

February 10, 2022

To whom it may concern

Company name Japan Best Rescue System Co., Ltd.

Representative Representative Director

Mr. Nobuhiro Sakakibara

Stock code:2453

1<sup>st</sup> Section of Tokyo Stock Exchange 1<sup>st</sup> Section of Nagoya Stock Exchange

Inquiry Director & Executive Officer

Mr. Mitsuhiro Wakatsuki

# Announcement on Accepting Third-Party Share Allocation by Aqualine Ltd. (Change to Equity-Method Affiliate) and Concluding Capital Alliance Contract

We hereby announce that we have decided at the board of directors' meeting held on February 10, 2022 to accept shares issued by Aqualine Ltd. (hereinafter called "Aqualine") in the form of third-party allocation (hereinafter called "Acceptance of Third-Party Share Allocation") and to acquire the shares of Aqualine from Mr. Takeshi Okochi, the largest shareholder of Aqualine (hereinafter called the "Share Acquisition" and together with the Acceptance of Third-Party Share Allocation, the "Transaction") and to make Aqualine an equity method affiliate. In addition, we conclude capital alliance (hereinafter called "the Alliance") contract (hereinafter called "the Contract").

## 1. Purpose of the Alliance

Based on the company mission "We help people in need," JBR promotes the creation of the best framework and service with which people can be reassured by paying attention to the daily life, and pursues the realization of its vision to create the "Best Rescue System." As a mid-long term strategy to realize the vision, JBR is promoting the expansion of alliances with a focus on membership and insurance services to achieve growth in business and number of subscribers under the "partnership strategy". In addition, we provide nationwide comprehensive daily life trouble-shooting services for general customers through advertisements on the Internet, Yellow Pages, and other media.

Aqualine has been developing its core business of "Water supply product emergency repair service" to solve sudden plumbing-related problems in kitchens, toilets, bathrooms, washrooms, and water supply and drainage pipes, and has built a relationship with us as a partner in our services for general customers.

Although we have provided various trouble-shooting services through our ancestral business, a comprehensive lifestyle trouble-shooting service for general customers, in recent years, as lifestyles have diversified in line with rapid changes in the social environment, we have continued to struggle in attracting customers from the Internet, Yellow Pages, etc., despite continuous improvements in the quality of services and construction and operational efficiency. On the other hand, acquiring EPARK Kurashi no Rescue, Inc., Aqualine has expanded inquiries from the Internet customerattracting media "EPARK Kurashi no Rescue" and "Local Place". While Aqualine having strong ability to attract customers not only in the field of plumbing-related service, they have defined further expansion of operational infrastructure, improvement of service quality, and efficient business operations as their growth issues. In addition, as one of the leading companies in the emergency plumbing-related services industry, Aqualine is expected to make further progress in the future. However, they were subject to administrative punishment in August last year, and are required to improve their management system, including compliance with laws and regulations and strengthening corporate governance system.

By making Aqualine an equity-method affiliate of our company, who has been working to strengthen corporate governance and improve the quality of services and operations, we will be able to monitor the steady implementation of the improvement plan and progress, and to rebuild the management system. Furthermore, in terms of business, we believe that by mutually collaborating Aqualine's strength in attracting customers with our operation quality and efficiency, we will be able to use our respective strengths to develop solutions to our growth issues. Both companies have decided to enter into the Alliance with a view to increasing the corporate value of both companies over the medium to long term.

#### 2. Summary of the Alliance

As a result of the Transaction, our company will acquire 23.62% of the voting rights of Aqualine and make Aqualine an equity method affiliate.

#### (1) Acceptance of Third-Party Share Allocation

A summary of the Acceptance of Third-Party Share Allocation are as follws:

① Number of shares issued	Common stock: 14,000 shares
② Issue Price	JPY 507 per share
③ Total Amount	JPY 70,980,000
Date of Payment	February 28, 2022 (Scheduled)

(note 1) The Acceptance of Third-Party Share Allocation is for the purpose of forming a capital alliance between our company and Aqualine. For details of the Acceptance of Third-Party Share Allocation, please refer to "Notice of Issuance of New Shares and First Series Unsecured Convertible Bond Type Bonds with Stock Acquisition Rights through Third Party Allotment" released by Aqualine today.

