The 19th General Meeting of Shareholders

Notice of Convocation

To prevent the spread of COVID-19, we strongly request you to refrain from attending the meeting in person for your safety and security. No souvenirs will be provided to attendees. Your understanding would be appreciated.

Cookpad Inc.

Security Code: 2193

Make everyday cooking fun!

Dear shareholder:

I am pleased to invite you to the 19th General Meeting of Shareholders, to be held on Wednesday, 29 March 2023.

In 2017, we marked the following ten years as an investment period for long-term growth. Aspiring to deliver services that make everyday cooking fun across the globe, the Company has focused on service and product development and planted the seeds of a variety of new businesses including Cookpad Mart.

In 2022, five years into the investment period, we examined which projects we should continue to concentrate our resources on considering investment efficiency and the recent market trends. Based on this strategy of "selection and concentration," as announced on 10 February 2023, we decided to trim down part of the advertising business and discontinue several new projects. You might have doubts about these decisions and the bold attitude towards investment which entails certain risk. To deliver on our mission, however, we will stick to the policies of business area selection and resource concentration. We will continue to take decisions for bold investment, aiming to become the dominant leader in each of our markets. We learn valuable lessons from both successes and failures for the long-lasting enhancement of our enterprise value.

Three years have passed since the COVID-19 pandemic emerged. While restrictions on behaviours and activities have been eased lately, the outlook of economy remains uncertain due to changing geopolitical conditions, soaring raw material prices, weak yen and other factors. I am concerned about the adverse influence the rising food prices may have on your everyday cooking. Still, we believe, as the surroundings of society become harsher, we can make more significant impact for the better future of people, society and the earth, with right choices each of us makes for everyday cooking. The Company will keep making efforts to help all people to feel the power of everyday cooking, regardless of their social environment.

We appreciate your ongoing support for the development of our business.

Yours sincerely,

Rimpei Iwata, CEO
Cookpad Inc.

Securities code: 2193
7 March 2023
(Electronic provision of information starts on: 7 March 2023)

WeWork OCEAN GATE MINATOMIRAI, 3-7-1
Minatomirai, Nishi-ku, Yokohama, Kanagawa, Japan
Rimpei Iwata, CEO
Cookpad Inc.

To our shareholders:

Notice of Convocation of the 19th General Meeting of Shareholders

We are pleased to inform you of the convocation of the 19th General Meeting of Shareholders per the description below.

For the convocation of this meeting, we have introduced the electronic provision of reference documents and related information. Accordingly, we post the detailed information in the "Notice of Convocation of the 19th General Meeting of Shareholders" on our official website at: https://info.cookpad.com/en/ir/

The data is also available on the website of the Tokyo Stock Exchange (TSE) at: https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show

To find the electronic documents on the TSE's website, enter the name and code of the Company and press "Search." After clicking on "Basic information," press "Documents for public inspection/PR information" and choose the ones you wish to browse.

To prevent the spread of COVID-19, we strongly encourage you to consider exercising your voting rights online or by post mail by 6:30pm, Tuesday, 28 March 2023 (JST). For more information, please refer to "How to Exercise Your Voting Rights" on the next page.

1 Date 10:00am, Wednesday, 29 March 2023
(Reception opens at 9am)

2 Venue 3rd Floor, 1st Building of Aka-Renga Soko
(Yokohama Red Brick Warehouse)
1-1-1 Shinko, Naka-ku, Yokohama, Kanagawa, Japan

3 Agenda

Reports
1. Business report for the 26th Business Period (1 Jan. 2022 through 31 Dec. 2022)
Report of the Consolidated Financial Statements and the results of the audit of the statements by the independent auditor and the Audit Committee
2. Report of the Non-Consolidated Financial Statements for the 26th Business Period (1 Jan. 2022 through 31 Dec. 2022)

Resolutions
Resolution 1 Election of Seven Directors
Resolution 2 Issuance of Share Subscription Warrants as Share Options

◎ If you attend the meeting in person, please submit the enclosed ballot at the reception. You are also kindly requested to bring this notice as meeting materials when you attend.

◎ Only our shareholders are allowed to enter the venue.
If you wish to exercise your voting rights through a proxy, such proxy must be one of our shareholders entitled to vote. In this case, you are required to submit a written power of attorney.

◎ Any changes to the electronically provided information will be posted on the above websites.

◎ To be fair to shareholders who reside in remote regions and cannot attend the meeting, no souvenirs will be provided to attendees. Your understanding would be appreciated.

How to Exercise Your Voting Rights

In addition to attending the general meeting of shareholders, you can exercise your voting right in either of the two manners described below. To prevent the spread of COVID-19, we again encourage you to give a positive consideration to exercising your voting rights online or by post mail. We would sincerely appreciate it if you cast your votes remotely after examining the reference documents provided in the electronic form.

● Voting by postal mail

Deadline To be arrived by afternoon of Tue., 28 March 2023

Indicate your approval or disapproval of the resolutions on the enclosed voting rights exercise form and return it to the Company by postal mail. Please ensure that it will arrive before the deadline. If no approval or disapproval is expressed for the respective proposals, it will be treated as an approval vote.

● Voting online

Deadline To be entered by 6:30pm, Tue., 28 March 2023

Access the website for exercising voting rights and indicate your approval or disapproval of the resolutions.

[Website for exercising voting rights] https://www.web54.net

* The website cannot be accessed with some internet browsers and mobile phone models. For further information, please refer to the next page.

To institutional shareholders:

You can use the electronic voting platform for institutional shareholders operated by ICJ, Inc.

Precautions:

- In the event of duplicate voting online (via internet, etc.) and by postal mail, the vote cast online shall prevail.
- In the event of duplicate voting in the same manner, the latest vote shall prevail.

Resolutions and Reference Matters

Resolution 1: Election of Seven Directors

The tenures of five directors of the Company ("Directors") will expire upon the conclusion of this General Meeting of Shareholders ("GM2023"). Accordingly, from the viewpoint of reinforcing corporate governance, we hereby request the appointment of seven Directors with the increase of two Outside Directors.

The candidates for the positions are described below.

Candidate No.	Name (Date of birth) Responsibilities	Brief career history and position (Important concurrent positions)	No. of shares of the Company's stock held
1	Akimitsu Sano (1 May 1973) Member of Nominating Committee Member of Compensation Committee Reappointed	Oct. 1997 Founded Coin Ltd. (currently the Company) Sep. 2004 Appointed as Representative Director of the Company Jul. 2007 Appointed as Representative Executive Officer and Director May 2012 Appointed as Director and Executive Officer Jul. 2012 Appointed as Director Mar. 2016 Appointed as Executive Officer Jun. 2016 Appointed as Director of Cookpad Limited (U.K.) (present)	46,582,800
	[Reasons for nomination as Director candidate] As the founder of the Company, Mr. Sano successfully led the Company through such stages as the design of its corporate philosophy and the development of its core services. As Director and Executive Officer, he has fully performed his roles in relation to decision making regarding important management matters and supervision of business execution. For these reasons, the Company believes that Mr. Sano can be expected to continue to perform an appropriate role in relation to the business expansion and overall management of the Company.		
2	Rimpei Iwata (22 March 1974) Reappointed	Apr. 1996 Joined The Sanwa Bank, Limited (currently MUFG Bank, Ltd.) Apr. 1999 Seconded to Export-Import Bank of Japan (currently Japan Bank for International Cooperation) Sep. 2005 Joined McKinsey & Company, Inc. Japan Apr. 2013 Appointed as Principal (Partner) Feb. 2016 Jointed the Company as Executive Officer Mar. 2016 Appointed as Director (present) Mar. 2016 Appointed as Chief Executive Officer (present) Jan. 2020 Appointed as Director of Cookpad Limited (U.K.) (present)	0
	[Reasons for nomination as Director candidate] As the Chief Executive Office of the Company, Mr. Iwata has led the Company in its business. As Director and Executive Officer, he has fully performed his roles in relation to decision making regarding important management matters and supervision of business execution. For these reasons, the Company believes that Mr. Iwata can be expected to continue to perform an appropriate role in relation to the business expansion and overall management of the Company.		
3	Tomoya Yasuda (6 November 1975) Newly appointed	Apr. 1999 Joined Sumitomo Corporation Apr. 2008 Joined McKinsey & Company, Inc. Germany Jul. 2011 Joined the Company as Head of New Business Development Office Aug. 2012 Appointed as Manager of Food Market Division Aug. 2013 Appointed as Manager of President's Office in charge of Overseas Operations Sep. 2015 Appointed as Director of Cookpad Limited (U.K.) (present) Apr. 2016 Appointed as Vice President in charge of Overseas Operations and Manager of Overseas Operations Division Nov. 2016 Appointed as Executive Officer (present)	15,400
	[Reasons for nomination as Director candidate] As the person responsible for overseas operations of the Company, Mr. Yasuda has been leading the recipe business and has vast experience in managing the recipe business in a variety of countries as well as decision making regarding important management matters. For these reasons, the Company believes that Mr. Yasuda can be expected to perform an appropriate role in relation to the business expansion and overall management of the Company.		

Candidate No.	Name (Date of birth) Responsibilities	Brief career history and position (Important concurrent positions)	No. of shares of the Company's stock held
4	Toru Kitagawa (4 August 1960) Member of Audit Committee (Chair) Member of Compensation Committee (Chair) Reappointed Outside Director	Apr. 1983 Joined Kanematsu-Gosho, Ltd. (currently Kanematsu Corporation) Nov. 1999 Joined Japan Communications Inc. as Head of Management Planning Office Feb. 2001 Joined Baltimore Technologies Japan Co., Ltd. as Senior Operating Officer in charge of Finance Jan. 2002 Joined Levi Strauss Japan K.K. as Finance Comptroller Sep. 2006 Joined Starbucks Coffee Japan, Ltd. as Chief Financial Officer/Corporate Officer Mar. 2016 Joined the Company as Director (present) Jun. 2017 Appointed as Outside Director of Joined KOA Corporation (present) Mar. 2018 Joined as Outside Director (present) of KAYAC Inc. (Important concurrent positions) Outside Director of KOA Corporation Outside Director of KAYAC Inc.	21,000
	[Reasons for nomination as Outside Director candidate and expected responsibilities] An ex-Chief Financial Officer/Corporate Officer in charge of strategies, finance, supply chain, etc. at Starbucks Coffee Japan, Ltd., Mr. Kitagawa has vast experience in corporate strategy and finance at multiple B2C brands. For these reasons, the Company believes that Mr. Kitagawa can be expected to provide oversight and advice relevant to its business.		
5	Hirotaka Tanaka (7 October 1974) ember of Nominating Committee Member of Audit Committee Reappointed Outside Director	Apr. 1998 Joined Matsushita Electric Industrial Co., Ltd. (currently Panasonic Corporation) Oct. 2007 Joined McKinsey & Company Oct. 2015 Joined BayCurrent Consulting, Inc. Jan. 2017 Joined SIGMAXYZ Inc. Apr. 2020 Joined SPACE FOODSPHERE Association as Director (present) Apr. 2021 Appointed as Senior Executive Officer of SIGMAXYZ Inc. (present) Jan. 2022 Appointed as Outside Director of BASE FOOD, Inc. (present) Mar. 2022 Joined the Company as Director (present) (Important concurrent positions) Director of SPACE FOODSPHERE Association Senior Executive Officer of SIGMAXYZ Inc. Outside Director of BASE FOOD, Inc.	0
	[Reasons for nomination as Outside Director candidate and expected responsibilities] Having provided strategic consulting in technology, communications and other industries, Mr. Tanaka also has extensive knowledge in the field of foodtech. For these reasons, the Company believes that Mr. Tanaka can be expected to provide oversight and advice relevant to its business.		
6	Takako Kato (30 April 1971) Newly appointed Outside Director	Apr. 1995 Joined Sumitomo Corporation Aug. 2009 Joined Inui Global Logistics Co., Ltd. Apr. 2013 Joined the Company as Manager of Finance Department Apr. 2016 Appointed as Manager of Corporate Management Department Apr. 2021 Appointed as Operating Officer (in charge of Corporate Management) Apr. 2022 Appointed as Operating Officer (in charge of General Affairs and Finance) (present) (Important concurrent positions) Operating Officer of Inui Global Logistics Co., Ltd. (in charge of General Affairs and Finance)	0
	[Reasons for nomination as Outside Director candidate] With vast experience in administrative operations in general affairs and finance among other fields, Ms. Kato has extensive knowledge about corporate governance. For these reasons, the Company believes that Ms. Kato can be expected to provide oversight and advice relevant to its business.		

