



June 26, 2023

To whom it may concern

Company name: JMDC Inc.

Representative: Yosuke Matsushima,

President and CEO

(TSE Prime Market, Stock Code: 4483)

Contact: Yuta Yamamoto,

Vice President and CFO

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### **Notice of Changes in Subsidiaries (Transfer of Shares)**

JMDC Inc. (the “Company”) announces that at the meeting of its Board of Directors held on June 26, 2023, the Company resolved to transfer all shares of Unike Software Research, a consolidated subsidiary, and its management purpose company (the “Unike”) to EM Systems Co., Ltd. (“EM Systems”).

#### **1. Reason and purpose of the changes**

Under its corporate philosophy of “A healthy and prosperous life for all people,” the Company aims to realize a sustainable healthcare system by using the power of data and ICT to solve issues in the healthcare field, such as rising medical expenses and regional disparities in medical care, which are discussed. Specifically, the Company provides a variety of support to further optimize medical care for all patients by accumulating the data generated by players in the healthcare industry and broadly sharing it with society. Based on this philosophy, the Company made the Unike a subsidiary in May 2018 for the purpose of touchpoints with patients and consumers and the digital transformation of pharmacies, believing that “the efficiency and optimization of healthcare is necessary to improve the health of people in society and eventually the health of national healthcare costs”.

The Unike aims to realize its management philosophy of “People, Dreams, Creation, and Contribution,” which it upholds in the hope of contributing to society and the happiness of its stakeholders and employees, by providing excitement beyond customer satisfaction with its products and services through the development and sale of software for pharmacies based on pharmaceutical information. In addition, the Company has established itself as one of the leading players in Japan by providing receipt computer systems to more than 2,500 pharmacies and having a strong presence especially in the three major metropolitan areas.

EM Systems is a market leader of receipt computer systems for pharmacies that provides services

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to more than 20,000 pharmacies in Japan. EM Systems is also promoting digital transformation in the pharmacy field through its entire group companies, such as business and management support utilizing statistical information for pharmacies and cashless payments.

Since September 2020, the Company has promoted initiatives for the accumulation and utilization of data originating from pharmacies through the business alliance with EM Systems and investment in its subsidiary. As a result, more than 5,000 pharmacies serviced by EM Systems are currently promoting initiatives to utilize data to improve operational efficiency and increase added value for patients.

In order to further accelerate this initiative, the Company has determined that by integrating the experience that Unique has cultivated with the "P-CUBE" brand and other products into the EM Systems group, which has knowledge of digital transformation of pharmacies and advanced service development capabilities, and by joining together the two companies, it will be possible to provide even higher quality services and create a new wave in the pharmacy market, thereby increasing its share of the market. Therefore, the Company has decided to carry out this share transfer.

## 2. Overview of the subsidiaries to be transferred

### (1) Launchpad13 Co., Ltd.

(1)	Name	Launchpad13 Co., Ltd.		
(2)	Location	Sumitomo Shiba Daimon Building 12F, 2-5-5 Shiba Daimon, Minato-ku, Tokyo		
(3)	Name and position of the representative	Yosuke Matsushima, Representative Director		
(4)	Business lines	Acquisition, ownership, and sale of assets		
(5)	Capital	10 million yen		
(6)	Establishment	May 23, 2016		
(7)	Major shareholders and the ratio of their shareholdings (as of March 31, 2023)	JMDC Inc. 100%		
(8)	Relationship between JMDC and Launchpad13	Capital relationship	Launchpad13 is a consolidated subsidiary of JMDC.	
		Personnel relationship	JMDC dispatches officers to Launchpad13.	
		Business relationship	JMDC lends funds to Launchpad13.	
(9)	Operating results and financial position for the last three years			
	Fiscal year end	March 31, 2021	March 31, 2022	March 31, 2023
	Net assets	91 million yen	78 million yen	64 million yen
	Total assets	3,300 million yen	3,394 million yen	3,437 million yen

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Net assets per share	3,565.87 yen	3,029.78 yen	2,485.28 yen
Revenue	— million yen	— million yen	— million yen
Operating profit	—0 million yen	—0 million yen	—0 million yen
Ordinary profit (loss)	—13 million yen	—13 million yen	—13 million yen
Profit	—13 million yen	—13 million yen	—14 million yen
Basic earnings per share	—527.98 yen	—536.09 yen	—544.50 yen
Dividends per share	— yen	— yen	— yen

(2) Unike Software Research Co., Ltd.

