

April 17, 2025

Company name: CARTA HOLDINGS, Inc.
Name of representative: Shinsuke Usami, President and Representative Director
(Securities code: 3688; TSE Prime Market)
Inquiries: Hidenori Nagaoka, Director and CFO
(Telephone: +81-3-4577-1453)
(URL: <https://cartaholdings.co.jp/en/>)

Announcement Regarding Details of the Integration of Three Consolidated Subsidiaries and Change of Trade Name of a Consolidated Subsidiary

As announced in the “Announcement of the Basic Policy on the Integration of Three Consolidated Subsidiaries” (Only available in Japanese) dated September 19, 2024, CARTA HOLDINGS, Inc. (the “Company”) has resolved to integrate its wholly-owned subsidiaries, CARTA COMMUNICATIONS Inc. (“CCI”), CARTA MARKETING FIRM Inc. (“CMF”), and Barriz Inc. (“Barriz”) through a merger (the “Integration”). Based on this basic policy, the Company hereby announces that the details of the Integration and the change of CMF’s trade name, resolved at the Board of Directors meeting held on April 17, 2025, are as follows.

1. Purpose of the Integration

The purpose of the Integration is to enhance business competitiveness and achieve sustainable growth in the Company Group's core Digital Marketing business by integrating the respective strengths of CCI, CMF, and Barriz to provide clients with more sophisticated and integrated solutions. The anticipated benefits of the Integration are specifically as follows:

- Expansion and enhancement of client services
- Improvement of productivity through the development and standardization of business infrastructure
- Increased efficiency through the consolidation of buying functions
- Strengthening of functions through agile and flexible resource allocation

2. Summary of the Integration

(1) Schedule of the Integration

Board of Directors Resolution (Company)	April 17, 2025
Execution Date of the Merger Agreement (CCI, CMF, and Barriz)	April 17, 2025
Shareholders Meeting for Approval of the Merger Agreement (CCI, CMF, and Barriz)	April 17, 2025
Effective Date	July 1, 2025 (planned)

(2) Method of the Integration

The Integration will be executed through an absorption-type merger, with CMF as the surviving company, and CCI and Barriz will be dissolved.

(3) Details of Allotment Associated with the Integration

As CCI, CMF, and Barriz are wholly-owned subsidiaries of the Company, there will be no issuance of new shares or payment of monies, etc., due to the Integration.

(4) Handling of Stock Acquisition Rights and Bonds with Stock Acquisition Rights of the Dissolved Companies

Not applicable.

3. Overview of the Integrating Companies (as of April 17, 2025)

	Absorbing Company	Absorbed Company	Absorbed Company
(1) Name	CARTA MARKETING FIRM Inc.	CARTA COMMUNICATIONS Inc.	Barriz Inc.
(2) Location	2-6-1 Toranomom, Minato-ku, Tokyo, Japan	2-6-1 Toranomom, Minato-ku, Tokyo, Japan	2-6-1 Toranomom, Minato-ku, Tokyo, Japan
(3) Title and Name of Representative	Masashi Nishizono, Representative Director and President Shinsuke Usami, Representative Director and Chairman	Taku Meguro, Representative Director and President Executive Officer Shinsuke Usami, Representative Director and Chairman	Ayako Takei, Representative Director and President
(4) Description of Business	Marketing support business and ad platform business	Digital marketing business	Consulting business for advertising, marketing, and promotion, primarily focused on e-commerce
(5) Capital Stock	20 million yen	98 million yen	10 million yen
(6) Date of Establishment	April 1, 2011	July 1, 2021	April 1, 2020
(7) Number of Shares Issued	800 shares	9,800 shares	10,000 shares
(8) Fiscal Year End	December 31	December 31	December 31
(9) Major Shareholders and Ownership Ratio	CARTA HOLDINGS, 100% Inc.	CARTA HOLDINGS, Inc. 100%	CARTA HOLDINGS, Inc. 100%
(10) Financial Position and Operating Results for the Most Recent Fiscal Year			
Fiscal Year	Year ended December 31, 2024 (Non-consolidated)	Year ended December 31, 2024 (Non-consolidated)	Year ended December 31, 2024 (Non-consolidated)
Net Assets	1,342 million yen	2,182 million yen	156 million yen
Total Assets	4,553 million yen	14,594 million yen	537 million yen

Net Assets per Share	1,677,811.36 yen	222,684.87 yen	15,601.05 yen
Net Sales	3,536 million yen	7,318 million yen	184 million yen
Operating Income	188 million yen	637 million yen	75 million yen
Ordinary Income	238 million yen	650 million yen	75 million yen
Net Income Attributable to Parent Company Shareholders	133 million yen	413 million yen	49 million yen
Net Income per Share	166,620.44 yen	42,209.70 yen	4,978.90 yen

4. Overview After the Integration

(1) Name	CARTA ZERO Inc.
(2) Location	2-6-1 Toranomon, Minato-ku, Tokyo, Japan
(3) Title and Name of Representative	Shinsuke Usami, Representative Director
(4) Description of Business	Digital marketing support business
(5) Capital Stock	20 million yen
(6) Fiscal Year End	December 31

The trade name of CMF will be changed to “CARTA ZERO Inc.” on July 1, 2025, the scheduled effective date of the Integration.

5. Future Outlook

The Integration is a merger between the Company's wholly-owned subsidiaries and is expected to have a minor impact on the Company's consolidated financial results. However, it is believed that the Integration will contribute to the improvement of the Company's business performance and corporate value in the medium to long term.

(Reference) Consolidated Financial Forecast for the Current Fiscal Year (announced on February 13, 2025) and Consolidated Financial Results for the Previous Fiscal Year

	Net Sales	Operating Income	Ordinary Income	Net Income Attributable to Parent Company Shareholders	EBITDA (Note)	Net Income per Share
Consolidated Financial Forecast for the Current Fiscal Year (Year ending December 31, 2025)	25,000 million yen	2,400 million yen	2,400 million yen	1,800 million yen	4,000 million yen	71.14 yen
Consolidated Financial Results for the Previous Fiscal Year (Year ended	24,275 million yen	2,139 million yen	2,384 million yen	1,688 million yen	3,637 million yen	66.79 yen

December 31, 2024)						
--------------------	--	--	--	--	--	--

(Note) The Company uses EBITDA (earnings before interest, taxes, depreciation, and amortization) as an important management indicator. EBITDA is calculated as profit before income taxes, plus interest expenses, depreciation, amortization, amortization of goodwill, loss on retirement of fixed assets, and impairment loss.

End of Document