Candidate No.	Name (Date of birth) Responsibilities	Brief career history and position (Important concurrent positions)	No. of shares of the Company's stock held
7	Trang Diep Kieu Le (11 August 1980) Newly appointed	Feb 2006 Joined HSBC Bank(Vietnam) Ltd. Dec 2007 Joined Leading Business Club(Vietnam) Sep 2011 Joined Mckinsey and Company Incorporated USA Dec 2012 Joined Misfit Wearables Corporation as Chief Operating Officer and Chief Financial Officer Jan 2016 Joined Fossil Vietnam Limited Liability Company as Managing Director Mar 2018 Joined Facebook Vietnam as Country Director Nov 2019 Joined Harrison-AI Pty Ltd as President of Vietnam (present) Apr 2020 Joined Arevo Inc. as Chief Financial Officer and General Manager Vietnam (present) (Important concurrent position) Harrison-AI Pty Ltd as President of Vietnam (present) Arevo Inc. as Chief Financial Officer and General Manager Vietnam (present)	0
	[Reasons for nomination as Outside Director candidate and expected responsibilities] With experience in internet service companies, Ms. Le has extensive knowledge about social media communities. For these reasons, the Company believes that Ms. Le can be expected to provide oversight and advice relevant to its business.		

Notes

1. Mr. Toru Kitagawa, Mr. Hirotaka Tanaka, Ms. Takako Kato and Ms. Trang Diep Kieu Le are candidates for Outside Directors as stipulated by Article 2 (3) (vii) of the Ordinance for Enforcement of Japan's Companies Act. The reasons for nomination as candidates of outside directors and expected responsibilities are described below with the brief career history of each candidate.
2. "No. of shares of the Company's stock held" refers to the number of shares held by each candidate as of 31 December 2022.
3. Each of the candidates has no special interest with the Company.
4. Mr. Toru Kitagawa and Mr. Hirotaka Tanaka are current Outside Directors of the Company. The tenures of Mr. Kitagawa and Mr. Tanaka as Outside Directors will be seven years and one year, respectively, at the conclusion of GM2023.
5. Liabilities limitation agreements with directors
   The Company has entered into liabilities limitation agreements with Mr. Toru Kitagawa and Mr. Hirotaka Tanaka pursuant to Article 427 (1) of Japan's Companies Act to limit their liabilities stipulated by Article 423 (1) of the said Act to the amount specified in relevant laws and regulations on the condition that they perform their duties as Directors in good faith and without gross negligence. Subject to shareholder approval of reappointment as Director at GE2023, the Company plans to maintain such an agreement with each of them. The Company also plans to enter into an equivalent liabilities limitation agreement with each of Ms. Takako Kato and Ms. Trang Diep Kieu Le, subject to shareholder approval of appointment as Director at GM2023.
6. The Company has filed registrations of Mr. Toru Kitagawa and Mr. Hirotaka Tanaka as independent officers with the Tokyo Stock Exchange and, subject to the passing of Resolution 1, plans to maintain such registrations. The Company also plans to file registrations of Ms. Takako Kato and Ms. Trang Diep Kieu Le as independent officers with the exchange, subject to shareholder approval of appointment at GM2023.
7. Indemnity agreements
   The Company has entered into indemnity agreements with Mr. Akimitsu Sano, Mr. Rimpei Iwata, Mr. Tomoya Yasuda, Mr. Toru Kitagawa and Mr. Hirotaka Tanaka pursuant to Article 430-2 (1) of Japan's Companies Act to the effect that the Company will indemnify expenses and losses provided for in Article 430-2 (1) (i) and (ii), respectively, of the said Act within the scope of relevant laws and regulations. The Company also plans to enter into an equivalent indemnity agreement with each of Ms. Takako Kato and Ms. Trang Diep Kieu Le, subject to shareholder approval of appointment at GM2023.
8. Directors and officers liability insurance agreement
   The Company has entered into a directors and officers liability insurance agreement with an insurance company under which the insurance policy covers damages, court costs and other expenses that may result from the insured held liable for the performance of their duties, pursuant to Article 430-3 (1) of Japan's Companies Act. Each of the candidates will be insured under this agreement, which Company plans to renew with equivalent provisions when it expires.

Resolution 2: Issuance of Share Subscription Warrants as Share Options

This resolution seeks shareholder approval of our proposition that the authority to decide the terms and conditions of the solicitation of subscribers to share subscription warrants to be issued as share options to executive officers and employees of the Company and to directors and employees of the Company's subsidiaries pursuant to Articles 236, 238 and 239 of Japan's Companies Act ("Share Options") should be granted to the Board of Directors (the "Board") through the planned share option scheme described below. In accordance with Article 416 (4) of the said Act, the Board will grant the authority to decide the terms and conditions of the solicitation of subscribers to Share Options to Chief Executive Officer, subject to shareholder approval of the above proposal.

1. Reasons for solicitating subscribers to share options under particularly favourable conditions
   The Company plans to issue share options free of charge to its executive officers and employees and to directors and employees of the Company's subsidiaries in order to raise their motivation and morale toward better performance and to attract competent personnel.

2. Eligible subscribers
   Executive officers and employees of the Company and directors and employees of the Company's subsidiaries

3. Details of Share Options

(1) Number and class of shares to be acquired through the exercise of Share Options

Up to 1,700,000 ordinary shares of the Company's stock.

The above number of shares will be adjusted by applying the formula shown below should the Company proceed with a share split or a reverse share split. The adjustment will be based on the number of shares to be acquired through the exercise of Share Options that have not been exercised at that point in time, and units less than one share arising as a result of the adjustment will be discarded.

Adjusted No. of shares = Unadjusted No. of shares x Share split or reverse share split ratio

Additionally, the number of shares will be adjusted within a reasonable range should an unavoidable situation whereby an adjustment is necessary arise following GM2022.

(2) Number of Share Options

Up to 17,000 Share Options will be allotted.

The number of shares to be acquired through the exercise of one Share Option is 100 shares, but this number will be adjusted accordingly if the number of shares that can be acquired by the exercise of Share Options is adjusted as provided in (1) above.

(3) Moneys to be paid in exchange for the issuance of Share Options

No payment is required in exchange for the issuance of Share Options.

(4) Value of properties contributed in the exercise of Share Options

The value of properties contributed with the exercise of one Share Option shall be the paid-in amount per each of shares issued by the exercise of the Share Option (the "Exercise Price") multiplied by the number of shares granted. The Exercise Price will be determined as follows.

The Exercise Price shall be the average value of the closing prices (including indicative prices) of an

ordinary share of the Company's stock for ordinary trading in the Tokyo Stock Exchange across all trading days in the month (excluding days on which no trade occurs) prior to the month in which the allotment date of Share Options falls multiplied by 1.05 (rounded up to the nearest yen) or the closing price on the allotment date (or the most recent date before the allotment date if no trade occurred on that date), whichever is the higher value. In the event of the Company proceeding with a share split or a reverse share split of the ordinary share of the Company's stock after the allotment date of Share Options, the Exercise Price shall be adjusted using the formula shown below, with values of less than 1 yen being rounded up.

$$\text{Adjusted Exercise Price} = \text{Unadjusted Exercise Price} \times \frac{1}{\text{Share split or reverse share split ratio}}$$

The total market value and the total Exercise Price-based value of the shares to be acquired through the exercise of Share Options are effectively unchanged after the adjustment.

Additionally, the Exercise Price will be adjusted within a reasonable range should an unavoidable situation whereby an adjustment is necessary arise following GM2022.

(5) Period during which Share Options can be exercised

The period of time during which Share Options can be exercised ("Exercise Window") shall be five years starting five years after the date when issuance of Share Options was resolved.

(6) Conditions for the exercise of Share Options

a) The holder of Share Options ("Option Holder") needs to be in the position of director, executive officer, auditor or employee of the Company or one of them of its subsidiaries at the time of exercise of the Share Options. This does not apply, however, to those who have left their positions reasonably as approved by the Board, such as retirement at the end of their term, mandatory retirement, death or employment transfer.
b) In the event of death of the Option Holder during the Exercise Window, the heir or the statutory agent of the Option Holder may exercise the Share Options within the scope of rights granted to the Option Holder by following the procedures set out by the Company within a year after the death of the Opinion Holder on the condition that the Option Holder had not been on leave of absence since before the start of the Exercise Window.
c) The Option Holder may exercise Share Options only if the Option Holder has achieved the requirements set out in the separate allotment agreement with the Company, within the time limit prescribed in the agreement. If the number of Share Options that the Option Holder is entitled to exercise includes units of less than one Share Option, the said units will be discarded.
d) In the event where the exercise of Share Options would cause the number of outstanding shares of the Company's stock to exceed the number of shares authorised to be issued by the Company, the Option Holder may not exercise Share Options.
e) The Option Holder may not exercise any fraction less than one Share Option.

(7) Matters related to the increase of legal capital and legal capital reserves associated with the issuance of shares arising from the exercise of Share Options

a) The amount of legal capital to be increased as a result of the issuance of shares arising from the exercise of Share Options shall be lower than one half of the upper limit to the amount of capital increase calculated in accordance with Article 17-1 of the Company's Calculation Rules ("Capital

Increase Limit"). For the purpose of this provision, units of less than one yen will be rounded up and any cost of the issuance of shares arising from the exercise of Share Options may not be deducted from the Capital Increase Limit.

b) The amount of legal capital reserve to be increased as a result of the issuance of shares arising from the exercise of Share Options will be the Capital Increase Limit minus the amount of capital increase set out in paragraph a) above.

