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Securities Code: 2371

June 1, 2021

To Our Shareholders:

Shonosuke Hata
President and Representative Director
Kakaku.com, Inc.
3-5-7 Ebisu-Minami, Shibuya-ku, Tokyo

Notice of the 24th Annual General Meeting of Shareholders

We are pleased to notify you of the 24th Annual General Meeting of Shareholders of Kakaku.com, Inc. (the “Company”), which will be held as follows.

In light of the situation concerning the novel coronavirus disease (COVID-19), we will hold the General Meeting of Shareholders while taking appropriate measures to prevent infection.

This year, in light of the strong request for people to refrain from going out, with a view to preventing the spread of infection, **we kindly ask our shareholders to exercise their voting rights in writing or via the Internet, etc. in advance of the General Meeting of Shareholders if possible, and to refrain from attending the meeting in person.**

Please exercise your voting rights by 7:00 p.m. on Wednesday, June 16, 2021 (JST) after reviewing the attached Reference Documents for General Meeting of Shareholders.

[Exercise of voting rights in writing (voting card)]

Please indicate your approval or disapproval to each proposal on the enclosed voting card and return it so that it will be received by us no later than the above date and time.

[Exercise of voting rights via the Internet]

Please read the “Instructions for exercising voting rights via the Internet” on page 48 and access the voting website designated by the Company (<https://www.web54.net>) and exercise your voting rights no later than the above date and time.

- Gifts will not be provided at the General Meeting of Shareholders. We ask for your understanding.
- Please note that the General Meeting of Shareholders venue has changed from last year.

- 1. Date and Time:** Thursday, June 17, 2021, at 10:00 a.m. (Reception will commence at 9:00 a.m.)
- 2. Venue:** “JOUR,” 1st floor, HAPPO-EN
1-1-1 Shirokanedai, Minato-ku, Tokyo
*Please be note that the venue is different from last year.

3. Purpose of the Meeting

Matters to be reported

1. The Business Report and the Consolidated Financial Statements for the 24th fiscal year (from April 1, 2020 to March 31, 2021), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. The Non-Consolidated Financial Statements for the 24th fiscal year (from April 1, 2020 to March 31, 2021)

Matters to be resolved

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Nine (9) Directors
- Proposal No. 3:** Election of One (1) Auditor
- Proposal No. 4:** Determination of Compensation, etc. for Directors Related to Compensatory Stock Options
- Proposal No. 5:** Determination of Compensation, etc. for Directors Related to Stock Options

1. When you attend the meeting, you are kindly requested to present the enclosed voting card at the meeting reception.
2. Among the documents to be provided to this notice, the items below are posted on the Company’s website (<https://corporate.kakaku.com/ir>) pursuant to laws and regulations, as well as Article 18 of the Articles of Incorporation. Item (1) below is included in the Business Report that was audited by Auditors when preparing the Audit Report, and items (2) and (3) are included in the Consolidated Financial Statements and the Non-Consolidated Financial Statements that were audited by the Financial Auditor and the Auditors when preparing the Audit Report.
 - (1) “Matters Concerning Share acquisition rights of the Company” and “System to ensure appropriate business and outline of the operations and status of such systems” in the Business Report
 - (2) Consolidated statement of changes in equity and Notes to Consolidated Financial Statements
 - (3) Non-consolidated statement of changes in equity and Notes to Non-Consolidated Financial Statements
3. If it becomes necessary to make changes to the Business Report, the Consolidated Financial Statements, the Non-Consolidated Financial Statements or the Reference Documents for General Meeting of Shareholders, such changes will be posted on the Company’s website (<https://corporate.kakaku.com/ir>).

Requests to Shareholders

- Exercise of voting rights with the voting card carries the risk of infection due to the process of returning/collecting the card and tallying the votes. Therefore, the Company asks you to exercise voting rights via the Internet if at all possible when exercising voting rights prior to the meeting.
- For those shareholders who will attend the General Meeting of Shareholders in person, please check the current status of infection on the day of the meeting and confirm your own physical condition, and take prevention measures such as wearing mask and using alcohol-based disinfectant before arriving at the venue.
- On entering the venue, we will check your body temperature and if you have a fever or seem unwell, you may be refused entry and asked to return home.
- Officers of the Company and venue staff will wear masks after confirming their physical condition, which includes taking their temperature as a measure to prevent the spread of COVID-19. In addition to setting up alcohol disinfectant at the venue for shareholders, the Company will also leave space between seats. The Company asks for your understanding and cooperation as it will also take other measures to prevent the spread of COVID-19.
- The number of seats prepared will be significantly reduced than usual, the same as last year, in order to broaden the space between seats to prevent the spread of COVID-19. Due to this, even if you come to attend, the Company may refuse entry. We ask for your understanding.
- At this meeting, the Company may omit the detailed explanations regarding the matters to be reported (including the Audit Report) and the proposals, in order to shorten the length of the meeting to prevent the spread of COVID-19. The Company asks shareholders to look over the Notice of the 24th Annual General Meeting of Shareholders and the Reference Documents for General Meeting of Shareholders prior to the meeting.
- If the situation going forward gives rise to any changes to the venue, start time, or other aspects of the running of the General Meeting of Shareholders on the day, the Company will post notifications on the following website. Please check the website to confirm.

<https://corporate.kakaku.com/ir>

Reference Documents for General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Year-end dividends

The Company has given consideration to the business performance of the current fiscal year and future business development, and it proposes to pay year-end dividends for the 24th fiscal year as follows:

1. Type of dividend property

To be paid in cash.

2. Allotment of dividend property and their aggregate amount

The Company proposes to pay a dividend of 20 yen per common share of the Company.

In this event, the total dividends will be 4,120,064,840 yen.

As the Company paid an interim dividend of 20 yen per share, the annual dividend for the fiscal year under review will be 40 yen per share.

3. Effective date of dividends of surplus

Friday, June 18, 2021

Proposal No. 2: Election of Nine (9) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this meeting. Accordingly, the Company proposes the election of nine (9) Directors.

The candidates for Director are as follows:

Candidate No.	Name	Current position at the Company	Attributes
1	Kaoru Hayashi	Chairman of the Board	[Reelection] [Male]
2	Shonosuke Hata	Representative Director, President and Executive Officer	[Reelection] [Male]
3	Atsuhiko Murakami	Director and Executive Officer	[Reelection] [Male]
4	Shingo Yuki	Director and Executive Officer	[Reelection] [Male]
5	Kanako Miyazaki	Director and Executive Officer General Manager, Shopping Business Division	[Reelection] [Female]
6	Tomoharu Kato	External Director	[Reelection] [External Director] [Independent Officer] [Male]
7	Kazuyoshi Miyajima	External Director	[Reelection] [External Director] [Independent Officer] [Male]
8	Masayuki Kinoshita	External Director	[Reelection] [External Director] [Independent Officer] [Male]
9	Kazukuni Tada	External Director	[Reelection] [External Director] [Male]

[Reelection] Candidate for Director to be reelected

[External Director] Candidate for External Director

[Independent Officer] Candidate for Independent Officer registered with the securities exchange

Candidate No.		Career summary, position and responsibility at the Company (Significant concurrent positions outside the Company)
1	Kaoru Hayashi [Reelection] [Male] Date of birth: December 26, 1959 Number of shares held in the Company: 163,200 shares Attendance at the meetings of the Board of Directors: 17/17	Aug. 1995 Founder and Representative Director, Digital Garage, Inc. Jul. 2002 Representative Chairman, the Company Jun. 2003 Chairman of the Board, the Company (present post) Oct. 2015 Director President and Chairman, econtext Asia Limited (present post) Sep. 2016 Representative Director, Chairman and CEO, BI.Garage, Inc. (present post) Sep. 2016 Representative Director, President Executive Officer and Group CEO, Digital Garage, Inc. (present post) May 2017 Representative Director, Chairman and CEO, DG Incubation, Inc. (currently DG Ventures, Inc.) (present post) Aug. 2018 Chairman CEO, DG Communications Co., Ltd. (present post)
	[Reason for the nomination of the candidate for Director] Mr. Kaoru Hayashi has been focused on future potential since the early days of personal internet services in Japan and has been involved in the internet business as an entrepreneur since founding Digital Garage, Inc. He has a high level of knowledge about the internet business, including global IT technology trends. The Company has nominated him as a candidate for reelection as Director because we have determined that he can be expected to play a suitable role in the expansion of the Company's business and its overall management in the future.	
Candidate No.		Career summary, position and responsibility at the Company (Significant concurrent positions outside the Company)
2	Shonosuke Hata [Reelection] [Male] Date of birth: January 10, 1974 Number of shares held in the Company: 15,500 shares Attendance at the meetings of the Board of Directors: 17/17	Apr. 1999 Joined Japan Tobacco Inc. Dec. 2001 Joined the Company Apr. 2003 General Manager of Sales Division, the Company Jul. 2005 Operating Officer, General Manager of Third Business Division, the Company Jun. 2006 Director, Chief Director of Products Division, the Company Apr. 2007 Director, eiga.com, Inc. (present post) Apr. 2009 Director, Chief Director of Sales Division, the Company Apr. 2010 Director, Chief Director of Business Promotion Division, the Company Apr. 2014 Director, General Manager of Business Development, the Company Apr. 2015 Director, the Company Jun. 2016 President and Representative Director, the Company Jun. 2017 Director, Time Design Co., Ltd. (present post) Jan. 2018 Director, LCL, Inc. (present post) Mar. 2018 Director, gaie Inc. (present post) Jul. 2019 Representative Director, President and Executive Officer, the Company (present post)
	[Reason for the nomination of the candidate for Director] Mr. Shonosuke Hata has planned and developed a variety of businesses, including internet advertising since joining the Company, and has served as President and Representative Director of the Company since 2016. He has exerted great efforts in the advancement of the Group and appropriate decision-making. The Company has nominated him as a candidate for reelection as Director because we have determined that he can be expected to play a suitable role in the expansion of the Company's business and its overall management in the future.	

Candidate No.		Career summary, position and responsibility at the Company (Significant concurrent positions outside the Company)	
3	Atsuhiko Murakami [Reelection] [Male] Date of birth: January 9, 1975 Number of shares held in the Company: 6,700 shares Attendance at the meetings of the Board of Directors: 17/17	May 1998 Joined Andersen Consulting (currently Accenture Japan Ltd) Oct. 2002 Joined Arrows Consulting Inc. (currently EY Strategy and Consulting Co., Ltd.) Oct. 2004 Joined the Company May 2006 Manager of CGM Promotion Office, Business Development Division, the Company May 2008 Deputy Chief Director of Business Development Division, the Company Apr. 2009 Operating Officer, Chief Director of Tabelog Division, the Company Jun. 2011 Senior Executive Officer, Chief Director of Tabelog Division, the Company Jun. 2012 Director, Chief Director of Tabelog Division, General Manager of New Business Division, the Company Apr. 2013 Director, Manager of New Business Preparation Office, the Company Aug. 2014 External Director, Bengo4.com, Inc. (present post) Apr. 2015 Director, the Company Jun. 2016 Director, forTravel, Inc. (present post) Jul. 2019 Director and Executive Officer, the Company (present post) Responsible for Tabelog	
	[Reason for the nomination of the candidate for Director] Since the establishment of the Tabelog business, Mr. Atsuhiko Murakami has been responsible for expanding and monetizing the business, growing it into a leading business for the Group. He has also exerted great efforts on creating and nurturing new businesses. The Company has nominated him as a candidate for reelection as Director because we have determined that he can be expected to play a suitable role in the expansion of the Company's business and its overall management in the future.		
Candidate No.		Career summary, position and responsibility at the Company (Significant concurrent positions outside the Company)	
4	Shingo Yuki [Reelection] [Male] Date of birth: May 13, 1975 Number of shares held in the Company: 30,500 shares Attendance at the meetings of the Board of Directors: 17/17	Apr. 1999 Joined ITOCHU TECHNO-SCIENCE Corporation (currently ITOCHU Techno-Solutions Corporation) Mar. 2004 Joined the Company Jul. 2005 General Manager of First Business Division, the Company May 2006 Operating Officer, General Manager of Brand Marketing Division, the Company Jun. 2008 Senior Executive Officer, General Manager of Shopping Media Department, Products Division, the Company Jun. 2010 Director, General Manager of Shopping Media Department, Kakaku.com Division, the Company Apr. 2013 Director, the Company Jun. 2017 President and Representative Director, Kakaku.com Insurance, Inc. (present post) Jul. 2019 Director and Executive Officer, the Company (present post) Responsible for Marketing, Sales, Business Development and Customer Service	
	[Reason for the nomination of the candidate for Director] Mr. Shingo Yuki has been involved in the Kakaku.com business since joining the Company and has promoted the business as a manager responsible for shopping content, including the development of services using internet marketing. He has exerted great efforts to increase the number of users of the Group's services overall. The Company has nominated him as a candidate for reelection as Director because we have determined that he can be expected to play a suitable role in the expansion of the Company's business and its overall management in the future.		

