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Jan. 29, 2026

Company name: ITmedia Inc.  
URL: <https://corp.itmedia.co.jp/> (in Japanese)  
Takashi Kobayashi, President and CEO  
(Securities code: 2148; Prime Market of the  
Tokyo Stock Exchange)  
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### **Notice Concerning Acquisition of Shares of Majisemi Co., Ltd.(to Make It a Subsidiary)**

At the Board of Directors meeting held on January 29, 2026, our company resolved to acquire all shares of Majisemi Co., Ltd. (hereinafter referred to as the “Target Company”), which will be the surviving entity following the merger between the Target Company and Open Source Innovation Labs Ltd. (both unlisted companies) (hereinafter referred to as the “Merger”), on April 1, 2026, subject to the effectiveness of the Merger (hereinafter referred to as the “Share Acquisition”), and to make the Target Company our subsidiary. We hereby announce this resolution.

#### **1 . Reason for the Share Acquisition**

The Target Company is a B2B marketing support firm that provides leads to clients through more than 1,000 webinars held annually. With a membership base of over 200,000 people, it offers highly practical, “serious problem-solving seminars” designed to deliver genuinely useful information to participants, primarily in the technology domain. In addition, under the concept of “Webinar as a Service,” the Target Company provides a subscription-based, one-stop service for organizations hosting webinars—from audience acquisition and planning to day-of operations—which is used by more than 200 clients annually, mainly in the IT sector.

Meanwhile, ITmedia Inc. (hereinafter referred to as “Our Company”) operates one of Japan’s largest technology-focused media platforms. In addition to distributing news articles, Our Company hosts a wide variety of digital events for our approximately two million members, ranging from large-scale virtual exhibitions to webinars.

Both the Target Company and Our Company share the same philosophy: contributing to society by delivering highly specialized information on technology and promoting its proper use. By integrating the Target

Company's talent, customers, membership base, and service infrastructure into our organization, we will be able to offer our combined members more valuable and more frequent webinar opportunities, thereby significantly expanding our share in lead-generation services delivered through digital events.

Our Company has set a medium-term goal of exceeding an EPS of 140 yen by FY2029, and in addition to driving growth in our existing businesses, we are pursuing accelerated expansion through proactive M&A activities. The Target Company is expected to continue its strong growth into the fiscal year ending December 2025, and further sustained growth is anticipated, including synergies generated through integration with Our Company. Accordingly, the acquisition of the Target Company as a subsidiary will contribute meaningfully to the achievement of our medium-term goal.

2. Overview of the subsidiaries/affiliates to be transferred and the disappearing companies subject to the absorption merger that serves as a prerequisite for this share acquisition

		The company surviving absorption-type merger	The company absorbed in absorption-type merger
(1) Company name		Majisemi Co., Ltd.	Open Source Innovation Labs Ltd.
(2) Location		Shiodome Building 3F, 1-2-20, Kaigan, Minato-ku, Tokyo	Ariake Park Building 20F, 3-7-11, Ariake, Koto-ku, Tokyo
(3) Job title and name of representative		Representative director Yuichi Terada	Representative director Yuichi Terada
(4) Description of business		-Planning, arranging, conducting, and managing seminars and lectures; -Planning, conducting, and managing personnel training and educational programs; -Planning, formulating, and acting as an agent for marketing and sales promotion activities.	- Planning, formulating, and acting as an agent for marketing and sales promotion activities. -Consulting, education for computer system. -Designing, developing, operating and maintaining computer system.
(5) Share capital		10 million yen	2 million yen
(6) Date of establishment		January 11, 2018	October 29, 2013
(7) Number of issued shares		1,000	40
(8) Fiscal year-end		December	September
(9) Number of employees		43	1
(10) Major trading partners		SMARTCAMP Co., Ltd. SB C&S Corp. TENDA Co.,Ltd. Computer Engineering & Consulting Ltd. NIHON KEIZAI ADVERTISING CO.,LTD. Alps System Integration Co., Ltd. Intercom, Inc.	Majisemi Co., Ltd. KAMOME Engineering, Inc. Sharegant. Inc.
(11) Main banks		Resona Bank	Resona Bank
(12) Major shareholders and ownership ratios		Yuichi Terada 95% Naomi Ishihara 5%	Yuichi Terada 100%
(13) Relationships between the Company	Capital relationship	N/A	N/A
	Personnel relationship	N/A	N/A
	Business	There is a transactional	N/A

