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August 12, 2022

Consolidated Financial Results for the First Quarter of Fiscal Year Ending March 31, 2023 (Japanese GAAP)

Company name: Living Platform, Ltd. Listing exchange: Tokyo Stock Exchange

Securities code: 7091

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Scheduled date for filing quarterly securities report: August 12, 2022

Scheduled date for commencing dividend payment:

Supplementary materials on quarterly financial results:

No
Quarterly financial results briefing session:

No

(Amounts are rounded down to the nearest million yen, unless otherwise noted)

1. Consolidated Financial Results for the First Quarter (April 1, 2022 – June 30, 2022) of Fiscal Year Ending March 31, 2022

(1) Consolidated operating results (cumulative)

(% figures show the rate of increase (decrease) compared with the same period of the previous fiscal year)

	Net sales	5	Operating profit		Ordinary pr	ofit	Profit attributa owners of pa	
First quarter ended	Millions of yen	%	Millions of yen	%	Millions of yen	%	Millions of yen	%
June 30, 2022	3,338	27.5	116	2.6	53	-	72	-
June 30, 2021	2,618	26.7	113	-	418	-	256	-

Note: Comprehensive income

First quarter of fiscal year ending March 31, 2023: 75 million yen [-%] First quarter of fiscal year ended March 31, 2022: 256 million yen [-%]

	Basic earnings per share	Diluted earnings per share
First quarter ended	Yen	Yen
June 30, 2022	16.32	16.13
June 30, 2021	57.13	-

Note 1: The basis for calculation of basic earnings per share is as follows.

Note 2: The Company conducted a three-for-one stock split of its common shares as of October 1, 2021. In accordance with this, basic earnings per share and diluted earnings per share are calculated on the assumption that the stock split was conducted at the beginning of the previous fiscal year.

(2) Consolidated financial position

	<u> </u>		
	Total assets	Net assets	Equity ratio
As of	Millions of yen	Millions of yen	%
June 30, 2022	10,500	1,427	13.6
March 31, 2022	10,866	1,346	12.4

Reference: Total shareholders' equity

As of June 30, 2022: 1,423 million yen As of March 31, 2022: 1,346 million yen

2. Dividends

	Annual dividends per share						
	End of first quarter	End of second quarter	End of third quarter	Fiscal year-end	Total		
	Yen	Yen	Yen	Yen	Yen		
Fiscal year ended March 31, 2022	-	-	-	-	-		
Fiscal year ending March 31, 2023	-						
Fiscal year ending March 31, 2023 (Forecast)		-	-	-	-		

Note: Revisions to the most recently announced dividend forecast: No

3. Consolidated Earnings Forecast for the Fiscal Year Ending March 31, 2023 (April 1, 2022 - March 31, 2023)

(% figures show the rate of increase (decrease) compared with the previous fiscal year)

	Net sales		Operating profit		Ordinary profit		Profit attributable to owners of parent		Basic earnings per share
	Millions of yen	%	Millions of yen	%	Millions of yen	%	Millions of yen	%	Millions of yen
Full year	13,951	-	595	-	262	-	261	-	59.00

Note: Revisions to the most recently announced dividend forecast: No

Notes:

(1) Changes in significant subsidiaries during the quarter (changes in specified subsidiaries resulting in change in scope of consolidation): No

Newly consolidated: No

Excluded from consolidation: No

- (2) Application of special accounting methods for preparing consolidated quarterly financial statements: No
- (3) Changes in accounting policies, changes in accounting estimates, and restatement
 - [1] Changes in accounting policies due to revisions to accounting standards, etc.: No
 - [2] Changes in accounting policies other than those in [1]: No
 - [3] Changes in accounting estimates: No
 - [4] Restatement: No

Note: For details, refer to "2. Consolidated Quarterly Financial Statements and Significant Notes Thereto; (3) Notes to Consolidated Quarterly Financial Statements; (Changes in Accounting Policies)" on page 8 of the Attachment.