Candidate No.		Career summary, position and responsibility at the Company (Significant concurrent positions outside the Company)
5	<p>Kanako Miyazaki The officially registered name: Kanako Niina [Reelection] [Female]</p> <p>Date of birth: November 9, 1979</p> <p>Number of shares held in the Company: 7,000 shares</p> <p>Attendance at the meetings of the Board of Directors: 17/17</p>	<p>Apr. 2002 Joined Accenture Japan Ltd</p> <p>Jan. 2005 Joined grandoir co., Ltd. (currently grandoir international co., Ltd.)</p> <p>Aug. 2008 Joined Sedona Corporation</p> <p>Oct. 2010 Joined the Company</p> <p>Apr. 2013 Manager of Online Reservation Department, Tabelog Division, the Company</p> <p>Apr. 2014 Manager of Restaurant Business Department, Tabelog Division, the Company</p> <p>Apr. 2015 Operating Officer, General Manager of Media Planning Division and Manager of Kakaku.com Department, Media Planning Division, the Company</p> <p>Apr. 2016 Operating Officer, General Manager of Media Planning Division, the Company</p> <p>Apr. 2017 Operating Officer, Chief Director of Kakaku.com Division, the Company</p> <p>Jun. 2019 Director, webCG, Inc. (present post)</p> <p>Jun. 2019 Director, General Manager of Kakaku.com Division, the Company</p> <p>Jul. 2019 Director and Executive Officer, General Manager of Kakaku.com Division, the Company</p> <p>Apr. 2020 Director and Executive Officer, General Manager of Shopping Business Division, the Company (present post)</p> <p>Responsible for Kakaku.com</p>
	<p>[Reason for the nomination of the candidate for Director] Ms. Kanako Miyazaki has held key roles in the Tabelog business and the Kakaku.com business, and has exerted great efforts on creating and nurturing new services and strengthening of content, supporting the growth of both businesses. She has acquired extensive experience and insight in these businesses, and the Company has nominated her as a candidate for reelection as Director because we have determined that she can be expected to play a suitable role in the expansion of the Company's business and its overall management in the future.</p>	

Candidate No.		Career summary, position and responsibility at the Company (Significant concurrent positions outside the Company)
6	<p>Tomoharu Kato [Reelection] [External Director] [Independent Officer] [Male]</p> <p>Date of birth: September 8, 1974</p> <p>Number of shares held in the Company: —</p> <p>Attendance at the meetings of the Board of Directors: 17/17</p>	<p>Apr. 1999 Joined Deutsche Securities (currently Deutsche Bank)</p> <p>Apr. 2000 Joined McKinsey & Company</p> <p>Apr. 2004 Joined FIELDS CORPORATION</p> <p>Dec. 2007 Joined Unison Capital, Inc. On loan to AKINDO SUSHIRO CO., LTD., Manager of President's Office</p> <p>Dec. 2008 Managing Director, AKINDO SUSHIRO CO., LTD.</p> <p>Oct. 2012 Director and COO, AKINDO SUSHIRO CO., LTD.</p> <p>Mar. 2014 Founder, President and Representative Director, Turnaround Management CO., LTD.</p> <p>Jun. 2015 Joined XEBIO Co., Ltd.</p> <p>Oct. 2015 President and Representative Director, XEBIO Co., Ltd.</p> <p>Oct. 2015 Executive Vice President, XEBIO HOLDINGS CO., LTD.</p> <p>Jun. 2017 External Director, the Company (present post)</p> <p>Apr. 2021 Founder, President and Representative Director, Manpuku Holdings Co., Ltd. (present post)</p> <p>Apr. 2021 Founder, President and Representative Director, VISION UNITED Co., Ltd. (present post)</p>
	<p>[Reason for the nomination of the candidate for External Director and outline of expected roles]</p> <p>Mr. Tomoharu Kato has provided practical suggestions based on his extensive experience in various sectors and broad discernment cultivated through his career as a manager. Therefore, the Company has nominated him as a candidate for reelection as External Director because we have determined that he can be expected to play a suitable role in the expansion of the Company's business and the further strengthening of the corporate governance system in the future. If he is elected, the Company plans for him to be involved from an objective and neutral standpoint in the proposal for the election of directors of the Company and in the detail for individual directors' compensation, etc. as a member of the Nomination and Remuneration Committee.</p>	

Candidate No.		Career summary, position and responsibility at the Company (Significant concurrent positions outside the Company)	
7	Kazuyoshi Miyajima [Reelection] [External Director] [Independent Officer] [Male] Date of birth: January 28, 1950 Number of shares held in the Company: — Attendance at the meetings of the Board of Directors: 17/17	Apr. 1973	Joined The Daiei, Inc.
		May 1995	Director, Manager of Secretary's Office, The Daiei, Inc.
		May 1999	Managing Executive Officer, Manager of Secretary's Office, The Daiei, Inc.
		Jan. 2001	Joined FANCL CORPORATION
		Jun. 2001	Director, Manager of President's Office, FANCL CORPORATION
		Apr. 2003	Managing Director, in charge of President's Office and Manager of President's Office, FANCL CORPORATION
		Jun. 2004	Executive Director, in charge of President's Office and Manager of President's Office, FANCL CORPORATION
		Mar. 2007	President and Representative Director, FANCL CORPORATION
		Jun. 2008	Chairman and Representative Director, FANCL CORPORATION
		Apr. 2013	President and Representative Director, FANCL CORPORATION
		Apr. 2017	Vice Chairman and Executive Director, FANCL CORPORATION
		Jun. 2017	Administrative Officer, THE SAGAMI SHINKIN BANK (present post)
		Jun. 2019	External Director, the Company (present post)
		Jan. 2020	Senior Advisor, FANCL CORPORATION (present post)
		[Reason for the nomination of the candidate for External Director and outline of expected roles] Mr. Kazuyoshi Miyajima has held important posts in the public relations, secretarial and IR departments, and served as Representative Director of FANCL CORPORATION for 10 years. He has provided practical suggestions based on his extensive knowledge in corporate communications and broad discernment cultivated as a manager. Therefore, the Company has nominated him as a candidate for reelection as External Director because we have determined that he can be expected to play a suitable role in the expansion of the Company's business and the further strengthening of the corporate governance system in the future. If he is elected, the Company plans for him to be involved from an objective and neutral standpoint in the proposal for the election of directors of the Company and in the detail for individual directors' compensation, etc. as a member of the Nomination and Remuneration Committee.	

Candidate No.	Career summary, position and responsibility at the Company (Significant concurrent positions outside the Company)	
8	Masayuki Kinoshita [Reelection] [External Director] [Independent Officer] [Male] Date of birth: April 11, 1954 Number of shares held in the Company: 200 shares Attendance at the meetings of the Board of Directors: 13/13 *	Apr. 1978 Joined MITSUI & CO., LTD. Apr. 2004 General Manager of Corporate Planning & Strategy Division, MITSUI & CO., LTD. Apr. 2008 Managing Officer, Chief Operating Officer of Mineral & Metal Resources Business Unit, MITSUI & CO., LTD. Apr. 2010 Executive Managing Officer, Chief Operating Officer of Mineral & Metal Resources Business Unit, MITSUI & CO., LTD. Apr. 2011 Executive Managing Officer, Chief Information Officer, Chief Privacy Officer, MITSUI & CO., LTD. Jun. 2011 Representative Director, Executive Managing Officer, Chief Information Officer; Chief Privacy Officer, MITSUI & CO., LTD. Apr. 2012 Representative Director, Senior Executive Managing Officer, Chief Information Officer; Chief Privacy Officer, MITSUI & CO., LTD. Apr. 2014 Representative Director, Executive Vice President, Chief Information Officer, Chief Privacy Officer, MITSUI & CO., LTD. Apr. 2016 Director, MITSUI & CO., LTD. Jun. 2016 Counselor, MITSUI & CO., LTD. Jun. 2016 Outside Director, NS UNITED KAIUN KAISHA, LTD. (present post) Jun. 2020 External Director, the Company (present post)
		[Reason for the nomination of the candidate for External Director and outline of expected roles] Mr. Masayuki Kinoshita has served as Representative Director, Executive Vice President of MITSUI & CO., LTD. The Company has nominated him as a candidate for reelection as External Director because we have determined that he can be expected to play a suitable role in the expansion of the Company's business and the further strengthening of the corporate governance system based on his experience in international business and extensive knowledge cultivated as a Chief Information Officer and Chief Privacy Officer of a general trading company, and broad discernment cultivated as a manager. If he is elected, the Company plans for him to be involved from an objective and neutral standpoint in the proposal for the election of directors of the Company and in the detail for individual directors' compensation, etc. as a member of the Nomination and Remuneration Committee.

Candidate No.		Career summary, position and responsibility at the Company (Significant concurrent positions outside the Company)
9	<p>Kazukuni Tada [Reelection] [External Director] [Male]</p> <p>Date of birth: January 26, 1968</p> <p>Number of shares held in the Company: –</p> <p>Attendance at the meetings of the Board of Directors: 13/13 *</p>	<p>Apr. 1992 Joined DDI CORPORATION (currently KDDI CORPORATION)</p> <p>Apr. 2013 Manager of Consumer Marketing Department II, Consumer Business Strategy Division, Consumer Business Sector, KDDI CORPORATION</p> <p>Apr. 2018 Deputy General Manager of Consumer Business Strategy Division, Consumer Business Sector, KDDI CORPORATION</p> <p>Jun. 2018 Director, KDDI FINANCIAL SERVICE CORPORATION</p> <p>Jun. 2018 Director, au Jibun Bank Corporation</p> <p>Apr. 2019 Administrative Officer, General Manager of Advanced Business Development Division, Life Design Business Sector, and Deputy General Manager of Consumer Business Strategy Division, KDDI CORPORATION</p> <p>Oct. 2019 Administrative Officer, General Manager of Business Development Division, Personal Business Sector, and Deputy General Manager of Consumer Business Strategy Division, KDDI CORPORATION</p> <p>Oct. 2019 Director, au Financial Holdings Corporation</p> <p>Mar. 2020 Director, Loyalty Marketing, Inc. (present post)</p> <p>Apr. 2020 Executive Officer, Deputy General Manager, Services Sector, Personal Business Sector, KDDI CORPORATION (present post)</p> <p>Jun. 2020 External Director, the Company (present post)</p> <p>Apr. 2021 Director, AEON Holdings Corporation (present post)</p> <p>Apr. 2021 Director, AEON Co., Ltd. (present post)</p>
	<p>[Reason for the nomination of the candidate for External Director and outline of expected roles] Mr. Kazukuni Tada has served as Executive Officer of KDDI CORPORATION. The Company has nominated him as a candidate for reelection as External Director because we have determined that he can be expected to play a suitable role in the expansion of the Company's business and the further strengthening of the corporate governance system based on his extensive experience and broad discernment gained through engaging in important positions in core business, including the business strategy department, of that company.</p>	

- Notes: 1. Mr. Tomoharu Kato, Mr. Kazuyoshi Miyajima, Mr. Masayuki Kinoshita and Mr. Kazukuni Tada are candidates for External Directors.
2. * indicates attendance at the meetings of the Board of Directors since assuming their posts on June 18, 2020.
3. Candidate for Director Kaoru Hayashi is the Representative Director, President Executive Officer and Group CEO of Digital Garage, Inc. The aforementioned company is a major shareholder of the Company and an "other affiliated company." The Company has a business relationship involving an advertising contract with the aforementioned company; however, this relationship was established after receiving approval from the Company's Board of Directors and conducting proper procedures.
4. Candidate for External Director Kazukuni Tada is an Executive Officer of KDDI CORPORATION. The aforementioned company is a major shareholder of the Company and an "other affiliated company." In addition, the aforementioned company and the Company have entered into a basic agreement related to a business alliance.
5. Candidate for External Director Kazuyoshi Miyajima is a Senior Advisor of FANCL CORPORATION, which has a business relationship with the Company. However, the transaction amount between the two companies is less than 0.1% of consolidated net sales of the Company for the current fiscal year.
6. There is no special interest between any other candidates for Director and the Company.
7. Candidates for External Director Tomoharu Kato, Kazuyoshi Miyajima, Masayuki Kinoshita and Kazukuni Tada are currently External Directors of the Company. At the conclusion of this meeting, their respective tenure as External Director will be four years for Mr. Tomoharu Kato, two years for Mr. Kazuyoshi Miyajima, one year for Mr. Masayuki Kinoshita, and one year for Mr. Kazukuni Tada.
8. The Company has entered into agreements with Mr. Tomoharu Kato, Mr. Kazuyoshi Miyajima, Mr. Masayuki Kinoshita and Mr. Kazukuni Tada to limit the liability for damages under Article 423, paragraph 1 of the Companies Act to the maximum stipulated in laws and regulations based on the provision of Article 427, paragraph 1 of the Companies Act and the Articles of Incorporation. If the reelection of Mr. Tomoharu Kato, Mr. Kazuyoshi Miyajima, Mr. Masayuki Kinoshita and Mr. Kazukuni Tada is approved, the Company plans to renew the aforementioned agreements with them.
9. The Company plans to enter into a directors and officers liability insurance policy with an insurance company. This policy will cover losses (including litigation expenses) incurred due to claims for damages raised in relation to the performance of duties by the insured. If each candidate is elected and assumes their position as Director, the Company plans to include each of them as the insured in the insurance policy, and renew the said policy during their terms of office.

10. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Mr. Tomoharu Kato, Mr. Kazuyoshi Miyajima and Mr. Masayuki Kinoshita as independent officers as provided for by the aforementioned exchange.

Proposal No. 3: Election of One (1) Auditor

The term of office of Auditor Kaori Matsuhashi will expire at the conclusion of this meeting. Accordingly, the Company proposes the election of one (1) Auditor.

In addition, the consent of the Audit & Supervisory Board has been obtained with respect to this proposal.

The candidate for Auditor is as follows:

Yuko Nemoto [New] [External Auditor] [Independent Officer] [Female] Date of birth: September 13, 1976 Number of shares held in the Company: –	Career summary (Significant concurrent positions outside the Company)	
	Apr. 1999	Joined Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC)
	Jun. 2002	Registered as Certified Public Accountant
	Apr. 2008	Retired from Deloitte Touche Tohmatsu
	May 2008	Joined The Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.)
	Jun. 2009	Retired from The Bank of Tokyo-Mitsubishi UFJ, Ltd.
	Oct. 2009	Representative, Nemoto Accounting Office (present post)
	Aug. 2013	Senior Partner, Sage Pot LLC (present post)
[Reason for the nomination of the candidate for External Auditor] The Company has nominated Ms. Yuko Nemoto as a candidate for External Auditor because we have determined that she can be expected to perform audits in an appropriate and objective manner with her extensive experience and expert knowledge of corporate management, such as in finance and accounting as a certified public accountant as well as the establishment of internal control and evaluation support for the risk management system, and broad discernment cultivated as a manager.		

Notes: 1. Ms. Yuko Nemoto is a candidate for External Auditor.

2. There is no special interest between Ms. Yuko Nemoto and the Company.
3. If the election of Ms. Yuko Nemoto is approved, the Company plans to enter into an agreement with her to limit the liability for damages under Article 423, paragraph 1 of the Companies Act to the maximum stipulated in laws and regulations based on the provision of Article 427, paragraph 1 of the Companies Act and the Articles of Incorporation.
4. The Company plans to enter into a directors and officers liability insurance policy with an insurance company. This policy will cover losses (including litigation expenses) incurred due to claims for damages raised in relation to the performance of duties by the insured. If Ms. Yuko Nemoto is elected and assumes her position as Auditor, the Company plans to include her as an insured in the insurance policy and renew the said policy during her term of office.
5. Ms. Yuko Nemoto satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc. The Company plans to submit notification to the aforementioned exchange concerning her as independent officer conditional upon the approval and adoption of this proposal. She was employed at Deloitte Touche Tohmatsu LLC, which is the independent auditor of the Company, until April 2008. However, the Company has judged that this does not affect her independence as more than 10 years have passed since her retirement, and because she was not engaged in nor did she participate in the auditing of the Company while she was employed there.

Proposal No. 4: Determination of Compensation, etc. for Directors Related to Compensatory Stock Options

The Company's 19th Annual General Meeting of Shareholders held on June 23, 2016 resolved to grant share acquisition rights in the form of compensatory stock options up to an annual maximum of ¥100 million as compensation for directors (except external directors), and the same limit remains today.

According to the "Act Partially Amending the Companies Act (Act No. 70 of 2019)," which came into effect on March 1, 2021, the granting of share acquisition rights as compensation for directors requires the specific details to be approved by the General Meeting of Shareholders. Therefore, looking to continue the current compensatory stock option plan, the Company requests approval for the granting of share acquisition rights with the following details as share-based compensatory stock options of an amount up to ¥100 million per year as compensation for directors (except external directors).

The Company's "policy for determining details of compensation , etc. for individual directors," which is described on pages 30-32 of the Business Report, has been determined at the Company's Board of Directors. Even if this proposal is approved and adopted as originally proposed, it will not affect the details of said policy.

While the direct aim of this proposal is to respond to the amendments to the Companies Act, the initial aim of introducing this plan is to further clarify the link between directors' compensation and stock price of the Company, have them share the merits and risks of rising and declining stock price with shareholders and increase their motivation to maximize medium- to long-term corporate value. Furthermore, the advice and findings of the Nomination and Remuneration Committee have been received about this proposal, and as the contents of this proposal are necessary and appropriate to establish the details of individual compensation of directors in line with the aforementioned policy, the Board of Directors considers the details of this proposal to be appropriate.

In granting compensatory stock options, the Company will grant directors who are allotted share acquisition rights compensation equivalent to the subscription price for the share acquisition rights, and said directors will be allowed to acquire share acquisition rights by offsetting the subscription price payable for the share acquisition rights against their compensation receivable from the Company. The value of compensatory stock option compensation, etc. will be determined by multiplying the total number of share acquisition rights allotted by the fair value per share acquisition right as calculated on the date of allotment of share acquisition rights.

It should be noted that the Company currently has nine directors (includes four external directors), and if Proposal No. 2 Election of Nine (9) Directors is approved as proposed, there will be nine directors (includes four external directors).

(1) Class and number of shares issuable upon exercise of share acquisition rights

The class of shares issuable upon exercise of the share acquisition rights is the Company's common stock. The number of shares issuable upon exercise of the share acquisition rights is 100 (the "Number of Issuable Shares") per share acquisition right exercised.

In the event that the Company's common stock is subject to a stock split (including the allotment of common shares of the Company without charge; hereinafter the same) or reverse stock split after the date of grant of share acquisition rights (the "Grant Date"), the Number of Issuable Shares will be adjusted as follows for any share acquisition rights unexercised as of the stock split or reverse stock split.

$$\text{Adjusted Number of Issuable Shares} = \text{pre-adjustment Number of Issuable Shares} \times \text{stock split or reverse stock split ratio}$$

Additionally, the Company may otherwise adjust the Number of Issuable Shares as deemed necessary by its Board of Directors in the event of unavoidable circumstances that necessitate the adjustment of the Number of Issuable Shares.

If the Number of Issuable Shares calculated by the above formula includes a fraction of a share, it will be rounded down to the nearest whole number.

(2) Total number of share acquisition rights

The Company will grant a total of no more than 1,500 share acquisition rights within one year of the date of the Annual General Meeting of Shareholders for each fiscal year.

(3) Share acquisition right subscription price

The subscription price for one share acquisition right will be set by the Company's Board of Directors based on the fair value of the share acquisition rights as determined by the Black-Scholes model or other such valuation model when the share acquisition rights are granted.

Directors to whom share acquisition rights have been granted ("Grantees") need not pay the subscription price in cash. In lieu of cash payment of the subscription price, Grantees may offset the subscription price payable against their compensation receivable from the Company.

(4) Value of assets to be contributed upon exercise of share acquisition rights

The value of assets to be contributed upon exercise of share acquisition rights will be ¥1 per share of stock issuable upon the exercise of share acquisition rights. The total consideration payable for stock issued upon the exercise of share acquisition rights is ¥1 multiplied by the Number of Issuable Shares.

(5) Period when share acquisition rights may be exercised

The period when share acquisition rights may be exercised will be set by the Company's Board of Directors, not to exceed 30 years from the business day after the Grant Date of the share acquisition rights.

(6) Conditions for exercise of share acquisition rights

- 1) Grantees may exercise their share acquisition rights once no longer a director of the Company, but only on an all-at-once basis, within ten days from the day after their position as director was terminated (or the first business day thereafter if the 10th day is not a business day).
- 2) If a Grantee passes away, their heir may exercise the share acquisition rights, but only on an all-at-once basis.
- 3) Other conditions shall be as stipulated in the share acquisition rights allotment agreement to be concluded between the Company and the Grantees.

(7) Restriction on transfer of share acquisition rights

The acquisition of share acquisition rights through transfer requires the approval of the Company's Board of Directors.

(8) Matters concerning the acquisition of share acquisition rights

- 1) In the event that share acquisition rights can no longer be exercised under the provisions stipulated in (6) above or the share acquisition rights allotment agreement before the Grantees exercise such rights, the Company may acquire the share acquisition rights in question without consideration on a date to be separately determined by the Board of Directors.
- 2) If a proposal prepared by the Board of Directors, such as the following proposals, is approved at the General Meeting of Shareholders of the Company (or, where a resolution of the General Meeting of Shareholders is not required, the approval of the Company's Board of Directors), the Company may acquire share acquisition rights without consideration on a date to be separately determined by the Board of Directors.
 - a) A proposal for approval of a merger agreement in which the Company is the disappearing company;
 - b) a proposal for approval of a company split agreement or a company split plan in which the Company is the splitting company;
 - c) a proposal for approval of a share exchange agreement or a share transfer plan in which the Company becomes a wholly owned subsidiary;
 - d) a proposal for approval of an amendment to the Articles of Incorporation to provide that the acquisition through transfer of all the shares issued by the Company is subject to the approval of the Company;
 - e) a proposal for approval of an amendment to the Articles of Incorporation to provide that the acquisition through transfer of the shares intended for share acquisition rights is subject to the approval of the Company, or that all of the shares of such class may be acquired by the Company by a resolution of the General Meeting of Shareholders;
 - f) a proposal for approval of the reverse stock splits of shares intended for share acquisition rights (only when the number obtained by multiplying the number of shares constituting one unit of shares associated with the said class of shares by the reverse stock split ratio results in a fraction of less than one unit); or
 - g) a proposal for approval of a demand for sale of shares by special controlling shareholders.

(9) Other

Other particulars relating to share acquisition rights will be determined by the Board of Directors.

Proposal No. 5: Determination of Compensation , etc. for Directors Related to Stock Options

The Company's 15th Annual General Meeting of Shareholders held on June 26, 2012 resolved to grant share acquisition rights in the form of tax-qualified stock options up to an annual maximum of ¥250 million as compensation for directors (except external directors), and the same limit remains today.

According to the "Act Partially Amending the Companies Act (Act No. 70 of 2019)," which came into effect on March 1, 2021, the granting of share acquisition rights as compensation for directors requires the specific details to be approved by the General Meeting of Shareholders. Therefore, looking to continue the current tax-qualified stock option plan, the Company requests approval for the granting of share acquisition rights with the following details as "tax qualified" stock options, of an amount up to ¥250 million per year as compensation for directors (except external directors).

The Company's "policy for determining details of compensation , etc. for individual directors," which is described on pages 30-32 of the Business Report, has been determined at the Company's Board of Directors, and even if this proposal is approved and adopted as originally proposed, the details of this policy will not be changed as a result of the proposal's approval and adoption.

While the direct aim of this proposal is to respond to the amendments to the Companies Act, the initial aim of introducing this plan is to provide incentives to raise directors' awareness of improving business performance, increasing corporate value, and shareholder-focused management. Furthermore, the advice and findings of the Nomination and Remuneration Committee have been received about this proposal, and as the contents of this proposal are necessary and appropriate to establish the details of individual compensation of directors in line with the aforementioned policy, the Board of Directors considers the details of this proposal to be appropriate.

