Company and said person	There is no capital, personal or business relationships between our company and the shareholder in question. In addition, there are no business relationships between our company and related companies and persons.

(1)	Name	Yota Naiki
(2)	Address	Shibuya-ku, Tokyo
(3)	Relationship between the Company and said person	There is no capital, personal or business relationships between our company and the shareholder in question. In addition, there are no business relationships between our company and related companies and persons.

4. Number of shares acquired, acquisition costs, and shareholding before and after acquisition

(1)	Number of shares held before the change	0 shares (Number of voting rights: 0 units) (Ratio of voting rights held: 0.0%)	
(2)	Number of shares to be acquired	100 shares (Number of voting rights: 100 units)	
(3)	Acquisition costs	Common shares of ZEROTUS Inc. Advisory fees, etc. (Estimated amount) Total (Estimated amount)	219 million yen 5 million yen 225 million yen
(4)	Number of shares held after the change	100 shares (Number of voting rights:100 units) (Ratio of voting rights held: 100%)	

(Note) The consideration for the acquisition of shares in ZEROTUS Inc. was determined and agreed on the basis of ZEROTUS Inc.'s estimated net assets of JPY 47 million and estimated annual operating profit of JPY 30 million~ at the time of acquisition. An agreement has been reached with the counterparty regarding the pledged items before and after the transfer of the shares, as well as the adjustment of the transfer price in accordance with the future performance of ZEROTUS Inc. There is a possibility that additional compensation will be paid, or the purchase price will be reduced in accordance with the performance of the relevant business. If such an event occurs, we will notify you as soon as it is confirmed.

5. Timetable

(1)	Date of resolution at the meeting of the Board of Directors	December 26, 2024
(2)	Date of conclusion of the agreement	December 26, 2024 (scheduled)
(3)	Date of commencement of share transfer	January 17 , 2025 (scheduled)

6. Future outlook

The amount of goodwill and other intangible assets to be recorded in the consolidated financial statements because of this matter, as well as the impact on the Group's earnings outlook for the fiscal year ended December 31, 2024, is currently under review. We will inform you as soon as the details are known after the closing of the acquisition.

(Reference) Consolidated financial results forecasts for the current fiscal year (released on February 14, 2024) and actual consolidated results for the previous fiscal year.

(Millions of yen)

	Revenue	Operating profit	Profit before taxes	Profit
Consolidated financial results forecasts for the current fiscal year (Fiscal year ended December 31, 2024)	4,633	1,350	1,274	822

Actual consolidated results for the previous fiscal year (Fiscal year ended December 31, 2023)	2,482	651	612	484