



January 23, 2026

To All Concerned Parties

Company Name: en Inc.
(Code: 4849, TSE Prime Market)
Representative: Michikatsu Ochi, Representative Director,
Chairman and President
Contact: Jun Nakajima, Director and Executive Officer,
Head of Corporate Strategy Division
(Tel: +81-3-3342-4506)

Notice Regarding the Progress of Business Succession Through Absorption-type Company Split and Share Transfer (Change in Subsidiary)

en Inc. (the “Company”) hereby announces that it previously disclosed, in its press release dated December 17, 2025 entitled “Notice Regarding the Conclusion of Basic Agreement for Business Succession Through Absorption-type Company Split and Share Transfer (Change in Subsidiary)”, that the Company had entered into a basic agreement with Kakaku.com, Inc. (headquartered in Shibuya-ku, Tokyo; President and Representative Director: Atsuhiro Murakami; hereinafter “Kakaku.com”) concerning the succession of the Company’s engage business (including the “engage” online job board and the “engage” recruitment support tool, but excluding “en Kaisha no Hyoban”; hereinafter, the “Target Businesses”) through an absorption-type company split (the “Absorption-type Company Split”) and a share transfer (the “Share Transfer”).

The Company hereby announces that, at a meeting of the Board of Directors held today, it resolved to enter into a share transfer agreement with Kakaku.com (the “Share Transfer Agreement”). As the outline of the newly established company, the effective date of the Absorption-type Company Split, and the execution date of the Share Transfer, which had previously been undetermined, have now been finalized, the details are announced as follows.

Since the Absorption-type Company Split constitutes a simplified absorption-type company split between the Company and its wholly owned subsidiary, disclosure items and details are disclosed with some omissions.

1. Purpose of the Absorption-type Company Split

The Company has positioned the two-year period from the fiscal year ending March 31, 2026, to the fiscal year ending March 31, 2027, as years of structural reforms aimed at renewed growth, and is promoting business and organizational reforms accordingly. The three most important strategies in these structural reforms are business portfolio revisions, cost reduction, and investment for growth.

Although the Target Businesses achieved growth in business performance as the most focused businesses in the previous medium-term management plan, during that time, the business competitive environment has become increasingly fierce owing to diversification of the recruitment market, shifts in strategy by competitors, the emergence of new players, and other factors. As a result, further large-scale investments became necessary to continue the Target Businesses, and it has become difficult for the Company to achieve growth in line with plans on its own.

In its medium-term management plan, Kakaku.com has set forth policies of “growth and continuous strengthening of core businesses” and “strengthening investments in growth areas,” and has expressed a certain appreciation of the growth potential and positioning of the Target Businesses. Accordingly, the Company determined that it would be optimal to proceed with the business succession jointly with Kakaku.com.

Based on these considerations, the Company decided to cause the Target Businesses to be succeeded to a newly established stock company (the “New Company”) through an absorption-type company split, and thereafter to transfer a majority of the issued shares of the New Company to Kakaku.com.

The Company plans to remain involved in enhancing the corporate value of the Target Businesses even after the transfer of the Target Businesses to Kakaku.com, by continuing to hold certain equity interests in the New Company that succeeds to the Target Businesses.

2. Summary of the Absorption-type Company Split

(1) Schedule of the Absorption-type Company Split and the Share Transfer

Date of Board of Directors resolution	January 23, 2026
Date of conclusion of the Absorption-type Company Split agreement	January 23, 2026
Effective date of the Absorption-type Company Split	April 1, 2026 (scheduled)
Date of execution of the Share Transfer	April 1, 2026 (scheduled)

(Note) Since the Absorption-type Company Split constitutes a simplified absorption-type company split as provided for in Article 784, paragraph (2) of the Companies Act for the Company as the splitting company, and a short-form absorption-type company split as provided for in Article 796, paragraph (1) of the Companies Act as well as a simplified absorption-type company split as provided for in paragraph (2) of the same Article for the New Company as the succeeding company, it will be conducted without obtaining approval at shareholders meetings of both companies.

(2) Method of the Absorption-type Company Split

The Absorption-type Company Split will be an absorption-type company split (simplified absorption-type company split) in which the Company will be the company splitting in the absorption-type company split and the New Company will be the company succeeding in the absorption-type company split.

(3) Details of allotment in relation to the Absorption-type Company Split

Nothing applicable.

(4) Treatment of share acquisition rights and bonds with share acquisition rights in relation to the Absorption-type Company Split

Share acquisition rights issued by the Company will not be transferred as a result of the Absorption-type Company Split. In addition, the Company has not issued any bonds with share acquisition rights.

(5) Increase or decrease in paid-in capital as a result of the Absorption-type Company Split

There will be no increase or decrease in the paid-in capital of the Company as a result of the Absorption-type Company Split.

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

The New Company succeeds to the assets, liabilities, contractual statuses, and other rights and obligations related to the Target Businesses.

(7) Prospect of performance of obligations

The assets to be succeeded to have been determined so as to ensure that there will be no issues with the prospects for the performance of the obligations to be borne by the New Company.

(8) Overview of the Share Transfer

The Company will transfer 85.1% of the shares of the New Company to Kakaku.com effective April 1, 2026. For an overview of the New Company, please refer to “3. Outline of the companies involved in the Absorption-type Company Split” below, and for an overview of the counterparty in the Share Transfer, please refer to “6. Summary of the Share Transfer” below.