The value of compensation in the form of tax-qualified stock options will be determined by multiplying the total number of share acquisition rights allotted by the fair value per share acquisition right as calculated on the date of allotment of share acquisition rights.

It should be noted that the Company currently has nine directors (includes four external directors), and if Proposal No. 2 Election of Nine (9) Directors is approved as proposed, there will be nine directors (includes four external directors).

(1) Class and number of shares issuable upon exercise of share acquisition rights

The class of shares issuable upon exercise of the share acquisition rights is the Company's common stock. The number of shares issuable upon exercise of the share acquisition rights is 100 (the "Number of Issuable Shares") per share acquisition right exercised.

In the event that the Company's common stock is subject to a stock split (including the allotment of common shares of the Company without charge; hereinafter the same) or reverse stock split after the date of grant of share acquisition rights (the "Grant Date"), the Number of Issuable Shares will be adjusted as follows at the time either the stock split or reverse stock split takes effect. The adjustment will only be made for any share acquisition rights unexercised as of the stock split or reverse stock split, and if the Number of Issuable Shares resulting from the adjustments includes a fraction of a share, it will be rounded down to the nearest whole number.

$$\text{Adjusted Number of Issuable Shares} = \text{pre-adjustment Number of Issuable Shares} \times \text{stock split or reverse stock split ratio}$$

Furthermore, after the Grant Date, if the Company is part of an absorption-type merger or incorporation-type merger or the Company conducts an absorption-type company split or incorporation-type company split and share acquisition rights are succeeded, or in the event of unavoidable circumstances that necessitate the adjustment of the Number of Issuable Shares after the Grant Date, the Company may make the adjustments deemed necessary to the Number of Issuable Shares for any share acquisition rights unexercised.

(2) Total number of share acquisition rights

The Company will grant a total of no more than 2,000 share acquisition rights within one year of the date of the Annual General Meeting of Shareholders for each fiscal year.

(3) Share acquisition right subscription price

Payment in cash for share acquisition rights shall not be required.

(4) Value of assets to be contributed upon exercise of share acquisition rights

The value of assets to be contributed upon exercise of share acquisition rights will be the amount paid per share of stock issuable upon the exercise of share acquisition rights (the "Strike Price") multiplied by the Number of Issuable Shares for the share acquisition rights in question.

The Strike Price will be the average value of the closing price of the Company's common shares in regular trading on the Tokyo Stock Exchange (the "Closing Price") on each day of the month prior to the month in which the Grant Date falls (excluding days with no trading) multiplied by one, with fractional amounts of less than 1 yen rounded down. However, if that amount is less than the Closing Price on the Grant Date (if there is no Closing Price on the day in question, the closing price on the most recent trading day prior), then the Closing Price on the Grant Date will be used.

If the Company conducts a stock split or reverse stock split of its common shares following the Grant Date, the following formula will be used to adjust the Strike Price and fractional amounts of less than 1 yen resulting from the adjustment will be rounded up.

$$\text{Adjusted Strike Price} = \text{pre-adjustment Strike Price} \times \frac{1}{\text{stock split or reverse stock split ratio}}$$

Furthermore, after the Grant Date, for the Company's common shares, where new shares are issued at a price below the determinable market value or where treasury shares are disposed of, the following formula will be used to adjust the Strike Price, and fractional amounts of less than 1 yen resulting from the adjustment will be rounded up.

$$\text{Adjusted Strike Price} = \frac{\text{pre-adjustment Strike Price} \times \left(\frac{\text{number of issued shares}}{\text{number of issued shares} + \frac{\text{number of newly issued shares} \times \text{Per-share payment amount}}{\text{Determinable market value}}} \right)}{\text{number of issued shares} + \text{number of newly issued shares}}$$

In the above formula, “number of issued shares” refers to the total number of the Company’s common shares already issued minus the number of treasury shares among the common shares owned by the Company, and where treasury shares are disposed of, “number of newly issued shares” should be read as “number of treasury shares disposed of.”

In addition to the above, after the Grant Date, if the Company merges with another company, conducts a company split, conducts a reduction of capital, or if other similar case arises in which the adjustment of the Strike Price is necessary, the Strike Price can be adjusted within a reasonable scope by a resolution of the Board of Directors.

(5) Period when share acquisition rights may be exercised

The period when share acquisition rights may be exercised will be determined by the Company’s Board of Directors, within three years of the date after two years have passed from the business day after the Grant Date.

(6) Conditions for exercise of share acquisition rights

- 1) Grantees must be officers (directors and auditors; however, excludes external officers) or employees (includes executive officers and loaned employees) of the Company or the Company’s subsidiaries at the time they exercise their share acquisition rights. However, condition 1) for the exercise of share acquisition rights will be considered fulfilled where the Company recognizes a valid reason at the time that the share acquisition rights are exercised.
- 2) Grantees must not have retired or resigned from their positions as officers (directors and auditors; includes external officers) even once during the period from the Grant Date until the time share acquisition rights are exercised. However, condition 2) for the exercise of share acquisition rights will be considered fulfilled where the Company recognizes a valid reason at the time that the share acquisition rights are exercised.
- 3) Grantees must not have been the subject of disciplinary action or subject to dismissal as stipulated in the employment rules of the Company or the Company’s subsidiaries even once during the period from the Grant Date until the time share acquisition rights are exercised. However, condition 3) for the exercise of share acquisition rights will be considered fulfilled where the Company recognizes a valid reason at the time that the share acquisition rights are exercised.
- 4) Pledges, creation of security interest, and succession are not permitted for share acquisition rights.
- 5) Other conditions for the exercise of share acquisition rights shall be as stipulated in the share acquisition rights allotment agreement to be concluded between the Company and the Grantees.

(7) Restriction on transfer of share acquisition rights

The acquisition of share acquisition rights through transfer requires the approval of the Company’s Board of Directors.

(8) Matters concerning the acquisition of share acquisition rights

- 1) In the event that the Grantees do not fulfill the conditions for the exercise of share acquisition rights stipulated in (6) and become unable to exercise share acquisition rights, or that the Grantees relinquish all or part of their share acquisition rights, the Company may acquire the share acquisition rights in question without consideration on a date to be separately determined by the Board of Directors.
- 2) If a proposal prepared by the Board of Directors, such as the following proposals, is approved at the General Meeting of Shareholders of the Company (or, where a resolution of the General Meeting of Shareholders is not required, the approval of the Company’s Board of Directors), the Company may acquire share acquisition rights without consideration on a date to be separately determined by the Board of Directors.
 - a) A proposal for approval of a merger agreement in which the Company is the disappearing company, an absorption-type company split agreement or an incorporation-type company split plan in which the

Company is the splitting company, a share exchange agreement or a share transfer plan in which the Company becomes a wholly owned subsidiary;

- b) a proposal for amending the Articles of Incorporation to provide that the acquisition through transfer of all the shares issued by the Company is subject to the approval of the Company;
- c) a proposal for amending the Articles of Incorporation to provide that the acquisition of the Company's shares through transfer for shares intended for share acquisition rights is subject to the approval of the Company, or that all of the shares of such class may be acquired by the Company by a resolution of the General Meeting of Shareholders;
- d) a proposal for approval of the reverse stock splits of shares intended for share acquisition rights (only when the number obtained by multiplying the number of shares constituting one unit of shares associated with the said class of shares by the reverse stock split ratio results in a fraction of less than one unit); or
- e) a proposal for approval of a demand for sale of shares by special controlling shareholders.

(9) Fair value of share acquisition rights

The fair value of share acquisition rights is calculated using the Black-Scholes model based on various conditions including the Company's stock price on the Grant Date and the Strike Price, etc.

(10) Other

Other particulars relating to share acquisition rights will be determined by the Board of Directors.

(Attached materials)

Business Report (From April 1, 2020 to March 31, 2021)

1. Current Status of the Group

(1) Progress of the business and the results thereof

With the corporate mission of “LIFE with -To become a part of people’s daily lives-” the Company is developing business across a broad range of genres, seeking to become a part of people’s daily lives with a view to enriching their lives online. Beginning with the purchase support service “Kakaku.com,” which has been providing services since the Company was established, we now provide at least 20 services, including the restaurant discovery and reservation site “Tabelog.” Each individual business has been aiming to achieve sustained growth driving the performance of the Group as a whole.

In the fiscal year ended March 31, 2021, amid the slump in the Japanese economy due to the impact of COVID-19, there had been hope that various policy measures by the government would lead to recovery, but the outlook remains uncertain due to the resurgence in the spread of COVID-19.

Amid such an environment, the Kakaku.com site attracted 70.4 million monthly unique users (*1) in March 2021. Although shopping business revenue increased due to the increase in demand associated with “work-from-home” and “stay-at-home,” in the service business, revenue declined mainly in the telecommunications domain due to the disappearance of overseas Wi-Fi rental demand. Tabelog had 115.86 million monthly unique users (*1) in March 2021. The number of fee-paying restaurants and the number of online reservations decreased. Commission revenues grew for the job classifieds site “Kyujin Box,” due to the growth in monthly no. of users and an increase in the customer referral rate, for the online residential real estate portal “Sumaity” due to a rise in inquiries about properties, and for “Kakaku.com Insurance” due to an increase in the number of online applications for insurance coverage.

As a result, consolidated revenue declined 16.2% year on year to 51,077 million yen, consolidated operating profit fell 32.8% year on year to 18,295 million yen, consolidated profit before income taxes declined 32.7% year on year to 17,904 million yen and consolidated profit attributable to owners of the parent company decreased 35.9% year on year to 11,763 million yen in the fiscal year ended March 31, 2021.

Results by segment are as follows.

1) Internet Media Business

The Internet media business’s revenue declined 17.3% year on year to 48,583 million yen while profit for this segment fell 33.2% year on year to 17,687 million yen in the fiscal year ended March 31, 2021.

[Kakaku.com]

In Kakaku.com’s shopping business, revenue increased due to the increased e-commerce usage in addition to the increase in demand associated with “work-from-home” and “stay-at-home.” In the service business, revenue declined mainly in the telecommunications category due to the disappearance of overseas Wi-Fi rental demand. In the advertising business, revenue declined due to the postponement and cancellation of advertisement placements. As a result, revenue in the shopping business grew 8.3% year on year to 10,100 million yen, revenue in the service business declined 9.8% year on year to 9,063 million yen, and in the advertising business, and revenue in the advertising business fell 5.5% year on year to 4,333 million yen.

Overall, Kakaku.com’s revenue fell 1.9% year on year to 23,496 million yen in the fiscal year ended March 31, 2021.

[Tabelog]

In Tabelog’s restaurant promotion business, there was gradual recovery in demand for dining out after the first state of emergency declaration in response to COVID-19 was lifted in May 2020 and the pace

of recovery rose substantially with the start of the “Go To Eat” campaign. However, a second state of emergency was declared in January 2021 due to resurgence in the number of cases. As a result, revenue fell 39.2% year on year to 13,081 million yen, online reservation bookings fell 23.6% year on year to a total of 28.88 million people, and the fee-based plans’ subscribership stood at 57,000 restaurants as of March 2021. In the premium memberships business, revenue decreased by 27.5% year on year to 1,693 million yen in response to a decrease in fee-paying members. In Tabelog’s advertising business, revenue fell by 23.8% year on year to 1,921 million yen, due to postponements and cancellations of advertisement placements. In addition, revenue from commissioned business (*2) was 1,091 million yen.

As a result, Tabelog’s revenue decreased 32.5% year on year to 17,786 million yen.

[New Media and Solutions]

In the new media and solutions business, for services in the travel/transportation domain, and some services in the entertainment/hobbies domain that involve going out, the situation remains challenging due to the impact of COVID-19. On the other hand, revenues increased for both Kyujin Box and Sumaity.

As a result, the new media and solutions business’s revenue declined 13.3% year on year to 7,302 million yen.

2) Finance Business

Consolidated subsidiary Kakaku.com Insurance, Inc. achieved growth in commission revenue due to growth in online applications for life insurance coverage in its insurance agency business.

The finance business’s revenue consequently increased 12.2% year on year to 2,494 million yen while profit for this segment decreased by 17.6% year on year to 604 million yen in the fiscal year ended March 31, 2021.

*1. Source: Monthly unique users are counted on a net basis as the number of browsers that visited the site. (Depending on the specific browser or OS, etc. some users may be double counted if revisiting after a certain period has elapsed). Note that the counting method screens out, to the fullest extent possible, double counting of mobile browsers as a side effect of high-speed loading of mobile webpages and mechanical access by, e.g., third parties’ web scraping bots.