(8) Restrictions on the acquisition of Share Options by transfer

The acquisition of Share Options by transfer requires approval by the Board.

(9) Reasons and conditions for the acquisition of Share Options by the Company

a) In the event that the 21-trading-day average value of the closing prices (including indication prices) of an ordinary share of the Company's stock for ordinary trading in the Tokyo Stock Exchange between the allotment date of Share Options and the date before the commencement date of the Exercise Window (excluding days without the closing price; however, to be adjusted accordingly if the Company conducts an allotment of shares free of charge, a share split or a reverse share split, or for any other similar purpose) falls below 65% of the Exercise Price and the Board specifies an acquisition date, the Company may acquire all those Share Options free of charge on the said date.

b) In the event that the meeting of shareholders (or the Board if approval by the meeting of shareholders is not required) approves the conclusion of an absorption-type or consolidation-type merger agreement in which the Company is the dissolving company, a share exchange agreement in which the Company is the wholly owned subsidiary or a share transfer plan in which the Company is the wholly owned subsidiary, or an absorption-type or incorporation-type demerger plan in which the Company is the splitting company and the Board decides that the acquisition of Share Options by the Company is necessary and specifies an acquisition date, the Company may acquire all those Share Options free of charge on the said date.

c) If a resolution is passed to amend its Articles of Incorporation to add provisions requiring the Company's approval for acquiring by transfer all shares issued by the Company, the Company may acquire all Share Options free of charge on the date separately specified by the Board.

d) If a resolution is passed to amend its Articles of Incorporation to add provisions requiring the Company's approval for acquiring by transfer shares to be acquired through the exercise of Share Options or provisions allowing the Company to acquire all such shares upon approval by the meeting of shareholders, the Company may acquire all Share Options free of charge on the date separately specified by the Board.

(10) Policy for decisions on matters regarding the expiration of Share Options as a result of company reorganisation and the issuance of new Share Options by the reorganised company

In the event that the Company enters into a merger in which it is the dissolving company, a share exchange or a share transfer (collectively "Reorganisation"), the Company may exchange new share options of the joint-stock company as provided in Article 236-1-8 a), d) and e) of Japan's Companies Act ("Reorganised Company") for expired Share Options held by those who remained Option Holders immediately prior to the date that the said Reorganisation takes effect (the date of the registration of incorporation in the case of consolidation-type reorganisation; the same applies hereinafter) under the following conditions, provided these conditions are set out in the agreement or the plan for the Reorganisation:

a) Number of share options to be issued by the Reorganised Company

The same number of share options shall be issued as the number of Share Options held by the remaining Option Holders.

b) Number and class of shares to be acquired through the exercise of share options and the calculation method
The type of shares to be acquired through the exercise of share options is ordinary shares of the Reorganised Company's stock. The number of shares to be acquired through the exercise of share options shall be calculated by the number of shares to be acquired through the exercise of Share Options on the day before the Reorganisation takes effect multiplied by the merger ratio or the share exchange/share transfer ratio with the appropriate adjustments, to be adjusted by the method set out in (1) above after the date when the Reorganisation takes effect.

c) Amount of money contributed in the exercise of share options and the calculation method
The amount shall be calculated as the Exercise Price of Share Options on the day before the date when the Reorganisation takes effect with appropriate adjustments applied, to be adjusted by the method set out in (4) above after the date when the Reorganisation takes effect.

d) Period during which share options can be exercised
The exercise window of share options shall run from the first day of the Exercise Window or the date when the Reorganisation takes effect, whichever is later, until the end of the Exercise Period.

e) Conditions for the exercise of share options
Conform to those set out in (6) above.

f) Matters related to the increase of legal capital and legal capital reserves associated with the issuance of shares arising from the exercise of share options
Conform to those set out in (7) above.

g) Restrictions on the acquisition of share options by transfer
The acquisition of share options by transfer requires approval by the Reorganised Company.

h) Reasons and conditions for the acquisition of share options by the Reorganised Company
Conform to those set out in (9) above.

(11) Treatment of units of less than one share to be issued when Share Options are exercise
Units of less than one share will be discarded from the total number of shares issued to Option Holders upon the exercise of Share Options.

(12) Matters regarding share option certificates for Share Options
The Company will not issue share option certificates for Share Options.

1. Outlook of Group Companies

(1) Capital expenditures

Total capital expenditures for the consolidated fiscal year ended 31 December 2022 (“FY2022”) were 62 million yen. Much of them were for the acquisition of furniture and fixtures for the development of new services.

(2) Financing

No special notes.

(3) Acquisition or disposal of shares of stock, other equity interest or share subscription warrants of/in other companies

No special notes.

(4) Major parent companies and subsidiaries

a) Status of major parent companies

Not applicable.

b) Status of major subsidiaries

Company name	Capital	Ownership interest	Principal business
Cookpad Limited	83,995 thousand British pounds	100.0%	Controlling overseas subsidiaries
Cookpad Spain, S.L.	611thousand euro	100.0%	Developing and operating recipe services
PT COOKPAD DIGITAL INDONESIA	300 thousand US dollars	100.0%	Developing and operating recipe services
Cookpad MENA S.A.L.	70,000 thousand Lebanese pounds	100.0%	Developing and operating recipe services
CookpadLive Inc.	100 million yen	100.0%	Distributing cooking videos

(5) Progress and achievement in operation

a) Business results

To deliver on its mission to “Make everyday cooking fun!” the Cookpad Group (the “Group”) has been making proactive investments to solve various problems associated with cooking and to increase the number of home cooks who enjoy cooking around the world. The Company’s articles of incorporation state, “Our Company exists to ‘Make everyday cooking fun!’ and this is our mission” and “When everyone on the planet enjoys everyday cooking, our company will dissolve,” to emphasise the Group’s goal and raison d'être.

The Group has marked the decade starting 2017 as an investment period for long-term growth. Aspiring to deliver services that make everyday cooking fun across the globe, the Company has focused on service and product development and planted the seeds of a variety of new businesses including Cookpad Mart.

Five years into the investment period, we examined in FY2022 which business operations we should continue to concentrate our resources on areas selected considering investment efficiency and the recent market trends. Consequently, as announced on 10 February 2023, we decided to trim down part of the advertising business and discontinue several new projects. We will continue to stick to the policies of business area selection and resource concentration to take decisions for bold investment, aiming to become the dominant leader of each of our markets.

Three years have passed since the COVID-19 pandemic emerged. While restrictions on behaviours and activities have been eased lately, the outlook of economy remains uncertain due to changing geopolitical conditions, soaring raw material prices, weak yen and other factors. We believe, as the surroundings of society become harsher, the choices each of us makes for everyday cooking can have more significant impact for the better future of people, society and the earth. The Group continues to help all people to feel the power of everyday cooking regardless of their environment, striving to maximise the corporate and shareholder values.

The Group provides “Cookpad,” a platform for finding and posting recipes and other cooking-related services in Japan, including “Cookpad Mart,” a fresh food e-commerce platform that allows greater shopping freedom. Internationally, the Group operates the global Cookpad platform in 73 countries in 31 languages (excluding Japan and Japanese).

Sales revenue for the fiscal year ended 31 December 2022 (“FY2022”) was 9,086 million yen (down 9.2% year on year). Its decrease was due to the declines in the domestic recipe service membership sales and the domestic recipe service advertising sales. SG&A expenses fell to 12,232 million yen (down 0.1% YoY) mainly owing to the absence of the one-off impairment loss recorded a year earlier for the business of Cookpad TV Inc., although those expenses outside Japan expanded by the active investment in new domestic businesses and the fluctuation of the foreign exchange. Consequently, the Company posted an operating loss of 3,520 million yen (compared to 2,632 million yen a year earlier) and a loss before tax of 3,529 million yen (compared to 2,595 million yen a year earlier). Loss attributable to shareholders of the Company was 3,488 million yen (compared to 2,380 million yen a year earlier), as Cookpad TV Inc. incurred a loss attributable to non-controlling interests while posting deferred income taxes following the booking of income taxes and the reversal of deferred tax assets.

For more prompt decision making and concentrated corporate resources, the Group converted Cookpad TV Inc., a consolidated subsidiary of the Company, into its wholly-owned subsidiary on 1 July 2022 through the acquisition of additional shares in exchange for the store business of Cookpad TV Inc. and renamed it as CookpadLive Inc. on the same date.

b) Performance by segment

The Group only has a single business segment "Make everyday cooking fun!" but provides a breakdown of sales revenue below.

(Millions of yen)

Reportable Segment	Fiscal year ended 31 December 2022 (1 Jan. to 31 Dec. 2022)
Make everyday cooking fun!	9,086
Domestic recipe service membership sales	6,408
Domestic recipe service advertising sales	1,542
Other sales	1,136

[Domestic recipe service membership sales]

This represents sales revenue of the membership business with the "Cookpad" recipe service the Company provides in Japan.

The domestic recipe service membership sales for FY2022 were 6,408 million yen (down 7.7% year on year). This drop was primarily caused by the decrease in the Premium Services membership by around 150,000 members from the end of the previous fiscal year.

[Domestic recipe service advertising sales]

This represents sales revenue of the advertising business with the "Cookpad" platform the Company operates in Japan.

The domestic recipe service advertising sales for FY2022 fell to 1,542 million yen (down 25.9% YoY) owing to, among other factors, the decline in the display advertising sales in Cookpad. This was mainly caused by the decline in the willingness of food and beverage manufacturers to spend money in advertising on Cookpad due to soaring raw material prices and due to the diversification of advertising media. The Company also saw declines in sales volume and unit selling prices for network advertising.

[Other sales]

This represents sales of the Cookpad Live business, the revenue-sharing type business, the publishing business, the Cookpad Mart business, and overseas sales, revenue and other proceeds.

Other sales for FY2022 rose to 1,136 million yen (up 15.9% YoY) with the sales revenue of Cookpad Mart grown.

(6) Issues to be addressed

The Group is making investment for long-term growth with a view to delivering on its mission to “Make everyday cooking fun!” We have set three objectives to attain in this investment phase.

a) Make “Cookpad” more prevalent

“Cookpad” has grown into a service widely recognised in Japan and the number of overseas users is also gradually on the rise. We continue our efforts to make it more prevalent beyond the border.

b) Transform it from just a “convenient” service to an “enjoyable” service

We believe that if consumers become creators involved in cooking, they gain more insights into cooking into everything involved in cooking and will take better decisions for the health of their family, local community and this planet. Under this belief, we are engaged in turning our service to an enjoyable, exciting service that gives a meaning to becoming a creator involved in cooking, without letting the service remain jus convenient.

c) Go beyond the recipe service and develop services that contribute to increasing the number of creators involved in the value chain associated with cooking

Dining at home involves many “creators.” As the number of creators involved in the cooking-related value chain increases, it will be more likely that their enthusiasm reaches consumers and in turn makes cooking more enjoyable. The Group is committed to supporting these creators.

