Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

May 8, 2025

For Immediate Release

Company name	CERES INC.
Representative	Satoshi Takagi, President and Representative Director (Code: 3696 TSE Prime Market)
Contact	Yasuhiro Kobayashi, Managing Director & General Manager of Administration Division
Telephone	+81-3-6455-3756

Notice Concerning Change of Consolidated Subsidiary (Share Transfer) and Recording of Extraordinary Income

CERES INC. (the Company) hereby announces that, as of May 8, 2025, the Board of Directors has resolved to transfer all shares of YUMEMI Inc. (YUMEMI), a consolidated subsidiary of the Company, to Accenture Japan Ltd (Accenture), and has entered into a share transfer agreement effective as of today.

The completion of the share transfer is subject to the fulfillment of certain conditions stipulated in the agreement, and is expected to be finalized during the second quarter of the fiscal year ending December 31, 2025. Upon completion, the Company expects to record an extraordinary gain.

1. Reason for the share transfer

Under our corporate philosophy of "Enriching the world through internet marketing," we operate two core businesses: the Mobile Service Business, which involves the planning, development, and operation of smartphone-focused media, led by the point rewards site *Moppy*; and the Financial Service Business, which focuses on cryptocurrency and blockchain-related services. To achieve the goals outlined in our five-year “Medium-Term Management Plan 2026,” formulated in December 2021, we have adopted a medium- to long-term management policy aimed at creating a “token economy” — a value-exchange ecosystem driven by point-based and blockchain technologies — to serve as a platform that revitalizes socioeconomic activity.

Since its founding in 2000, YUMEMI has been a leading company in the fields of digital transformation (DX) and in-house development support. YUMEMI has planned and developed web and smartphone-based services boasting a combined total of 60 million monthly active users (MAUs) worldwide, serving over 600 client companies ranging from large enterprises to startups. In line with our management strategy to expand O2O (Online to Offline) services in the real-world economy through our mobile service business centered on the point rewards site *Moppy*, we recognized YUMEMI’s strong capabilities in O2O and omnichannel support. As a result, we made YUMEMI an equity-method affiliate in June 2016 and subsequently a consolidated subsidiary in July 2018.

To date, we have leveraged YUMEMI’s strong technological and development capabilities to pursue business collaboration and new initiatives, particularly in the areas of O2O and AI. In recent years, digital services have become increasingly important as a point of contact between companies and customers, and further growth is expected in the domestic market.

Amid this environment, YUMEMI, with its core focus on digital transformation (DX) and in-house development support, has achieved remarkable growth. From the time it joined our group in 2016 through 2024, YUMEMI

recorded a compound annual growth rate (CAGR) of 17.5%, playing a significant role in driving the Group's revenue and profit growth. On the other hand, the business collaboration and new initiatives centered on the O2O domain have yet to fully materialize the level of results initially envisioned at the time of consolidation.

As the business environment continues to evolve, we have decided to pursue a strategy of selection and concentration to accelerate the reallocation of management resources toward our core businesses, with the aim of achieving our "Medium-Term Management Plan 2026." This includes further expanding our point-based economic sphere as part of a "token economy" and promoting capital-efficient management. In this context, we received a proposal from Accenture, a comprehensive consulting firm, expressing interest in acquiring shares of YUMEMI. Given Accenture's extensive global network and its capability to provide end-to-end support—from formulating management strategies to delivering tangible results—we determined that this share transfer would be more beneficial for YUMEMI's future growth and enhancement of corporate value than if it were to remain within our Group.

Following the transfer, we will focus our Mobile Service Business on the point-based business and our D2C initiatives, which are the foundation of our point economy, and work to accelerate future business development and enhance corporate value.

