

Supplementary material

**Matsumotokiyoshi Holdings Co., Ltd.**  
**cocokara fine Inc.**

# Outline of Management Integration

February 26, 2021



**Matsumoto Kiyoshi**  
Holdings



**ココカラファイン**  
ココロ、カラダ、ゲンキ。

# Trade Name of Integrated Company

## MatsukiyoCocokara & Co.

株式会社マツキヨココカラ&カンパニー

Companies with the same aspiration combine  
to create a new corporate group

# Management Philosophy

## Creating the future "normal" and innovating lifestyles

Foreseeing the future of health and beauty, and contributing to the realization of enhanced lives and livelier communities through the creation of new customer experiences.

# Group Vision

## Making health and beauty more delightful and accessible

MatsukiyoCocokara & Co. will actively incorporate new technologies and ideas in the fields of health and beauty, aiming to make people's daily lives more fun and enjoyable.

MatsukiyoCocokara & Co. will continue to strive in its efforts to remain close and sensitive to the wishes and desires of consumers, and strive to deliver greater peace of mind and joy to the daily lives of people and their communities.

# Business Objective of the Group

The group will aim to achieve

**Group sales of 1.5 trillion yen**

**Operating profit ratio of 7.0%**

by the year ending March 2026

# Synergy Effect of the Management Integration

The management integration is expected to result in combined synergies of

**approx. JPY 30 billion in operating profit**

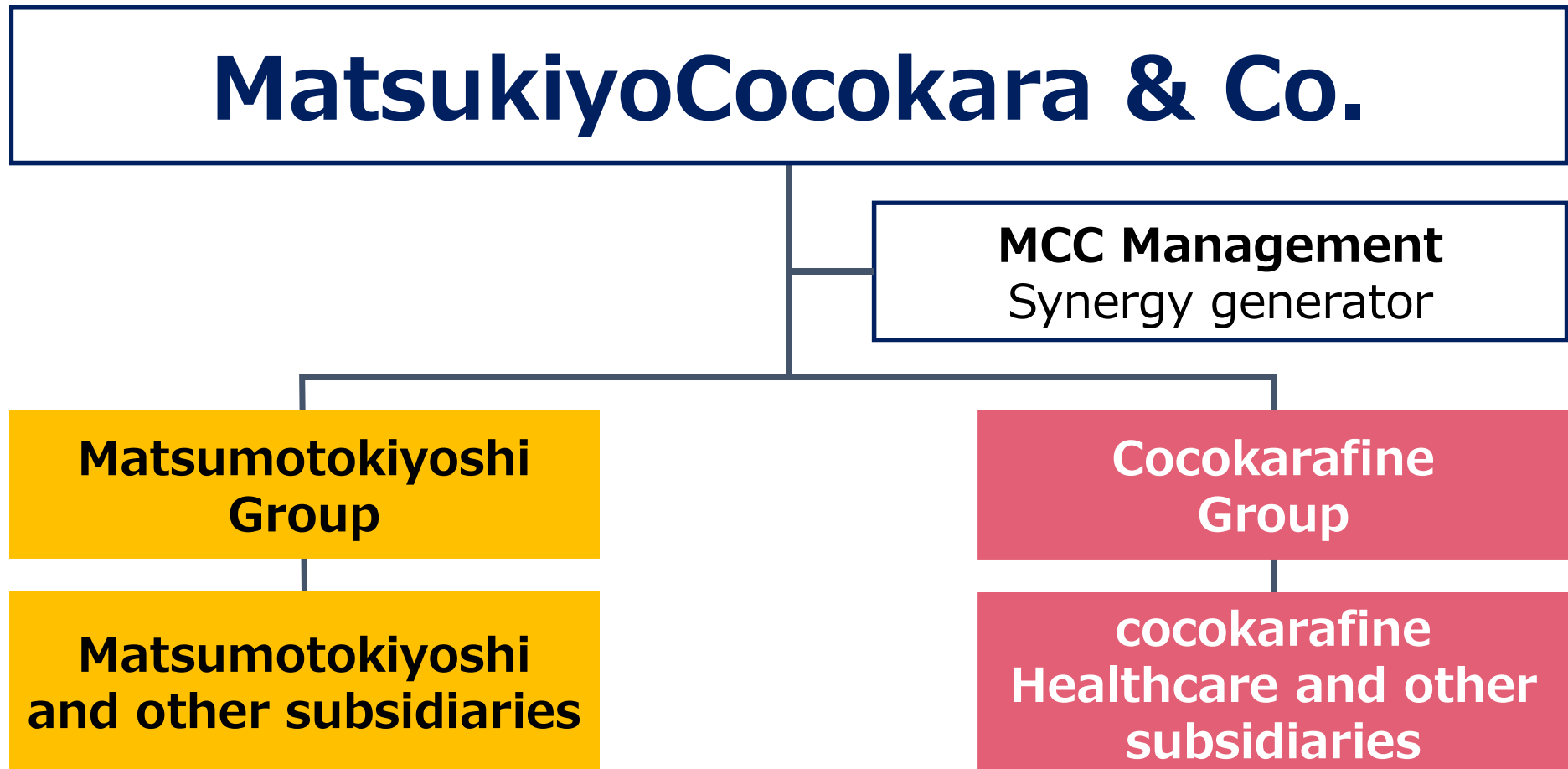
by the third year after the management integration

