



MEMBERSHIP

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February 2, 2021

To whom it may concern:

Company name: Sanoyas Holdings Corporation
Representative: Takashi Ueda, President & CEO
(Code number: 7022 Tokyo Stock Exchange)
Contact: Atsushi Daimon, Executive Officer
(Phone: +81-6-4803-6171)

Notice Regarding Change of Consolidated Subsidiary (Share Sale) and Extraordinary Loss

Sanoyas Holdings Corporation (hereinafter, “Sanoyas HD”) announces that, at the Board of Directors meeting held on January 31, 2021, it has resolved to transfer all the shares in its subsidiary, Sanoyas Rides Australia Pty Ltd (hereinafter, “SRA”) to ROBU Group (Switzerland), and that Sanoyas HD have concluded the share sale deed with ROBU Group as of January 31, 2021.

As a result, Sanoyas HD will record 847 million yen as provision for loss on sales of shares of subsidiaries and affiliates. Since this event is a post-adjustment event, the financial statements announced in the financial report for the third quarter dated January 29, 2021 will be revised in the quarterly report for the third quarter.

1. Reasons for the Transfer

SRA, a consolidated subsidiary of Sanoyas HD, has been operating the Giant Observation Wheel in Melbourne, Australia since December 2013. However, the business environment of the leisure industry in the region has been severe, and the business performance has been sluggish this year due to the impact of the closure of the business caused by the COVID-19 pandemic.

After considering the future of this business in a changing market environment, Sanoyas HD has decided to transfer all the shares in SRA to the ROBU Group, which is engaged in the construction and operation of Ferris wheels around the world. This will lead to greater management efficiency through selection and concentration of businesses and will contribute to the improvement of the overall corporate value of the Sanoyas group companies.

2. Outline of subsidiary subject to change

(1) Name	Sanoyas Rides Australia Pty Ltd
(2) Location	101 Waterfront Way, Docklands, Melbourne, Victoria, Australia. 3008
(3) Position and name of representative	Yoshio Nagamatsu, Managing Director
(4) Business activities	Ownership and management of Ferris wheel and related facilities
(5) Capital stock	AUD 66.5 million
(6) Date of establishment	July 31, 2013
(7) Major shareholder and shareholding ratio	Sanoyas Rides Corporation 51% Sanoyas Holdings Corporation 49%

(8) Relationship between the listed company and the company concerned	Capital relationship	Sanoyas Holdings Corporation holds 100% of the shares of Sanoyas Rides Australia. (including indirect ownership)	
	Personnel relationship	1 directors of Sanoyas Rides Australia was seconded from Sanoyas Holdings Corporation.	
	Business relationship	Sanoyas Holdings Corporation receives a secondment fee for officers and employees from Sanoyas Rides Australia. In addition, there are parent-subsidiary loans.	
(9) Operating results and financial condition of the company concerned for the most recent three years			
Fiscal Year-end	Fiscal year ended March 31,2018	Fiscal year ended March 31,2019	Fiscal year ended March 31,2020
Total net assets	AUD 10.9 million	AUD 10.2 million	AUD 8.1 million
Total assets	AUD 12.2 million	AUD 11.5 million	AUD 12.6 million
Net assets per share	AUD0.16	AUD0.15	AUD0.12
Net sales	AUD 6.4 million	AUD 6.2 million	AUD 6.2 million
Operating profit (loss)	AUD (1.4) million	AUD (0.8) million	AUD (0.4) million
Ordinary profit (loss)	AUD (1.4) million	AUD (0.7) million	AUD (0.6) million
Net income (loss)	AUD (14.7) million	AUD (0.7) million	AUD (2.1) million
Basic earnings per share (loss)	AUD (0.22)	AUD (0.01)	AUD (0.03)
Dividend per share	—	—	—

3. Outline of company purchasing the shares

(1) Name	Veyron Stiftung (a private foundation in Liechtenstein and ROBU Group's asset holding company)	
(2) Location	Liechtenstein	
(3) Position and name of representative	Ronald Alexander Bussink, Chairman of the board	
(4) Business activities	Ownership and management of Giant Observation Wheels and related business	
(5) Capital stock	CHF 30,000	
(6) Date of establishment	March 23, 2010	
(7) Relationship between the listed company and the company concerned	Capital relationship	There are no matters requiring mention.
	Personnel relationship	There are no matters requiring mention.
	Business relationship	There are no matters requiring mention.

4. Number of transferred shares, transfer price, and status of shareholding before and after the transfer

(1) Number of shares owned before transfer	66,532,069 shares (Number of voting rights: 66,532,069) (Ratio of voting rights: 100%)
(2) Number of transferred shares	66,532,069 shares
(3) Transfer price	AUD 300,000
(4) Number of shares owned after transfer	0 (Number of voting rights: 0) (Ratio of voting rights: 0%)

At the same time, Sanoyas HD and Sanoyas Rides Corporation will transfer to Veyron Stiftung the outstanding loans (parent-subsidiary loans) with a face value of 200 million yen for a total price of 110.2 million yen.

5. Schedule

(1) Date of resolution of the Board of Directors	January 31, 2021
(2) Date of conclusion of share transfer contract	January 31, 2021
(3) Date of execution of share transfer	January 31, 2021

6. Future outlook

There are no revisions to the full-year consolidated financial forecast for the year ending March 31, 2021 as a result of this matter. We will promptly announce any events that require disclosure due to future business.

(Reference) The Consolidated Financial Results Forecast for the Fiscal Year Ending March 31, 2021 (Disclosure date: November 9, 2020) and Financial Results for the Fiscal year ended March 31, 2020

	Net sales	Operating profit (loss)	Ordinary profit (loss)	Profit (loss) attributable to owners of parent
Fiscal year ending March 31, 2021 (Forecast)	45,000 million yen	(4,000) million yen	(4,100) million yen	(6,300) million yen
Fiscal year ended March 31, 2020	49,805 million yen	(1,775) million yen	(1,710) million yen	(2,211) million yen