2. Overview of consolidated subsidiary to be transferred

(1)	Company Name	YUMEMI Inc.	
(2)	Location	620 Suiginya-cho, Karasuma-dori Shijo-sagaru, Shimogyo-ku, Kyoto-shi, Kyoto	
(3)	Name and Title of Representative	Toshiyuki Kataoka, CEO	
(4)	Description of Business	In-house development support for internet-based services including development, production, and consulting Design enablement Mobile app development (iOS, Android, Flutter, etc.) Digital media content management	
(5)	Capital	¥ 100 million	
(6)	Date of Establishment	January 27, 2020	
(7)	Ownership Ratio	Ceres 49.8%	
(8)	Relationship between the Listed Company and the Said Company	Capital Relationship	The listed Company holds 49.8% of the voting rights. In addition, affiliated parties hold an additional 3.0% of the voting rights.
		Personal Relationship	One director and one auditor of the Said Company also serve concurrently as officers or employees of the Listed Company.
		Business Relationship	There are no significant business transactions between the Listed Company and the Said Company.

(9) Operating results and Financial Positions of Said Company for the Last Three Years

Fiscal year	December 2022	December 2023	December 2024
Net Assets	¥ 1,590 million	¥ 1,661 million	¥ 1,990 million
Total Assets	¥ 2,380 million	¥ 2,369 million	¥ 2,794 million
Net Assets per Share	¥ 80,232	¥ 83,801	¥ 100,393
Net Sales	¥ 4,358 million	¥ 4,776 million	¥ 4,865 million
Operating Profit	¥ 227million	¥ 106 million	¥ 446 million
Ordinary Profit	¥ 228 million	¥ 105 million	¥ 447 million
Profit	¥ 155 million	¥ 70 million	¥ 329 million
Earnings per share	¥ 7,839	¥ 3,568	¥ 16,592

3. Overview of the counter party of the share transfer

(1)	Company Name	Accenture Japan Ltd	
(2)	Location	Akasaka Intercity AIR, 1-8-1 Akasaka, Minato-ku, Tokyo,	
(3)	Name and Title of Representative	Masashi Egawa, CEO	
(4)	Description of Business	Provides a wide range of services and solutions across five key areas: *Strategy & Consulting, Technology, Operations, Industry X, and Accenture Song.*	
(5)	Capital	¥ 350 million	
(6)	Date of Establishment	December 7, 1995	
(7)	Relationship between the Listed Company and the Said Company	Capital Relationship	Not applicable
		Personal Relationship	Not applicable
		Business Relationship	Not applicable

4. Number of shares to be transferred, transfer price and status of shareholder ratios before and after the transfer

(1)	Number of Shares Owned Before the Change	9,876 shares (percentage of voting rights held: 49.8%)
(2)	Number of Shares to be Transferred	9,876 shares
(3)	Transfer Amount	Approx. ¥ 3.7 billion*
(4)	Number of Shares Owned After the Transfer	0 share (percentage of voting rights held: 0.0%)

* The above-mentioned amount represents the initially agreed price for the shares to be transferred that are currently held by the Company. The final transfer price will be determined following price adjustments and other provisions stipulated in the Share Transfer Agreement.

5. Schedule

(1)	Date of Board Resolution	May 8, 2025
(2)	Date of Agreement	May 8, 2025
(3)	Share Transfer Completion Date	Scheduled for the second quarter of the fiscal year ending December 2025.

6. Outlook

Upon the fulfillment of the conditions precedent set forth in the share transfer agreement and the execution of the share transfer, YUMEMI will be excluded from the Company's scope of consolidation. The company expects to record an extraordinary gain of approximately ¥ 2.3 billion on the sale of shares of an affiliated company in the consolidated financial statements for the fiscal year ending December 31, 2025. Additionally, an extraordinary gain of approximately ¥ 3.2 billion is expected to be recorded in the non-consolidated financial statements. Please note that the final transfer price is subject to change, as it will be determined based on the conditions set forth in the share transfer agreement, including adjustments related to the subsidiary's financial position.

(For Reference)

Consolidated Earnings Forecast for the Current Fiscal Year and Results for the Previous Fiscal Year

	Net Sales	EBITDA	Operating Profit	Ordinary Profit	Profit Attributable to Owners of Parent	EPS
Earnings Forecast for the Current Fiscal Year Year Ending December 31, 2025	¥ million 30,700	¥ million 3,950	¥ million 3,000	¥ million 3,400	¥ million 2,100	¥ 182.44
Results for the Previous Fiscal Year Year Ended December 31, 2024	27,706	3,146	2,228	2,677	1,480	128.96

End of document