- (4) Number of shares issued and outstanding (common shares)
 - [1] Number of shares issued and outstanding (including treasury shares) at end of fiscal year

As of June 30, 2022 4,489,500 shares As of March 31, 2022 4,489,500 shares

[2] Number of treasury shares at end of fiscal year

As of June 30, 2022 43,136 shares As of March 31, 2022 43,136 shares

[3] Average number of shares outstanding during quarter

First quarter ended June 30, 2022 4,446,364 shares First quarter ended June 30, 2021 4,488,000 shares

* Explanation regarding appropriate use of earnings forecasts, and other notes (Notes on forward-looking statements)

The earnings outlook and other forward-looking statements contained in this document are based on information currently available to and certain assumptions that are thought to be reasonable by the Company. Accordingly, such statements should not be construed as a guarantee of achieving the results by the Company. Actual operating results, etc. may differ materially due to various factors. For the conditions forming the assumptions on which earnings forecasts are based and explanatory notes for use of earnings forecasts, etc., please refer to "Explanations on Earnings Forecast and Other Forecast Information" on page 3 of the Attachment.

(Other notes)

The supplementary materials on the first quarter financial results will be posted on the Company's at an appropriate time.

^{*} This report on consolidated quarterly financial results is not subject to audit procedures by a public accountant or audit corporation

Living Platform, Ltd. Consolidated Financial Results for the First Quarter of Fiscal Year Ending March 31, 2023

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1. Qualitative Information on the Financial Results

(1) Overview of Operating Results

In the first quarter of the fiscal year ending March 2023, the Japanese economy showed a pickup trend with progress made in vaccinations against COVID-19. The outlook remains uncertain, however, as to how the increase in COVID-19 variants and other factors will affect the society and the economy.

The Living Platform Group (the "Group"), which had prepared emergency management manuals and conducted countermeasures against such infectious diseases as influenza and norovirus even before the latest pandemic, is working to further reinforce its anti-infection measures in the face of the recent nationwide spread of COVID-19, and will continue its endeavors to prevent expansion of the pandemic going forward.

As for the environment surrounding the Group, the nursing care business, its mainstay operations, is in a situation where the elderly population ratio (the ratio of the population aged 65 and above to the total population) continues to rise, reaching 28.8% in 2020. It is widely understood that by 2025, when the baby boomers will be 75 or above, Japan will have to face the "super-aging society." As such, there is a pressing need to reconstruct the entire social security system including medical care, nursing care and pension systems. The needs for nursing care services are expanding against the backdrop of the declining birthrate and aging population progressing, while it has become management issues to cope with the increasingly serious problem of labor shortage as well as to secure and foster nursing care workers.

Under such circumstances, the Group opened three new facilities in the first quarter under review. Consequently, the Group posted net sales of 3,338,854 thousand yen (up 27.5%), operating profit of 116,197 thousand yen (up 2.6%) and ordinary profit of 53,387 thousand yen (down 87.2%), all on a year-on-year basis. Profit attributable to owners of parent was 72,545 thousand yen, down 71.7% year on year, for the quarter.

The following are the situations by business domain.

<Nursing care business>

In the nursing care business, the Company newly opened one facility (residential care facility) in the first quarter. As of the end of the quarter, the occupancy rate stood at 83.5% for residential care facilities, etc. (Note 1) (89.4% for facilities that opened a year or more ago) and 93.4% for group homes (also 93.4% for facilities that opened a year or more ago). The occupancy rate is regaining its stride as recovery is underway from the impact of the spread of COVID-19 along with progress made in vaccinations among the users and the staff of the facilities operated by the Group, except for some of its high-priced facilities.

The Group's nursing care business focuses on conducting facility care services for which it is easier to secure staff and command a high profit margin. In particular, the Group has promoted business operations centering on residential care facilities, serviced care residences and group homes. High priorities are placed on residential nursing care facilities and group homes that require administrative approvals. Meanwhile, taking into consideration the status of public invitation for applications for such approvals at municipalities and the supply and demand conditions, the Group will also expand operations with the business model of adding visiting home care and nursing services to assisted living residences and serviced care residences.

Note 1: Includes residential nursing care facilities, assisted living residences, serviced care residences and short-term admission for daily life care.

<Disabilities support business>

In the disabilities support business, the Company newly opened one facility (group home) in the first quarter. As of the end of the quarter, the occupancy rate stood at 58.5% for type B working support facilities (70.7% for facilities that opened a year or more ago) and 81.9% for group homes, etc. (Note 2) (95.9% for facilities that opened a year or more ago). The occupancy rate is regaining its stride as recovery is underway from the impact of the spread of COVID-19.