*2. Refers to revenue from Go To Eat campaign-related business commissioned by the Ministry of Agriculture, Forestry and Fisheries, and the Osaka Prefectural Government’s campaign to support restaurants serving small groups only. It does not, however, include advertising income (booked in the advertising business) related to these commissioned operations.

(2) Capital expenditures

Capital expenditures in the fiscal year under review stood at 2,202 million yen, and the principal component was expenditures on system-related servers and software.

(3) Fund procurement

No items to report.

(4) Business transfers, absorption-type company splits and incorporation-type company splits

No items to report.

(5) Business transfers from other companies

No items to report.

- (6) Succession of rights and obligations relating to other entities' business as a result of absorption-type merger or company split

No items to report.

- (7) Acquisition or disposal of shares, other equities or share acquisition rights of other companies

No items to report.

- (8) Issues to be addressed

Since last year, the spread of COVID-19 has had a major impact on consumer behavior and the Group has continued to face a challenging business environment. In addition, despite the heightened expectations with the spread of vaccines, the timing to bring COVID-19 under control is uncertain given the declarations of states of emergency and expansion of regions where key measures to prevent the spread of infection are to apply. As a result, the Group expects that it will remain difficult to predict the outlook for the economy for some time.

Amid such an environment, the Group will continue to provide services going forward that are useful to various types of lifestyles and create an abundant daily life through the development of businesses including those that provide information, such as the purchase support service "Kakaku.com," the restaurant discovery and reservation site "Tabelog," the job classifieds site "Kyujin Box," and the online residential real estate portal "Sumaity," those that provide dynamic package platforms; and those that provide consulting services for selecting insurance.

Therefore, the Group is involved in the following four key areas.

- 1) The Group is aiming to raise the proportion of sales revenue from the new media and solutions business and the finance business to 20% of the total consolidated revenue, while maintaining stable growth for the Group as a whole. In order to achieve this, the Group will work to expand the number of users by further enhancing existing content in these businesses, as well as expand business fields by proactively making investments that correspond to the growth state of each business in addition to creating new businesses that understand users' essential issues and continue to provide services for various lifestyle types.
- 2) The Company regards people as important management resources, and the securing and training of personnel as important issues for sustainable business growth. The Company will carry out active recruitment to respond to an expansion in business scale and the diversification of business activities, and work to boost organizational capabilities by strengthening training for employees. Furthermore, the Company will focus on creating a comfortable working environment where employees can further display their strengths.
- 3) Due to the nature of the businesses that the Company operates, the security, development, and maintenance and management structure for systems are critical and we need to keep enhancing these structures. The Company will continuously maintain security adapted to changes in the market environment and establish system development and system maintenance and management structures.
- 4) In order to increase the effectiveness and efficiency of management, guarantee the reliability of financial reporting, and comply with various laws and regulations, the Company will continuously promote the establishment and enhancement of the internal control system and make efforts to strengthen internal management structures.

- (9) CSR initiatives

Kakaku.com will work on financial, societal, and environmental issues through its corporate activities as a company that exists together with peoples' daily lives.

<Issues addressed by Kakaku.com>

- 1) Economy: Contributing to the growth of the Internet industry
- 2) Society: Creating a vibrant society
- 3) Environment: Protecting our planet's environment

<Specific initiatives>

1) Economy

a) Provide a safe service

Working on websites with heightened searchability and browsability and creating highly reliable, high-quality content to enable the provision of information that is useful and meaningful in deciding to purchase products and services.

b) Train engineers

Working to train the next generation of IT personnel through the creation of a training structure for engineers and the practical implementation of an education program.

c) Support the development of technologies

Working to contribute to the advancement of new technologies and the stimulation of the tech community through cooperation with and participation in various industry organizations.

2) Society

a) Train personnel, improve the working environment

Working to boost organizational capabilities by strengthening training in response to an expansion in business scale and the diversification of business activities. Also focused on creating a comfortable working environment where employees can further display their strengths.

b) Support the development of sports and culture

Supporting music culture and supporting the development of e-sports as a new Japanese culture.

c) Aid recovery efforts of disaster areas

Provide aid for recovery efforts following earthquakes or other disasters.

d) Transmit and provide information concerning to help people enrich their lives

Transmit and provide information such as information concerning local disaster prevention and education and regional tourism information.

3) Environment

a) Reduce the environmental impact of offices

Understand and reduce the volume of energy used within the office, reduce office supplies (e.g. copy and printing paper), promote power conservation company wide, etc.

b) Cooperation with environmental conservation organizations

Cooperate with environmental conservation organizations and support environmental conservation activities.

c) Transmit and provide information concerning environmental conservation

Transmit and provide information concerning energy-efficient electrical appliances and green energy.

(10) Status of assets and profit and loss

Category	21st fiscal year (Fiscal year ended March 31, 2018)	22nd fiscal year (Fiscal year ended March 31, 2019)	23rd fiscal year (Fiscal year ended March 31, 2020)	24th fiscal year (Fiscal year under review) (Fiscal year ended March 31, 2021)
Revenue (Millions of yen)	46,782	54,832	60,978	51,077
Profit attributable to owners of the parent company (Millions of yen)	15,699	16,697	18,348	11,763
Basic earnings per share (Yen)	73.96	79.70	88.25	57.13
Total assets (Millions of yen)	42,770	51,242	63,317	70,958
Total equity (Millions of yen)	33,908	40,941	43,303	47,141

Note: Effective from the 21st fiscal year, the Company adopted the International Financial Reporting Standards (IFRS) in place of the Japanese generally accepted accounting principles (J-GAAP) used previously.

(11) Important parent company and subsidiaries

1) Important parent company

No items to report.

2) Important subsidiaries

Name	Share capital (Millions of yen)	Ratio of ownership	Major business
forTravel, Inc.	191	90.2%	Provision of information via the Internet
Kakaku.com Insurance, Inc.	105	100.0%	Insurance agency business
eiga.com, Inc.	26	70.0%	Provision of information via the Internet
Time Design Co., Ltd.	307	72.9%	Dynamic package business
webCG, Inc.	10	66.5%	Provision of information via the Internet
LCL, Inc.	50	100.0%	Provision of information via the Internet
gaie Inc.	40	70.0%	Creation of movie content and websites

(12) Summary of major businesses (As of March 31, 2021)

1) Internet Media Business

This business plans and operates the purchase support service “Kakaku.com,” restaurant discovery and reservation site “Tabelog,” online residential real estate portal “Sumaity,” job classifieds site “Kyujin Box,” lifestyle media for women “Kinarino,” travel review and comparison site “4travel,” movie discovery platform “eiga.com,” online media for car lovers “webCG,” and highway and overnight bus price comparison “Bus Hikaku Navi,” in addition to developing and providing a dynamic package system, as well as producing and providing movie content websites.

2) Finance Business

This business consists of the insurance agency business.

(13) Principal offices (As of March 31, 2021)

Name	Location
Head Office	3-5-7 Ebisu-Minami, Shibuya-ku, Tokyo
Shibuya Office	15-1, Udagawa-cho, Shibuya-ku, Tokyo
Kansai Branch	1-6-20 Dojima, Kita-ku, Osaka City, Osaka
Kyushu Branch	3-1 Simokawabata-machi, Hakata-ku, Fukuoka City, Fukuoka

(14) Major lenders (As of March 31, 2021)

No items to report.

(15) Employees (As of March 31, 2021)

1) Employees of the Group

Business segment	Number of employees	Change from the previous fiscal year-end
Internet Media Business	1,071 (238)	Increase of 80 (increase of 5)
Finance Business	101 (22)	Increase of 10 (increase of 11)
Total	1,172 (260)	Increase of 90 (increase of 16)

Note: The number of employees indicates the number of working employees, and the average number of temporary employees during this fiscal year is given in parentheses separately.

2) Employees of the Company

Number of employees	Change from the previous fiscal year-end	Average age	Average years of service
876 (215)	Increase of 83 (increase of 2)	35.4 years old	5.2 years

Note: The number of employees indicates the number of working employees, and the average number of temporary employees during this fiscal year is given in parentheses separately.

2. Shares of the Company (As of March 31, 2021)

- (1) Total number of shares authorized: 768,000,000 shares
- (2) Total number of shares issued: 206,705,000 shares
- (3) Number of shareholders: 8,260 (decreased by 1,099 from the previous fiscal year-end)
- (4) Major shareholders (top 10 shareholders):

Name of shareholder	Number of shares held	Ratio of shareholding
Digital Garage, Inc.	42,350,000 shares	20.56%
KDDI CORPORATION	35,016,000 shares	17.00%
The Master Trust Bank of Japan, Ltd. (Trust Account)	12,973,300 shares	6.30%
Custody Bank of Japan, Ltd. (Trust Account)	7,231,700 shares	3.51%
STATE STREET BANK AND TRUST COMPANY 505001	6,583,069 shares	3.20%
THE BANK OF NEW YORK MELLON CORPORATION 140051	3,535,500 shares	1.72%
RBC IST 15 PCT NON LENDING ACCOUNT - CLIENT ACCOUNT	3,339,300 shares	1.62%
THE BANK OF NEW YORK MELLON CORPORATION 140044	2,922,069 shares	1.42%
BNYM AS AGT/CLTS 10 PERCENT	2,812,940 shares	1.37%
Custody Bank of Japan, Ltd. (Trust Account 9)	2,760,400 shares	1.34%

Note: Calculations of ratio of shareholding exclude treasury shares (701,758 shares).

3. Officers of the Company

(1) Directors and Auditors (As of March 31, 2021)

Position	Name	Responsibility at the Company and significant concurrent positions outside the Company
Chairman of the Board	Kaoru Hayashi	Representative Director, President Executive Officer and Group CEO, Digital Garage, Inc.
President and Representative Director	Shonosuke Hata	
Director	Atsuhiko Murakami	Responsible for Tabelog External Director, Bengo4.com, Inc.
Director	Shingo Yuki	Responsible for Marketing, Sales, Business Development and Customer Service
Director	Kanako Miyazaki	General Manager, Shopping Business Division Responsible for Kakaku.com
Director	Tomoharu Kato	President and Representative Director, XEBIO Co., Ltd. Executive Vice President, XEBIO HOLDINGS CO., LTD.
Director	Kazuyoshi Miyajima	Senior Advisor, FANCL CORPORATION
Director	Masayuki Kinoshita	Outside Director, NS UNITED KAIUN KAISHA, LTD.
Director	Kazukuni Tada	Executive Officer, KDDI CORPORATION Director, au Financial Holdings Corporation Director, Loyalty Marketing, Inc.
Full-time Auditor	Hirofumi Hirai	
Auditor	Hiroshi Maeno	
Auditor	Kaori Matsuhashi	Certified Public Accountant Representative Director, Luminous Consulting External Director, Spiber Inc. External Auditor, NTS Holdings Co., Ltd. Outside Audit & Supervisory Board Member, Seven & i Holdings Co., Ltd.
Auditor	Hisashi Kajiki	Attorney-at-law

- Notes: 1. Mr. Kenji Fujiwara, Mr. Yoshiharu Hayakawa and Mr. Shingo Niori retired from their positions as Director due to the expiration of their terms of office at the conclusion of the 23rd Annual General Meeting of Shareholders held on June 18, 2020.
2. Mr. Masayuki Kinoshita and Mr. Kazukuni Tada were elected and assumed office as Director at the 23rd Annual General Meeting of Shareholders held on June 18, 2020.
3. Directors Tomoharu Kato, Kazuyoshi Miyajima, Masayuki Kinoshita and Kazukuni Tada are External Directors.
4. Auditors Kaori Matsuhashi and Hisashi Kajiki are External Auditors.
5. Auditor Kaori Matsuhashi has a qualification of the Certified Public Accountant and a considerable degree of knowledge on finance and accounting.
6. The Company has submitted notification to the Tokyo Stock Exchange that Directors Tomoharu Kato, Kazuyoshi Miyajima and Masayuki Kinoshita, and Auditors Kaori Matsuhashi and Hisashi Kajiki have been designated as independent officers as provided for by the aforementioned exchange.

(2) Outline of limited liability agreements

The Company has entered into agreements with each External Director, Auditor Hiroshi Maeno and each External Auditor to limit the liability for damages under Article 423, paragraph 1 of the Companies Act based on the provision of Article 427, paragraph 1 of the Companies Act.

