



February 9, 2021

To whom it may concern,

Corporate name: Makuake, Inc.
Representative: Ryotaro Nakayama, CEO
(Code: 4479)
Contact info: Yuki Tamura,
Corporate Officer and General Manager of
Business Management Division
Tel: +81-3-6328-4038

Notice of Issuance of New Shares through International Offering

Makuake, Inc. (the “Company”) hereby notifies you that the Company has resolved at its Board of Directors’ meeting, held on February 9, 2021, on matters regarding the issuance of new shares through an international offering (the “International Offering”), as follows.

I. Issuance of New Shares through the International Offering

- | | |
|---|--|
| (1) Class and Number of Shares | 500,000 shares of common stock of the Company to be Offered |
| (2) Method of Determination of Payment Amount | The payment amount will be determined on either February 9, 2021, or February 10, 2021 (such determination date, the “Pricing Date”) pursuant to a process equivalent to the book-building process provided under Article 25 of the Regulations concerning Underwriting of Securities, etc. of the Japan Securities Dealers Association. |
| (3) Amount of Stated Capital and Additional Paid-in Capital to be Increased | The amount of stated capital to be increased will be half of the maximum amount of the stated capital increase, as calculated in accordance with Article 14, Paragraph 1 of the Rules on Account Settlement of Corporations, with any fraction less than one yen resulting from such calculation being rounded up to the nearest one yen. The amount of additional paid-in capital to be increased will be |

Note: This document does not constitute an offer of any securities for sale. This press release has been prepared for the sole purpose of publicly announcing the International Offering, and not for the purpose of soliciting investment or engaging in any other similar activities within or outside Japan. This press release is not an offer of securities for sale in the United States. The securities referred to above have not been and will not be registered under the United States Securities Act of 1933, as amended (the “Securities Act”). The securities referred to above may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act.

	the amount obtained by subtracting the relevant amount of stated capital to be increased from the relevant maximum amount of stated capital increase.
(4) Method of Offering	The International Offering will be made in overseas markets, primarily in Europe and Asia (excluding the United States and Canada)
(5) Date of Payment	February 24, 2021
(6) Date of Share Delivery	February 25, 2021

<Reference>

1. Total Number of Issued Shares Before and After the Issuance of New Shares

Current total number of issued shares: 11,714,700 shares
(as of January 31, 2021)

Number of shares to be issued by the issuance of new shares: 500,000 shares

Total number of issued shares after the issuance of new shares: 12,214,700 shares

Note: As the Company has issued stock acquisition rights, the number of shares issued upon exercise of the stock acquisition rights on and after February 1, 2021, is not included in the total number of issued shares after the issuance of new shares.

2. Use of Proceeds

The net proceeds from the issuance of new shares, which are estimated to be approximately ¥3,715 million, will be used for the following:

- (1) ¥1,115 million as advertising and promotion costs to reinforce the branding of “Makuake” to be used by September 2023;
- (2) ¥900 million as costs for the recruitment and employment of personnel for the purpose of strengthening the organization primarily through maintaining and improving the quality assurance system in connection with the business expansion to be used by September 2023;
- (3) ¥1,000 million as system development costs to be used by September 2023; and
- (4) ¥700 million as M&A and capital alliances in order to enhance the ecosystem of “Makuake” to be used by September 2022.

In respect of the usage of funds under (4) above, in the event that the Company has not conducted M&A and/or the capital alliances requiring the above amount of expenditure during the period described above, it plans to apply the remainder towards either in-house system development or investment in advertising.

The amount of the estimated net proceeds was calculated based on the closing price of the shares of common stock of the Company on the Tokyo Stock Exchange, Inc. during regular trading on Monday,

February 8, 2021.

3. Lock-up

In connection with the International Offering, a shareholder of the Company, CyberAgent, Inc. (“CyberAgent”), has agreed with the underwriter that, without the prior written consent of the underwriter, CyberAgent will not, during the period commencing on the Pricing Date in respect of the International Offering and ending on the date 180 days from and including the Date of Share Delivery in respect of the issuance of new shares (the “Lock-up Period”), conduct a sale or the like of the shares of the Company, securities convertible into or exchangeable for the shares of the Company, or securities representing any rights to acquire or receive the shares of the Company.

Furthermore, the Company has agreed with the underwriter that, without the prior written consent of the underwriter, the Company will not, during the Lock-up Period, conduct an issuance or the like of the shares of the Company, securities convertible into or exchangeable for the shares of the Company, or securities representing any rights to acquire or receive the shares of the Company (excluding certain actions such as the issuance of new shares through the International Offering, stock splits, the issuance of new shares in accordance with the incentive plan of the Company (including the issuance of restricted shares in respect of the restricted stock compensation plan) and the issuance of new shares upon the exercise of stock acquisition rights).

The underwriter has the authority at its discretion to cancel either of the above agreements in whole or in part, including during the Lock-up Period.