In conducting the disabilities support business, the Group gives emphasis on establishing a total support system for those with disabilities to live an independent life. The Group not only conducts a variety of employment training services through daily living training and the government's continuous employment support programs, but also provides group homes, etc. as residences for people aiming to live an independent life, and works to expand their employment at the Group's facilities in such areas as nursing care, childcare and food services. By doing so, the Group intends to help the users to be active as an important workforce of the society.

Note 2: Includes group homes and welfare homes.

<Childcare business>

In the childcare business, the Company newly opened one facility (approved childcare facility) in the first quarter. As of the end of the quarter, the occupancy rate stood at 77.7% for approved childcare facilities (82.7% for facilities that opened a year or more ago) and 48.6% for private in-house childcare facilities (also 48.6% for facilities that opened a year or more ago). The impact of the spread of COVID-19 has been immaterial for approved childcare facilities, but private in-house childcare facilities remain affected by the pandemic.

As Japan sees the declining birthrate and aging population progressing, it is required to establish social infrastructures that facilitate childbirth of those who essentially want to give birth to children. In this context, solving the problem of children on waiting lists for childcare services remains to be a most important issue going forward. Moreover, revisions to the government's Childcare Guidelines now require nursery schools to provide not only care but also education. Attaching importance to the factor of "education," the Group works to deepen exchanges among multiple generations, promote inheritance of traditional culture and support children to foster their ability of getting through life, by way of coordination with its facilities for the elderly. At the same time, along with approved childcare facilities, etc., the Group intends to enhance its childcare services for sick and post-sick children, on which the government is also focusing, by utilizing the government-led private in-house childcare system.

(2) Financial Position

Total assets at the end of the first quarter under review amounted to 10,500,473 thousand yen, a decrease of 365,795 thousand yen from the end of the previous fiscal year. This was mainly attributable to the decrease of 209,617 thousand yen in cash and deposits, 146,127 thousand yen in buildings and structures and 71,096 thousand yen in land, against the increase of 59,246 thousand yen in prepaid expenses and 74,820 thousand yen in construction in progress.

Total liabilities at the end of the first quarter under review amounted to 9,072,485 thousand yen, a decrease of 447,286 thousand yen from the end of the previous fiscal year. This was mainly attributable to the decrease of 373,660 thousand yen in long-term borrowings and 175,637 thousand yen in income taxes payable, against the increase of 48,470 thousand yen in accrued expenses and 64,600 thousand yen in provision for bonuses.

Total net assets at the end of the first quarter under review amounted to 1,427,987 thousand yen, an increase of 81,490 thousand yen from the end of the previous fiscal year. This was mainly attributable to the increase of 467,590 thousand yen in retained earnings, against the decrease of 393,253 thousand yen in capital surplus.

(3) Explanations on Earnings Forecast and Other Forecast Information

In the nursing care business, the Group's mainstay operations, establishment of nursing care facilities is actively promoted in expectation of continued expansion of needs for nursing care services due to a rise in the elderly population ratio. The Group will also endeavor to expand its disabilities support business and childcare business, as the business environment allows anticipation for strong needs to continue.

The earnings outlook and other forward-looking statements are based on information currently available to and certain assumptions that are thought to be reasonable by the Company. Accordingly, such statements should not be construed as a guarantee of achieving the results by the Company. Actual financial results and the like may differ materially due to various factors.

Furthermore, the Company will promptly disclose when revisions to earnings forecasts are required due to changes in the impact on the economy in accordance with the spread of COVID-19, etc. going forward.

