

November 6, 2019

**ALBERT Inc.**

(Stock code: 3906)

2-21-1, Kita-Shinjuku,

Shinjuku-ku, Tokyo

Takeshi Matsumoto, President, CEO

## **Notice Concerning Capital and Business Alliance with Nihon Unisys, Ltd., and Stock Offering**

At a Board Meeting held today, ALBERT Inc. (hereafter “ALBERT”) resolved to form capital and business alliance with Nihon Unisys, Ltd. (hereafter “Nihon Unisys”).

Simultaneously, along with this alliance, ALBERT was announced that Nihon Unisys acquired ALBERT’s common stock held by Whiz Asia Evolution Fund, ALBERT’s main shareholder, through off-market negotiation transaction corresponded to stock offering.

### ***I. Capital and business alliance***

#### ***1. Purpose and Background of the Alliance***

ALBERT’s philosophy is “Help clients’ decision-making and problem solving by our core analytics capabilities.”. We contribute to industry development as an artificial intelligence (AI) development partner with a view toward AI implementation providing “Big data analysis”, “AI algorithm development”, “AI implementation” and versatile AI products. We also offer the data scientist training support because of the shortage in data scientists in each industry.

We changed our core strategies that is composed of “Restructuring”, “Ensuring capabilities” and “Focusing industries” in January 2018, and based on the success of this strategy, we have rolled out this scheme as “CATALYST strategy” since July 2018. Working across a variety of industries, we aim to serve as a catalyst through AI algorithm development and data analysis in our core industries such as automotive, manufacturing, communications & logistics and finance. By promoting AI utilization and data sharing between industries, we are working toward for early realization of an AI-oriented and networked society.

On the other hand, Nihon Unisys, as a company aiming to enable further business growth and solve social issues by promoting business activities in their focal areas, is trying to become the core to create a business eco-system connecting variety of companies across every industries and business categories. They also aim to offer a platform for realizing digital transformation. Since FY ended March 2019, they have developed medium-term management plan “Foresight insight 2020” to reinforce effort to solve social problems in the following four sectors adding to ICT formulation and operation: (1) Neo Bank, (2) Digital Acceleration, (3) Smart Town, (4) Asset Guardian.

After the discussion between Nihon Unisys and ALBERT about having business alliance in a wide range of sectors such as obtaining, sorting, counting and analyzing data, algorithm development, system implementation and AI development in logistics and infrastructure sectors\* as a starting point, we agreed to have a continuous partnership for further business expansion and signed the capital and business alliance contract.

Nihon Unisys’s integration business experience and the establishing ICT environment skill for the realization of digital transformation with broad range of clients makes it possible to build a data analysis technology system by combining with ALBERT’s big data analysis know-how in various sectors. Moreover, it will accelerate digitalization of clients’ business.

We believe the alliance will encourage the realization of AI-based network society from logistics and infrastructure sectors on our “CATALYST strategy”.

Also, we are announced that as of November 8, 2019, Nihon Unisys will hold 133,600 of ALBERT’s shares Whiz Asia Evolution Fund holds, which accounts for 3% of the total number of stock issued (it is 4,452,500 of all issued stocks including 1,194,999 of increased stocks by request for conversion \*\*of CB from Whiz Asia Evolution Fund.).

Nothing in this alliance shall limit or affect any of partnerships concluded between each company and their

partners.

\* “infrastructure sectors” means sectors include transportation, energy and other public benefit service that constitutes industrial base regardless of government/private.

\*\*Regarding the details of the request for conversion, please refer “Notice Concerning Receiving of Request of Exercising for The First Series Unsecured Convertible Bond-Type Bonds with Subscription Rights to Shares” issued as of November 6, 2019.

## 2. Details of the alliance

### (1) Contents of business alliance

- (a) Joint proposal of AI services and products for Nihon Unisys’ customers in logistics and infrastructure sectors.
- (b) Co-development of products and of analysis models.
- (c) Planning to carry out of new platform business using big data across industries.
- (d) Holding joint AI-related seminars and workshops for clients of both companies.
- (e) Any business and operation agreed between the two companies.

