



March 29, 2019

Company name: TATERU, Inc.
Representative: Daisaku Furuki, Representative Director/CEO
(Stock exchange code: 1435, TSE First Section)
Contact: Yusuke Takasugi,
Director, Executive Officer/CFO
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(Progress of Disclosure Matters) Notice Concerning Conclusion of Share Transfer Agreement on Change in Consolidated Subsidiary (Share Transfer)

Regarding the “Notice Concerning Conclusion of Basic Agreement on Change in Consolidated Subsidiary (Share Transfer)” released on March 18, 2019, TATERU, Inc. (the “Company”) hereby announces that at the meeting of the Board of Directors held today, it has resolved to conclude a share transfer agreement to transfer all shares held by the Company (hereinafter, the “Transfer of Shares”) in the Company’s consolidated subsidiary Invest Online, Inc. (hereinafter, “Invest Online”) to Japan Investment Adviser Co., Ltd. (hereinafter, “Japan Investment Adviser”), and that today this share transfer agreement was concluded with Japan Investment Adviser.

1. Reason and purpose of Transfer of Shares

Based on the management philosophy “Internet × Real: accelerating new services,” the Company has achieved innovation through its IT capabilities, thereby expanding its scale of business and diversifying its income. Furthermore, the Company aims to be a leading company of the next generation in the business field of “real estate tech,” where technologies have been infused into the real estate industry.

Under these circumstances, in November 2017, the Company converted Invest Online (formerly Realize Asset Management Co., Ltd.), the operator of the real estate investment consulting and matching platforms “*Shinchiku hitomune toshiho* (Ways to Invest in a Newly Built Real Estate)” and “*Chintai-heiyo jyutaku no susume* (A Recommendation of Residential & Commercial Mixed-Use Property)” to its consolidated subsidiary.

However, changes in the stances of financial institutions regarding lending has led to tightening of lending standards for real estate investment, resulting in a drastic change in the business environment for the real estate industry. Amid this significant environmental change, the Company has been in the process of considering future development for Invest Online. During this process, Japan Investment Adviser presented to us a proposal to acquire shares of Invest Online, and with the expectation that a synergy effect can be achieved with the financial solutions business and others operated by Japan Investment Adviser, the Company came to the conclusion that this proposal would be beneficial to the improvement of the corporate value of Invest Online.

2. Outline of Transfer of Shares

(1) Outline of changing subsidiary

(1)	Name	Invest Online, Inc.		
(2)	Head office	KDX Shinjuku Building 11F 3-2-7, Nishishinjuku, Shinjuku-ku, Tokyo		
(3)	Representative	Dai Kisaku, Representative Director		
(4)	Business	Real estate investment consulting and matching		
(5)	Capital	227,000 thousand yen		
(6)	Established	June 2000		
(7)	Major shareholders and shareholding ratios	TATERU, Inc. (80.0%) Dai Kisaku (20.0%)		
(8)	Relationship between listed company and this company	Capital	Consolidated subsidiary of the Company	
		Personnel	One Director of the Company serves concurrently as a Director.	
		Trade	None of particular note	
(9) Operating results and financial position of this company for the past three years				
Fiscal period		Fiscal year ended March 31, 2016	Fiscal year ended March 31, 2017	Fiscal year ended March 31, 2018
Net assets		135,866 thousand yen	456,793 thousand yen	738,787 thousand yen
Total assets		373,627 thousand yen	894,846 thousand yen	1,265,595 thousand yen
Net sales		881,011 thousand yen	1,337,149 thousand yen	1,768,679 thousand yen
Operating income		146,312 thousand yen	201,021 thousand yen	406,615 thousand yen
Ordinary income		148,881 thousand yen	204,298 thousand yen	409,064 thousand yen
Net income		101,660 thousand yen	128,721 thousand yen	281,515 thousand yen
Net income per share		65.71 yen	77.58 yen	167.41 yen

(2) Outline of company receiving share transfer

(1)	Name	Japan Investment Adviser Co., Ltd.	
(2)	Head office	Kasumigaseki Common Gate West Tower 34F, 3-2-1, Kasumigaseki, Chiyoda-ku, Tokyo	
(3)	Representative	Naoto Shiraiwa, President, CEO and Director	
(4)	Businesses	Financial Solutions Media-related Business	
(5)	Capital	11,639,700 thousand yen (as of December 31, 2018)	
(6)	Established	September 1, 2006	
(7)	Net assets	32,076,455 thousand yen (as of December 31, 2018)	
(8)	Total assets	106,781,861 thousand yen (as of December 31, 2018)	
(9)	Major shareholders and shareholding ratios (as of December 31, 2018)	Naoto Shiraiwa (28.2%) KODO Holdings Co., Ltd. (16.5%) Japan Trustee Services Bank, Ltd. (Trust Account) (15.5%)	
(10)	Relationship between listed company and this company	Capital	Not applicable.
		Personnel	Not applicable.
		Trade	Not applicable.
		Relationships with related parties	Not applicable.

(3) Number of shares transferred, transfer value, and number of shares owned before and after transfer

(1)	Number of shares owned before change	1,346,040 shares (80.0%)
(2)	Number of shares transferred	1,346,040 shares (80.0%)
(3)	Transfer value	1,200,667,680 yen
(4)	Number of shares owned after change	0 shares (- %)

(4) Schedule

Conclusion of basic agreement	March 18, 2019
Conclusion date of share transfer agreement	March 29, 2019
Share transfer execution date	April 5, 2019 (Scheduled)

3. Future outlook

Due to the Transfer of Shares, Invest Online will be excluded from the scope of consolidation for the Company.

In addition, due to the Transfer of Shares, an extraordinary loss of 1,006 million yen is expected to occur in the non-consolidated financial statement, but the exact amount to be recorded on the consolidated financial statement is currently under examination, and an announcement will be made once the Company has determined its impact on the consolidated financial results for the fiscal year ending December 31, 2019.

The Company does not disclose financial results forecasts for the current fiscal year, but plans to promptly disclose its financial results forecast as soon as it becomes possible to make a reasonable estimate.

*For more information on this matter, please refer to the “Notice Concerning Conclusion of Basic Agreement on Change in Consolidated Subsidiary (Share Transfer)” dated March 18, 2019.