(7) Financial summary of the Group

Item		23rd BP (ended on 31 Dec. 2019)	24th BP (ended on 31 Dec. 2020)	25th BP (ended on 31 Dec. 2021)	26th BP (ended on 31 Dec. 2022)
Sales revenue	(mm yen)	11,753	11,095	10,004	9,086
Profit (or loss) before tax	(mm yen)	269	210	(2,595)	(3,529)
Profit (or loss) attributable to shareholders of the Company	(mm yen)	(968)	479	(2,380)	(3,488)
Basic earnings (or loss) per share*1	(yen)	(9.01)	4.46	(22.41)	(33.47)
Total assets	(mm yen)	27,205	26,512	23,863	20,154
Equity attributable to shareholders of the Company	(mm yen)	23,363	23,323	21,029	17,752
Equity attributable to shareholders of the Company per share*1	(yen)	217.30	216.74	201.22	169.52

(Notes) 1. Basic earnings (or loss) per share have been calculated based on the average number of shares outstanding in the fiscal year, excluding treasury shares. Equity attributable to shareholders of the Company per share has been calculated based on the number of outstanding shares as of the end of the fiscal year.
2. The accounting policies changed in the 25th business period and the change has also been applied to the figures for the 24th business period retrospectively.
3. The amounts are rounded down to the nearest million yen.

(8) Main business (as of 31 December 2022)

Business unit	Description
Make everyday cooking fun!	Planning and operating recipe service "Cookpad" and other services provided through the Internet media
Domestic recipe service membership sales	Providing part of "Cookpad" functionality for a fee in Japan
Domestic recipe service advertising sales	Selling advertising on "Cookpad" in Japan

(9) Major business locations (as of 31 December 2022)

Cookpad Inc.	Japan: Yokohama, Kanagawa Prefecture UK: Bristol

(10) Employees (as of 31 December 2022)

a) Employees of the Group

No. of employees	Year-on-year change
409 (108)	- 78

(Note) Full-time employees only. For part-timers and temporary employees, the average number over the last year is indicated in parentheses.

b) Employees of the Company

No. of employees	Year-on-year change	Average age	Average duration of service
324 (51)	- 52	35.1	3.8years

(Note) Full-time employees only. For part-timers and temporary employees, the average number over the last year is indicated in parentheses.

(11) Major lenders (as of 31 December 2022)

Not applicable.

2. Shares of the Company's Stock (as of 31 December 2022)

(1) Total number of shares authorised 331,776,000

(2) Total number of shares issued 107,429,400
Including treasury shares (3,219,061 shares)

(3) Number of shareholders 54,132

(4) Major shareholders

Name	Ownership	
	Number of shares held	Percentage
Mr. Akimitsu Sano	46,582,800	44.70%
Barisutā K.K.	9,846,000	9.45%
The Master Trust Bank of Japan, Ltd. (Trust Account)	4,992,200	4.79%
The Bank of New York Mellon 140051	2,169,500	2.08%
MSIP CLIENT SECURITIES	1,564,800	1.50%
Credit Suisse AG Hong Kong Trust A/C CLIENT	1,301,500	1.25%
Mr. Shuhei Morofuji	1,180,000	1.13%
BNP Paribas Luxemburg/2S/JASDEC/Janus Henderson Horizon Fund	872,700	0.84%
Mr. Joe Hirao	706,900	0.68%
SBI Securities Co., Ltd.	691,666	0.66%

(Notes) 1. The percentages have been calculated excluding treasury shares (3,219,061 shares).
2. The percentages are rounded to the nearest hundredth.

(5) Other significant matters concerning shares of the Company's stock
Not applicable.

3. Company Officers

(1) Directors and Executive Officers (as of 31 December 2022)

a) Directors

Name	Position and responsibilities	Important concurrent positions
Akimitsu Sano	Director Member of Nominating Committee Member of Compensation Committee	Not applicable
Rimpei Iwata	Director	Not applicable
Toru Kitagawa	Director Chair of Audit Committee Member of Nominating Committee	Outside Director of KOA Corporation Outside Director of KAYAC Inc.
Yasuyo Iga	Director Chair of Nominating Committee Member of Audit Committee	Independent organisation and personnel affairs consultant
Raoul Foppe Maarten Luther Oberman	Director Chair of Compensation Committee	Asosiasi Kemitraan Pertanian Outside Director of Berkelanjutan Indocesia Board of Advisors Member of Ariadne Maps GmbH
Hirotaka Tanaka	Director Member of Nominating Committee Member of Audit Committee	Director of SPACE FOODSPHERE Association Senior Executive Officer of SIGMAXYZ Inc. Outside Director of BASE FOOD, Inc.

(Notes)
1. Mr. Toru Kitagawa, Ms. Yasuyo Iga, Mr. Raoul Foppe Maarten Luther Oberman and Mr. Hirotaka Tanaka are the Company's outside directors provided for in Article 2 (xv) of Japan's Companies Act.
2. Mr. Kitagawa, Chair of the Audit Committee, has considerable expertise in finance and accounting as an ex-Chief Financial Officer/Corporate Officer at Starbucks Coffee Japan, Ltd.
3. The Company has filed registrations of Mr. Kitagawa, Ms. Iga, Mr. Oberman and Mr. Tanaka as independent officers with the Tokyo Stock Exchange.
4. Mr. Akimitsu Sano is one of the Company's major shareholders.
5. Mr. Sano and Mr. Rimpei Iwata concurrently serves as Executive Officers.
6. The Company do not appoint full-time members of the Audit Committee; instead, the Company has full-time audit assistants, who assist the committee with its duties.
7. The following transfers of Directors were made in FY2022:
   Incoming Directors
   Mr. Oberman and Mr. Tanaka were newly elected at the 18th General Meeting of Shareholders held 25 March 2022 and took office.
   Outgoing Directors
   Mr. Daisuke Yanagisawa left office at the conclusion of the 18th General Meeting of Shareholders held 25 March 2022, when his tenure expired.
8. Mr. Oberman left office as a Director as of 31 December 2022.
9. The Company has entered into agreements with Outside Directors to limit their liabilities stipulated by Article 423 (1) of Japan's Companies Act to the amount specified in Article 425 (1) of Japan's Companies Act.
10. The Company has entered into a directors and officers liability insurance agreement for all Directors but Mr. Oberman with an insurance company under which the insurance policy covers damages, court costs and other expenses that may result from the insured held liable for the performance of their duties, pursuant to Article 430-3 (1) of Japan's Companies Act.

b) Executive Officers

Name	Position and responsibilities	Important concurrent positions
Rimpei Iwata	Chief Executive Officer	Not applicable
Akimitsu Sano	Executive Officer	Not applicable
Morio Inukai	Executive Officer	Not applicable
Tomoya Yasuda	Executive Officer	Not applicable
Kohei Fukuzaki	Executive Officer	Not applicable
Issei Naruta	Executive Officer	Not applicable
Rebecca Rippin	Executive Officer	Not applicable
Elena Gianni	Executive Officer	Not applicable

(Notes)
1. Mr. Akimitsu Sano and Mr. Rimpei Iwata concurrently serves as Executive Officers.

2. Mr. Sano is one of the Company's major shareholders.
3. The Company has entered into a directors and officers liability insurance agreement for all Executive Officers with an insurance company under which the insurance policy covers damages, court costs and other expenses that may result from the insured held liable for the performance of their duties, pursuant to Article 430-3 (1) of Japan's Companies Act.
4. Mr. Kohei Fukuzaki, Mr. Issei Naruta and Ms. Elena Gianni left office as of 31 December 2022.
5. The Company newly appointed Mr. Thomas Melkebeke as an Executive Officer as of 1 January 2023.

(2) Outside Officers

a) Important concurrent positions in other entities and the relationships between the Company and such entities

The important concurrent positions held by the Company's outside officers in other entities are described in Page 20. Each of such entities has no special interest with the Company.

b) Major activities for FY2022

Name	Major activities and duties performed for expected responsibilities
Toru Kitagawa	[Attendance to the meetings of the Board and the Audit Committee] Attended all of the 12 meetings of the Board and all of the 13 meetings of the Audit Committee for FY2022. [Major activities] An ex-Chief Financial Officer/Corporate Officer in charge of strategies, finance, supply chain, etc. at Starbucks Coffee Japan, Ltd., Mr. Kitagawa has vast experience in corporate strategy and finance at multiple B2C brands and has provided us with advice and proposals for our overall business while performing other duties, consequently fulfilling his responsibilities of providing oversight and advice for the Company's business in an appropriate manner.
Yasuyo Iga	[Attendance to the meetings of the Board and the Audit Committee] Attended all of the 12 meetings of the Board and all of the 13 meetings of the Audit Committee for FY2022. [Major activities] A consultant for organisation and personnel affairs and an ex-recruitment manager at a consulting firm, Ms. Iga has extensive knowledge about personnel affairs, recruitment and human resource development and has provided us with advice and proposals for our overall business while performing other duties, consequently fulfilling her responsibilities of providing oversight and advice for the Company's business in an appropriate manner.
Raoul Foppe Maarten Luther Oberman	[Attendance to the meetings of the Board] Attended all of the 7 meetings of the Board held after he was appointed on 25 March 2022. [Major activities] Having worked at financial institutions and a consulting firm, Mr. Oberman has vast experience in providing advice to managements of multinational corporations and governments in Middle East and Asia among other regions and, with his extensive knowledge, has provided us with advice and proposals for our overall business while performing other duties, consequently fulfilling his responsibilities of providing oversight and advice for the Company's business in an appropriate manner.

Hirotaka Tanaka	[Attendance to the meetings of the Board and the Audit Committee] Attended all of the 7 meetings of the Board and all of the 10 meetings of the Audit Committee held after he was appointed on 25 March 2022. [Major activities] Having provided strategic consulting in technology, communications and other industries, Mr. Tanaka also has extensive knowledge in the field of foodtech. With such insights, he has provided us with advice and proposals for our overall business while performing other duties, consequently fulfilling his responsibilities of providing oversight and advice for the Company's business in an appropriate manner.

(3) Total remuneration to Directors and Executive Officers

Position	Total amount of remuneration (Million yen)	Total amount of remuneration by type (Million yen)			No. of eligible persons
		Basic	Performance-based	Other (Non-monetary, etc.)	
Directors (Outside Directors)	55 (43)	55 (43)	-	-	7 (5)
Executive Officers	96	86	-	10	8
Total	152 (43)	141 (43)	-	10	13

(Notes) 1. "Total" of the number of eligible persons differs from the sum of the numbers of eligible Directors and Executive Officers because two persons who concurrently serve in both positions are included in either position with the amount they receive separated accordingly.
2. The Company grants share options to Executive Officers as part of non-monetary remuneration. For details, please refer to "3. Share Options."
3. The total amounts of remuneration received by Directors and Executive Officers of the Group are as shown below.
- Directors (excluding outside directors): 55 million yen
- Executive Officers: 326 million yen

(4) Details on the determination of remuneration to company officers and calculation methods

The Compensation Committee determines the amount of remuneration to each Director or Executive Officer as described below.

a) Directors' remuneration

A Director's remuneration is basically fixed salary and the amount for each Director is determined based on the economic situation, the circumstances around the Company and the Director's duties, also taking into account the frequency of and the time taken for the Director's supervisory activities.

b) Executive Officers' remuneration

An Executive Officer's remuneration consists of fixed salary and share awards, and the amount and the value for each Executive Officer are determined based on the economic situation, the circumstances around the Company and the Executive Officer's duties.