and said company	relationship	relationship between the Company and said company related to seminars.	
	Related party relationship	N/A	N/A
(14) Operating results and financial position of the company surviving absorption-type merger for the past three years			
	*Millions of yen	FY2022/12	FY2023/12
Net Assets		105	147
Total Assets		176	196
Net Assets per Share		105,637 yen	147,107 yen
Sales		238	286
Operating Profit		92	52
Ordinary Income		93	53
Net Income		63	41
Net Income per Share		63,334 yen	41,469 yen
(15) Operating results and financial position of the company absorbed in absorption-type merger for the past three years			
	*Millions of yen	FY2023/9	FY2024/9
Net Assets		51	77
Total Assets		168	216
Net Assets per Share		1,296,404 yen	1,945,353 yen
Sales		48	70
Operating Profit		12	18
Ordinary Income		20	39
Net Income		14	25
Net Income per Share		372,132 yen	648,949 yen

### 3. Outline of the counterparty of the share acquisition

(1) Name	Yuichi Terada
(2) Address	Koto-ku, Tokyo
(3) Relationship between the Company and said person	N/A

(1) Name	Naomi Ishihara
(2) Address	Ichihara-shi, Chiba
(3) Relationship between the Company and said person	N/A

### 4. Number of shares to be acquired, acquisition cost, and shareholdings before and after the acquisition

(1) Number of shares held before the change	0 shares (Number of voting rights: 0) (Percentage of voting rights held: 0%)
(2) Number of shares to be acquired	1,000 shares (Number of voting rights: 1,000)
(3) Acquisition costs	Common shares of the Target Company 2,300 million yen Advisory fees, etc. (Estimated amount) 36 million yen Total (Estimated amount) 2,336 million yen
(4) Number of shares held after the change	1,000 shares (Number of voting rights: 1,000) (Percentage of voting rights held: 100%)

(Note: 1) This is the maximum amount required for the Share Acquisition. The final calculation will deduct

the consideration for the transfer of all outstanding shares of Open Source Innovation Labs Ltd. to the Target Company (making Open Source Innovation Labs Ltd. a wholly-owned subsidiary of the Target Company), which will be executed prior to the date of commencement of share transfer as a part of the preparatory work for this merger.

## 5 . Schedule

( 1 )	Date of resolution at the meeting of the Board of Directors	January 29, 2026
( 2 )	Date of conclusion of the agreement	January 29, 2026
( 3 )	Effective date of the merger	April 1, 2026 (planned)
( 4 )	Date of commencement of share transfer	April 1, 2026 (the completion of the Merger is the condition precedent to the Acquisition)

(Note: 1 ) Our Company is not a party to this merger. Details of the merger (such as method and ratio) have been withheld at the discretion of the parties involved.

(Note: 2 ) The effectiveness of the Merger between the Target Company and Open Source Innovation Labs is subject to a condition precedent.

(Note: 3 ) The schedule may be subject to change due to delays or modifications in the merger procedures.

## 6 . Future outlook

As a result of this share acquisition, the Target Company is scheduled to become a consolidated subsidiary of Our Company. The inclusion of the subsidiary's performance in our consolidated financial results is expected to begin from the first quarter of the fiscal year ending March 2027. Although we are currently examining the impact of this matter on our consolidated results for the fiscal year ending March 2027, if any items requiring disclosure arise, we will promptly make such disclosures.

\* Supplementary briefing materials regarding this matter were disclosed at the same time as this release.

<https://corp.itmedia.co.jp/ir/english/news/>