2. Consolidated Quarterly Financial Statements and Significant Notes Thereto

(1) Consolidated Balance Sheets

		(Thousands of yen)
	Fiscal year ended March 2022 (As of March 31, 2022)	First quarter of fiscal year ending March 2023 (As of June 30, 2022)
Assets		
Current assets		
Cash and deposits	1,751,866	1,542,249
Notes and accounts receivable - trade	1,555,354	1,572,150
Merchandise and finished goods	3,533	3,428
Raw materials and supplies	22,519	22,593
Prepaid expenses	259,647	318,893
Other	209,689	140,364
Total current assets	3,802,610	3,599,680
Non-current assets		
Property, plant and equipment		
Buildings and structures, net	2,272,740	2,126,612
Vehicles, net	5,140	4,289
Tools, furniture and fixtures, net	91,258	88,646
Land	1,620,078	1,548,981
Leased assets, net	508,946	499,923
Construction in progress	271,883	346,704
Other, net	23,387	23,727
Total property, plant and equipment	4,793,435	4,638,886
Intangible assets		
Goodwill	983,015	957,862
Software	18,056	16,614
Other	56,619	56,060
Total intangible assets	1,057,692	1,030,536
Investments and other assets		
Investment securities	88,837	93,371
Long-term loans receivable	29,355	29,282
Long-term prepaid expenses	27,159	25,580
Deferred tax assets	150,040	152,293
Guarantee deposits	743,040	760,682
Other	193,311	193,166
Allowance for doubtful accounts	(22,828)	(26,265
Total investments and other assets	1,208,915	1,228,110
Total non-current assets	7,060,043	6,897,533
Deferred assets		
Deferred consumption tax	3,614	3,259
Total deferred assets	3,614	3,259
Total assets	10,866,268	10,500,473

		(Thousands of yen)
	Fiscal year ended March 2022 (As of March 31, 2022)	First quarter of fiscal year ending March 2023 (As of June 30, 2022)
Liabilities		
Current liabilities		
Short-term borrowings	287,503	285,000
Current portion of long-term borrowings	1,051,301	1,025,166
Lease liabilities	28,170	29,067
Accounts payable - other	346,038	286,316
Accrued expenses	558,232	607,010
Income taxes payable	234,905	59,267
Advances received	292,598	293,032
Deposits received	55,447	72,301
Provision for bonuses	93,865	158,466
Other	70,000	69,856
Total current liabilities	3,018,063	2,885,485
Non-current liabilities		
Long-term borrowings	4,825,642	4,451,981
Long-term advances received	377,129	382,021
Lease liabilities	643,883	636,365
Retirement benefit liability	198,499	216,800
Deferred tax liabilities	6,085	5,452
Other	450,467	494,378
Total non-current liabilities	6,501,708	6,187,000
Total liabilities	9,519,771	9,072,485
Net assets		
Shareholders' equity		
Share capital	357,757	357,757
Capital surplus	1,297,257	904,003
Retained earnings	(221,630)	245,960
Treasury shares	(79,416)	(79,416)
Total shareholders' equity	1,353,967	1,428,304
Accumulated other comprehensive income		
Valuation difference on available-for-sale securities	(7,470)	(4,409)
Total accumulated other comprehensive income	(7,470)	(4,409)
Share acquisition rights		4,091
Total net assets	1,346,496	1,427,987
Total liabilities and net assets	10,866,268	10,500,473

(2) Consolidated Statement of Income and Consolidated Statement of Comprehensive Income Consolidated Statements of Income (Cumulative)

Consolidated Quarterly Statement of Income First quarter of fiscal year ending March 2023

		(Thousands of yen)
	March 31, 2022	First quarter of fiscal year ending March 31, 2023 (April 1, 2022 to June 30, 2022)
Net sales	2,618,476	3,338,854
Cost of sales	2,318,067	2,969,229
Gross profit	300,409	369,624
Selling, general and administrative expenses	187,205	253,427
Operating profit	113,203	116,197
Non-operating income		
Interest and dividend income	845	86
Subsidy income	371,282	30,586
Other	9,634	9,334
Total non-operating income	381,761	40,006
Non-operating expenses		
Interest expenses	28,548	28,569
Non-deductible consumption taxes	47,606	70,309
Provision of allowance for doubtful accounts	-	3,437
Other	453	501
Total non-operating expenses	76,608	102,817
Ordinary profit	418,356	53,387
Extraordinary income		
Gain on sale of non-current assets	-	65,550
Total extraordinary income	-	65,550
Extraordinary losses		
Impairment losses	14,819	-
Total extraordinary losses	14,819	-
Profit before income taxes	403,537	118,937
Income taxes - current	165,764	50,751
Income taxes - deferred	(18,632)	(4,359)
Total income taxes	147,131	46,392
Profit	256,405	72,545
Profit attributable to owners of parent	256,405	72,545

Consolidated Statement of Comprehensive Income First quarter of fiscal year ending March 2023

		(Thousands of yen)
	First quarter of fiscal year ended March 31, 2022 (April 1, 2021 to June 30, 2021)	First quarter of fiscal year ending March 31, 2023 (April 1, 2022 to June 30, 2022)
Profit	256,405	72,545
Other comprehensive income		
Valuation difference on available-for-sale securities	-	3,060
Total other comprehensive income	-	3,060
Comprehensive income	256,405	75,606
Comprehensive income attributable to		
Comprehensive income attributable to owners of parent	256,405	75,606

(3) Notes to Consolidated Quarterly Financial Statements

(Notes on Going Concern Assumption) Not applicable.

