

Company name: COMTURE CORPORATION
 Representative: Koichi Mukai, Chairman & CEO
 Stock code: 3844
 Listing: Tokyo Stock Exchange, First Section
 Contact: Osamu Noma, Member of the board,
 Executive Vice President
 Tel: +81-(0)3-5745-9700

Notice of Acquisition of Edifist Learning

COMTURE CORPORATION has decided to acquire all of the outstanding shares of Edifist Learning Inc., a subsidiary of Canon Marketing Japan Inc. An agreement for the acquisition of this stock was concluded with Canon Marketing Japan on December 24, 2020.

1. Reason for stock acquisition

As the digital transformation (DX) continues to advance at companies, there is certain to be a greater need to increase the IT literacy of the personnel of these companies. As a result, there is growing demand for educational services involving cloud services and digital technologies in order to ensure that employees have the necessary IT skills.

Edifist Learning is a professional provider of education services centered on IT training and on human-business skill training. As a member of the Nomura Research Institute Group and the Canon Marketing Japan Group, Edifist Learning has conducted many highly effective IT classes and seminars concerning advanced technologies for a large number of companies.

COMTURE concluded an agreement for the acquisition of Edifist Learning because it believes that, by combining and mutually leveraging the expertise and experience of Edifist Learning with the advanced cloud and digital technologies of the COMTURE Group, this acquisition is expected to result in even faster growth of the group’s education business.

2. Overview of Edifist Learning

(1) Name	Edifist Learning Inc.	
(2) Location	2-8-7, Kyobashi, Chuo-ku, Tokyo	
(3) Representative	Yoshiro Miyano, President and Representative Director	
(4) Business	Education and training services for providing corporate training programs and developing skills Education and training services concerning information and communication systems Education and training services concerning corporate management	
(5) Capital	100 million yen	
(6) Established	April 1997	
(7) Major shareholder and shareholding ratio	Canon Marketing Japan Inc. 100%	
(8) Relationships between COMTURE and Edifist Learning	Capital	Not applicable.
	Personnel	Not applicable.
	Business	Not applicable.

(9) Results of operations and financial position for the past three years (Unit: millions of yen)			
Year ended	December 2017	December 2018	December 2019
Net assets	329	370	443
Total assets	564	649	783
Net sales	1,235	1,302	1,324
Operating profit	(96)	84	126
Ordinary profit	(96)	85	126
Profit	(85)	60	86

3. Overview of Canon Marketing Japan

(1) Name	Canon Marketing Japan Inc.	
(2) Location	2-16-6, Konan, Minato-ku, Tokyo	
(3) Representative	Masahiro Sakata, President & Representative Director	
(4) Business	Marketing in Japan of Canon products and associated solutions	
(5) Capital	73,303 million yen	
(6) Established	February 1968	
(7) Major shareholder and shareholding ratio	Canon Inc. 58.4%	
(8) Relationships between COMTURE and Canon Marketing Japan	Capital	Not applicable.
	Personnel	Not applicable.
	Business	Not applicable.
	Related parties	Not applicable.

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

(1) No. of shares owned before acquisition	0 share (No. of voting rights: 0) (Voting rights ownership ratio: 0.0%)	
(2) No. of shares to be acquired	6,000 shares (No. of voting rights: 6,000)	
(3) Acquisition cost (estimate)	Common shares of Edifist Learning	1,350.0 million yen
	Due diligence expenses, etc.	4.3 million yen
	Total	1,354.3 million yen
(4) No. of shares owned after acquisition	6,000 shares (No. of voting rights: 6,000) (Voting rights ownership ratio: 100.0%)	

5. Schedule

(1) Resolution date	December 24, 2020
(2) Contract signing	December 24, 2020
(3) Acquisition date	March 1, 2021 (tentative)

6. Outlook

Edifist Learning will be a COMTURE consolidated subsidiary from the fourth quarter of the fiscal year ending March 31, 2021 due to this acquisition. COMTURE is examining the effect of this acquisition on consolidated results of operations in the current fiscal year. An announcement will be made if there is a need to revise the forecast announced on May 15, 2020.