(5) Reason why the Compensation Committee has determined that remuneration and other payments to each of Executive Officers or equivalent officers complies with the policy for determining remuneration

The amount of remuneration and other payments to each of Executive Officers and equivalent officers for FY2022 has been determined based on their fixed salary and share awards as well as their responsibilities. The Compensation Committee has determined that the amount complies with the policy for determining remuneration as the committees had examined the draft proposal from diverse perspectives while checking consistency with the policy.

4. Share Options

(1) Share options granted as consideration for the execution of duties to Directors and Executive Officers and held by them (as of 31 December 2022)

		Share options from the 8th issuance	Share options from the 9th issuance
Date of issuance resolved		15 October 2017	27 July 2018
Moneys to be paid		Payment of 100 yen per share option is required	No payment is required
Holding status	Directors and Executive Officers (excluding Outside Directors)	No. of share options: 19,895 No. of shares to be acquired: 1,989,500 ordinary shares No. of persons holding options: 2	No. of share options: 1,210 No. of shares to be acquired: 121,000 ordinary shares No. of persons holding options: 7
	Outside Directors	No. of share options: 0 No. of shares to be acquired: 0 No. of persons holding options: 0	No. of share options: 0 No. of shares to be acquired: 0 No. of persons holding options: 0
Value of properties contributed in the exercise of share options		75,400 yen per share option (754 yen per share)	47,600 yen per share option (476 yen per share)
Exercise window		From 31 October 2022 through 30 October 2047	From 28 July 2023 through 27 July 2028
Conditions for exercise		(See Appended Note 1)	(See Appended Note 2)

		Share options from the 10th issuance	Share options from the 11th issuance
Date of issuance resolved		13 August 2019	26 March 2020
Moneys to be paid		No payment is required	No payment is required
Holding status	Directors and Executive Officers (excluding Outside Directors)	No. of share options: 690 No. of shares to be acquired: 69,000 ordinary shares No. of persons holding options: 6	No. of share options: 690 No. of shares to be acquired: 69,000 ordinary shares No. of persons holding options: 6
	Outside Directors	No. of share options: 0 No. of shares to be acquired: 0 No. of persons holding options: 0	No. of share options: 0 No. of shares to be acquired: 0 No. of persons holding options: 0
Value of properties contributed in the exercise of share options		30,900 yen per share option (309 yen per share)	34,700 yen per share option (347 yen per share)
Exercise window		From 14 August 2024 through 13 August 2029	From 27 March 2025 through 26 March 2030
Conditions for exercise		(See Appended Note 3)	(See Appended Note 4)

		Share options from the 12th issuance	Share options from the 13th issuance
Date of issuance resolved		25 March 2021	28 March 2022
Moneys to be paid		No payment is required	No payment is required
Holding status	Directors and Executive Officers (excluding Outside Directors)	No. of share options: 1,550 No. of shares to be acquired: 155,000 ordinary shares No. of persons holding options: 8	No. of share options: 850 No. of shares to be acquired: 85,000 ordinary shares No. of persons holding options: 7
	Outside Directors	No. of share options: 0 No. of shares to be acquired: 0 No. of persons holding options: 0	No. of share options: 0 No. of shares to be acquired: 0 No. of persons holding options: 0
Value of properties contributed in the exercise of share options		32,800 yen per share option (328 yen per share)	30,200 yen per share option (302 yen per share)
Exercise window		From 26 March 2026 through 25 March 2031	From 29 March 2027 through 28 March 2032
Conditions for exercise		(See Appended Note 4)	(See Appended Note 4)

(Appended Note 1)

Conditions for the exercise of share options

a) A holder of share options ("Option Holder") may exercise as many share options granted as specified below as the percentage of the total (with units of less than one share option discarded) in the period from the date five years after the date following the day when the Option Holder loses their position (the "Beginning Date") through the date eight years after the Beginning Date, on the condition that operating income stated on any of the Financial Reports (operating income in the Consolidated Income Statements or, if such statements have not been prepared, the Non-Consolidated Income Statements contained in each of the Financial Reports; the same applies hereinafter) filed in the period from the Beginning Date through the date eight years after that date exceeds 15 billion yen.

(1) If the Option Holder loses both positions as Executive Officer and employer of the Company by 30 October 2018 (the end date included, the same applies hereinafter in this section): 20%

(2) If the Option Holder loses both positions as Executive Officer and employer of the Company in the period from 31 October 2018 through 30 October 2019: 40%

(3) If the Option Holder loses both positions as Executive Officer and employer of the Company in the period from 31 October 2019 through 30 October 2020: 60%

(4) If the Option Holder loses both positions as Executive Officer and employer of the Company in the period from 31 October 2020 through 30 October 2021: 80%

(5) If the Option Holder loses both positions as Executive Officer and employer of the Company on or after 31 October 2021: 100%

If the initial concept of the operating profit to be referred to has changed materially due to the changes to the Company's fiscal year or IFRS or other causes, the Board of Directors (the "Board") shall separately set a new threshold

b) In the event of death of the Option Holder, only a person who has been designated as heir or bequeathee of the Option Holder in the separate share option allotment agreement signed between the Option Holder and the Company based on the resolution passed by the Board may exercise the share options within the scope of rights granted to the Option Holder.

c) In the event where the exercise of share options would cause the number of outstanding shares of the Company's stock to exceed the number of shares authorised to be issued by the Company, the Option Holder may not exercise share options.
d) The Option Holder may not exercise any fraction less than one share option.
e) Other conditions shall be governed by the separate share option allotment agreement signed between the Option Holder and the Company based on the resolution on the issuance of share options passed by the Board.

(Appended Note 2)
Conditions for the exercise of share options

a) The Option Holder needs to be in the position of director, executive officer, auditor or employee of the Company or one of them of its subsidiaries or their important contractors at the time of exercise of the share options. This does not apply, however, to those who have left their positions reasonably as approved by the Board, such as retirement at the end of their term, mandatory retirement, death or employment transfer.
b) In the event of death of the Option Holder during the Exercise Window, the heir of the Option Holder may exercise the share options within the scope of rights granted to the Option Holder by following the procedures set out by the Company within a year after the commencement of inheritance on the condition that the Option Holder had not been on leave of absence since before the start of the exercise window. The heir of the heir of the Option Holder may not inherit the share options.
c) The Option Holder may exercise share options only if the Option Holder has achieved the requirements set out in the separate allotment agreement signed between the grantee and the Company, within the time limit prescribed in the agreement. If the number of share options that the Option Holder is entitled to exercise includes units of less than one share option, the said units will be discarded.
d) For other conditions, those described in c), d) and e) in Appended Note 1 apply.

(Appended Note 3)
Conditions for the exercise of share options

a) The Option Holder needs to be in the position of director, executive officer, auditor or employee of the Company or one of them of its subsidiaries at the time of exercise of the share options. This does not apply, however, to those who have left their positions reasonably as approved by the Board, such as retirement at the end of their term, mandatory retirement, death or employment transfer.
b) In the event of death of the Option Holder during the Exercise Window, the heir of the Option Holder may exercise the share options within the scope of rights granted to the Option Holder by following the procedures set out by the Company within a year after the commencement of inheritance on the condition that the Option Holder had not been on leave of absence since before the start of the exercise window. The heir of the heir of the Option Holder may not inherit the share options.
c) The Option Holder may exercise share options only if the Option Holder has achieved the requirements set out in the separate allotment agreement signed between the grantee and the Company, within the time limit prescribed in the agreement. If the number of share options that the

Option Holder is entitled to exercise includes units of less than one share option, the said units will be discarded.

d) For other conditions, those described in c), d) and e) in Appended Note 1 apply.

(Appended Note 4)
Conditions for the exercise of share options

a) The Option Holder needs to be in the position of director, executive officer, auditor or employee of the Company or one of them of its subsidiaries at the time of exercise of the share options. This does not apply, however, to those who have left their positions reasonably as approved by the Board, such as retirement at the end of their term, mandatory retirement, death or employment transfer.

b) In the event of death of the Option Holder during the Exercise Window, the heir or the statutory agent of the Option Holder may exercise the share options within the scope of rights granted to the Option Holder by following the procedures set out by the Company within a year after the death of the Option Holder on the condition that the Option Holder had not been on leave of absence since before the start of the exercise window.

c) The Option Holder may exercise share options only if the Option Holder has achieved the requirements set out in the separate allotment agreement signed between the Option Holder and the Company, within the time limit prescribed in the agreement. If the number of share options that the Option Holder is entitled to exercise includes units of less than one share option, the said units will be discarded.

d) For other conditions, those described in c), d) and e) in Appended Note 1 apply.

(2) Share options granted as consideration for the execution of duties to employees in FY2022

		Share options from the 13th issuance
Date of issuance resolved		28 March 2022
Moneys to be paid		No payment is required
Holding status	Employees of the Company	No. of share options: 1,430 No. of shares to be acquired: 143,000 ordinary shares No. of granted persons: 38
	Officers and employees of subsidiaries	No. of share options: 1,250 No. of shares to be acquired: 125,000 No. of granted persons: 20
Value of properties contributed in the exercise of share options		30,200 yen per share option (302 yen per share)
Exercise window		From 29 March 2027 through 28 March 2032
Conditions for exercise		(See Appended Note 1)

(Appended Note 1)

Conditions for the exercise of share options

a) The Option Holder needs to be in the position of director, executive officer, auditor or employee of the Company or one of them of its subsidiaries at the time of exercise of the share options. This does not apply, however, to those who have left their positions reasonably as approved by the Board, such as retirement at the end of their term, mandatory retirement, death or employment transfer.

b) In the event of death of the Option Holder during the Exercise Window, the heir or the statutory agent of the Option Holder may exercise the share options within the scope of rights granted to the Option Holder by following the procedures set out by the Company within a year after the death of the Option Holder on the condition that the Option Holder had not been on leave of absence since before the start of the exercise window.

c) The Option Holder may exercise share options only if the Option Holder has achieved the requirements set out in the separate allotment agreement signed between the Option Holder and the Company, within the time limit prescribed in the agreement. If the number of share options that the Option Holder is entitled to exercise includes units of less than one share option, the said units will be discarded.

d) In the event where the exercise of share options would cause the number of outstanding shares of the Company's stock to exceed the number of shares authorised to be issued by the Company, the Option Holder may not exercise share options.

e) The Option Holder may not exercise any fraction less than one share option.

f) Other conditions shall be governed by the separate share option allotment agreement signed between the Option Holder and the Company based on the resolution on the issuance of share options passed by the Board.

