

Company name: Tokyo Tatemono Co., Ltd.
Name of representative: Hitoshi Nomura,
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(Securities code: 8804; Prime Market of Tokyo Stock Exchange)
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Notice Concerning Change of a Consolidated Subsidiary

Tokyo Tatemono Co., Ltd. (Head Office: Chuo-ku, Tokyo; Representative Director, President and Chief Executive Officer: Hitoshi Nomura; the “Company”) hereby announces that, in relation to PT Dharma Tatemono Property (“DTP”) and PT Dharma Tatemono Residences (“DTR”; referred to collectively with DTP as the “Project Companies”), which are joint ventures in which Tokyo Tatemono Asia Pte. Ltd. (“TTA”), a consolidated subsidiary, has invested, and which are equity method affiliates of the Company, it has acquired all shares of the Project Companies (the “Shares”) held by PT Dharma Mitra Utama (“DMU”), a partner in the investment. The details are described below.

1. Reason for acquisition of shares

Through the Project Companies, TTA and DMU have participated in the “Dharmawangsa Project (tentative name)” (the “Project”), a project to develop condominiums and offices and sell them as individual units in Jakarta, Indonesia, since 2018.

The Project has remained at a standstill due to the impact of the spread of COVID-19 and unfavorable conditions in the real-estate market, among other factors. The acquisition of the Shares is the result of repeated consultations with DMU and is aimed at optimizing the framework for decision-making involving the Project Companies to proceed with restructuring of the Project going forward.

2. Overview of the subsidiaries (the Project Companies) to be changed

(1)	Name	PT Dharma Tatemono Property	
(2)	Location	Jl. Darmawangsa VII No. 7, Sub-district of Pulo, District of Kebayoran Baru, South Jakarta, Indonesia	
(3)	Job title and name of representative	Hariadi Jasim, President Director	
(4)	Description of business	Real-estate development	
(5)	Share capital	1,095.1 billion IDR (approx. 10,622 million yen)	
(6)	Date of establishment	January 22, 2016	
(7)	Major shareholders and ownership ratios	DMU: 50% TTA: 50%	
(8)	Relationship between the Company and said company	Capital relationship	Said company is an equity method affiliate of the Company.
		Personnel relationship	One employee of the Company serves concurrently as a director of said company, and one employee of the Company serves concurrently as a <i>komisaris</i> (supervisory board member) of said company.
		Business relationship	TTA is entrusted with management operations for said company. The Company guarantees debt for said company (money borrowed from a financial institution).

(9) Operating results and financial positions of said company for the last three years			
As of / Fiscal year ended	December 31, 2020	December 31, 2021	December 31, 2022
Net assets	1,037.3 billion IDR Approx. 10,062 million yen	618.3 billion IDR Approx. 5,998 million yen	539.5 billion IDR Approx. 5,233 million yen
Total assets	1,690.6 billion IDR Approx. 16,399 million yen	1,340.5 billion IDR Approx. 13,003 million yen	1,277.0 billion IDR Approx. 12,387 million yen
Net assets per share	94,472,419 IDR Approx. 91,882 yen	5,646,556 IDR Approx. 54,772 yen	4,926,805 IDR Approx. 47,790 yen
Net sales	- billion IDR - million yen	- billion IDR - million yen	- billion IDR - million yen
Operating profit	(17.4) billion IDR Approx. (169) million yen	(367.7) billion IDR Approx. (3,566) million yen	(25.8) billion IDR Approx. (250) million yen
Ordinary profit	(28.4) billion IDR Approx. (275) million yen	(418.9) billion IDR Approx. (4,063) million yen	(76.4) billion IDR Approx. (741) million yen
Profit attributable to owners of parent	(28.4) billion IDR Approx. (275) million yen	(418.9) billion IDR Approx. (4,063) million yen	(76.4) billion IDR Approx. (741) million yen
Earnings per share	(259,700) IDR Approx. (2,519) yen	(3,825,612) IDR Approx. (37,108) yen	(698,287) IDR Approx. (6,773) yen
Dividend per share	-IDR - yen	-IDR - yen	-IDR - yen

(1) Name	PT Dharma Tatemono Residences	
(2) Location	Jl. Darmawangsa Raya No. 39, Sub-district of Pulo, District of Kebayoran Baru, South Jakarta, Indonesia	
(3) Job title and name of representative	Ryutaro Nishimura, President Director	
(4) Description of business	Real-estate development	
(5) Share capital	889.1 billion IDR (approx. 8,624 million yen)	
(6) Date of establishment	January 22, 2016	
(7) Major shareholders and ownership ratios	DMU: 50% TTA: 50%	
(8) Relationship between the Company and said company	Capital relationship	Said company is an equity method affiliate of the Company.
	Personnel relationship	One employee of the Company serves concurrently as a director of said company, and one employee of the Company serves concurrently as a <i>komisaris</i> (supervisory board member) of said company.
	Business relationship	TTA is entrusted with management operations for said company. The Company guarantees debt for said company (money borrowed from a financial institution).