### (2) Contents of capital alliance

We have been notified that Nihon Unisys agreed with Whiz Asia Evolution Fund on November 6, 2019 to acquire 133,600 of ALBERT’s shares Whiz Asia Evolution Fund has (3% of 4,452,500 of all issued stocks including 1,194,999 of increased stocks by request for conversion \*\*\*of CB from Whiz Asia Evolution Fund ) through an off-market negotiated transaction (hereafter the “Stock transfer”) and Stock transfer will be done on November 8, 2019.

\*\*\* Nihon Unisys’s holding ratio after the Stock transfer of ALBERT’s share accounts for 3% (truncate a number to three decimal places) of 4,452,500 of total number of stock issued.

## 3. Company Profile

Company Profile

(1)	Company Name	Nihon Unisys, Ltd.		
(2)	Head Office	1-1-1 Toyosu, Koto-ku, Tokyo, Japan		
(3)	Representative	Representative Director, President & CEO, CHO Akiyoshi Hiraoka		
(4)	Description of Business	Services business including cloud computing and outsourcing; computer and network system sales/rentals; software development and sales; system related services		
(5)	Capital	Approximately 5,483 million yen (as of June 30, 2019)		
(6)	Establishment	March 29, 1958		
(7)	Major Shareholders and Shareholding Ratio	Dai Nippon Printing Co., Ltd.		20.65%
		Japan Trustee Services Bank, Ltd. (Trust Account)		10.41%
		(as of March 31, 2019)		
(8)	Relationship with Parties	Capital relationship	None	
		Personal relationship	None	
		Trade relationship	None	
		Related party status	None	
(9)	Financial position and Performance in the past 3 years (in million yen)			
	Consolidate fiscal year ended	FY March 31, 2017	FY March 31, 2018	FY March 31, 2019
	Consolidated total net assets	91,213	90,772	104,674
	Consolidated total liabilities and net assets	193,094	192,694	198,636

Net assets per share (yen)	847.51	896.39	1,026.72
Consolidated net sales	278,039	282,249	286,977
Consolidated operating profit	12,525	14,314	16,332
Consolidated ordinary profit	12,155	13,852	16,092
Profit attributable to owners of parent	8,920	10,261	11,949
Consolidated current income per share (yen)	93.71	96.49	119.12
Dividends per share (yen)	30.00	35.00	40.00

#### 4. Schedule

November 6, 2019 (Today) Corporate resolution (ALBERT), Conclusion of this alliance  
November 8, 2019 (Scheduled) Stock transfer

#### 5. Outlook

We will promptly announce any matters about this alliance that requires disclosure in the future. This alliance spurs improvement of ALBERT's mid-long term performance.

## II. Stock offering

### 1. Details

(1) Class and Number of Shares to be Offered	133,600 shares of common stock of the Company
(2) Selling Price	8,921 yen per share
(3) Total Selling Price	1,191,845,600 yen
(4) Sellers and the number of Shares to be Offered	Whiz Asia Evolution Fund 133,600 shares
(5) Method of Offering	Transfer of common stocks from Whiz Asia Evolution to Nihon Unisys through an off-market negotiated transaction.
(6) Subscription Period	November 6, 2019
(7) Date of Share Transfer	November 8, 2019 (Scheduled)
(8) Advance on Subscription	N/A
(9) Share Unit of Subscription	100 shares
(10) Others	The Company submitted a Securities Notice concerning the above mentioned transaction to Kanto Local Finance Bureau in accordance with the Financial Instruments and Exchange Act.

### 2. Purpose

As described in I. 2. (2), we recognized that Whiz Asia Evolution and Nihon Unisys entered into an agreement concerning the transfer of shares of the Company through an off-market negotiated transaction. The purpose of this agreement is to transfer the Company's common stock through stock offering in accordance with the

procedures stipulated by the relevant laws and regulations.

***【Reference】***

Earnings forecasts in FY 2019 (released on Feb 15, 2019) and the result in FY 2018

(Unit: in million)

	Net sales	Operating profit	Ordinary profit	Current net profit
Earnings forecasts in FY 2019	2,400	360	360	310
Earnings forecasts in FY 2018	1,630	201	199	248