5. Independent Auditor

(1) Name of the independent auditor

KPMG AZSA LLC

(2) Amount of remuneration to the independent auditor for FY2022

a) Remuneration to the independent auditor for FY2022

41 million yen

b) Aggregate amount of cash and other benefits to be paid by the Company and its subsidiaries

41 million yen

(Notes) 1. The audit agreement between the Independent Auditor and the Company does not distinguish between the remuneration for auditing services under Japan's Financial Instruments and Exchange Act and Japan's Companies Act, and it is practically impossible to distinguish them. Therefore, the amount of remuneration to be paid to the independent auditor for FY2021 is the aggregate amount of the aforementioned remunerations.

2. Reasons why the Audit Committee has consented to the independent auditor's remuneration
The Audit Committee reviewed and examined the audit time for each audit item, the trend in the remuneration for auditing services, and the audit plan and its progress for FY2021 according to the "Practical Guidelines for Cooperation with Accounting Auditors" published by the Japan Audit & Supervisory Board Members Association. Based on the results of the validation on the audit time and the remuneration, the committee has given consent to the remuneration to the Independent Auditor prescribed in Article 399 (1) of Japan's Companies Act.

(3) Details of non-audit services provided by the independent auditor

The Company does not commission the independent auditor to provide services out of the scope of the audit certification services stipulated by Article 2 (1) of Japan's Certified Public Accountant Act.

(4) Policies for determining dismissal or non-reappointment of the independent auditor

In the event that the Audit Committee decides that it should reasonably dismiss or cancel appointment of the independent auditor for internal reasons or based on the examination on the matter after the committee has observed that the independent auditor has violated or infringed on Japan's Companies Act, Japan's Certified Public Accountant Act or any other law or regulation or has acted against public policy, the committee will request the Board to bring the proposal on the dismissal or non-reappointment of the independent auditor before the General Meeting of Shareholders and the Board will deliberate the request.

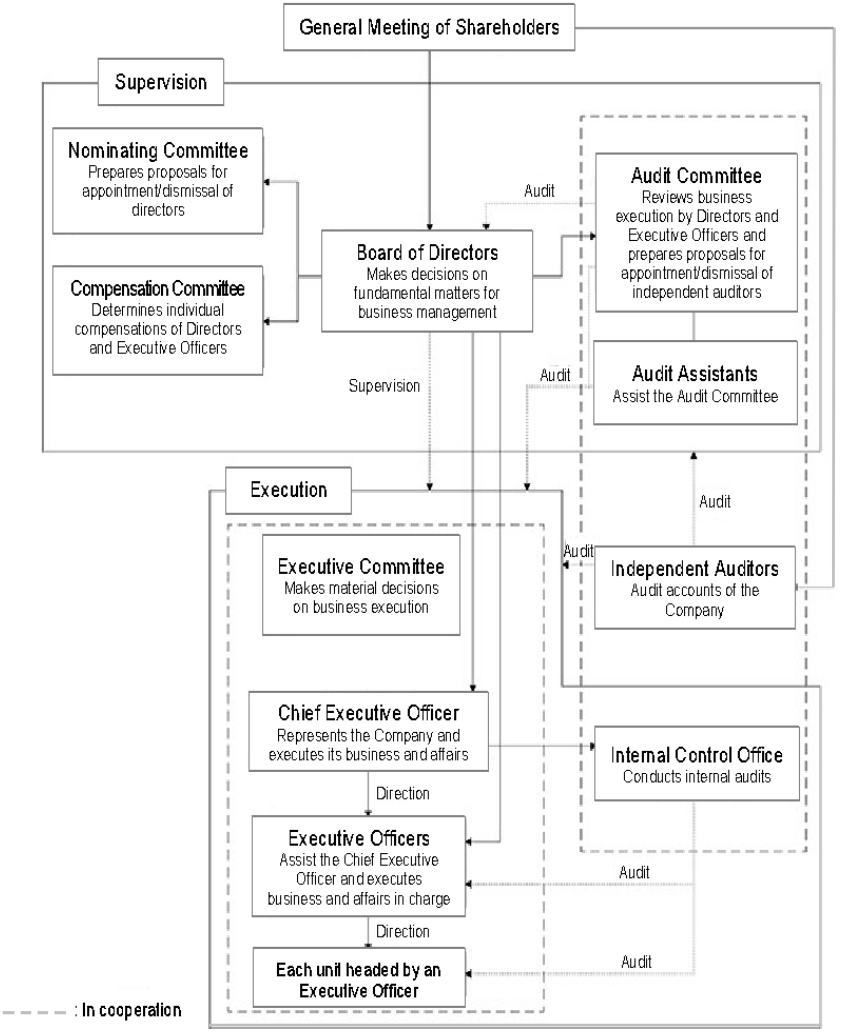
(5) Outline of the liabilities limitation agreement

The Company has entered into an agreement with the independent auditor pursuant to Article 427 (1) of Japan's Companies Act to limit their liabilities to the minimum amount specified in relevant laws and regulations.

6. System for Ensuring Proper Business Operation and How It Is Operated

The Company's approach to corporate governance

<The Company's Corporate Governance System> (as of 31 December 2022)



The Company has decided to introduce systems for ensuring Executive Officers execute their duties in compliance with laws and regulations and the Articles of Incorporation and other systems including the one stipulated by ordinances of the Ministry of Justice for ensuring proper business operations of the business group consisting of the Company and its subsidiaries as described below.

(1) Systems for ensuring that Directors and the Company's employees execute their duties in compliance with laws and regulations and the Articles of Incorporation

A. Compliance system

a) The Company builds and develops a system for ensuring compliance with laws and regulations relevant to its business activities, the Articles of Incorporation and its internal regulations ("Laws and Regulations") in accordance with the Rules on Internal Control laid down by the Board of Directors.

b) The Company persistently undertakes educational initiatives and provides training programs for personnel to raise awareness of compliance, reinforcing its compliance system.

B. Internal hotline for compliance

The Company establishes an internal hotline for compliance to detect and correct as early as possible issues concerning noncompliance to Laws and Regulations.

C. Auditing

a) The Chief Executive Officer establishes the Internal Control Office, which conducts internal regular audits and promptly reports the results to the Audit Committee.

b) The Audit Committee reviews as an independent body the business activities undertaken by Executive Officers while evaluating the structure and operations of the internal control system.

D. Other

a) The Company takes appropriate disciplinary decisions on officers' and employees' violations of Laws and Regulations in accordance with internal regulations such as the Rules of Employment and the Rules for the Disciplinary Committee.

b) The Company develops and operates an appropriate internal control system in accordance with Laws and Regulations including Japan's Financial Instruments and Exchange Act in order to ensure reliability of its financial reports and make timely, proper disclosures required by Laws and Regulations.

c) The Company has established the Rules for Excluding Antisocial Forces to stand firmly against and eliminate associations with antisocial forces, screening all new suppliers and service providers in accordance with the rules.

(2) System for storing and managing information related to the execution of duties by Directors

A. Executive Officers properly keep and manage documents and other information related to their execution of duties in accordance with Laws and Regulations while establishing and developing internal regulations including the Rules on Document Management.

B. Such information should be available to Directors when needed.

(3) Rules or any other systems of the Company for managing the risk of loss

A. Striving to ensure that users enjoy our services without worries, the Company prioritises earning and maintaining users' trust in its risk management.

B. The Board of Directors, with the majority comprising outside directors, sufficiently examines the risk of loss in making material business decisions.

C. The Risk Management Committee specifies the unit in charge for each risk to clearly understand and manage risks associated with business execution. With a view to reducing and preventing such risks, the committee thoroughly and comprehensively identifies them, and then conducts analyses and evaluations to prevent and prepare for their materialisation while reporting the state of risk management to the Chief Executive Officer and the Board of Directors in a timely manner.

D. The Company is committed to developing and reinforcing its information security system based on the Basic Rules of Information Security. We operate the information security management system (ISMS) which have been certified to the global ISMS standards.

E. In the event of a material business risk arising, the Company immediately organises an emergency risk management office headed by the Chief Executive Officer to control the risk early.

F. The Audit Committee and the Internal Control Office review the effectiveness of the Company's risk management system.

(4) System for ensuring efficient execution of duties by Executive Officers

A. Executive Officers perform their duties assigned by the Board of Directors in the scope determined by the board. They take regular decisions in accordance with the Rules on the Segregation of Powers, which specify different settlement procedures for matters with varying materiality and risk.

B. The Company sets major business goals and periodically reviews its progress with annual objectives also set for each unit and with the results managed.

(5) Other systems including one for ensuring proper business operations of the business group consisting of the Company and its subsidiaries

A. Systems for reporting matters to the Company concerning the execution of duties by subsidiaries' directors

a) The Company builds and develops a system where subsidiaries report financial results on a regular basis as well as their material decisions when they are made in order to ensure proper management of subsidiaries in accordance with the Rules on Affiliate Management.

b) In the event of a subsidiary's material violation of Laws and Regulations in its business activities or a risk of that arising, officers and employees of the subsidiary, in principle, shall immediately give a briefing to the Company in a manner specified by the Company, in accordance with the Rules on Internal Control.

B. Rules for managing the risk of loss incurred by subsidiaries and other related systems

a) The Company has set up the Rules on Internal Control for the entire Group, where the Company requires subsidiaries to perform risk management as needed and manages the risk for the entire Group comprehensively and collectively.

b) The Company manages the risk for the entire Group including subsidiaries with the Risk Management

Committee, which deliberates on issues and measures to take for the promotion of group risk management.

c) The Company strives to establish and develop s system for efficiently discussing, sharing information, and communicating instructions and requests with managers of the risk management units at subsidiaries.

d) When notified of a risk arising with business activities at a subsidiary, the Risk Management Committee immediately organises an emergency risk management office headed by the Chief Executive Officer to control the risk early, pursuant to the Rules on Internal Control.

C. Systems for ensuring efficient execution of duties by subsidiaries' directors

a) The Company has set up the Rules on Affiliate Management to help the Group to conduct business in a proper, efficient manner while respecting autonomy and independence of subsidiaries' management.

b) The Company requires each subsidiary to build the chain of command, the authority delegation system, the decision-making system and other organisational systems, according to the subsidiary's business and size.

c) For the management of subsidiaries, the Company dispatches officers to guide and develop them.

d) The Company provides legal and other back-office functions for subsidiaries as required to build an efficient executive system.

e) The Company approves subsidiaries' mid-term business plans and then sets major business goals based on the plans, periodically reviewing their progress with annual objectives also set for each subsidiary and with the results managed.

D. Systems for ensuring that the execution of duties by subsidiaries' directors and employees complies to laws and regulations as well as the Articles of Incorporation

a) The Company builds and develops a system for ensuring legitimate and fair business activities by subsidiaries' directors and employees, in accordance with the Rules on Internal Control.

b) The Company persistently undertakes educational initiatives and provides training programs to raise awareness of compliance, reinforcing the entire Group's compliance system.

c) The Company, in principle, makes an internal hotline for compliance available to subsidiaries to detect and correct as early as possible their issues concerning noncompliance to Laws and Regulations.

d) The Company dispatches Directors and/or auditors to subsidiaries to clearly understand how operations are performed and conducts internal audits of major subsidiaries to ensure proper operations.