These agreements limit the amount of their liability for compensation to the minimum amounts stipulated in laws and regulations.

(3) Amount of remuneration, etc. to Directors and Auditors

1) Policy for determining the details of officer compensation, etc.

The Company has a policy for determining details of compensation, etc. for individual directors by resolution of the Board of Directors. When making such resolution of the Board of Directors, the advice and findings of the Nomination and Remuneration Committee are received about the details of the resolution in advance.

Furthermore, the Board of Directors judges the compensation, etc. for individual directors for the current fiscal year to be in line with the above determination policy because it received findings from the Nomination and Remuneration Committee that the details of the method of determining compensation, etc. and the details of the determined compensation, etc. are consistent with such determination policy.

The content of the policy for determining the details of compensation, etc. for individual directors is as follows.

a) Basic policy

- (a) Contributes to the enhancement of corporate value and medium- to long-term growth in alignment with the Company's management policy.
- (b) The level of compensation, etc. remains sufficiently competitive in line with the work responsibilities and outcomes.
- (c) The components of compensation, etc. consist of, in addition to basic remuneration, bonuses linked to annual business results for one year, and stock option compensation granted as medium- to long-term incentive.

b) Policy concerning basic remuneration

Directors' basic remuneration is paid in cash as a fixed compensation.

For the basic remuneration of executive directors, a grade is determined for the position and breakdown of the position according to respective responsibilities and expected roles. After setting the base amount within a certain range for each position and grade, the basic remuneration of executive directors is determined giving consideration to the nature of the duties corresponding to the business unit for which each person is responsible or the individual mission and competitive levels within such range.

For directors other than executive directors, basic remuneration is determined by setting a certain maximum and considering the work responsibilities, knowledge and experience of each person as well as levels in the external environment.

On top of this, the annual amount determined as in the above is converted to a monthly amount and paid in cash monthly.

Note that executive directors shall not be paid separate compensation as employees.

c) Policy concerning performance-linked remuneration, etc. as well as non-monetary remuneration, etc.

(a) Bonuses for officers

i Outline

Bonuses for officers are granted to executive directors and paid in cash once a year for the purpose of providing incentive for a single fiscal year's consolidated results aligned with the one-year term of office.

ii Total payment amount

The indicator for bonuses for officers is the consolidated profit before income taxes for the fiscal year (before deduction of bonuses for officers) as one of the figures that reflect the Company's performance, and a certain percentage of this shall be the total payment amount.

However, the maximum amount shall be 100 million yen per fiscal year.

The percentage multiplier used for the calculation of such total payment amount shall, as a general rule, be 0.15%. However, the Board of Directors may change the percentage multiplier following deliberation by the Nomination and Remuneration Committee. Furthermore, the Board of Directors may undertake a reduction adjustment of the actual consolidated profit before income taxes that are subject to calculation, following deliberation by the Nomination and Remuneration Committee according to the management environment and the results.

iii Payment amount for individuals

The payment amount of bonuses for individual executive directors is the total amount of bonuses for officers derived from the above calculation method divided proportionally by the points granted to each executive director.

The specific points granted to each executive director comprise the basis points prescribed in advance, and the evaluation points corresponding to the level of contribution, etc.

(b) Stock options

i Outline

Stock option compensation is compensation paid to offset the share acquisition rights and the subscription price for such share acquisition rights for the purpose of providing incentive for medium- to long-term enhancement of the Company's corporate value.

Stock option compensation comprises stock compensation-type stock options and tax-qualified stock options granted within the scope of the resolution of the General Meeting of Shareholders.

ii Stock compensation-type stock options

Stock compensation-type stock options shall be granted to executive directors and have an exercise price of ¥1 (the amount paid by the individual is ¥1 per share for the quantity of shares to be acquired upon exercise of the share acquisition rights).

Note that stock compensation-type stock options have conditions attached such as the ability to exercise such options once no longer a director of the Company, but only on an all-at-once basis, within ten days from the day after their position as director was terminated. Other details, as well as the quantity and amount are set in accordance with each executive director's position, responsibilities and expected role. In addition, stock compensation-type stock options are paid for once each year.

The number of stock compensation-type stock options allotted to each executive director is calculated by dividing the base stock option amount by the fair value of a single such share acquisition right, and the base amount, as a rule, is calculated using the following formula.

Basic remuneration for each executive director on the first day of the base payment period $\times 2/7$

iii Tax-qualified stock options

Tax-qualified stock options shall be granted only if judged by a Board of Directors resolution that it is necessary from the perspective of providing incentive and upon the determination of the appropriate details, number, amount and grant period based on such perspective.

d) Policy concerning the ratio of compensation, etc.

The ratio for the amount of each individual executive director's compensation of basic remuneration: bonuses for officers: stock option compensation is approximately 7 to 1 to 2. Compensation for other directors consists of basic remuneration only as a rule.

The ratio shall be revised as necessary according to changes in the business environment or state of corporate governance, as well as revisions to the Company's management plans or other circumstances and also considering the views of the Nomination and Remuneration Committee.

e) Policy concerning the method for determining compensation, etc.

(a) Redelelegation to the President and Representative Director

Decisions on basic remuneration and bonuses are delegated to the President and Representative Director in accordance with a resolution of the Board of Directors.

The Representative Director determines the specific amount for each director based on the above policies a) to d) after following the procedures of the Nomination and Remuneration Committee described below.

The determination of stock options is a determination by a resolution of the Board of Directors after following the procedures of the Nomination and Remuneration Committee described below.

f) Governance associated with the process for determining compensation in light of e) above

The Company established its Nomination and Remuneration Committee as an advisory body under the Board of Directors with the aim of strengthening the independence and objectivity of the function of the Board of Directors, and its accountability in relation to the compensation, etc. of Directors.

The Nomination and Remuneration Committee consists of no fewer than three members who are Directors, a majority of whom are independent External Directors.

The Nomination and Remuneration Committee acts as an advisor to the Board of Directors and deliberates on matters such as details of compensation, etc. for individual directors including the ideal compensation scheme for the Company and provides advice and suggestions to the Board of Directors.

The Chair of the Nomination and Remuneration Committee shall report on the state of the Nomination and Remuneration Committee's execution of duties to the Board of Directors.

2) Total amount of remuneration, etc. by category of officer and number of officers to be paid

(Millions of yen)

	Total amount of remuneration	Total amount of remuneration, etc. by category			Number to be paid (persons)
		Basic remuneration	Performance-linked remuneration	Non-monetary remuneration	
Directors (excluding External Directors)	298	203	39	54	5
Auditors (excluding External Auditors)	37	37	—	—	2
External Directors	28	28	—	—	4
External Auditors	16	16	—	—	2

Notes: 1. The above table includes three Directors (of which two are External Directors) who retired from office at the conclusion of the 23rd Annual General Meeting of Shareholders held on June 18, 2020, and excludes three Directors (of which two are External Directors) who do not receive remuneration .

2. One Director (excluding External Director) and two External Directors do not receive remuneration.
3. The indicator associated with performance-linked remuneration is the consolidated profit before income taxes (before deduction of performance-linked remuneration). The reason for selecting such indicator is because it is considered to be an important indicator that reflects the Company's performance. The Company's performance-linked remuneration takes a fixed percentage of such performance indicator to be the total payment amount and is capped at 100 million yen per fiscal year. The percentage multiplier used for the calculation of such total payment amount shall, as a general rule, be 0.15%. The payment amount of bonuses for individual executive directors is the total payment amount for officers derived from such calculation method divided proportionally by the points granted to each executive director. The specific points granted to each executive director comprise the basis points prescribed in advance, and the evaluation points corresponding to the level of contribution, etc. The amount of the above table is the performance-linked remuneration paid in the fiscal year under review, and the consolidated profit before income taxes for the previous fiscal year, which was used for the calculation, was 17,904 million yen.
4. Non-monetary remuneration is the amount recorded in the fiscal year under review out of the expenses for the share acquisition rights in the form of stock compensation-type stock options granted to four Directors (excluding External Directors) (13th share acquisition rights: 259 units and 14th share acquisition rights: 221 units). The details of the Strike Price, etc., upon exercise of the share acquisition rights are as follows.

Class and Number of shares issuable upon exercise of the share acquisition rights:

the Company's common stock and 100, respectively

Strike Price: 100 yen per share acquisition right (1 yen per share)

Exercise period: 30 years from the business day after the Grant Date of the share acquisition rights

Conditions for exercise:

- 1) Grantees may, during the exercise period above, exercise their share acquisition rights once no longer a director of the Company, but only on an all-at-once basis, within ten days from the day after their position as director was terminated (or the first business day thereafter if the 10th day is not a business day).
 - 2) If a Grantee passes away, their heir may exercise the share acquisition rights, but only on an all-at-once basis.
 - 3) Other conditions for exercising share acquisition rights shall be as stipulated in the share acquisition rights allotment agreement to be concluded between the Company and the Grantees.
 - 4) The acquisition of these share acquisition rights through transfer requires the approval by resolution of the Company's Board of Directors.
5. The 20th Annual General Meeting of Shareholders held on June 21, 2017 resolved to limit the amount of Directors' monetary remuneration to a maximum of 360 million yen per fiscal year (not including employee salaries for Directors who also serve as employees). 11 Directors (of which four are External Directors) as at the conclusion of such General Meeting of Shareholders.
 6. In addition to the aforementioned monetary remuneration, there are resolutions for an amount of stock compensation as described below.
 - 1) The 19th Annual General Meeting of Shareholders held on June 23, 2016 resolved to limit the amount of stock compensation-type stock options compensation to an annual maximum of 100 million yen and the number of shares for such purpose to an annual maximum of 150,000 (with External Directors ineligible). Seven Directors (excluding External Directors) as at the conclusion of such General Meeting of Shareholders.
 - 2) The 15th Annual General Meeting of Shareholders held on June 26, 2012 resolved to limit the amount of tax-qualified stock options compensation to an annual maximum of 250 million yen and the number of shares for such purpose to an annual maximum of 200,000 (with External Directors ineligible). Eight Directors (excluding External Directors) as at the conclusion of such General Meeting of Shareholders.
 7. The Extraordinary General Meeting of Shareholders held on May 26, 2000 resolved to limit the amount of monetary remuneration for Audit & Supervisory Board Members to a monthly maximum of 10 million yen. One Audit & Supervisory Board Member as at the conclusion of such Extraordinary General Meeting of Shareholders.
 8. The Board of Directors has delegated the determination of the evaluation allotment of the bonus in light of the amount of basic remuneration for each Director and the performance of the business unit for which each Director, excluding External Directors, is responsible to President and Representative Director Shonosuke Hata. The reason for the delegation is that while taking into consideration the business performance of the Company as a whole, the evaluation of the business unit for which each Director is responsible is through the Representative Director. Note that when determining the details to be delegated, the appropriateness, etc. is confirmed with the Nomination and Remuneration Committee in advance.

3) Total amount of remuneration, etc. to Directors whose remuneration is 100 million yen or more

(Millions of yen)

	Total amount of remuneration	Total amount of remuneration, etc. by category		
		Basic remuneration	Performance-linked remuneration	Non-monetary remuneration
Shonosuke Hata (President and Representative Director)	116	79	14	21

(4) External Officers

- 1) Significant concurrent positions as executive at other organizations and relationships between the Company and the relevant organizations

Director Tomoharu Kato is the President and Representative Director of XEBIO Co., Ltd. and Executive Vice President of XEBIO HOLDINGS CO., LTD. There is a business relationship between XEBIO Co., Ltd. and the Company with respect to Kakaku.com. However, as the transaction amount is less than 0.1% of consolidated net sales of the Company for the current fiscal year, there is no significant business relationship between the two companies. There is no significant business relationship between XEBIO Co., Ltd. and the Company.

Director Kazuyoshi Miyajima is the Senior Advisor of FANCL CORPORATION. There is a business relationship between the said company and the Company. However, as the transaction amount is less than 0.1% of consolidated net sales of the Company for the current fiscal year, there is no significant business relationship between the two companies.

Director Kazukuni Tada is an Executive Officer of KDDI CORPORATION. KDDI CORPORATION is a major shareholder of the Company and an “other affiliated company.” KDDI CORPORATION has also signed a letter of intent concerning a business alliance with the Company.

Auditor Kaori Matsuhashi is the Representative Director of Luminous Consulting. There is no special interest between the said company and the Company.