(9) Operating results and financial positions of said company for the last three years			
As of / Fiscal year ended	December 31, 2020	December 31, 2021	December 31, 2022
Net assets	824.8 billion IDR Approx. 8,001 million yen	410.2 billion IDR Approx. 3,979 million yen	467.1 billion IDR Approx. 4,531 million yen
Total assets	1,455.4 billion IDR Approx. 14,118 million yen	1,101.1 billion IDR Approx. 10,681 million yen	1,175.9 billion IDR Approx. 11,406 million yen
Net assets per share	9,277,839 IDR Approx. 89,995 yen	4,613,829 IDR Approx. 44,754 yen	5,254,522 IDR Approx. 50,969 yen
Net sales	- billion IDR - million yen	- billion IDR - million yen	- billion IDR - million yen
Operating profit	(18.7) billion IDR Approx. (181) million yen	(366.5) billion IDR Approx. (3,555) million yen	90.9 billion IDR Approx. 882 million yen
Ordinary profit	(33.2) billion IDR Approx. (322) million yen	(414.6) billion IDR Approx. (4,021) million yen	57.7 billion IDR Approx. 560 million yen
Profit attributable to owners of parent	(33.2) billion IDR Approx. (322) million yen	(414.6) billion IDR Approx. (4,021) million yen	57.7 billion IDR Approx. 560 million yen
Earnings per share	(374,412) IDR Approx. (3,632) yen	(4,663,519) IDR Approx. (45,236) yen	649,356 IDR Approx. 6,299 yen
Dividend per share	- IDR - yen	- IDR - yen	- IDR - yen

Notes: 1. Figures have been rounded down to the closest unit.

2. Figures use an exchange rate of 1 Indonesian rupiah (IDR) = 0.0097 yen.

3. Overview of the counterparty to the acquisition of shares

(1)	Name	PT Dharma Mitra Utama	
(2)	Location	Jl. Darmawangsa VII No. 7, Sub-district of Pulo, District of Kebayoran Baru, South Jakarta, Indonesia	
(3)	Job title and name of representative	Antonio Adiel Nugraha, President Director	
(4)	Description of business	Holding company and management consulting	
(5)	Share capital	5.1 billion IDR (approx. 49 million yen)	
(6)	Date of establishment	July 17, 2002	
(7)	Net assets	Undisclosed (privately held company)	
(8)	Total assets	Undisclosed (privately held company)	
(9)	Major shareholders and ownership ratios	PT Dharma Prima Mandiri: 99.96%	
(10)	Relationship between the Company and said company	Capital relationship	None
		Personnel relationship	None
		Business relationship	None
		Related party relationship	None

4. Number of shares acquired, acquisition costs, and shareholding before and after acquisition

(1)	Number of shares held before the change	DTP: 54,755 shares (Number of voting rights: 54,755 units) (Ratio of voting rights held: 50.0%) DTR: 44,455 shares (Number of voting rights: 44,455 units) (Ratio of voting rights held: 50.0%)
(2)	Number of shares to be acquired	DTP: 54,755 shares (Number of voting rights: 54,755 units) (Ratio of voting rights held: 50.0%) DTR: 44,455 shares (Number of voting rights: 44,455 units) (Ratio of voting rights held: 50.0%)
(3)	Acquisition costs	DTP: 239.5 billion IDR (approx. 2,323 million yen) DTR: 210.3 billion IDR (approx. 2,040 million yen) Total: 449.8 billion IDR (approx. 4,363 million yen)
(4)	Number of shares held after the change	DTP: 109,510 shares (Number of voting rights: 109,510 units) (Ratio of voting rights held: 100.0%) DTR: 88,910 shares (Number of voting rights: 88,910 units) (Ratio of voting rights held: 100.0%)

Note: Numbers of shares held before the change are shares held by TTA.

5. Timetable

(1)	Date of the meeting of the Board of Directors	September 7, 2023
(2)	Date of final decision by the relevant directors	September 25, 2023
(3)	Date of conclusion of the agreement	September 29, 2023
(4)	Date of commencement of share transfer	September 29, 2023

* A resolution on the policy for acquisition of the Shares was passed at the meeting of the Board of Directors on September 7, 2023, and within the scope of that resolution, a final decision on the conclusion of an agreement regarding the acquisition of the Shares was made by the relevant directors on September 25, 2023.

6. Future outlook

According to an agreement between the Company and DMU, DMU retains the right to repurchase the Shares for sixty days from the date of commencement of the share transfer. Therefore, the Company plans to make the Project Companies consolidated subsidiaries after that period. Of the two Project Companies, as the share capital of DTP is equivalent to 10% or more of the share capital of the Company, it is expected to be classed as a specified subsidiary of the Company.

Furthermore, the Company is currently examining the impact of acquiring the Shares on the results of its consolidated operations. However, at present, there are no revisions to forecasts of the results of operations.