(Notes When There Are Significant Changes in Amounts of Equity) Not applicable.

(Changes in Accounting Policies)

Not applicable.

(Additional Information)

[Impact of the Spread of COVID-19 on Accounting Estimates]

There are no significant changes in the accounting estimates regarding the impact of COVID-19, as described in (Material Accounting Estimates) in the securities report for the previous fiscal year, or in the assumptions used for making the estimates. Please note, however, that estimating factors including when the COVID-19 pandemic will be contained involves uncertainty, which may impact the Company's financial position and operating results in the future.

(Segment Information, Etc.)

The information is omitted as the Company has a single operating segment engaged in the life care business.

(Revenue Recognition)

The Group has a single segment of life care business. The breakdown information on revenue from contracts with major customers by business domain is as follows.

First quarter (April 1, 2021 - June 30, 2021) of the fiscal year ended March 2022

(Thousands of yen)

Business domain	Reportable segment	Total	
Dusiness domain	Life care business		
Nursing care business	2,151,011	2,151,011	
Disabilities support business	126,596	126,596	
Childcare business	287,644	287,644	
Others	53,223	53,223	
Revenue from contracts with customers	2,618,476	2,618,476	
Other revenue	_	_	
Sales to outside customers	2,618,476	2,618,476	

First quarter (April 1, 2022 - June 30, 2022) of the fiscal year ending March 2023

(Thousands of yen)

Durings demain	Reportable segment	Total	
Business domain	Life care business		
Nursing care business	2,777,961	2,777,961	
Disabilities support business	169,980	169,980	
Childcare business	387,503	387,503	
Others	3,409	3,409	
Revenue from contracts with customers	3,338,854	3,338,854	
Other revenue	_	_	
Sales to outside customers	3,338,854	3,338,854	

(Significant Subsequent Events)

[Allotment of the 5th Share Acquisition Rights]

At its Board of Directors' meeting held on June 28, 2022, the Company decided on the subscription requirements for the share acquisition rights to be issued for its directors as stock options (the "Share Acquisition Rights"), and resolved to solicit application of allottees for the Share Acquisition Rights. Based on this resolution, the Company issued the rights on July 29, 2022.

Resolution date:	June 28, 2022 (5th share allocation rights)
Category and number of eligible persons:	3 of the Company's directors
Number of share acquisition rights:	11,000 (Note 1)
Class, details and number of shares to be issued or transferred upon exercise of share acquisition rights:	Common shares: 11,000 shares (Note 1)
Amount to be paid upon exercise of share acquisition rights:	1,484 yen (Note 2)
Exercise period of share acquisition rights:	From June 29, 2024 to June 28, 2032
Issue price and amount to be included in capital for shares when stock is issued upon exercise of share acquisition rights:	Issue price: 1,484 yen Amount to be included in capital: 742 yen
Conditions for the exercise of share acquisition rights:	(Note 3)
Matters concerning transfer of share acquisition rights:	Transfer of share acquisition rights to any third party shall not be permitted.
Issuance of share acquisition rights in the case of corporate reorganization:	(Note 4)

- Notes 1. The number of shares subject to each share acquisition right shall be one share. However, in the event that, following the allocation date of the share acquisition rights, the Company 1) conducts a stock split or stock consolidation, 2) issues shares for subscription by way of shareholder allocation, 3) allocates shares without contribution, 4) implements merger, exchange of shares, transfer of shares or company split, 5) or any other occasion deemed necessary, the number of shares to be granted shall be adjusted using the formula below, and any fractions less than one (1) share resulting from the adjustment shall be rounded down.

 Post-adjustment number of shares to be granted = Pre-adjustment number of shares to be granted x ratio of stock split or stock consolidation
 - 2. In the event that, following the allocation date of the share acquisition rights, the Company 1) conducts a stock split or stock consolidation after the allocation of the share acquisition rights, 2) issues shares for subscription by way of shareholder allocation, 3) allocates shares without contribution, 4) implements merger, exchange of shares, transfer of shares or company split, 5) or any other occasion deemed necessary, the amount to be paid shall be adjusted using the formula below, and any fractions less than one (1) yen arising from the adjustment shall be rounded up.

