



July 20, 2023

To Whom It May Concern

Company name: coconala Inc.
Representative: Ayumu Suzuki, Chief Executive Officer
(Code number: 4176 TSE Growth)
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**Notice of Establishment of Subsidiary through Company Split
(Simplified Incorporation-type Company Split)**

We hereby announce that our Board of Directors has resolved at a meeting held today to transfer the rights and obligations related to our legal consultation business (the "Business") to our wholly owned subsidiary, coconara Legal Consultation, Inc. (the "New Company") to be established through a corporate split (simplified incorporation-type company split). Hereinafter referred to as "the Company Split". Since this is a simple incorporation-type company split in which the Company is the sole surviving entity, certain disclosure items and details have been omitted from this announcement.

1. Purpose of the Incorporation-type Company Split

In 2016, we launched "coconara Legal Consultation," a matching platform that connects lawyers and consultants, and has grown into a business with 4,649 registered lawyers, including 1,296 fee-paying registered lawyers, as of the end of May 2023, backed by the strength of our content and SEO. The purpose of the company split is to promote this business by creating a more agile and flexible decision-making structure in order to promote business operations that can ensure independent profitability.

2. Summary of the Incorporation-type Company Split

(1) Schedule of the Company Split

Date of Board of Directors' resolution approving the new company split plan: July 20, 2023

Date of the corporate split (effective date): September 1, 2023 (scheduled)

*Since this is a simplified corporate split as stipulated in Article 805 of the Companies Act, it will be conducted without obtaining approval at a general meeting of shareholders.

(2) Method of the Company Split

This is an incorporation-type company split (simplified company split) in which the Company will be the splitting company and the newly established company will be the succeeding company, and the newly established company will be a wholly owned subsidiary of the Company.

(3) Allotment of shares in connection with the Company Split

The newly established company will issue 3,000 shares of common stock upon the split, all of which will be allocated to the Company.

(4) Treatment of stock acquisition rights and bonds with stock acquisition rights in connection with the Company Split

Not applicable.

(5) Capital to be Increased or Decreased as a Result of the Company Split

There will be no increase or decrease in the Company's capital as a result of the spin-off.

(6) Rights and obligations to be succeeded to by the newly established company

The Company shall succeed to the assets and liabilities, as well as the rights and obligations associated with these assets and liabilities, related to the Business as of the effective date. The succession of liabilities shall be by way of superimposed assumption of liabilities.

(7) Prospect of fulfillment of obligations

The Company has determined that there is no problem with the prospects for fulfillment of the obligations to be assumed by the newly established company after the Demerger.

3. Outline of the Parties to the Demerger

(1) Splitting company (as of May 31, 2023)

name	coconala Inc.		
Location	20-1 Sakuragaoka-cho, Shibuya-ku, Tokyo		
Title and name of representative	Ayumu Suzuki, Chief Executive Officer		
Business	Operation and development of the skills market "Coconara Operation and development of the corporate skill market "Coconara Business Operation and development of the lawyer consultation site "Coconara Legal Consultation Operation and development of outsourcing referral business "Coconara Agent		
capital stock	1,234 million yen		
Date of Establishment	January 4, 2012		
Number of shares issued and outstanding	23,801,100 shares		
accounting period	August 31		
Major Shareholders and Shareholding Ratio	Akiyuki Minami	9.20	%
	Satoshi Shimmyo	9.00	%
	PERSHING-DIV. OF DLJ SECS. CORP.	6.62	%
	Nomura Trust and Banking Co.	6.58	%
	BBH (LUX) FOR FIDELITY FUNDS - PACIFIC FUND	6.22	%

(Note) Major shareholders and shareholding ratios are as of February 28, 2023.

Financial position and operating results of the splitting company (coconala Inc.) for the immediately preceding fiscal year

	Splitting company (coconala Inc.)
accounting period	August 31, 2022
net assets	2,437 million yen
total assets	4,327 million yen
operating revenue	3,837 million yen
Operating loss	(515) million yen
Ordinary loss	(511) million yen

Net loss attributable to owners of the parent	(494) million yen
Net loss per share	△21.28 yen

(2) Newly established company (planned)

name	Coconara Legal Consultation, Inc.
Location	12-10 Sakuragaoka-cho, Shibuya-ku, Tokyo
Title and name of representative	President and Representative Director Moto Hirano
Business	Operation and development of the lawyer consultation site "Coconara Legal Consultation"
capital stock	20 million yen
Date of Establishment	September 1, 2023
Number of shares issued and outstanding	Common stock 3,000 shares
accounting period	August 31
Major Shareholders and Shareholding Ratio	Coconara, Inc. 100 %

4. Outline of the business division to be split off

(1) Business of the division to be split

Coconara Legal Consultation Service

(2) Operating results of divisions to be split (for the fiscal year ending August 31, 2022)

Net sales 382 million yen

(3) Items and book values of assets and liabilities to be split (planned) (Millions of yen)

Asset		Liabilities	
Item	Book Value	Item	Book Value
Current Asset	45	Current Liabilities	26
Fixed Asset	0	Fixed Liabilities	-
Total	45	Toal	26

(Note) The actual amount to be split will be the above amount adjusted for increases/decreases up to the effective date, since the calculation is based on the balance sheet as of June, 2023.

(4) Situation after the Demerger

There will be no change in the Company's name, location, representative, business, capital, or fiscal year end as a result of this demerger.

5. future outlook

The impact of this corporate separation on the Company's business performance is expected to be minor.

End