3. Outline of the companies involved in the Absorption-type Company Split

	Company splitting in the absorption-type company split (As of March 31, 2025)	Company succeeding in the absorption-type company split (New Company)
(1) Company name	en Inc.	<u>engage Inc.</u>
(2) Address	Shinjuku I-land Tower 6-5-1 Nishi-Shinjuku, Shinjuku-ku, Tokyo	Shinjuku I-land Tower 6-5-1 Nishi-Shinjuku, Shinjuku-ku, Tokyo
(3) Title and name of representative	Michikatsu Ochi, Representative Director, Chairman and President	Takuo Iwasaki, Representative Director and President
(4) Business	Operation of job search websites, placement and recruiting, etc.	engage business
(5) Paid-in capital	1,194 million yen	5 million yen
(6) Date of establishment	January 2000	January 2026
(7) Number of shares issued	49,716,000 shares	<u>1,000 shares</u>
(8) Fiscal year-end	March	March
(9) Major shareholders and shareholding ratio	Michikatsu Ochi 10.73% The Master Trust Bank 9.60%	en Inc. 100%

	of Japan, Ltd. (Trust account) Custody Bank of Japan, Ltd. (Trust account) en Human Capital Education Association Inc. En-Kikaku Ltd.	8.15% 7.49% 5.35%	
(10)	Relationship between the Company and the relevant company		
	Capital relationship	The Company will own 100% of the shares of the company succeeding in the absorption-type company split.	
	Personnel relationship	Nothing applicable.	
	Business relationship	Nothing applicable.	
	Status of applicability as a related party	The company succeeding in the absorption-type company split (New Company) will be established by the Company, and will therefore be a wholly owned subsidiary of the Company.	
(11)	Financial position and operating results for the most recent fiscal year		
Fiscal period	Fiscal year ended March 31, 2025		
Net assets	37,618 million yen		
Total assets	56,942 million yen		
Net assets per share	905.56 yen		
Net sales	65,678 million yen		
Operating income	5,892 million yen		
Ordinary income	5,943 million yen		
Profit attributable to owners of parent	7,628 million yen		
EPS	186.76 yen		

4. Details of business to be split off as a result of the Absorption-type Company Split

(1) Details of business to be split off

engage business (“engage” online job board and “engage” recruitment support tool)

(2) Structure of business succession

The scheme to be used is one in which the Target Businesses will be succeeded to by a stock company (the New Company) to be established by the Company through an absorption-type company split, and then a majority of the shares issued of the stock company (the New Company) will be transferred to Kakaku.com. The Company plans to remain involved in enhancing the corporate value of the Target Businesses even after the transfer of the Target Businesses to Kakaku.com, by continuing to hold certain equity interests in the stock company that succeeds to the Target Businesses.

(3) Operating results

	Fiscal year ended March 31, 2025
Net sales	7,904 million yen

(4) Items and amounts of assets and liabilities

Assets: 1,654 million yen; Liabilities: 2,345 million yen

5. Status after the Absorption-type Company Split

There will be no change in the name, address, representative title and name, lines of business, paid-in capital, or fiscal year-end of the Company after the Absorption-type Company Split.

6. Summary of the Share Transfer

(1) Overview of the New Company subject to change

The details are as stated above in “3. Outline of the companies involved in the Absorption-type Company Split” and “4. Details of the business to be split off as a result of the Absorption-type Company Split.”

(2) Outline of the counterparty in the Share Transfer

(1)	Company name	Kakaku.com, Inc.
(2)	Address	Digital Gate Building 3-5-7 Ebisu-Minami, Shibuya-ku, Tokyo
(3)	Title and name of representative	Atsuhiro Murakami, President and Representative Director
(4)	Business	Information service businesses, including operation of gourmet websites and job search
(5)	Paid-in capital	916 million yen
(6)	Date of establishment	December 1997
(7)	Number of shares issued	198,218,300 shares
(8)	Fiscal year-end	March
(9)	Major shareholders and shareholding ratio	Digital Garage, Inc. 20.68% KDDI CORPORATION 17.70% The Master Trust Bank of Japan, Ltd. (Trust account) 13.16%
(10)	Relationship between the Company and the relevant company	
	Capital relationship	Nothing applicable.
	Personnel relationship	Nothing applicable.
	Business relationship	Nothing applicable.
	Status of applicability as a related party	Nothing applicable.
(11)	Financial position and operating results for the most recent fiscal year	
Fiscal period		Fiscal year ended March 31, 2025
Net assets		61,811 million yen
Total assets		93,504 million yen
Net assets per share		312.60 yen
Revenue		78,435 million yen
Operating income		29,293 million yen
Profit before income taxes		28,715 million yen
Profit attributable to owners of parent		20,032 million yen
EPS		101.33 yen

(3) Number of shares to be transferred, transferred price, and status of shares held before and after the transfer

Number of shares held before the transfer	1,000 shares (Voting rights ownership ratio: 100%)
Number of shares to be transferred	851 shares (Voting rights ownership ratio: 85.1%)
Transfer price	4,449 million yen
Number of shares to be held after the transfer	149 shares (Voting rights ownership ratio: 14.9%)

(Note) The final transfer price is expected to be the amount after applying the price adjustment stipulated in this Share Transfer Agreement.

7. Outlook

As a result of the Share Transfer, the Company expects to record extraordinary income in the first quarter of the fiscal year ending March 31, 2027. There is no change to the consolidated financial forecast for the fiscal year ending March 31, 2026, as announced on May 14, 2025. The Company will promptly announce any matters that should be disclosed in the future.

End