



**Acquisition of Shares in VST Inc.,
Operator of a Video Creation School Business**

f-code Inc. | TSE Growth 9211

2025.8

Executive Summary of VST's Share Acquisition



Operating the “V-Pro” Video Creation School Business

Experiencing rapid growth, driven by trends in the freelance economy, side-job market, and platforms such as YouTube.

Consideration for transfer: Approx. 347 million yen, Assumed annual operating profit: Approx. 50 million yen, Net assets: Approx. 120 million yen, **Assumed investment recovery period: Approx. 5 years.**

Aiming for further business growth through synergies with SAKIYOMI Inc., BUZZ Inc., CielZero Inc., DEITORA Inc., and Real us Inc., which operate online school businesses within the f-code Group.

Introduction - Overview of the Transaction -



Overview

Name of company subject to acquisition : VST Inc.
Business : Online Video Creation School Business
Scheduled transfer date : August 2025 (scheduled)
Scheme : Share acquisition
Acquisition cost : Approx. ¥347 million
(acquisition ratio: 100%)

Forecast

Sales: Approx. ¥250 million - / Operating profit: Approx. ¥50 million - *1
Net assets: Approx. ¥120 million (at the time of acquisition)

*1 Net sales and operating income for the year are expected. After the transfer, the company is considering investing in advertising, etc., and with regard to the results to be recorded in FY12/2025. Disclosure will be considered as necessary based on the degree of impact.



The screenshot shows the homepage of VST Inc. The header includes the VST logo and the text '株式会社ブイエスティ' (VST Inc.). The navigation menu at the top right lists 'YOUTUBE', 'BLOG', 'COMPANY', and 'CONTACT'. The main visual features a large 'VST' logo with a red 'V' and a yellow 'S/T'. Below it is the tagline 'クリエイティブで未来をもっと良く' (Create a better future with creativity). A 'Scroll' button with a downward arrow is located at the bottom left.

VST Inc.

Location

5-1-22 Nakasu, Hakata-ku,
Fukuoka-shi, Fukuoka

Established

November 2022

Representative

Kazuma Yamada

Number of employees

10 people

The founder, management team, employees, and contract partners will all join the Group.

Operating the “V-Pro” video editing school

1

Running a practical program for beginners that covers a wide range of skills—from basic and advanced video editing techniques to client acquisition and project management.

Over 700 students enrolled in two and a half years, primarily acquired through the company's own social media channels

2

By posting approximately 180 videos related to video editing on its in-house social media accounts, VST has successfully attracted a large number of students in a short period. Many graduates who have acquired skills are now active as freelancers or business owners.

Expansion through synergies with SAKIYOMI Inc., BUZZ Inc., DEITORA Inc., CielZero Inc., and Real us Inc.

3

The online school businesses operated within the Group collaborate to promote business growth through cooperation in areas such as marketing, course development, and customer support.

Acquire video editing skills and receive comprehensive support to secure client projects as a freelancer or business owner.

1. Improving Editing Skills

- Multiple mock project assignments
- Chat support for questions, feedback, and corrections
- Face-to-face meetings with instructors

2. Basic Sales Lectures

- Learn sales fundamentals through video lectures
- Create sales proposals and receive feedback/corrections

3. Practical Sales Support

- Propose sales approaches aimed at securing work under subcontracting agreements
- Share sales progress with your support partner
- Receive ongoing chat-based support

Regular Zoom Events

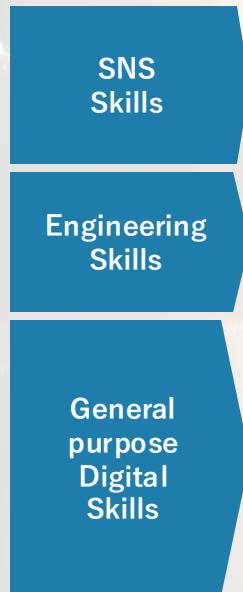
- Real-time Q&A sessions
- Interviews with successful participants
- Growth-sharing sessions
- Offline study sessions are also held

Group's School Business and Synergies



In collaboration with five group companies engaged in the school business, we aim to create synergies in the areas of content, marketing, and job opportunities, thereby accelerating the growth of the Group's school business.

School business within the Group



Value-Up through Synergies



Our group approach to IT/digital talent shortages



We assume that the shortage of IT/digital human resources will become an increasingly important issue for Japanese society. In order to contribute to the resolution of these issues, we will accelerate our existing businesses through the two pillars of human resource development and support for the popularization of AI, while continuing to focus on M&A as one of our strategic business areas.

Environment Surrounding IT/ Digital Human Resources

Substantial decline in the labor force

87 million people peaked in FY1995, expected to reach 61 million people in FY2025 (70% of the peak), and the aging population will continue to decline in the future.*1

Shortage of IT/digital human resources

Up to 790,000 IT/digital human resources shortage as of FY 30 to make up for labor shortage and promote DX.*2

Increased difficulty in hiring and training

Demand for IT/digital human resources increased and recruitment competition intensified. The high speed of technological innovation makes in-house training difficult.

Our group approach

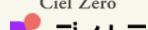
Digital Human Resource Development

Accelerate existing school business within the Group.

Popularization of AI

With AI tool development and AI functions Accelerate system development business.

Contributing to Labor Saving and Significant Improvement in Productivity.



NEW!!



*1 Source : [Challenges in the Labor Population of Japan](#); Ministry of Internal Affairs and Communications

*2 Source : [Survey on IT Human Resources Supply and Demand](#), Mizuho Information & Research Institute

— Target market



Growth in the side-job and freelance markets represents future opportunities
—helping individuals upskill and companies connect with freelance talent.