Post-adjustment exercise price = Pre-adjustment exercise price × Ratio of stock split, allotment of shares without contribution or stock consolidation

- 3. Conditions for the exercise of share acquisition rights
 - a. The eligible persons must be directors or employees of the Company or its affiliates when they exercise their share acquisition rights; however, this shall not apply for the directors retiring from office due to expiration of tenure, the employees retiring at predetermined age or for cases with other reasons deemed reasonable by the Board of Directors.
 - b. In the case of the death of the recipient of the Share Acquisition Rights, no one shall be entitled to succeed the rights.
 - c. The annual total amount of the exercise price of the Share Acquisition Rights shall be in the range not surpassing 1.2 million yen (or the revised upper limit if the upper limit of the annual exercise price, which is one of the tax qualification requirements, is revised through revision of laws and regulations).
 - d. The issuance of shares through exercise of the Share Acquisition Rights shall be implemented in compliance with the matters set forth in Article 238-1 of the Companies Act, pursuant to which the resolution of grant was made for the issuance.
 - e. Pursuant to the provisions in Article 19-3-8 of the Order for Enforcement of the Act on Special Measures Concerning Taxation, the shares to be acquired through exercise of the Share Acquisition Rights shall be entered or recorded in the book-entry transfer account register (as provided in the Act on Book-Entry Transfer of Corporate Bonds and Shares; the same shall apply hereinafter) of the financial instruments business operators, etc., or entrusted for custody or management at their branches or offices, via the Company immediately after acquisition, based on the agreements (limited to those set forth in Article 19-3-7 of the Order for Enforcement of the Act on Special Measures Concerning Taxation) concluded in advance with financial instruments business operators or financial institutions (limited to those set forth In Article 19-3-6 of the Order for Enforcement of the Act on Special Measures Concerning Taxation) regarding entrustment of entry or recording to the book-entry transfer account register, custody or management, and disposition of the Company's shares issued through exercise of the Share Acquisition Rights.
 - f. When exercising the Share Acquisition Rights, the right holder is required to make a pledge for the matter in (i) and submit documents describing the matters listed in (ii).
 - (i) The right holder shall not fall under the category of major shareholders or persons in special relationship with major shareholders as of the date of resolution regarding the Share Acquisition Rights.
 - (ii) Matters listed below
 - Whether or not the right holder exercised other share acquisition rights during the year to which the date of exercise of the Share Acquisition Rights belongs.

- If such exercise was made, the relevant exercise price and the date of exercise
- Name, address and social security and tax number of the person submitting the document
- Date of the resolution of grant for the Share Acquisition Rights to be exercised
- Of the matters set forth in the share acquisition rights allocation agreement for the Share Acquisition Rights to be exercised, the type, number and per-share exercise price of the shares to be obtained through the Share Acquisition Rights
- Number of shares to be transferred or issued through exercise of the share acquisition rights
- If the submitting person has already exercised the Share Acquisition Rights during the year to which the
 date of exercise of the Share Acquisition Rights belongs, the number, exercise price and exercise date of
 the shares from the Share Acquisition Rights already exercised
- If the submitting person has already exercised other share acquisition rights during the year to which the date of exercise of the Share Acquisition Rights belong, the name and head office location of the stock company to which grant of the other share acquisition rights was resolved as well as the exercise price and exercise date of the other share acquisition rights
- Other matters of reference
- 4. Matters related to the issuance of share acquisition rights in the case of corporate reorganization
 If the agreement or plan, etc. prepared in the case of corporate reorganization has the provision that share acquisition rights of the companies as set forth below shall be issued, the share acquisition rights of the companies as set forth below shall be issued in accordance with the ratio of the corporate reorganization.
 - a. Merger (only when the Company disappears)
 Stock company that survives after merger or stock company newly established through merger
 - Absorption-type merger
 Stock company that succeeds in whole or part the rights and obligations the Company has for its business
 - c. Exchange of shares
 Stock company that acquires the Company's entire shares issued and outstanding
 - d. Transfer of shares
 Stock company established through transfer of shares