



December 26, 2024

Company Name: Ateam Inc.
Representative: Takao Hayashi, President
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Notice Regarding Acquisition of Shares in WCA INC. (Consolidation)

Ateam Inc. (hereafter “Ateam”) announces that it has decided to acquire 100% of the outstanding shares of WCA INC. (head office: Minato-ku, Tokyo; Representative Director: Takeshi Aoshima; hereafter “WCA”) and make WCA a consolidated subsidiary at the meeting of the Board of Directors held on December 26, 2024. The details are as follows.

1 Purpose of Share Acquisition

As stated in the “Ateam Medium-Term Business Plan (FY2025 - FY2028)” disclosed on September 6, 2024, services including web marketing consulting and web advertising will be positioned as the core of our new strategy in the marketing support space. We will strive to become a “Business Boost Company” by incorporating services that create synergies through M&A, thereby expanding our digital marketing services and enabling us to achieve further earnings growth in the fiscal year ending July 31, 2026 and beyond.

WCA operates as a web marketing consulting and operations agency business, which is equipped to manage the delivery functions for our “Business Boost Company”. This functionality is key for maintaining client connections, which will enable us to provide the digital marketing capabilities that we’ve developed over the years to other corporations so they can boost their businesses. Therefore, we have resolved to acquire the shares as the first step in a series of M&A aimed at transforming into a “Business Boost Company”.

2 Overview of WCA’s Business

WCA believes that the essence of their business is to support the business growth of their customers. WCA was founded in 2005 as an in-house ad agency for a company that manages comparison websites. Leveraging the digital marketing knowledge WCA has cultivated over the past 20 years, they aim to deliver more excitement to society by working with customers to chart the right business course and propelling them to success. To achieve this goal, WCA offers a one-stop service ranging from web consulting to website construction and customer acquisition through advertising management services.

3 Future Business Strategy

After the share acquisition, Ateam and WCA will combine their strengths and fill in the resource and asset gaps of each company in order to increase the number of solutions they can provide for boosting businesses. This acquisition will enable us to adopt a more in-depth approach with our existing clients with whom we operate comparison websites by enhancing our support for advertising management in addition to our media-based customer attraction support. We will also work to increase WCA's revenue by developing new customers and reanalyzing costs to ensure profitability. WCA specializes in education, automobile, and bridal-related businesses, which we have already developed our own media for, and so we aim to achieve further growth by creating synergies between our services.

4 Overview of WCA INC. (as of December 26, 2024)

(1) Company Name	WCA INC.		
(2) Head Office	Yusei Fukushi Kotohira Building 4F, 1-14-1 Toranomom, Minato-ku, Tokyo		
(3) Representative	Representative Director: Takeshi Aoshima		
(4) Main Business	Web Marketing Consulting, Web Marketing Operation Agency		
(5) Capital	30 Million JPY		
(6) Date of Establishment	January 17, 2005		
(7) Number of Outstanding Shares	24,000 shares		
(8) End of Fiscal Year	March 31		
(9) Major Shareholders and Percentage of Shares Held	Estore Corporation 100%		
(10) Number of Employees	50 Employees (3 directors, 47 full-time employees)		
(11) Relationship Between Parties	There are no capital, personnel or business affiliations, and they are not considered to be related party.		
(12) Financial Results for the Past 3 Years			
Fiscal Year	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023	Fiscal year ended March 31, 2024
Net Assets (Million JPY)	195	227	141
Total Assets (Million JPY)	805	707	587
Net Assets per Share (JPY)	8,166	9,485	5,896
Revenue (Million JPY)	628	521	327
Operating Income (Loss) (Million JPY)	144	31	-38
Ordinary Income (Loss) (Million JPY)	143	45	-26
Net Income (Loss) (Million JPY)	101	31	-26
Net Income (Loss) per Share (JPY)	4,249	1,318	-1,088

5 Overview of Share Sellers

(1) Name	Estore Corporation
(2) Address	Midtown Tower, 9-7-1 Minato-ku, Tokyo
(3) Representative	Representative Director: Yoichi Yanagida
(4) Main Business	E-Commerce Business, HOI Business
(5) Capital	1,023 Million JPY
(6) Date of Establishment	February 17, 1999
(7) Net Assets	2,003 (Million JPY)
(8) Total Assets	8,035 (Million JPY)
(9) Major Shareholders and Percentage of Shares Held	Unicom Inc. 34.19%
(10) Relationship Between Parties	There are no capital or business affiliations, and they are not considered to be a related party. As of July 31, 2024, there is no personnel relationship. However, since October 29, 2024, one of our directors has also served as a director of Estore Corporation.

6 Acquired Number of Stocks and Stock Ownership Prior to and After Acquisition

(1) Number of Shares Held Before the Acquisition	0 shares (Number of voting rights: 0) (Voting rights ownership ratio: 0%)
(2) Number of Shares Acquired	December 26, 2024: 24,000 shares (Number of voting rights: 24,000)
(3) Acquisition Price	December 26, 2024: 150 million JPY Due diligence costs, etc. (estimated amount): 3.8 million JPY Total (estimated amount): 153.8 million JPY
(4) Number of Shares Held After the Acquisition	December 26, 2024: 24,000 shares (Number of voting rights: 24,000) (Voting rights ownership ratio: 100%)

7 Basis of Acquisition Price Calculation

We calculated the acquisition price, mainly using the DCF method, based on WCA's actual operating results and financial situation for the most recent fiscal year, the outlook for the next three years (fiscal year ended March 31, 2025-fiscal year ended March 31, 2027), and the results from the due diligence we conducted. The above-listed acquisition price was agreed upon after discussions between the parties.

8 Schedule

(1) Date of resolution by the Board of Directors	December 26, 2024
(2) Date of conclusion of contract	December 26, 2024
(3) Date of share transfer	December 26, 2024

9 Outlook

As of the date of release of this document, there is no revision to the consolidated earnings forecast for the fiscal year ending July 31, 2025. If it becomes clear that there will be an impact on our forecast, we will promptly disclose this information.

(Reference)

Full Year forecast for the fiscal year ending July 31, 2025 (August 1, 2024 - July 31, 2025)

	Revenue	EBITDA	Operating income	Ordinary income	Net income attributable to shareholders of parent company
	Million JPY	Million JPY	Million JPY	Million JPY	Million JPY
Fiscal year ended July 31, 2025 (forecast)	25,000	1,250	1,000	1,000	560
Fiscal year ended July 31, 2024	23,917	711	562	609	953