



June 30, 2025

For Immediate Release

Company name	CERES INC.
Representative	Satoshi Takagi, President and Representative Director (Code: 3696 TSE Prime Market)
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**Notice Regarding Strategic Capital and Business Alliance with CyberBuzz, Inc. (Securities Code: 7069)
and Acquisition of Shares Constituting a Tender Offer-Like Action**

CERES INC. (“the Company”) hereby announces that, at a meeting of the Board of Directors held on June 30, 2025, it resolved to acquire shares of CyberBuzz, Inc. (Head office: Shibuya-ku, Tokyo; President and CEO: Akinori Takamura; hereinafter “CyberBuzz”) and to enter into a strategic capital and business alliance. As the share acquisition involves 5% or more of the voting rights, it falls under a “tender offer-like action as prescribed by Cabinet Order” pursuant to Article 167, Paragraph 1 of the Financial Instruments and Exchange Act and Article 31 of the related Cabinet Order. Accordingly, the Company hereby provides the following notice.

As a result of this share acquisition, the Company is expected to become a major shareholder of CyberBuzz.

1. Purpose of the Capital and Business Alliance

The Company primarily plans, develops, and operates internet media optimized for smartphones. Our core operations include the operation of "Moppy," one of Japan's largest point-reward websites, the affiliate advertising platform "AD.TRACK," and a Direct-to-Consumer (D2C) business involving the direct manufacture and sale of products to consumers online. By organically integrating these businesses, we have established a vertically integrated model that enables full value chain control—from D2C to affiliate programs and media—which serves as the foundation of our competitive advantage. Furthermore, the Company's consolidated subsidiary studio15 Inc. (“studio15”) has strengthened its reach among Gen Z users through short-form video marketing on TikTok, including the popular short drama account “Like a Drama,” which has amassed over 400 million total views.

CyberBuzz, on the other hand, operates a social media marketing business centered on influencers under the mission “Transform communication into value, and change the world.” Its strength lies in offering comprehensive solutions in areas surrounding social networks, including influencer services, SNS account operations, and internet advertising.

As the influencer marketing market in Japan continues to expand, the Company believes that combining both parties' strengths—such as media operations, advertising planning and sales, and data analytics—will further enhance competitiveness and create new revenue opportunities. In light of this, the Company has resolved to acquire shares of CyberBuzz and form a strategic capital and business alliance.

2. Details of the Alliance

(1) Business Alliance

The two companies will integrate their business assets and know-how to collaborate across multiple areas in digital marketing. In the TikTok domain, studio15, a consolidated subsidiary of the Company, and CyberBuzz will work together to establish a comprehensive support framework from brand recognition to purchase promotion utilizing TikTok Shop. By leveraging CyberBuzz's expertise in social media marketing, the alliance aims to establish a leading position in TikTok commerce in Japan.

In the affiliate marketing segment, the Company’s “AD.TRACK” will collaborate with CyberBuzz’s new affiliate business, enhancing the program and expanding customer touchpoints.

(2) Capital Alliance

On June 30, 2025, the Company acquired 770,000 shares of CyberBuzz from existing shareholders, representing 19.14% of the total voting rights.

3. Overview of the Alliance Partner

(1) Name	CyberBuzz, Inc.																						
(2) Address	12-10 Sakuragaoka-cho, Shibuya-ku, Tokyo																						
(3) Representative	Akinori Takamura, President and CEO																						
(4) Business Description	Social Media Marketing (SMM) Business, Live Streaming Platform Business, and Human Resources (HR) Business																						
(5) Capital	¥484.6 million																						
(6) Date of Establishment	April 3, 2006																						
(7) Major Shareholders and Shareholding Ratios	<table border="0"> <tr> <td>Akinori Takamura</td> <td>29.96%</td> </tr> <tr> <td>Digital Garage, Inc.</td> <td>19.14%</td> </tr> <tr> <td>CyberAgent, Inc.</td> <td>14.91%</td> </tr> <tr> <td>Mynavi Corporation</td> <td>4.35%</td> </tr> <tr> <td>CLEAR Inc.</td> <td>3.98%</td> </tr> <tr> <td>United Inc.</td> <td>2.10%</td> </tr> <tr> <td>Yuzo Hamada</td> <td>1.88%</td> </tr> <tr> <td>Rakuten Securities, Inc.</td> <td>1.73%</td> </tr> <tr> <td>Norimasa Chikata</td> <td>1.29%</td> </tr> <tr> <td>Masayuki Hayashi</td> <td>1.12%</td> </tr> </table>			Akinori Takamura	29.96%	Digital Garage, Inc.	19.14%	CyberAgent, Inc.	14.91%	Mynavi Corporation	4.35%	CLEAR Inc.	3.98%	United Inc.	2.10%	Yuzo Hamada	1.88%	Rakuten Securities, Inc.	1.73%	Norimasa Chikata	1.29%	Masayuki Hayashi	1.12%
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(8) Relationships with the Company	Capital Relationship	None																					
	Personnel Relationship	None																					
	Business Relationship	The Company’s consolidated subsidiary studio15 Inc. has a business relationship with CyberBuzz involving support and promotion related to TikTok.																					
(9) Financial Results and Condition of CyberBuzz (Thousands of JPY)																							
	Fiscal Year End	Sep 2022	Sep 2023	Sep 2024																			
Net Assets		1,993,279	2,258,471	352,470																			
Total Assets		2,617,776	5,101,192	2,782,507																			
Net Assets per Share (¥)		491.86	538.76	50.18																			
Net Sales		4,268,412	5,757,306	7,462,203																			
Operating Profit		143,804	391,367	-1,719,481																			
Ordinary Profit		171,635	412,045	-1,712,067																			
Net Income Attributable to Owners of Parent		85,716	205,448	-1,954,414																			
EPS (¥)		22.16	52.06	-488.27																			
Dividend per Share (¥)		—	—	—																			

4. Number of Shares Acquired, Acquisition Price, and Ownership Before and After the Transaction

(1) Shares Owned Before Acquisition	0 shares (Voting Rights: 0, Ownership: 0.00%)
(2) Shares to be Acquired	770,000 shares (Number of Voting Rights: 7,700)
(3) Acquisition Price	¥586,740,000
(4) Shares Owned After Acquisition	777,000 shares (Number of Voting Rights: 7,700, Ownership: 19.14%)
(5) Method of Acquisition	The shares were acquired through a negotiated transaction with Digital Garage, Inc.

5. Applicability of Equity-Method Affiliate

Despite acquiring 19.14% of voting rights, CyberBuzz does not qualify as an equity-method affiliate of the Company at this time.

6. Schedule

(1) Board resolution date	June 30, 2025
(2) Contract signing date	June 30, 2025
(3) Share transfer execution date	June 30, 2025

7. Future Outlook

The impact of this transaction on the Company's consolidated financial results for the fiscal year ending December 31, 2025, is expected to be minor. However, should any matters arise that require disclosure, we will make such disclosures promptly.

(Reference)

Consolidated Earnings Forecast and Previous Fiscal Year Results

	Net sales	EBITDA	Operating profit	Ordinary profit	Profit attributable to owners of parent	Earnings per share
Forecast for FY2025 (Fiscal year ending December 31, 2025)	(million yen) 28,400	(million yen) 6,050	(million yen) 2,850	(million yen) 3,250	(million yen) 3,350	(yen) 291.04
Results for FY2024 (Fiscal year ended December 31, 2024)	27,700	3,146	2,228	2,677	1,480	128.96

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