**approx. JPY 20 billion in operating profit**

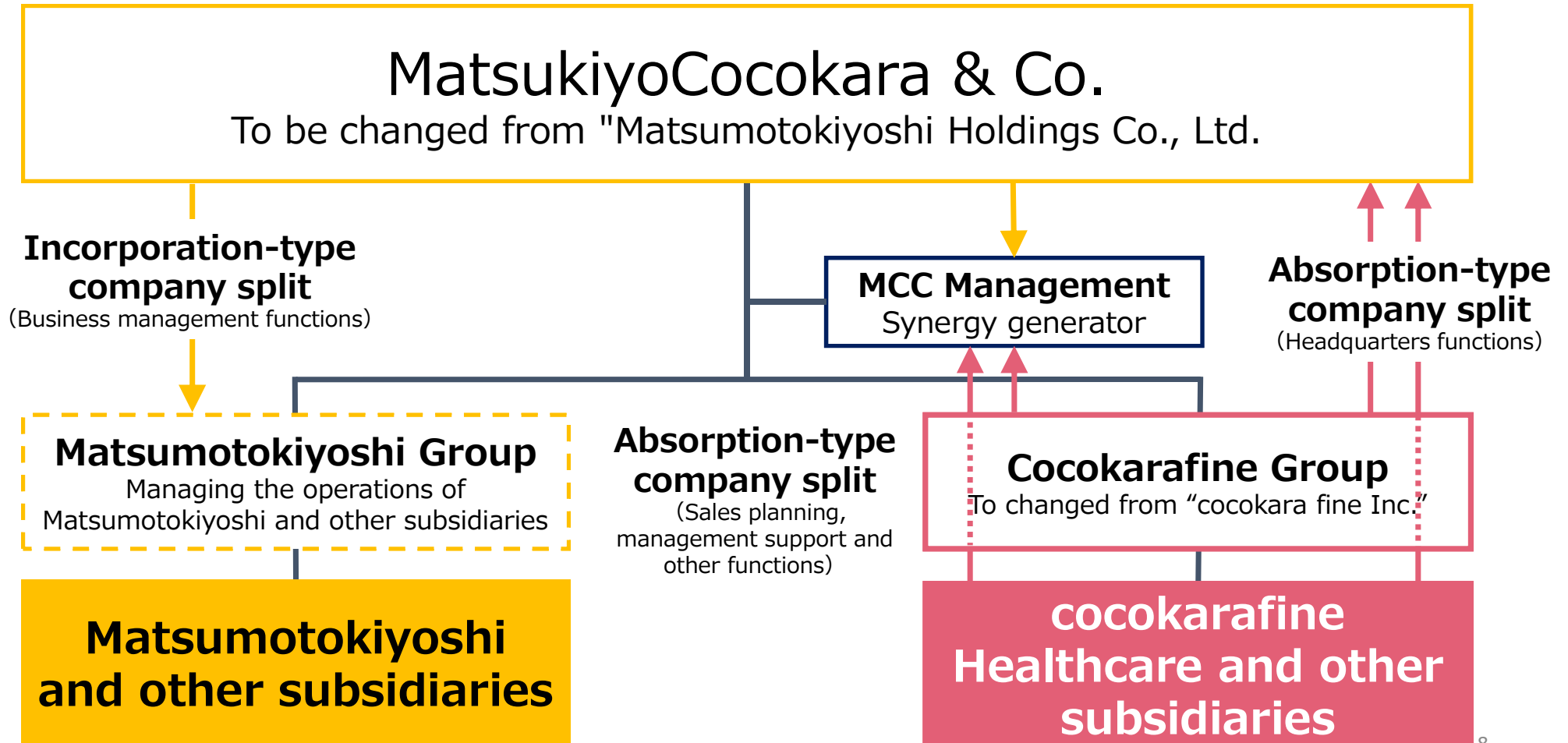
by the first year after the management integration  
(October 2021 – September 2022)

