



March 26, 2021

Press Release

Company name: Laox Co., LTD.  
Representative: Kensaku Iida, President and  
Representative Director  
(Code number: 8202 TSE2)  
Contact: Manabu Sato, Vice Division  
Director of Corporate Division  
(Tel: 03-5405-8859)

## Notice of Changes in Consolidated Subsidiaries (Transfer of Shares)

Laox Co., LTD. (the "Company") hereby announces that its Board of Directors resolved at a meeting on March 26, 2021 to transfer all the shares it holds in its consolidated subsidiaries MODE ET JACOMO Co., Ltd., Kowa Sogyo Co., Ltd. and OGITSU Co., Ltd. to ITL Holdings Co., Ltd. Details are as follows. Associated with this transfer of shares, MODE ET JACOMO Co., Ltd., Kowa Sogyo Co., Ltd. and OGITSU Co., Ltd. and the other four subsidiaries will be excluded from the scope of consolidation.

### 1. Reasons for the share transfer

The brands of OGITSU Co., Ltd. and MODE ET JACOMO Co., Ltd., which are consolidated subsidiaries of the Company, boast top name recognition and popularity in the ladies' shoes industry, and these safe, high-quality products made in Japan are popular among foreigners.

However, the COVID-19 pandemic has forced a prohibition on foreigners entering Japan for sightseeing purposes that has not yet been lifted, causing the number of international visitors to Japan to decline significantly, and synergistic effects are not expected for the Loax Group. In addition, department stores, the major sales channel of these consolidated subsidiaries, were closed to business, and even after resuming operations, they are struggling to attract customers due to the continuing COVID-19 pandemic and the decline of consumer confidence. Therefore, they are working to reinforce D2C sales through e-commerce and social media channels.

In this environment, the IT technology and system development capabilities of ITL Holdings Co., Ltd., which includes a collection of IT companies, coincide with the DX strategies of OGITSU Co., Ltd. and MODE ET JACOMO Co., Ltd., and further growth in the future can be expected. Therefore, we have decided to transfer their shares to ITL Holdings, Co., Ltd.

2. Overview of subsidiaries whose shares are being transferred

(1) Name	MODE ET JACOMO Co., Ltd.			
(2) Location	Shiba Sanesu Wakamatsu Bldg. 7F, 4-7-8, Shiba, Minato-ku, Tokyo			
(3) Title and name of representative	Representative of Board Director, Tomohiro Ogitsu			
(4) Business	Planning, import, retail and wholesale of ladies' shoes, bags and leather goods			
(5) Capital	30 million yen			
(6) Establishment	August 1975			
(7) Shareholders and their shareholding ratio	Laox Co., LTD. 100% * As of December 31, 2020			
(8) Relationships between the Company and MODE ET JACOMO Co., Ltd.	Capital relationship	As stated in (7) above, the Company invests in MODE ET JACOMO Co., Ltd.		
	Personal relationship	Employees of the Company concurrently serve as a director and a corporate auditor of MODE ET JACOMO Co., Ltd. Upon the transfer of shares, these concurrently serving relationships will be dissolved.		
	Business relationship	The Company collects business management fees for Group management from MODE ET JACOMO Co., Ltd. In addition, there is a business relationship of the lending of funds between the Company and MODE ET JACOMO Co., Ltd. Upon the transfer of shares, these business relationships will be dissolved.		
(9) Financial position and operating results of the subsidiary for the most recent three years	Fiscal year	FY2018	FY2019	FY2020
	Net assets	580 million yen	437 million yen	-422 million yen
	Total assets	4,487 million yen	2,663 million yen	1,474 million yen
	Net assets per share	96,698.09 yen	72,879.61 yen	-70,373.65 yen
	Net sales	8,214 million yen	4,300 million yen	621 million yen
	Operating profit	-114 million yen	26 million yen	24 million yen
	Ordinary profit	-111 million yen	-34 million yen	11 million yen
	Profit	-145 million yen	-142 million yen	-859 million yen
	Profit per share	-24,189.38 yen	-23,818.47 yen	-143,253.27 yen
	Dividend per share	— yen	— yen	— yen

(1) Name	Kowa Sogyo Co., Ltd.			
(2) Location	Shiba Sanesu Wakamatsu Bldg. 7F, 4-7-8, Shiba, Minato-ku, Tokyo			
(3) Title and name of representative	Representative of Board Director, Tomohiro Ogitsu			
(4) Business	Ogitsu Group system management			
(5) Capital	10 million yen			
(6) Establishment	September 1982			
(7) Shareholders and their shareholding ratio	Laox Co., LTD. 100% * As of December 31, 2020			
(8) Relationships between the Company and Kowa Sogyo Co., Ltd.	Capital relationship	As stated in (7) above, the Company invests in Kowa Sogyo Co., Ltd.		
	Personal relationship	Employees of the Company concurrently serve as a director and a corporate auditor of Kowa Sogyo Co., Ltd. Upon the transfer of shares, these concurrently serving relationships will be dissolved.		
	Business relationship	The Company collects business management fees for Group management from Kowa Sogyo Co., Ltd. In addition, there is a business relationship of the lending of funds between the Company and Kowa Sogyo Co., Ltd.		