*1 Source | Cloud Worksx Corporate Direction (CDI)
[Joint Survey on the Side Business Situation of White-Collar Full-time Employees] vol.1
<https://crowdworks.co.jp/news/p2v-g27hv/>

*2 Source: Yano Research Institute [Conducted survey on training service market for companies (2024)] https://www.yano.co.jp/press-release/show/press_id/3596

Explanation of the financial details of this matter

Financial summary of this project



Assumption of transfer consideration

- A recovery period of around five years has been set for the annual operating profit after adjustment(approx. ¥50 million~) on a normal earnings basis^{*1}. The estimated market capitalization has been calculated by taking into account the net asset value at the time of acquisition.
- As with past deals, a clause has been set that allows the transfer consideration to increase or decrease in accordance with the actual performance progress against the operating profit that is the standard for the deal.
- In this way, we will minimize the risk to our group in this transaction. We have designed this in a way that shares the incentives for further performance improvement with VST Inc. and its management team.

*1: Based on the company's business performance over the most recent year, adjusted operating profit on a normalized earnings basis is calculated by conservatively reflecting potential cost reductions (such as outsourcing expenses) and additional costs expected to be incurred (such as advertising and administrative expenses).



Our M&A Strategy

We will continue to drive M&A initiatives with the following objectives to enhance corporate value.

1

Accelerating Corporate Value Growth

Targeting profitable, high-growth companies that directly contribute to increasing corporate value.

2

Expanding Value for Customers

Broadening and deepening the scope of solutions we offer in the short term to better address customer challenges.

3

Acquiring Top Talent and Strong Teams

Ensuring the participation of management teams and key personnel to rapidly strengthen human resources and organizational capabilities.

4

Enhancing Efficiency and Functions Through Group Management

Strengthening collaboration in development, sales, AI utilization, and corporate management functions to achieve greater efficiency and synergy across the group.



Our M&A Philosophy, Targets and Strengths

Promote M&A directly linked to corporate value enhancement in line with the following approach.

M&A Assumptions and Approach	Target	Our M&A Strengths and Features
<ul style="list-style-type: none"> Focus on Transactions that Contribute to Mid- to Long-Term Corporate Value and EPS Growth We evaluate potential transactions based on the following three key criteria. Upon thorough assessment, we execute deals at a reasonable EV/EBITDA multiple (historically around 5x). <ul style="list-style-type: none"> ✓ Continuity (duration of sales) ✓ Growth potential (sales growth rate) ✓ Diversification (client dispersion) We primarily utilize debt financing to minimize capital costs while ensuring financial stability. 	<ul style="list-style-type: none"> Focus on Profitable Companies and Businesses We target profitable companies and businesses that align with our mission and operate in the same, similar, or adjacent domains as our existing businesses (examples listed below).) <ul style="list-style-type: none"> Marketing Domain Marketing Support School Talent Matching SNS Sales Support CRM/LTV SaaS Data Science 	<ul style="list-style-type: none"> We will continue to drive M&A by leveraging our strengths based on the following key perspectives. <p>Sourcing</p> <ul style="list-style-type: none"> Contacts with over 150 M&A advisors Direct introduction by the participating management team Active participation and organization of events <p>Closing</p> <ul style="list-style-type: none"> DD, Conditional Consultation, Speed of Closi <p>Management Commitment</p> <p>Finance</p> <ul style="list-style-type: none"> Contacts with more than 30 city and regional banks Internal departments and personnel skilled in finance

Group's business activity policies

Approximately three years have passed since we began M&A, and we are continuing to develop and implement PMI/value-up initiatives on a daily basis.

For the Group's business activities Assumptions and Concepts	Initiatives		
"Federal Management" Approach			
We respect the operational policies, cultures, and independence of each company that has demonstrated strong performance. At the same time, we ensure governance at the standards of a publicly listed company through measures such as executive appointments.	Sales Increase Aspect	Cross-selling	Propose services within the group (Gr) to new and existing customers
		Integrated sales	Analyze customers of each company and make joint proposals to potential customers
		Shared sales channels	Distribute Gr products through existing channels such as sales partners
		Joint product development	New product development in progress by combining services between specific groups
Driving "Integration"	Cost reduction aspect	Group Purchasing	For things like servers, etc., where volume discounts apply, purchase in bulk.
		Back-office integration	For small-scale Gr companies, standardize management functions
		Substitution within the group (cost reduction)	What was ordered outside the group was done within the group.
To enhance both revenue growth and operational efficiency, we integrate key functions and assets where necessary, leveraging group synergies.	Cultural match aspect	Group representative meeting	Representatives gather every quarter to share and discuss short-term and medium- to long-term plans
		IR within the group	IR for all group members at the end of each quarter to ensure everyone is on the same page
		Social gathering	Held as needed within the group, by company or job type, etc.



Performance of business activities as a group

Efforts succeeded, and results were realized at group companies.

Main activities of each company

Sales Increase Aspect

Cost Reduction Aspect



Marketing

Sales +25%,

Operating Profit +29%
driven primarily by cross-selling and integrated sales strategies.

Cross-selling

Integrated sales

Shared sales channels

Joint product development

Group Purchasing

Back-office integration

Substitution within the group
(cost reduction)



AI · Technology

Sales +54%

achieved mainly through shared sales channels and intra-group substitution.

Cross-selling

Integrated sales

Shared sales channels

Joint product development

Group Purchasing

Back-office integration

Substitution within the group
(cost reduction)



BINKS

Marketing

Sales +28%,

Operating Profit +10%
driven primarily by cross-selling and integrated sales strategies.

Cross-selling

Integrated sales

Shared sales channels

Joint product development

Group Purchasing

Back-office integration

Substitution within the group
(cost reduction)

※ These figures compare the monthly average sales or operating profit during the initial three months after joining the group with those in Q4 2024.



Handling of this document

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