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December 11, 2023

Company Name	TV Asahi Holdings Corporation
Representative	Hiroshi Hayakawa, Chairman (Securities Code: 9409, TSE Prime Market)
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## **Notice Regarding Capital and Business Alliance of Consolidated Subsidiary with KOTOBUKIYA CO., LTD.**

TV Asahi Holdings Corporation (the “Company”) hereby announces that the Board of Directors of consolidated subsidiary TV Asahi Corporation (“TV Asahi”) resolved on December 11, 2023, to acquire shares of KOTOBUKIYA CO., LTD. (“KOTOBUKIYA”) and to enter into capital and business alliance with said company. Details are as follows.

### 1. Reason for and objective of the capital and business alliance

The TV Asahi Group is currently carrying out its new management plan “BREAKOUT STATION! TV Asahi for the New Era Management Plan 2023-2025” from fiscal year ending March 31, 2024. Grounded in the basic philosophy that “content is the source of all value”, the Company is executing its “360° strategy” which aims to maximize the value of content through the 360° distribution of content on various media. Within the strategy, “Animation and Game Businesses” and the “Metaverse Business” are identified as growth areas and constructive endeavors are being taken. In order to pursue investments that create a positive growth cycle, the Company has also established a strategic investment initiative in the amount of 50 billion yen.

In addition to being the leader in the planning, manufacturing, and selling of hobby-related products such as figures and plastic models, KOTOBUKIYA also actively engages in the development of its own original IP. In the past, TV Asahi and KOTOBUKIYA have collaborated in metaverse-related businesses.

As such, TV Asahi and KOTOBUKIYA have agreed to enter into capital and business alliance (the “Alliance”) with the aim of increasing the corporate value of both companies through the creation of an ecosystem that continuously delivers high-quality content by further deepening the cooperation of developing and distributing IP and content that leverages the strength of both companies.

## 2. Summary of the capital and business alliance

### 1) Summary of business alliance

TV Asahi and KOTOBUKIYA will mutually cooperate and become strong partners in pursuing their respective growth strategies, and with aim to increasing the corporate value of both companies, will discuss, deliberate, and execute joint businesses in the following areas.

- ① Joint development of original IP/content and joint distribution of secondary rights
- ② Further business endeavors related to merchandizing and media distribution of IP/content of both companies
- ③ Business endeavors in new areas such as the Metaverse
- ④ Strengthening of content development and distribution of both companies through personnel exchanges

### 2) Summary of capital alliance

TV Asahi will purchase shares of KOTOBUKIYA (the “Share Purchase”) through off-market over-the-counter transaction from stockholders of KOTOBUKIYA, namely The Tama Shinkin Bank, THE SEIBU SHINKIN BANK, Sumitomo Mitsui Banking Corporation, MUFG Bank, Ltd., The Yamanashi Chuo Bank, Ltd. and Ikkosha Co., Ltd.

Moreover, upon completion of the transaction, TV Asahi will become a major stockholder or KOTOBUKIYA.

- ① Total number of shares of Share Purchase: 1,060,000 shares (12.6% of outstanding shares)
- ② Total purchase amount of Share Purchase: ¥1,925 million yen
- ③ Date of execution of Share Purchase: December 13, 2023 (scheduled)

## 3. Overview of the company with which the capital and business alliance is to be established

(1) Name of company	KOTOBUKIYA CO., LTD.	
(2) Location	Kotobukiya Bldg., 4-5 Midori-cho, Tachikawa, Tokyo	
(3) Representative	President & CEO, Kazuyuki Shimizu	
(4) Scope of business	Planning, manufacturing, sales, etc., of hobby-related products	
(5) Paid-in-capital	¥458 million	
(6) Date of establishment	January 7, 1953	
(7) Major stockholders and shareholding ratio (as of June 30, 2023)	Kazuyuki Shimizu	11.02%
	Tachihi Holdings, Co., Ltd.	10.66%
	Custody Bank of Japan, Ltd. (Trust Account)	5.68%
	KOTOBUKIYA Employee Stock Ownership Association	4.33%
	The Tama Shinkin Bank	4.27%
	THE SEIBU SHINKIN BANK	4.27%
	Custody Bank of Japan, Ltd. (Trust Account E)	3.61%

	Hiroyo Shimizu	2.91%	
	Ikkosha Co., Ltd.	2.58%	
	The Master Trust Bank of Japan, Ltd. (Trust Account)	2.43%	
(8) Relationship between the Company and KOTOBUKIYA 上場会社と当該会社との間の関係	Capital relationship	None	
	Personnel relationship	A Member of the Board of the Company serves as a Member of the Board of said company.	
	Business relationship	TV Asahi has special event transactions, etc., with said company.	
	Applicability to related parties	None	
(9) Financial position and operating results of KOTOBUKIYA for the last three fiscal years			
Fiscal year ended	June 30, 2021	June 30, 2022	June 30, 2023
Net assets	¥3,240 million	¥4,780 million	¥6,356 million
Total assets	¥8,467 million	¥10,620 million	¥11,510 million
Net assets per share	¥414.59	¥606.67	¥801.84
Net sales	¥9,543 million	¥14,292 million	¥18,099 million
Operating income	¥987 million	¥2,337 million	¥2,614 million
Ordinary income	¥989 million	¥2,332 million	¥2,545 million
Profit	¥679 million	¥1,621 million	¥1,757 million
Profit per share	¥85.23	¥206.54	¥222.50
Dividend per share	¥40	¥70	¥90

#### 4. Schedule

(1) Date of board of directors resolution	December 11, 2023
(2) Date of agreement	December 11, 2023
(3) Date of share purchase	December 13, 2023

#### 5. Future outlook

The impact of this transaction on future consolidated performance is expected to be minimal.