		Upon the transfer of shares, these business relationships will be dissolved.		
(9) Financial position and operating results of the subsidiary for the most recent three years	Fiscal year	FY2018	FY2019	FY2020
	Net assets	405 million yen	397 million yen	-182 million yen
	Total assets	1,199 million yen	1,191 million yen	618 million yen
	Net assets per share	28,952.23 yen	28,375.55 yen	-13,054.72 yen
	Net sales	13 million yen	0 million yen	— million yen
	Operating profit	1 million yen	-0 million yen	-0 million yen
	Ordinary profit	35 million yen	-8 million yen	-8 million yen
	Profit	28 million yen	-8 million yen	-580 million yen
	Profit per share	2,037.3 yen	-576.68 yen	-41,430.28 yen
Dividend per share	— yen	— yen	— yen	

(1) Name	OGITSU Co., Ltd.			
(2) Location	Shiba Sanesu Wakamatsu Bldg. 7F, 4-7-8, Shiba, Minato-ku, Tokyo			
(3) Title and name of representative	Representative of Board Director, Tomohiro Ogitsu			
(4) Business	Sale and manufacture of leather ladies' shoes			
(5) Capital	90 million yen			
(6) Establishment	May 1952			
(7) Shareholders and their shareholding ratio	Laox Co., LTD. 95.0% (75.2%) Indirect ownership ratio, which is included, is stated inside the parenthesis. * As of December 31, 2020			
(8) Relationships between the Company and OGITSU Co., Ltd.	Capital relationship	As stated in (7) above, the Company invests in OGITSU Co., Ltd.		
	Personal relationship	Employees of the Company concurrently serve as a director and a corporate auditor of OGITSU Co., Ltd. Upon the transfer of shares, these concurrently serving relationships will be dissolved.		
	Business relationship	The Company collects business management fees for Group management from OGITSU Co., Ltd. In addition, there is a business relationship of the lending of funds between the Company and OGITSU Co., Ltd. Upon the transfer of shares, these business relationships will be dissolved.		
(9) Financial position and operating results of the subsidiary for the most recent three years	Fiscal year	FY2018	FY2019	FY2020
	Net assets	3,893 million yen	3,285 million yen	2,603 million yen
	Total assets	8,789 million yen	7,463 million yen	5,780 million yen
	Net assets per share	63,303.37 yen	53,424.93 yen	42,339.18 yen
	Net sales	7,062 million yen	6,367 million yen	4,095 million yen
	Operating profit	198 million yen	-426 million yen	-297 million yen
	Ordinary profit	226 million yen	-391 million yen	-211 million yen
	Profit	310 million yen	-609 million yen	-769 million yen
	Profit per share	5,047.71 yen	-9,905.48 yen	-12,508.65 yen
Dividend per share	— yen	— yen	— yen	

### 3. Overview of the transferee receiving the shares

(1) Name	ITL Holdings Co., Ltd.	
(2) Location	Ark Hills Front Tower 17F, 2-23-1, Akasaka, Minato-ku, Tokyo	
(3) Title and name of representative	President and Representative Director Bunkichi Sasai	
(4) Business	Control and business management of the Group subsidiaries including IT companies, and related duties	
(5) Capital	100 million yen	
(6) Establishment	May 15, 2017	
(7) Net assets	Not disclosed at the request of the transferee.	
(8) Total assets	725 million yen * As of February 28, 2021	
(9) Major shareholders and the percent of shares they hold	Yuichi Yanagida 20% EXA BRIDGE Inc. 80%	
(10) Relationships with the Company	Capital relationship	Not applicable
	Personal relationship	Not applicable
	Business relationship	Not applicable

### 4. Number of shares to be transferred, transfer price and the number of shares held before and after transfer

(1) Number of shares held before the change	MODE ET JACOMO Co., Ltd.	6,000 shares
	Kowa Sogyo Co., Ltd.	14,000 shares
	OGITSU Co., Ltd.	12,200 shares
(2) Number of shares to be transferred	MODE ET JACOMO Co., Ltd.	6,000 shares
	Kowa Sogyo Co., Ltd.	14,000 shares
	OGITSU Co., Ltd.	12,200 shares
(3) Transfer price	Not disclosed based on the contract with the transferee.	
(4) Number of shares held after the change	MODE ET JACOMO Co., Ltd.	0 shares
	Kowa Sogyo Co., Ltd.	0 shares
	OGITSU Co., Ltd.	0 shares

### 5. Schedule

(1) Board of Directors resolution	March 26, 2021
(2) Date of share transfer agreement	March 26, 2021
(3) Date of share transfer	April 30, 2021 (planned)

### 6. Future outlook

The impact of this matter on consolidated financial results of the Company for fiscal 2021 is currently being closely examined. If it is found that there is a significant impact that should be disclosed, it will promptly be disclosed.

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