(1)	Name	Unike Software Research Co., Ltd.		
(2)	Location	2-5-5 Shiba Daimon, Minato-ku, Tokyo		
(3)	Name and position of the representative	Toshihide Morii, Representative Director and President		
(4)	Business lines	Development and sales of business systems for pharmacies		
(5)	Capital	20 million yen		
(6)	Establishment	June 14, 1985		
(7)	Major shareholders and the ratio of their shareholdings (as of March 31, 2023)	Launchpad13 Co., Ltd. 100%		
(8)	Relationship between JMDC and Unike Software Research	Capital relationship	Unike Software Research is a consolidated subsidiary of JMDC.	
		Personnel relationship	JMDC dispatches officers to Unike Software Research.	
		Business relationship	JMDC and Unike Software Research have transactions such as office lease.	
(9)	Operating results and financial position for the last three years			
	Fiscal year end	March 31, 2021	March 31, 2022	March 31, 2023
	Net assets	2,758 million yen	2,776 million yen	2,855 million yen
	Total assets	3,148 million yen	3,196 million yen	3,479 million yen
	Net assets per share	689,562.91 yen	694,123.39 yen	713,831.98 yen
	Revenue	2,011 million yen	1,998 million yen	2,215 million yen
	Operating profit	229 million yen	21 million yen	123 million yen
	Ordinary profit (loss)	237 million yen	30 million yen	130 million yen
	Profit	157 million yen	18 million yen	78 million yen
	Basic earnings per share	39,429.39 yen	4,560.48 yen	19,708.59 yen
	Dividends per share	— yen	— yen	— yen

3. Overview of the share transferee

(1) Name	EM Systems Co., Ltd. (Registered trade name: EM Systems Co., Ltd.)
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(2) Location	6-1 Miyahara 1-chome, Yodogawa-ku, Osaka-shi, Osaka		
(3) Name and position of the representative	Hiromasa Kunimitsu, Representative Director and President		
(4) Business lines	Business related to systems for medical institutions and nursing/welfare service providers		
(5) Capital	2,785 million yen		
(6) Establishment	January 23, 1980		
(7) Major shareholders and the ratio of their shareholdings (as of December 31, 2022)	KOKKO Co., Ltd.	36.53%	
	Medipal Holdings Corporation	9.99%	
	The Master Trust Bank of Japan, Ltd. (trust account)	5.71%	
	Goldman Sachs International	4.84%	
	(standing proxy: Goldman Sachs Japan Co., Ltd.)		
	Goldman Sachs and Company Regular Account	4.60%	
	(standing proxy: Goldman Sachs Japan Co., Ltd.)		
	Hiromasa Kunimitsu	2.84%	
	Epson Sales Corporation	2.77%	
	The Custody Bank of Japan, Ltd. (trust account)	2.36%	
	State Street Bank and Trust Company 505025	2.06%	
	(standing proxy: Mizuho Bank, Ltd.)		
(8) Relationship between JMDC and EM Systems	CACEIS BANK, NETHERLANDS BRANCH AIF	1.89%	
	CLIENTS (standing proxy: The Hong Kong and Shanghai Banking Corporation Limited, Tokyo Branch)		
(9) Consolidated operating results and financial position for the last three years*			
	Fiscal year end	December 31, 2020	December 31, 2021
			December 31, 2022
Net assets		17,734 million yen	18,826 million yen
Total assets		23,096 million yen	24,809 million yen
Net assets per share		248.55 yen	263.12 yen
Revenue		9,660 million yen	14,436 million yen
Operating profit		1,037 million yen	1,870 million yen
Ordinary profit (loss)		1,469 million yen	2,607 million yen
Profit attributable to owners of parent		1,062 million yen	1,829 million yen
Basic earnings per share		14.95 yen	25.72 yen
Dividends per share		10.00 yen	11.00 yen

\* EM Systems changed its fiscal year end from March 31 to December 31, effective from the fiscal year ended, following the approval of the “Partial Amendments to the Article of Incorporation” at the 37th Annual General Meeting of Shareholders held on June 16, 2020. In line with this change, the term of the fiscal year ended December 31, 2020, which fell under the transitional period, consisted of nine months from April 1, 2020 to December 31, 2020.

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4. Number of shares to be transferred, transfer price, and status of shares held before and after the transfer (Launchpad13 Co., Ltd.)

(1)	Number of shares held before transfer	25,800 shares (ownership ratio of voting rights: 100%)
(2)	Number of shares to be transferred	25,800 shares
(3)	Transfer price	1343 million yen
(4)	Number of shares held after transfer	0 shares (ownership ratio of voting rights: 0%)

5. Share transfer schedule

(1) Resolution at the meeting of the Board of Directors	June 26, 2023
(2) Execution date of share transfer agreement	June 26, 2023
(3) Implementation date of share transfer	June 30, 2023 (scheduled)

6. Future outlook

The impact on the full-year consolidated financial results for the fiscal year ending March 31, 2024 and profit/loss from the sale of subsidiaries are currently under scrutiny, and the Company will promptly announce any matters that should be disclosed in the future.