#### (2) Share Acquisition

A summary of the counterparties of Share Acquisition is as follows:

① Name	Mr. Takeshi Okochi
② Location	Naka-ku, Hiroshima City, Hiroshima Prefecture
③ Relationship with our company	We have no relationship with the counterparties
④ Related party transaction	Not applicable

## 3. Summary of Aqualine

(1) Corporate Name	Aqualine Ltd.	
(2) Location	8-8, Kamihacchobori, Naka-ku, Hiroshima City, Hiroshima Prefecture	
(3) Title & Name of Representative	President & Representative Director Mr. Takeshi Okochi	
(4) Description of Business	Water supply product emergency repair service, Mineral water business, Water dispensers service	
(5) Capital (as of August 31, 2021)	JPY 280 Million	
(6) Date of Establishment	November 1, 1995	
(7) Major shareholders and their ownership ratio (as of August 31, 2021)	Takeshi Okochi53.9%Japan Best Rescue System Co., Ltd9.1%Yoshie Okochi6.3%Aqualine Employee Stock Ownership4.4%POINT RAG Inc.1.7%	

	Capital relationship		Our company owns 9.1 % of total shares issued and outstanding of Aqualine		
	Personal relationship		Not applicable		
(8) Relationship between Aqualine and our company	Business relationship		Our company and Aqualine has been conducting business alliance on troubleshooting of plumbing such as introduction of clients.		
			Not applie		
(9) Consolidated Financial Results and Financial Condition over the last 3 consecutive fiscal years (JPY thousand)					
Fiscal Term	Fiscal year ended February 2019		ear ended ry 2020	Fiscal year ended February 2021	
Consolidated net asset	1,233,498		1,157,901	1,009,689	
Consolidated total asset	1,948,404		1,906,888	2,687,706	
Consolidated net asset per share	JPY 606.94	J]	PY 569.74	JPY 264.81	
Consolidated sale	5,797,495		6,008,465	6,025,332	
Consolidated operating profit	183,777		-17,396	-446,972	
Consolidated ordinary profit	184,626		-18,982	-440,708	
Net profit attributable to parent company	69,014		-34,949	-645,130	
Consolidated net profit per share	JPY 33.97	J	PY -17.20	JPY -320.81	
Dividend per share	JPY 20		-	-	

#### 4. Number of Shares to be Acquired and Status of Share Ownership before or after acquisition

(1) Number of shares owned before acquisition	181,400 shares (number of voting rights 1,814)
	(ratio of voting rights 9.1%)
(2) Number of shares to be acquired	323,000 shares
	(number of voting rights 3,230)
(3) Acquisition cost	Common stock of Aqualine JPY 171,190,00
	(Approximate amount including Advisor fees, etc.)
(4) Number of shares owned after acquisition	504,400 shares
	(number of voting rights 5,044)
	(ratio of voting rights 23.6%)

## (note 1)

As for Acceptance of Third-Party Share Allocation, we have made investment decision referring to the calculation of stock valuation of Aqualine conducted by the third party, taking the past financial results and financial condition and business outlook of Aqualine into consideration and reached the conclusion that our acquisition cost is fair and reasonable.

#### (note 2)

We intend to settle this payment by using our own funds in hands.

#### 5. Timetable

(1) Board resolution	February 10, 2022
(2) Date of concluding Contract	February 10, 2022

(3) Date of accepting third-party share allocation	February 28, 2022 (scheduled)
(4) Date of Share Acquisition	February 28, 2022 (scheduled)
(5) Date for concluding capital alliance	February 28, 2022 (scheduled)

#### 6. Outlook

As a result of this Transaction, Aqualine will become an equity method affiliate of our company. Through this Alliance with Aqualine, we believe that it will be able to build and strengthen a mutually cooperative relationship while working to realize synergies between the two parties, which will lead to an increase in the corporate value of our company and ultimately lead to an increase in the profits of existing shareholders.

We believe that the impact of this Alliance on our consolidated business performance for the fiscal year ending September 30, 2022 will be minimal at this time. However, if there are any matters that should be disclosed in the future, we will promptly announce them as soon as they become known.