

July 9, 2020

Company Name: Uzabase, Inc.  
Names of Representatives:  
Yusuke Umeda,  
Representative Director  
and Chief Executive Officer  
Yusuke Inagaki,  
Representative Director  
and Chief Operating Officer  
Code: TSE Mothers 3966  
Contact: Daisuke Chiba,  
Chief Financial Officer  
(Telephone [IR Direct]: +81-3-4533-1999)

### **Announcement of Issuance of New Shares**

Uzabase, Inc. (the "Company") hereby announces that Yusuke Umeda, Representative Director and Chief Executive Officer of the Company decided, pursuant to a delegation of authority by the Board of Directors resolved on July 9, 2020, to issue new shares in an international offering as set forth below (the "Share Offering").

#### **1. The Share Offering**

(1) Class and Number of Shares to be Offered	2,691,000 new shares of common stock of the Company.
(2) Method of Pricing	The amount to be paid will be determined on a date falling in the period from July 9, 2020 to July 10, 2020 (the "Pricing Date") by a process equivalent to the bookbuilding process set out under Article 25 of the Regulations Concerning Underwriting, etc. of Securities provided by the Japan Securities Dealers Association ("JSDA").
(3) Increases in the Amounts of Capital Stock and Capital Reserve	The amount of capital stock to be increased will be 1/2 of the maximum amount of capital stock increase, as calculated in accordance with the provisions of Article 14, Paragraph 1 of the Rules of Account Settlement of Corporations, with any fraction of less than one yen resulting from the calculation being rounded up to the nearest yen. The amount of the capital reserve increase shall be the amount obtained by subtracting the amount of capital stock increase from the maximum amount of capital stock increase.
(4) Method of Offering	The Share Offering will be made in the overseas market (excluding the United States) mainly in Europe and Asia. The aggregate number of new shares indicated in (1) above will be purchased by the underwriter of the transaction (the "Underwriter").  The issue price (offer price) with regard to the Share Offering will be determined based on the provisional range calculated by multiplying the

Note: This press release has been prepared for the sole purpose of publicly announcing the issuance of the new shares, and not for the purpose of soliciting investment. No offer or sale of the new shares will be made in Japan. In addition, this press release is not an offer of common stock for sale in the United States and nothing in this communication shall constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction in which such offer or sale would be unlawful. The securities may not be offered or sold in the United States absent registration or an exemption from registration under the United States Securities Act of 1933, as amended (the "Securities Act"). The securities referred to herein have not been, and will not be registered under the Securities Act. If any public offering of securities is to be made in the United States, it will be by means of a prospectus prepared pursuant to the provisions of the Securities Act. The Company does not intend to conduct a public offering of the new shares in the United States.

	closing price of regular trading of the common stock of the Company on the Tokyo Stock Exchange on the Pricing Date (or, if no closing price is quoted on that date, the closing price of the immediately preceding date) by 0.90 ~ 1.00 (with any fraction less than one yen being rounded down), by a process equivalent to the bookbuilding process set out under Article 25 of the Regulations Concerning Underwriting, etc. of Securities provided by JSDA, taking into account market demand and other conditions.
(5) Consideration to be paid to the Underwriter	The Company will not pay any underwriting fees to the Underwriter. Instead, the aggregate amount of the difference between (a) the issue price (offer price) in the Share Offering and (b) the amount to be paid to the Company by the Underwriter will be retained by the Underwriter.
(6) Payment Date	July 27, 2020
(7) Delivery Date	July 28, 2020
(8) Subscription Unit	100 shares
(9)	The amount to be paid, the amount of increase in capital stock and capital reserve, the issue price (offer price) and any other matters necessary for the issuance of new shares by way of Share Offering shall be determined at the discretion of Yusuke Umeda, Representative Director and Chief Executive Officer.

## 2. Use of Proceeds

The net proceeds of approximately ¥ 5,100 million from the Share Offering are expected to be applied as follows:

- approximately ¥2,350 million towards the development and operation of the expert network service for SPEEDA, including spending on sales and marketing for overseas expansion and enhanced customer success;
- approximately ¥650 million towards product development and marketing for NewsPicks; and
- the remainder towards repayment of outstanding loans raised for financing M&As, with a view to strengthening the Company's financial standing and stabilizing its financial base.

The estimated net proceeds amount above was calculated based on the closing price of the Company's shares on July 8, 2020 as reported by the Tokyo Stock Exchange, Inc.

(For Reference)

### Change in Number of Outstanding Shares as a Result of Share Offering

Total Number of Outstanding Shares (as of May 31, 2020): 33,709,014 shares

Increase in Number of Shares as a Result of the Share Offering: 2,691,000 shares

Total Number of Outstanding Shares after the Share Offering: 36,400,014 shares

Note: These figures do not reflect the increase in the number of issued shares as a result of exercise of stock acquisition rights on or after June 1, 2020.

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