E. Directors and the Company's employees to assist duties of the Company's Audit Committee

a) The Audit Committee may have employees of the Company as Audit Assistants, who assist the committee with its duties, although the committee may not have Directors as Audit Assistants.

b) Audit Assistants shall only report to the Audit Committee when assisting the committee with its duties. To ensure their independence from Executive Officers, the Audit Committee may appoint and dismiss employees as Audit Assistants.

c) To ensure the effectiveness of Audit Assistants' directions, the Company provides them with opportunities to attend the meetings of the Board of Directors, the Executive Committee and the Risk Management Committee.

F. Systems for providing reports to the Audit Committee

a) Executive Directors shall periodically provide reports to the Audit Committee via the Board of Directors regarding how they have performed their duties and attend an Audit Committee meeting as requested by the committee to give a briefing. In the event of an Executive Officer finding a risk of material loss incurred by the Company arising, the Executive Officer shall immediately inform the Audit Committee of the risk.

b) Subsidiaries' officers shall attend an Audit Committee meeting as requested by the committee to give a briefing on how they have performed their duties. In the event of an officer of a subsidiary finding a risk of material loss incurred by the Group arising, the officer shall immediately inform the Audit Committee of the risk via the Risk Management Committee and the Board of Directors. Audit Assistants shall periodically give a briefing to members of the Audit Committee regarding the current status of the compliance and risk management at subsidiaries.

c) The Company prohibits its officers and employees from unfairly treating its officers and employees who have provided reports to the Audit Committee on account of such reports. We ensure that the Group's officers and employees will be informed of such prohibition with measures such as incorporating the practice in the Rules on Internal Integrity Reporting and the Rules on Internal Control.

G. Other systems for ensuring effectiveness of the Audit Committee

a) The Audit Committee should enhance the effectiveness of its performance by utilising internal audits and cooperating with the units in charge of internal audits in addition to conducting its own reviews.

b) The Audit Committee should be informed of internal audit plans in advance and, if necessary, requests changes to the plans. The Audit Committee oversees internal audits while periodically conducting its own reviews on operations including internal audits.

c) The Audit Committee oversees accounting practices in close coordination with independent auditors through periodical exchanges of information and opinions or other forms of discussion.

d) When an Audit Committee member requests advance payment, reimbursement or settlement of expenses incurred or to be incurred for the execution of duties by the member, the Company accepts the request except in cases where it can be proved that the expenses have not been or will not be incurred because of the execution of duties by the member.

How the systems described above were operated in FY2022 is described below.

(1) Compliance

- The Company operated an internal reporting scheme which duly protects whistle-blowers in accordance with the rules on internal integrity reporting with an employee and an external lawyer serving as a contact for the internal and external hotlines, respectively.
- The Company provided e-learning programs for all new employees to prevent insider transactions in accordance with the Rules on Insider Trading Management.
- The Company reviewed compliance by each unit with the internal audit conducted by the Internal Control Office every month in accordance with the Rules on Internal Audit and sought to improve the situation when necessary.

(2) Risk management

- The Board fully examined the possibility of making loss in taking material business decisions.
- The Company set up the Risk Management Committee consisting of the Chief Executive Officer and other members selected by the Chief Executive Officer in accordance with the Rules on Internal Control to identify and evaluate risks for the Company.
- The Company passed the audits for the maintenance of ISMS, a global standard for information security management, in accordance with the Rules on Information Security Management.
- The Company grasped and reviewed business risk for each unit with the internal audit conducted by the Internal Control Office every month in accordance with the Rules on Internal Control and sought to improve the situation when necessary.

(3) Management of subsidiaries' business

- Unlisted subsidiaries of the Company are required to obtain a prior approval from the authoriser specified in the Rules on Affiliated Company Management in order to takes material business decisions, in accordance with the said Rules. Those unlisted subsidiaries gave monthly briefings on their financial and other situations to the Company pursuant to the said Rules.
- The Internal Control Office of the Company conducted internal audits of unlisted subsidiaries in accordance with the Rules on Internal Control.

(4) Audit committee

- The Audit Committee held meetings more frequently than quarterly to examine the Company's operation with audit assistants giving briefings and, when necessary, explanations about details, also providing opportunities for its members to exchange information and opinions.
- The Audit Committee enhanced the effectiveness of audit by coordinating with the Internal Control Office to receive briefings on audits conducted by the office and direct the office on auditing in addition to conducting its own reviews.
- The Audit Committee oversees accounting practices in close coordination with independent auditors through a quarterly meeting where independent auditors give briefings and, when necessary, explanations about details, while the committee exchanges information and opinions with them.

7. Basic Policies on Control of the Company

The Board resolved to adopt measures against acquisition of a substantial number of shares of our stock (or anti-takeover measures, hereinafter the "Plan") at the meeting held on 24 December 2021, as part of its initiatives to prevent a party deemed to be inappropriate based on the Basic Policy on Those Who Control Decisions on Company's Financial or Business Policies (the "Basic Policy"), established by the Board at the same meeting, from controlling the Company's decisions on its financial and business policies.

(1) Outline of our basic policy on those who control decisions on our financial or business policies

As a publicly traded company, we respect the free trade of shares of our stock in the market and do not prevent acquisition of a substantial number of shares of our stock by a certain party ("Large-Scale Share Acquisition") if such acquisition helps to protect or enhance the corporate values of the Group and thus the common interests of our shareholders. We believe it is our shareholders who should eventually decide whether to accept or reject a Large-Scale Share Acquisition offer.

Some offers of Large-Scale Share Acquisition, however, may reduce the Group's value and thus the common interests of our shareholders by, for instance, undermining our relationship with stakeholders, undervalue the Group, or fail to provide information sufficient for our shareholders to take final decisions.

We believe that if there is a risk of Large-Scale Share Acquisition hindering us from enhancing the Group's corporate values or maximising the common interests of our shareholders, such as in a case where such acquisition may be detrimental to the sources of the Group's value on a mid or long-term basis, we should deem the potential acquirer of a substantial number of shares of our stock ("Acquirer") to be inappropriate as a party who controls the decisions on our financial and/or business policies and the Board, as a body responsible for business management with fiduciary duty to take due care of the company, obviously needs to take actions in order to maximise the Group's corporate values and the common interests of our shareholders, to the extent permissible by relevant laws and regulations and our Articles of Incorporation.

(2) Special Actions for Implementing the Basic Policy

A. Businesses and the mission of the Group

With its mission to "Make everyday cooking fun!" articulated in Article 2 of the Articles of Incorporation, the Group operates the "Cookpad" platform to provide services for posting and searching for cooking recipes as our principal business. To deliver on this mission, the Group strives to, from the perspective of cooking, find, consider and solve various problems people, society and this planet currently have, redefining "affluence" and helping people to create it. This is the Group's basic policy for corporate management.

B. Actions for enhancement of corporate values

"Cookpad" has grown into a service broadly recognised in Japan as a platform to help answer the everyday question of "What should I cook today?" with the help of posts from users.

To achieve our mission to "Make everyday cooking fun!" however, we believe we need to solve various problems society and the earth have because good cooking makes for better health and in turn an affluent society and a better future for the planet. This idea highlights the necessity for us to increase the number of "creators involved in cooking" and make our mission possible.

The Group has marked the period of ten years from 2017 as an investment phase, taking actions to enhance the corporate values and maximise the shareholder value while setting the following three

goals.

a) Make our service genuinely global

The everyday question of "What should I cook today?" is not specific to Japan but asked across the globe. At this time, "Cookpad," our platform for posting and searching for recipes is used in 74 countries in 32 languages.

In the belief that cooking-related issues are universal and that it is vital that the number of "creators involved in cooking" should increase to deliver on our mission, we aim to help solve such issues and ensure that our service is not dedicated to a specific country but used globally.

b) Render our service not only useful but also fun and enjoyable

While we have secured a dominating position in the Japanese market with "Cookpad," which is seen as a simple and useful platform where users can find recipes easy enough to make at home, we still believe that "making cooking fun and enjoyable" is a quick route to having more home cooks for our mission and the key to driving more people to be involved in cooking.

c) Transition from a recipe site operator into a cooking-related service provider

Sharing recipe ideas helps answer the question of "What should I cook today?" but cooking involves more than that, including the production, distribution and purchase of food. We strive to solve material issues arising somewhere in the entire process leading to dishes, going beyond just providing a recipe service.

C. Enhancing corporate governance

a) Basic views on corporate governance

As a group of companies providing services related to cooking, the Group believes public trust is fundamental to its business and therefore strives to maintain trustworthiness in order to build corporate values on it. This belief has led to a recognition that it is vital for the Group to develop systems for timely, appropriate corporate governance and ensure transparency and efficiency of management at all times.

b) Overview of the corporate governance system and why we adopted it

To maintain society's trust, in addition to above [1], it is also essential that the Group should consistently enhance its corporate values. In light of this, the Company recognised the need to build a system that separates the supervisory and executive functions for the most effective management and transitioned to a Company with the Three Board Committees via a resolution at the General Meeting of Shareholders held on 24 July 2007. The Board, with the majority comprising outside directors, delegates substantial authority to executive officers and supervises as an independent body the performance of executive officers, thus achieving the balance between "dynamic, flexible business execution" and "timely, appropriate supervision." This structure for the best decision-making ensures appropriate corporate management and having the three board committees, with the majority of each comprising outside directors, further ensures the "separation of supervisory and executive functions."

The Company's corporate governance system for making decisions regarding the execution of business, auditing and supervision, nominations, remuneration and other matters is described below.

□ Board of Directors

The Company's Board of Directors, consisting of five directors of the Company ("Directors," including three outside directors), determines basic policies on business management and, delegating substantial authority to executive officers of the Company ("Executive Officers"), supervises business execution by the Executive Officers.

□ Three Board Committees

1. Audit Committee

The Audit Committee consists of three outside directors, whom the Company has appointed in the belief that a team of outside directors with different expertise can review the Company's business management from multiple, diverse perspectives. The matters to be discussed at the Audit Committee include the status of review and oversight of business execution by Directors and Executive Officers as well as proposals for appointment and dismissal of independent auditors to be presented to the General Meeting of Shareholders. Audit assistants, functioning as the bureau of the committee, inform meeting attendees of matters to be discussed in advance and send relevant materials to absent members for prompt, proper operation of the committee.

2. Nominating Committee

The Nominating Committee consists of three Directors including two outside directors. Outside directors shall represent the majority to ensure proper nomination. The matters to be discussed at the Nominating Committee include proposals for appointment and dismissal of directors to be presented to the General Meeting of Shareholders. The bureau of the committee in the Personnel Division informs meeting attendees of matters to be discussed in advance and sends relevant materials to absent members for prompt, proper operation of the committee.