- 2) Significant concurrent positions as external officer at other organizations and relationships between the Company and the relevant organizations

Director Masayuki Kinoshita is an Outside Director of NS UNITED KAIUN KAISHA, LTD. There is no special interest between the said company and the Company.

Auditor Kaori Matsuhashi is an External Director of Spiber Inc., an External Auditor of NTS Holdings Co., Ltd and an Outside Audit & Supervisory Board Member of Seven & i Holdings Co., Ltd. There is no special interest between the said companies and the Company.

- 3) Major activities in the fiscal year under review

Director Tomoharu Kato appropriately carried out his duties in his expected role by giving advice and suggestions to ensure the appropriateness and validity of decision-making of the Board of Directors and giving advice and suggestions in order to strengthen the system for monitoring the execution of business based on his experience as an executive and a manager in a wide range of industries. He attended all of the 17 meetings of the Board of Directors held during the fiscal year under review. Also, he has been involved from an objective and neutral standpoint in the proposal for the election of directors of the Company and in the detail for individual directors' compensation, etc. as a member of the Nomination and Remuneration Committee, an advisory body.

Director Kazuyoshi Miyajima appropriately carried out his duties in his expected role by giving advice and suggestions to ensure the appropriateness and validity of decision-making of the Board of Directors and giving advice and suggestions in order to strengthen the system for monitoring the execution of business based on his extensive knowledge cultivated through holding important posts in the public relations, secretarial and IR departments, and his broad discernment cultivated as a manager. He attended all of the 17 meetings of the Board of Directors held during the fiscal year under review. Also, he has been involved from an objective and neutral standpoint in the proposal for the election of directors of the Company and in the detail for individual directors' compensation, etc. as a member of the Nomination and Remuneration Committee, an advisory body.

Director Masayuki Kinoshita appropriately carried out his duties in his expected role by giving advice and suggestions to ensure the appropriateness and validity of decision-making of the Board of Directors and giving advice and suggestions in order to strengthen the system for monitoring the execution of business based on his experience in international business and extensive knowledge cultivated as a Chief Information Officer and Chief Privacy Officer of a general trading company, and broad discernment cultivated as a manager. He attended all of the 13 meetings of the Board of Directors since assuming his post on June 18, 2020. Also, he has been involved from an objective and neutral standpoint in the proposal for the election of directors of the Company and in the detail for individual directors' compensation, etc. as a member of the Nomination and Remuneration Committee, an advisory body.

Director Kazukuni Tada appropriately carried out his duties in his expected role by giving advice and suggestions to ensure the appropriateness and validity of decision-making of the Board of Directors and

giving advice and suggestions in order to strengthen the system for monitoring the execution of business based on his extensive experience and broad discernment gained through engaging in important positions in core business of KDDI CORPORATION. He attended all of the 13 meetings of the Board of Directors since assuming his post on June 18, 2020.

Auditor Kaori Matsunashi attended 16 of the 17 meetings of the Board of Directors and all of the 7 meetings of the Audit & Supervisory Board held during the fiscal year under review. She gives opinions for ensuring the appropriateness and validity of decision-making of the Board of Directors at the meetings of the Board of Directors based on her professional expertise as a certified public accountant and experience as external officers at other companies. Also, she properly offers necessary views about internal control and internal audit of the Company at the meetings of the Audit & Supervisory Board.

Auditor Hisashi Kajiki attended 16 of the 17 meetings of the Board of Directors and all of the 7 meetings of the Audit & Supervisory Board held during the fiscal year under review. He gives opinions for ensuring the appropriateness and validity of decision-making of the Board of Directors at the meetings of the Board of Directors based on his professional expertise as an attorney-at-law and experience as external officers at other companies. Also, he properly offers necessary views about internal control and internal audit of the Company at the meetings of the Audit & Supervisory Board.

4. Financial Auditor

(1) Financial Auditor's name Deloitte Touche Tohmatsu LLC

(2) Financial Auditor's compensation, etc. for the fiscal year under review

1) Amount of compensations, etc. paid for services rendered
as Financial Auditor during the fiscal year under review 47 million yen

2) Total money and other economic benefits to be paid to
the Financial Auditor by the Company and its subsidiaries 47 million yen

Notes: 1. The audit contract between the Company and the Financial Auditor does not clearly distinguish between compensation, etc. paid for the audit conducted in accordance with the Companies Act and compensation, etc. paid for the audit conducted in accordance with the Financial Instruments and Exchange Act. Accordingly, the amount in 1) includes the compensation, etc. paid for the audit conducted in accordance with the Financial Instruments and Exchange Act.

2. The Audit & Supervisory Board carried out the necessary investigation into whether the content of the audit plan of the Financial Auditor, the state of execution of financial auditing duties, and the basis for the calculation of compensation, etc. estimates are appropriate, deemed it to be suitable and approved the compensation, etc. for the Financial Auditor.

(3) Details of non-auditing services

No items to report.

(4) Policy on decision for dismissal or non-reappointment of Financial Auditor

When any of the matters prescribed in the items in Article 340, paragraph 1 of the Companies Act are applicable to the Financial Auditor, the Audit & Supervisory Board will dismiss the Financial Auditor with the full consensus of the Auditors. In this case, an Auditor selected by the Audit & Supervisory Board shall report the dismissal of the Financial Auditor and the reason for dismissal at the first General Meeting of Shareholders to be held after the dismissal.

It should be noted that the Audit & Supervisory Board takes into consideration the continuous number of years of auditing, etc. by the Financial Auditor in determining the content of the proposal on the dismissal or non-reappointment of the Financial Auditor to be submitted to the General Meeting of Shareholders.

Consolidated Financial Statements

Consolidated statement of financial position (As of March 31, 2021)

(Millions of yen)

Item	Amount	Item	Amount
Assets		Liabilities	
Current assets	47,196	Current liabilities	16,907
Cash and cash equivalents	34,888	Trade and other payables	2,400
Trade and other receivables	7,672	Bonds and borrowings	806
Other financial assets	684	Other financial liabilities	3,968
Other current assets	3,952	Income taxes payable	2,736
		Lease liabilities	1,357
		Employee benefit obligations	1,628
		Other current liabilities	4,013
Non-current assets	23,762	Non-current liabilities	6,909
Property, plant and equipment	2,453	Bonds and borrowings	83
Right-of-use assets	8,050	Lease liabilities	6,016
Goodwill and other intangible assets	6,964	Provisions	539
Investments accounted for using equity method	2,063	Other non-current liabilities	271
Other financial assets	3,410	Total liabilities	23,816
Deferred tax assets	722	Equity	
Other non-current assets	100	Equity attributable to owners of the parent company	46,880
		Share capital	916
		Capital surplus	463
		Retained earnings	47,028
		Treasury shares	(1,842)
		Other components of equity	316
		Non-controlling interests	261
		Total equity	47,141
Total assets	70,958	Total liabilities and equity	70,958

Note: Amounts less than 1 million yen are rounded.

Consolidated statement of profit or loss (From April 1, 2020 to March 31, 2021)

(Millions of yen)

Item	Amount
Revenue	51,077
Operating expenses	32,668
Other income	119
Other expenses	52
Impairment loss	181
Operating profit	18,295
Finance income	209
Finance expenses	123
Share of profit (loss) of associates and joint ventures accounted for using equity method	(169)
Impairment loss on investments accounted for using the equity method	308
Profit before income taxes	17,904
Income tax expense	6,274
Profit	11,630
Profit attributable to:	
Owners of the parent company	11,763
Non-controlling interests	(133)

Note: Amounts less than 1 million yen are rounded.

Non-Consolidated Financial Statements

Non-consolidated balance sheet (As of March 31, 2021)

(Millions of yen)

Item	Amount	Item	Amount
Assets		Liabilities	
Current assets	37,094	Current liabilities	9,457
Cash and time deposits	29,079	Accounts payable - trade	147
Accounts receivable - trade	6,896	Accounts payable - other	1,637
Accounts receivable - other	317	Accrued expenses	81
Prepaid expenses	466	Income taxes payable	2,632
Other current assets	415	Accrued consumption taxes	294
Allowance for doubtful accounts	(80)	Advances received	95
Fixed assets	18,692	Deposits received	3,902
Tangible fixed assets	2,157	Provision for bonuses	546
Buildings	1,108	Provision for directors' bonuses	24
Furniture and fixtures	920	Others	95
Land	68	Non-current liabilities	585
Construction in progress	55	Long-term guarantee deposited	199
Other tangible fixed assets	5	Asset retirement obligations	386
Intangible fixed assets	2,192	Total liabilities	10,043
Software	1,780	Net assets	
Software in progress	411	Shareholders' equity	45,490
Investments and other assets	14,342	Common stock	915
Investments in securities	2,343	Capital surplus	1,087
Shares of subsidiaries and associates	9,015	Legal capital surplus	1,087
Long-term prepaid expenses	556	Retained earnings	45,329
Deferred tax assets	1,512	Other retained earnings	45,329
Guarantee deposits	914	Retained earnings brought forward	45,329
Claims provable in bankruptcy, claims provable in rehabilitation and other	7	Treasury stock	(1,842)
Allowance for doubtful accounts	(7)	Valuation and translation adjustments	24
		Valuation difference on available-for-sale securities	24
		Share acquisition rights	227
Total assets	55,786	Total net assets	45,743
		Total liabilities and net assets	55,786

Note: Amounts less than 1 million yen are rounded down.

Non-consolidated statement of income (From April 1, 2020 to March 31, 2021)

(Millions of yen)

Item	Amount	
Net sales		46,544
Cost of sales		3,410
Gross profit		43,133
Selling, general and administrative expenses		24,819
Operating income		18,313
Non-operating income		222
Interest and dividend income	6	
Fiduciary obligation fee	18	
Gain on investments in partnerships	180	
Others	15	
Non-operating expense		102
Loss on investments in partnership	90	
Others	11	
Recurring profit		18,432
Extraordinary profit		8
Gain on sale of tangible fixed assets	8	
Extraordinary loss		824
Loss on valuation of shares of subsidiaries and associates	814	
Other	10	
Profit before income taxes		17,616
Corporate tax, local tax and business tax	5,734	
Income taxes deferred	(283)	5,451
Profit		12,165

Note: Amounts less than 1 million yen are rounded down.

INDEPENDENT AUDITOR'S REPORT

May 13, 2021

To the Board of Directors of
Kakaku.com, Inc.

Deloitte Touche Tohmatsu LLC
Tokyo Office

Kunikazu Awashima (seal)
Designated Unlimited Liability Partner,
Engagement Partner,
Certified Public Accountant

Hayato Otsuji (seal)
Designated Unlimited Liability Partner,
Engagement Partner,
Certified Public Accountant

Audit Opinion

Pursuant to the fourth paragraph of Article 444 of the Companies Act, we have audited the consolidated financial statements, namely, the consolidated statement of financial position, the consolidated statement of profit or loss, the consolidated statement of changes in equity and the notes to the consolidated financial statements of Kakaku.com, Inc. (the “Company”) and its consolidated subsidiaries for the fiscal year from April 1, 2020 to March 31, 2021.

In our opinion, the consolidated financial statements, prepared with the omission of a part of the disclosures required under International Financial Reporting Standards pursuant to the provisions of the second sentence of the first paragraph of Article 120 of the Regulation of Corporate Accounting, referred to above present fairly, in all material respects, the financial position of Kakaku.com, Inc. and its consolidated subsidiaries as of March 31, 2021, and the results of their operations for the year then ended.

Basis for Audit Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company and its consolidated subsidiaries in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Japan, and we have fulfilled our ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management, Auditors and the Audit & Supervisory Board for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements with the omission of a part of the disclosures required under International Financial Reporting Standards pursuant to the provisions of the second sentence of the first paragraph of Article 120 of the Regulation of Corporate Accounting; this includes the maintenance and operation of internal control deemed necessary by management for the preparation and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing whether it is appropriate to prepare the consolidated financial statements with the assumption of a going concern, and in accordance with the provisions of the second sentence of the first paragraph of Article 120 of the Regulation of Corporate Accounting which allows companies to prepare consolidated financial statements with the omission of a part of the disclosures required under International Financial Reporting Standards, for disclosing, as necessary, matters related to going concern.

Auditors and the Audit & Supervisory Board are responsible for overseeing the Directors’ performance of duties within the maintenance and operation of the financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our responsibilities are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that expresses our opinion on the consolidated financial statements based on our audit from an independent point of view. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the decisions of users of these consolidated financial statements.

In accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit process to perform the following:

- Identify and assess the risks of material misstatement, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Selecting audit procedures to be applied is at the discretion of the auditor. Obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- When auditing the consolidated financial statements, obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances in making risk assessments, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.
- Evaluate the appropriateness of accounting policies used by management and their method of application, as well as the reasonableness of accounting estimates made by management and related notes thereto.
- Conclude on the appropriateness of preparing the consolidated financial statements with the assumption of a going concern by management, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the notes to the consolidated financial statements or, if the notes to the consolidated financial statements on material uncertainty are inadequate, to express a qualified opinion with exceptions on the consolidated financial statements. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate whether the presentation of the consolidated financial statements and the notes to the consolidated financial statements are in accordance with the provisions of the second sentence of the first paragraph of Article 120 of the Regulation of Corporate Accounting which allows companies to prepare consolidated financial statements with the omission of a part of the disclosures required under International Financial Reporting Standards, as well as evaluate the presentation, structure, and content of the consolidated financial statements, including the related notes thereto, and whether the consolidated financial statements fairly present the underlying transactions and accounting events.
- Obtain sufficient and appropriate audit evidence regarding the financial information of the Company and its consolidated subsidiaries to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements. We remain solely responsible for our audit opinion.

We report to the Auditors and the Audit & Supervisory Board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit process, and other matters required by auditing standards.

We also provide the Auditors and the Audit & Supervisory Board with a statement that we have complied with relevant ethical requirements in Japan regarding independence, and to communicate with them all relationships and other matters that may reasonably be deemed to bear on our independence, and where applicable, related safeguards in order to eliminate or reduce obstruction factors.

Interest

Our firm and the engagement partners do not have any interest in the Company and its consolidated subsidiaries for which disclosure is required under the provisions of the Certified Public Accountants Act.

INDEPENDENT AUDITOR'S REPORT

May 13, 2021

To the Board of Directors of
Kakaku.com, Inc.

Deloitte Touche Tohmatsu LLC
Tokyo Office

Kunikazu Awashima (seal)
Designated Unlimited Liability Partner,
Engagement Partner,
Certified Public Accountant

Hayato Otsuji (seal)
Designated Unlimited Liability Partner,
Engagement Partner,
Certified Public Accountant

Audit Opinion

Pursuant to the item 1, second paragraph of Article 436 of the Companies Act, we have audited the non-consolidated financial statements, namely, the non-consolidated balance sheet, the non-consolidated statement of income, the non-consolidated statement of changes in equity and the notes to the non-consolidated financial statements, and supplementary schedules (the “non-consolidated financial statements, etc.”) of Kakaku.com, Inc. (the “Company”) for the 24th fiscal year from April 1, 2020 to March 31, 2021.

In our opinion, the non-consolidated financial statements, etc. referred to above present fairly, in all material respects, the financial position of Kakaku.com, Inc. as of March 31, 2021, and the results of its operations for the year then ended in conformity with accounting principles generally accepted in Japan.

Basis for Audit Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Non-Consolidated Financial Statements, Etc. section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the non-consolidated financial statements, etc. in Japan, and we have fulfilled our ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management, Auditors and the Audit & Supervisory Board for the Non-Consolidated Financial Statements, Etc.

Management is responsible for the preparation and fair presentation of the non-consolidated financial statements, etc. in conformity with accounting principles generally accepted in Japan; this includes the maintenance and operation of internal control deemed necessary by management for the preparation and fair presentation of the non-consolidated financial statements, etc. that are free from material misstatement, whether due to fraud or error.

In preparing the non-consolidated financial statements, etc., management is responsible for assessing whether it is appropriate to prepare the non-consolidated financial statements, etc. with the assumption of a going concern, and in accordance with accounting principles generally accepted in Japan, for disclosing, as necessary, matters related to going concern.

Auditors and the Audit & Supervisory Board are responsible for overseeing the Directors’ performance of duties within the maintenance and operation of the financial reporting process.

Auditor’s Responsibilities for the Audit of the Non-Consolidated Financial Statements, Etc.

Our responsibilities are to obtain reasonable assurance about whether the non-consolidated financial statements, etc. as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that expresses our opinion on the non-consolidated financial statements, etc. based on our

audit from an independent point of view. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the decisions of users of these non-consolidated financial statements, etc.

In accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit process to perform the following:

- Identify and assess the risks of material misstatement, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Selecting audit procedures to be applied is at the discretion of the auditor. Obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- When auditing the non-consolidated financial statements, etc., obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances in making risk assessments, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.
- Evaluate the appropriateness of accounting policies used by management and their method of application, as well as the reasonableness of accounting estimates made by management and related notes thereto.
- Conclude on the appropriateness of preparing the non-consolidated financial statements, etc. with the assumption of a going concern by management, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the notes to the non-consolidated financial statements, etc. or, if the notes to the non-consolidated financial statements, etc. on material uncertainty are inadequate, to express a qualified opinion with exceptions on the non-consolidated financial statements, etc. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate whether the presentation of the non-consolidated financial statements, etc. and the notes to the non-consolidated financial statements, etc. are in accordance with accounting standards generally accepted in Japan, as well as evaluate the presentation, structure, and content of the non-consolidated financial statements, etc., including the related notes thereto, and whether the non-consolidated financial statements, etc. fairly present the underlying transactions and accounting events.

We report to the Auditors and the Audit & Supervisory Board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit process, and other matters required by auditing standards.

We also provide the Auditors and the Audit & Supervisory Board with a statement that we have complied with relevant ethical requirements in Japan regarding independence, and to communicate with them all relationships and other matters that may reasonably be deemed to bear on our independence, and where applicable, related safeguards in order to eliminate or reduce obstruction factors.

Interest

Our firm and the engagement partners do not have any interest in the Company for which disclosure is required under the provisions of the Certified Public Accountants Act.

Audit Report

With respect to the Directors' performance of their duties during the 24th fiscal year (from April 1, 2020 to March 31, 2021), the Audit & Supervisory Board has prepared this audit report, as a unanimous opinion of all members of the Audit & Supervisory Board, based on the audit reports prepared by each Auditor, and hereby reports as follows:

1. Method and contents of audit by Auditors and Audit & Supervisory Board

- (1) The Audit & Supervisory Board has established the audit policies, assignment of duties, etc., and received a report from each Auditor regarding the status of implementation of their audits and results thereof. In addition, the Audit & Supervisory Board has received reports from the Directors, etc. and the financial auditor regarding the status of performance of their duties and requested explanations as necessary.
- (2) In conformity with the Auditor auditing standards established by the Audit & Supervisory Board, and in accordance with the audit policies and assignment of duties, etc., each Auditor endeavored to facilitate mutual understanding with the Directors, the Internal Audit Department and other employees, etc., and endeavored to collect information and maintain and improve the audit environment. Each Auditor executed their audits using the methods described below:
 - I. Each Auditor attended the meetings of the Board of Directors and other important meetings, received reports on the status of performance of duties from the Directors and employees, etc. and requested explanations as necessary, inspected important approval/decision documents, and investigated the status of the corporate affairs and assets at the head office and other principal business locations. With respect to the subsidiaries, each Auditor endeavored to facilitate mutual understanding and information exchange with the Directors and Auditors, etc. of each subsidiary and received from subsidiaries reports on their respective businesses as necessary.
 - II. Each Auditor received reports on a regular basis from the Directors and employees, etc., requested explanations as necessary, and provided opinions with respect to matters mentioned in the business report. Such matters consist of the contents of the Board of Directors' resolutions regarding the development and maintenance of the system to ensure that the Directors' performance of their duties complied with applicable laws and regulations and the Articles of Incorporation of the Company and other systems that are set forth in Article 100, paragraphs 1 and 3 of the Enforcement Regulation of the Companies Act of Japan as being necessary for ensuring the appropriateness of the corporate affairs of a stock company and the corporate group consisting of its subsidiaries, and the systems developed and maintained based on such resolutions (internal control systems).
 - III. Each Auditor monitored and verified whether the financial auditor maintained its independence and properly conducted its audit, received a report from the financial auditor on the status of its performance of duties, and requested explanations as necessary. Each Auditor was notified by the financial auditor that it had established a "system to ensure that the performance of the duties of the financial auditor was properly conducted" (the matters set forth in the items of Article 131 of the Regulation of Corporate Accounting) in accordance with the "Quality Control Standards for Audits" (Business Accounting Council, October 28, 2005), and requested explanations as necessary.

Based on the above-described methods, each Auditor examined the business report and the supplementary schedules thereto, and the non-consolidated financial statements (non-consolidated balance sheet, non-consolidated statement of income, non-consolidated statement of changes in equity, and notes to non-consolidated financial statements) and the supplementary schedules thereto, as well as the consolidated financial statements (consolidated statement of financial position, consolidated statement of profit or loss, consolidated statement of changes in equity, and notes to consolidated financial statements), for the fiscal year under consideration.

2. Results of audit

(1) Results of audit of business report, etc.

- I. We acknowledge that the business report and the supplementary schedules thereto fairly present the status of the Company in conformity with the applicable laws and regulations and the Articles of Incorporation of the Company.
- II. We acknowledge that no misconduct or material fact constituting a violation of any law or regulation or the Articles of Incorporation of the Company was found with respect to the Directors' performance of their duties.
- III. We acknowledge that the Board of Directors' resolutions with respect to the internal control systems are appropriate. We did not find any matter to be mentioned with respect to the contents in the business report and Directors' performance of their duties concerning the internal control systems. Furthermore, from a perspective of continuing to strengthen corporate governance going forward, we acknowledge the importance of ongoing initiatives related to the internal control system, including at subsidiaries.

(2) Results of audit of non-consolidated financial statements and supplementary schedules

We acknowledge that the methods and results of audit performed by the financial auditor Deloitte Touche Tohmatsu LLC, are appropriate.

(3) Results of audit of consolidated financial statements

We acknowledge that the methods and results of audit performed by the financial auditor Deloitte Touche Tohmatsu LLC, are appropriate.

May 19, 2021

Audit & Supervisory Board, Kakaku.com, Inc.

Full-time Auditor	Hirofumi Hirai	(seal)
Auditor	Hiroshi Maeno	(seal)
External Auditor	Kaori Matsuhashi	(seal)
External Auditor	Hisashi Kajiki	(seal)

Instructions for exercising voting rights via the Internet

1. Voting website

You can only exercise your voting rights via the Internet by accessing the following voting website designated by the Company.

Voting website: <https://www.web54.net>

2. Exercise of voting rights

- (1) To exercise your voting rights via the Internet, please use the voting rights exercise code and password shown on the enclosed voting card. Please follow the guidance on the screen to input your approval or disapproval. If you are voting by smartphone, you may also exercise your voting rights by smart voting (*), which requires neither the voting rights exercise code nor a password.
- (2) Voting rights may be exercised by 7:00 pm. on Wednesday, June 16, 2021 (JST). It would be appreciated if you could exercise your voting rights early.
- (3) If you exercise your voting rights concurrently in writing and via the Internet, etc., the vote via the Internet will be treated as valid. If you exercise your voting rights via the Internet, etc. multiple times, only the last vote exercised will be treated as valid.
- (4) If you make use of the voting rights exercise website, your service provider fees and telecommunications fees (connection fees, etc.) are to be borne by you.

3. Handling of passwords

- (1) Your password is an important piece of information for confirming the identity of a person exercising voting rights as a shareholder. Please handle it with care.
- (2) Your password will be invalidated if it is entered incorrectly a certain number of times. To have a new password issued, please follow the procedures provided on screen.

4. Queries regarding PC operation, etc.

If you have any queries regarding how to operate your PC with regard to exercising voting rights via the Internet, please inquire to the following support desk.

Stock Transfer Agency Web Support, Sumitomo Mitsui Trust Bank, Limited

Telephone: 0120-652-031 (Toll-free in Japan only)

Hours: 9:00 a.m. to 9:00 p.m.

* Smart voting

You can exercise your voting rights without needing to enter a voting rights exercise code and password by reading in the QR code displayed on the voting card using your smartphone. Once you exercise your voting rights using smart voting, you will need to input the voting rights exercise code and password if you want to exercise your voting rights again using the QR code.

“QR code” is a registered trademark of DENSO WAVE INCORPORATED.

To Institutional Investors

Institutional investors may use the “Electronic Voting Platform” managed by ICJ, Inc.