on a consolidated basis

# Group Chart after the Management Integration



# Group Chart after Share Exchange





# Method of Management Integration

## Management integration by share exchange

This is a share exchange wherein Matsumotokiyoshi Holdings serves as the wholly-owning parent company in the share exchange and cocokara fine is the wholly-owned subsidiary in the share exchange.

Details of allotment pertaining to the share exchange	Matsumotokiyoshi Holdings	cocokara fine
Share exchange ratio for the share exchange	1	1.70
Number of shares to be delivered in the share exchange	Common shares of Matsumotokiyoshi Holdings: 40,795,416 shares (scheduled)	

1.70 common shares of Matsumotokiyoshi Holdings will be allotted and delivered for each common share of cocokara fine.

# Management Structure

## Directors

Namio Matsumoto, Chairman and Representative Director  
Kiyoo Matsumoto, President and Representative Director  
Atsushi Tsukamoto, Vice President and Representative Director



Matsumoto Kiyoshi  
Holdings

**10** members in total



ココカラファイン  
ココロ、カラダ、ゲンキ。

**5** members in total

**Company  
Auditors**

**3** members in total

**1** member

# Schedule of Management Integration

<b>Execution of the basic agreement the capital and business alliance agreement (both companies)</b>	January 31, 2020
<b>Execution of the management integration agreement and an agreement for the share exchange</b>	February 26, 2021 (today)
<b>Preparation of a plan for the incorporation-type company split, and execution of an agreement for the absorption-type company split (Both companies)</b>	April 2021 (scheduled)
<b>Annual meeting of shareholders for the approval of the share exchange agreement, incorporation-type company split plan, absorption-type company split agreement (Matsumotokiyoshi Holdings), etc. (Matsumotokiyoshi Holdings)</b>	June 29, 2021 (scheduled)
<b>Annual meeting of shareholders for the approval of the share exchange agreement, etc. (cocokara fine)</b>	June 29, 2021 (scheduled)
<b>Last trading day (cocokara fine)</b>	September 28, 2021 (scheduled)
<b>Delisting date (cocokara fine)</b>	September 29, 2021 (scheduled)
<b>Effective date for the share exchange, incorporation-type company split, absorption-type company split, and the company name changes</b>	October 1, 2021 (scheduled)

- ✓ As a result of the share exchange, as of the effective date of the share exchange, October 1, 2021, Matsumotokiyoshi Holdings is scheduled to acquire all of the issued shares in cocokara fine. Prior to the share exchange, the common shares of cocokara fine are to be delisted on September 29.
- ✓ The above is the schedule set out as of the present. Should any changes to the above schedule be made due to the obtainment of permits or for any other reasons during the course of the procedures and discussions pertaining to the management integration in the future, such changes will be promptly announced.

# Outline of Integrated Company

(1) Trade name	MatsukiyoCocokara & Co.
(2) Address	1-8-2 Yushima, Bunkyo-ku, Tokyo
(3) Names and positions of representatives	Chairman and Representative Director <b>Namio Matsumoto</b> President and Representative Director <b>Kiyoo Matsumoto</b> Vice President and Representative Director <b>Atsushi Tsukamoto</b>
(4) Main business activities	Group-wide strategy formulation, strategy implementation support and management and administration
(5) Capital	Not determined yet.
(6) Fiscal year-end	March 31
(7) Net assets	Not determined yet.
(8) Total assets	Not determined yet.