July 18, 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 Regarding the Acquisition of the Online Rewards Platform Business "Point Income"

CERES INC. ("the Company") hereby announces that, at a meeting of the Board of Directors held on July 18, 2025, it resolved to acquire the "Point Income" online rewards platform business and the affiliate advertising program "AD-LEAP," both operated by FIVEGATE Inc. (Head Office: Shibuya-ku, Tokyo; Representative Director: Masahiro Yamashita; hereinafter "FIVEGATE"), as outlined below.

1. Purpose of the Business Acquisition

The Company primarily plans, develops, and operates internet media optimized for smartphones. Our core operations include the operation of "Moppy," one of Japan's largest online rewards platforms, the affiliate advertising platform "AD.TRACK," and a Direct-to-Consumer (D2C) business involving the direct manufacture and sale of products to consumers online. By organically integrating these businesses, we have established a vertically integrated model that enables full value chain control—from D2C to affiliate programs and media—which serves as the foundation of our competitive advantage. Our core service, the online rewards platform "Moppy," boasts approximately 13 million cumulative users and around 6 million active users, making it one of the largest online rewards platforms in Japan. For the fiscal year ending December 2024, the point business centered on "Moppy" recorded net sales of ¥14.4 billion.

On the other hand, "Point Income," the online rewards platform operated by FIVEGATE, is one of Japan's leading services in the category. Since its launch in 2006 as a PC-based service, it has steadily expanded its user base and successfully transitioned through the shift to smartphones. Today, it boasts approximately 5 million users. Alongside our own "Moppy," it has long served as a key driver of growth in the domestic online point reward market.

Japan's internet advertising market has enjoyed strong growth since its inception, but in recent years, growth has begun to slow, signaling a transition into a more mature phase. Within this environment, the point media market is also undergoing a major transformation. As services become increasingly homogeneous, the needs of both users and advertisers are becoming more diverse and sophisticated, presenting new challenges to existing business models. In response to these changing market dynamics, and with the aim of expanding our market share in Japan's point media sector, we have decided to acquire the point website "Point Income" and the affiliate advertising program "AD-LEAP." This strategic move will allow us to significantly strengthen our competitive advantage in the point media space, which we have already established through "Moppy." Operating both "Moppy" and "Point Income" within the Group will enable us to broaden our overall market share and deliver greater value to advertisers by optimizing ad placement efficiency and pricing. In addition, by integrating "AD-LEAP" into our affiliate program "AD.TRACK" and strengthening synergies with our D2C business, we aim to further evolve our vertically integrated model and enhance the profitability and value proposition of our point media operations as a whole.

2. Overview of the Business Acquisition

(1) Description of the Acquired Business

The acquisition covers the online rewards platform “Point Income” and the affiliate advertising program “AD-LEAP,” both operated by FIVEGATE.

(2) Financial Performance of Point Income (Fiscal Year Ending October 2024)

Net Sales: ¥3,535 million, Business profit (estimate): ¥254 million

*Since “Point Income” and “AD-LEAP” constitute internal business units of FIVEGATE, gross profit, operating income, and ordinary income attributable to these businesses have not been separately disclosed.

(3) Assets and Liabilities to Be Acquired

The assets to be acquired primarily consist of intangible assets such as software and related equipment; however, the value of these assets is expected to be minimal. In addition, the Company will assume the outstanding point balance of “Point Income” as of the acquisition date. As of the end of June 2025, the outstanding point balance stood at ¥1,985 million. On the acquisition date, the amount expected to be redeemed in the future will be recorded as a provision for point redemption.

(4) Acquisition Price and Payment Method

Acquisition Price: ¥200 million, Payment Method: Payment in cash

3. Overview of the Counterparty

(1)	Name	FIVEGATE Inc.	
(2)	Address	27-14 Motoyoyogi-cho, Shibuya-ku, Tokyo	
(3)	Representative	Masahiro Yamashita, Representative Director	
(4)	Business Description	Internet media business, Internet advertisement business and IT consulting business	
(5)	Capital	¥44.58 million	
(6)	Date of Establishment	November 2003	
(7)	Net Assets	Not disclosed at the request of the transferor.	
(8)	Total Assets	Not disclosed at the request of the transferor.	
(9)	Major Shareholders and Shareholding Ratios	Not disclosed at the request of the transferor.	
(8)	Relationships with the Company	Capital Relationship	None
		Personnel Relationship	None
		Business Relationship	The two companies engage in mutual transactions in the ASP business.

4. Schedule

(1)	Board resolution date	July 18, 2025
(2)	Contract signing date	July 18, 2025
(3)	Business transfer execution date	September 1, 2025

Note: The execution of this business transfer is subject to the condition that there are no objections from the Japan Fair Trade Commission (JFTC) pursuant to Article 16, Paragraph 2 of the Antimonopoly Act. Please note that the above schedule is subject to change depending on the timing of regulatory procedures or other circumstances.

5. Accounting Treatment

This business transfer is expected to be accounted for as an acquisition. The amount of goodwill and identifiable tangible and intangible assets to be recognized in connection with this transaction is currently under review.

6. Future Outlook

The impact of this business transfer on the Company's consolidated financial results for the fiscal year ending December 31, 2025 is currently under review. Should it be determined that the transaction is expected to have a material impact, such information will be disclosed in a timely and appropriate manner.

(Reference)

Consolidated Earnings Forecast and Previous Fiscal Year Results

	Net sales	EBITDA	Operating profit	Ordinary profit	Profit attributable to owners of parent	Earnings per share
Forecast for FY2025 (Fiscal year ending December 31, 2025)	(million yen) 28,400	(million yen) 6,050	(million yen) 2,850	(million yen) 3,250	(million yen) 3,350	(yen) 291.04
Results for FY2024 (Fiscal year ended December 31, 2024)	27,706	3,146	2,228	2,677	1,480	128.96

End of document