



February 19, 2021

Dear All,

### Notice concerning change in parent company

ZOZO, Inc. (hereinafter, referred to as "ZOZO") hereby announces the change in parent companies from February 26, 2021, the commencement date of settlement of the Tender Offer: LINE Corporation's (the "Purchaser") tender offer (the "Tender Offer") to Ordinary stock ("ZHD Shares") of Z Holdings Corporation ("ZHD") for the tender offer period from January 21, 2021 to February 18, 2021.

#### 1. Detail of the change

As ZHD, the parent company of ZOZO, announced in "Notice of changes in the parent company, major shareholder, and other affiliate (available only in Japanese)", the Purchaser will become a parent company (indirect shareholding of ZOZO's shares), effectively from February 26, 2021.

On the other hand, Shiodome Z Holdings ("Shiodome ZHD") has applied for the Tender Offer for all 2,125,366,950 shares of ZHD owned by Shiodome ZHD, and the Purchaser has acquired 2,125,328,600 shares (\*). Accordingly, Shiodome ZHD will not qualified as a parent company of ZOZO on February 26, 2021 (the commencement date of settlement of the Tender Offer).

As of February 26, 2021, the date when the Purchaser becomes a parent company of ZOZO, SoftBank Corp., SoftBank Group Japan Corporation, SoftBank Group Corp., are qualified as parent companies of the Purchaser. Also, as the number of voting rights held by ZHD for ZOZO's shares will be unchanged, ZHD, SoftBank Corp., SoftBank Group Japan Corporation, and SoftBank Group Corp. will remain as parent companies of ZOZO.

(\* According to the Purchaser, the total number of share certificates, etc. subscribed for the Tender Offer exceeded the upper limit of the number of shares (2,125,366,950 shares). Shiodome ZHD plans to sell 2,125,328,600 shares of 2,125,366,950 shares of ZHD to the Purchaser and The Purchaser is planning not to make any purchase, etc. of all or part of the shares exceeding the upper limit (based on the settlement of the delivery and others for the purchase of share certificates, etc. in accordance with the pro rata method stipulated in Article 32 of the Cabinet Office Ordinance on Disclosure of Tender Offer of Share Certificates, etc. by persons other than the Issuer (Ordinance of the Ministry of Finance No. 38 of 1990), and Article 27-13(5) of the Financial Merchandise and Exchange Act (including subsequent revisions). As for ZHD shares which Shiodome ZHD is unable to sell from the Tender Offer, Shiodome ZHD is planning to transfer all such shares to SoftBank Corp. at the same price (348 yen) per share of ZHD shares in the Tender Offer, after the expiration of the Tender Offer period but before February 26, 2021, the commencement date of settlement of the Tender Offer.

#### 2. Outline of shareholders subject to change

##### (1) LINE Corporation (a shareholder falls under a new parent company)

①	Name	LINE Corporation	
②	Address	1-6, Shinjuku 4-chome, Shinjuku-ku, Tokyo	
③	Name and title of representatives	Tsuyoshi Idezawa, CEO and President	
④	Description of business	Advertising services based on LINE mobile messenger app, core businesses including stamp sales and gaming services, and the development of strategic businesses including Fintech, AI and commerce services	
⑤	Capital amount	101,641 million yen (As of September 30, 2020)	
⑥	Date of incorporation	September 4, 2000	
⑦	Total shareholders' equity	161,371 million yen (As of September 30, 2020)	
⑧	Total assets	568,333 million yen	
⑨	Major shareholders and shareholding ratio (Note)	NAVER Corporation	75.00%
		SoftBank Corp.	12.50%
		NAVER J.Hub Corporation	12.50%
⑩	Relationship between ZOZO and the company	Capital relationship	Not applicable.
		Personnel relationship	Not applicable.

	Business relationship	There are advertising-related transactions, etc.
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(NOTE) According to the Purchaser, the Purchaser plans to conduct an absorption-type company split with the effective date of February 28, 2021 (the commencement date of settlement of the Tender Offer) in which all the businesses of the Purchaser will be succeeded to LINE Split Preparation Corporation (the "Tender Offer Successor Company"), a wholly-owned subsidiary of the Purchaser. In addition, ZHD and the Tender Offer Successor Company are scheduled to conduct a share exchange (effective date: March 1, 2021) in which ZHD is the wholly-owned parent company in a share exchange, the Tender Offer Successor Company is the wholly-owned subsidiary in a share exchange.

(2) Shiodome Z Holdings Limited (a shareholder who will not fall under the category of parent company)

①	Name	Shiodome Z Holdings Limited	
②	Address	9-1, Higashi-Shimbashi 1-chome, Minato-ku, Tokyo	
③	Name and title of representatives	Kazuhiko Fujiwara, Representative Employee, SoftBank Corp., Business Executive	
④	Description of business	Business preparation company	
⑤	Capital amount	10 million yen	
⑥	Date of incorporation	June 1, 2016	
⑦	Net assets	755,731 million yen	
⑧	Total assets	756,372 million yen	
⑨	Major shareholders and shareholding ratio	SoftBank Corp. 100.00%	
⑩	Relationship between ZOZO and the company	Capital relationship	As described in "(2) Shiodome Z Holdings Limited (a shareholders who will not fall under the category of parent company)" in "3. Number of voting rights and percentage of voting rights held by shareholders before and after the transfer" described below, the company owns 50.09% of ZOZO's voting rights.
		Personnel relationship	Not applicable.
		Business relationship	Not applicable.

3. Number of voting rights held and percentage of voting rights held by shareholders before and after the transfer

(1) LINE Corporation (a shareholder falls under a new parent company)

	Attribute	Number of voting rights (percentage of voting rights held)*		
		Direct ownership	Voting rights subject to aggregation	Total
Before transfer	—	- (-%)	- (-%)	- (-%)
After transfer	Parent company	- (-%)	1,529,529 (50.09%)	1,529,529 (50.09%)

※"Number of voting rights (percentage of voting rights held)" before and after the transfer is calculated by dividing the number of relevant voting rights (3,053,354). The number of relevant voting rights are calculated by deducting the number of treasury shares as of December 31, 2020 (6,279,913 shares) from the number of outstanding shares described in the quarterly report of the 3<sup>rd</sup> quarter of the 23<sup>rd</sup> fiscal year submitted on February 12, 2021 (311,644,285 shares). The same applies hereafter.

(2) Shiodome Z Holdings Limited (a shareholder who will not fall under the category of parent company)

	Attribute	Number of voting rights (percentage of voting rights held)*		
		Direct ownership	Voting rights subject to aggregation	Total
Before transfer	Parent company	- (-%)	1,529,529 (50.09%)	1,529,529 (50.09%)
After transfer	—	- (-%)	- (-%)	- (-%)

**4. Changes in unlisted parent companies, etc. subject to disclosure**

As a result of the above changes, the Purchaser is newly classified as a parent company, but the parent company that is deemed to have a large impact on ZOZO is ZHD. Accordingly, there will be no unlisted parent companies, etc. which are subject to disclosure requirement

**5. Future Outlook**

The abovementioned changes have no impact to ZOZO's business performance.

**DISCLAIMER:**

This document is summary translation of Japanese version. All readers are recommended to refer the original Japanese version for complete information. In the event of any discrepancy, errors and/or omissions, the Japanese version shall prevail.