3. Compensation Committee

The Compensation Committee consists of three Directors including two outside directors. Outside directors shall represent the majority to ensure proper remuneration and fair evaluation of business execution from a supervisory viewpoint. The matters to be determined at the Compensation Committee include basic policies on remuneration for Directors and Executive Offices, the individual amounts of compensations and specific calculation methods. The bureau of the committee in the Personnel Division informs meeting attendees of matters to be discussed in advance and sends relevant materials to absent members for prompt, proper operation of the committee.

□ Executive Officers

Executive Officers make resolutions or decisions on matters concerning business execution in accordance with basic policies formulated by the Board.

□ Auditing System

The Audit Committee, Audit Assistants and internal auditors develop the Company's auditing system in cooperation with external auditors and legal advisors. For the details of the Company's corporate governance regime, please refer to the Corporate Governance Report of the Company (https://info.cookpad.com/en/ir/management_index/governance/).

(3) Actions for Preventing Parties Deemed to Be Inappropriate Based on the Basic Policy from Controlling the Company's Decisions on Financial and Business Policies

As described above, The Board resolved to adopt this Plan at the meeting held on 24 December 2021, as part of its initiatives to prevent a party deemed to be inappropriate based on the Basic Policy on Those Who Control Decisions on Company's Financial or Business Policies from controlling the Company's decisions on its financial and business policies. The Plan came into effect on 24 December 2021 but, to prioritise the intention of the Company's shareholders, will be immediately abolished if the resolution to seek shareholder approval of the adoption of the Plan is rejected at this General Meeting of Shareholders ("GM2022"). For details of the anti-takeover measures, please visit the Company's website (https://info.cookpad.com/en/ir/) and find the full version of the document.

In light of the Basic Policy described in (1) above, we decided that we need to have a scheme to prevent a party deemed to be inappropriate based on the Basic Policy by requesting the Acquirer to provide in advance necessary information on the Large-Scale Share Acquisition and give us time to consider its proposal and negotiate with it so that our shareholders can take proper decisions concerning its proposal, while presenting our proposal for the implementation of measures against the Large-Scale Share Acquisition that the Board has developed in consideration of recommendations from the Independent Committee or alternative proposals to replace the Acquirer's proposal for takeover, business development or other plans or negotiating with the Acquirer on behalf of our shareholders. As part of such initiatives, we have concluded that we need to introduce anti-takeover measures.

The Plan contains the rules to be followed by Acquirers and has been designed to show them the possibility of their suffering damage from countermeasures taken by the Company under certain circumstances and warn of this possibility Acquirers who contribute to neither the Group's corporate values nor the common interests of the Company's shareholders through appropriate disclosure.

(4) Decisions by the Board on the above initiatives and the reasons for them

The Plan described in (3) above complies with the Basic Policy described in (a) above as it enables the Company's shareholders to take informed decisions on whether to accept or reject a Large-Scale Share Acquisition offer when a proposal for such acquisition is presented and the Board to secure time and information needed to present alternative proposals to replace the Acquirer's proposal and negotiate with the Acquirer on behalf of our shareholders in order to protect and enhance the Group's corporate values and the common interests of the Company's shareholders. It is reasonable to state that the Plan is highly rational as the Plan satisfies the three principles provided in the "Guidelines Regarding Takeover Defence for the Purposes of Protection and Enhancement of Corporate Values and Shareholders' Common Interest" jointly published by the Ministry of Economy, Trade and Industry (METI) and the Ministry of Justice, and is based on the "Takeover Defence Measures in Light of Recent Environmental Changes" published by the Corporate Values Study Group, established within METI, "Principle 1-5. Takeover Defence Measures" of Japan's Corporate Governance Code introduced by the Tokyo Stock Exchange, and other guidelines based on practice and debates on anti-takeover measures. Additionally, we propose a resolution on the adoption of the Plan at GM2022 to see the intention of our shareholders and will immediately abolish the Plan if the resolution is rejected. Even after the proposal is approved at GM2022, if a resolution to abolish the Plan is adopted by the Board consisting of Directors elected at a General Meeting of Shareholders of the Company, the Plan shall be immediately abolished. In cases where the Acquirer has followed the procedures prescribed in the Plan, the Company shall convene the General Meeting of Shareholders to survey their intention as to whether the Company should take countermeasures. We will also set up the Independent Committee, consisting only of parties independent of the Company's senior executives in charge of business execution, with a view to precluding arbitrary decisions by the Board and ensuring objectivity and reasonableness of its decisions and responses. Before resolving to or not to take anti-takeover measures, the Board must fully respect recommendations from the Independent Committee. Furthermore, the Company requires the overview of the Independent Committee's decisions to be disclosed to the Company's shareholders and investors in accordance with relevant laws and regulations, has reasonable and objective requirements for triggering the Plan, and ensures that the Plan is not for dead-hand or slow-hand anti-takeover measures in order to secure transparency of the committee's operation and in turn help enhance the Group's corporate values and the common interests of the Company's shareholders.

For the reasons above, the Board concludes that the anti-takeover measures are neither against the common interests of the Company's shareholders nor for protecting the position of Directors.

8. Policies for deciding dividends out of surplus

The Company has marked the decade starting 2017 as its “investment phase,” where we should refocus on building the foundation for further growth. Accordingly, the Company has a policy of not paying dividends out of surplus in this period, prioritising investment for business expansion through service development, user base boosting and better branding over other uses of profits earned from its business activities.

Based on this policy, the Company

Accordingly, the Company decided not to pay dividends for FY2022.

Consolidated Statements of Financial Position

(As of 31 December 2022)

(Thousands of yen)

Assets		Liabilities	
Current assets	18,929,803	Current liabilities	1,544,793
Cash and cash equivalents	16,824,230	Lease obligations	408,340
Trade and other receivables	1,569,801	Trade and other payables	879,104
Other financial assets	32,184	Other financial liabilities	130,710
Inventories	63,178	Income tax payable	92,588
Other current assets	440,410	Other current liabilities	34,052
Non-current assets	1,224,555	Total current liabilities	857,563
Property, plant and equipment	668,464	Lease obligations	729,564
Goodwill	140,920	Provisions	113,289
Intangible assets	92,012	Other non-current liabilities	14,711
Other financial assets	261,157	Total liabilities	2,402,357
Deferred tax assets	57,004	**Equity**	
Other non-current assets	4,997	Equity attributable to shareholders of the Company	17,752,001
		Capital stock	5,286,015
		Capital surplus	7,146,652
		Retained earnings	5,501,550
		Treasury shares	(735,054)
		Other components of equity	552,839
		Total equity	17,752,001
Total assets	20,154,358	Total equity and liabilities	20,154,358

(Note) The amounts are rounded to the nearest thousand yen.

Consolidated Income Statements

(From 1 January 2022 through 31 December 2022)

(Thousands of yen)

Account	Amount
Sales revenue	9,086,984
Cost of sales	(424,571)
Gross profit	8,662,412
Selling, general and administrative expenses	(12,232,347)
Other income	50,695
Other expense	(1,290)
Operating loss	3,520,529
Financial income	166,165
Financial expense	(174,692)
Loss before tax	3,529,057
Income tax expense	(63,585)
Net loss	3,592,642
Profit attributable to:	
Shareholders of the Company	3,488,088
Non-controlling interests	104,554
Net loss	3,592,642

(Note) The amounts are rounded to the nearest thousand yen.

Consolidated Statements of Changes in Equity

(From 1 January 2022 through 31 December 2022)

(Thousands of yen)

	Equity attributable to shareholders of the Company				
	Capital stock	Capital surplus	Retained earnings	Treasury shares	Other components of equity
Balance as of 1 Jan. 2022	5,286,015	7,194,224	8,985,618	(735,054)	299,123
(Net loss)	-	-	(3,488,088)	-	-
Other comprehensive income	-	-	-	-	232,230
Total comprehensive income	-	-	(3,488,088)	-	232,230
Share-based payment transaction	-	-	-	-	25,505
Change in interests in existing subsidiaries	-	(47,572)	-	-	-
Transfer from other components of equity to retained earnings	-	-	4,020	-	(4,020)
Total transactions with shareholders and others	-	(47,572)	4,020	-	21,485
Balance as of 31 Dec. 2022	5,286,015	7,146,652	5,501,550	(735,054)	552,839

	Equity attributable to shareholders of the Company	Non-controlling interests	Total equity
Balance as of 1 Jan. 2022	21,029,926	601,707	21,631,633
(Net loss)	(3,483,115)	(104,554)	(3,592,642)
Other comprehensive income	232,230	-	232,230
Total comprehensive income	(3,255,858)	(104,554	(3,360,412
Share-based payment transaction	25,505	-	25,505
Change in interests in existing subsidiaries	(47,572)	(497,153	(544,725
Transfer from other components of equity to retained earnings	-	-	-
Total transactions with shareholders and others	(22,067	(497,153	(519,220
Balance as of 31 Dec. 2022	17,752,930	-	17,752,930

(Note) The amounts are rounded to the nearest thousand yen.

Notes to the Consolidated Financial Statements

1. Notes to the Basis of Preparation of the Consolidated Financial Statements and Other Important Matters

(1) Basis of preparation of the Consolidated Financial Statements

The Consolidated Financial Statements of the Group are prepared in accordance with the second sentence of Article 120 (1) of the Regulation on Corporate Accounting, which allows the Company to prepare consolidated financial statements with the omission of certain disclosures required under International Financial Reporting Standards (IFRS).

(2) Scope of consolidation

Number of consolidated subsidiaries:	17
Major consolidated subsidiaries:	Cookpad Limited
	Cookpad Spain, S.L.
	PT COOKPAD DIGITAL INDONESIA
	Cookpad MENA S.A.L.
	CookpadLive Inc.

Changes in number of subsidiaries

New establishment: one

(3) Fiscal years of consolidated subsidiaries

The fiscal year of Cookpad India Technologies Private Limited ends on 31 March every year. For the Consolidated Financial Statements, the accounts of the subsidiary are provisionally closed as of the consolidated account closing date to prepare preliminary financial statements. The fiscal years of the other consolidated subsidiaries end on the consolidated account closing date.

2. Important Accounting Policies

(1) Financial instruments

a) Financial assets

(i) Initial recognition and measurement

The Group initially recognises trade and other receivables on the date when they arise and other financial assets when the Group becomes a party to the contract.

Financial assets are classified as financial assets measured at fair value through profit or loss or other comprehensive income or financial assets measured at amortised cost at initial recognition. This classification continues to apply thereafter.

Except for financial assets measured at fair value through profit or loss, financial assets (excluding trade receivables without material financial element) are initially measured at fair value, plus transaction costs. Trade receivables without material financial element are initially measured at transaction price.

Financial assets are classified as financial assets measured at amortised cost if both of the following conditions are met:

- The financial assets are held for a business model the objective of which is to hold the financial assets and collect contractual cash flows.

- The contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets other than those measured at amortised cost are classified as financial assets measured at fair value. Except for equity financial instruments held primarily for capital gain to be measured at fair value through net profit or loss, the measurement method is selected for each equity financial instrument measured at face value from between measurement through profit or loss and measurement through other comprehensive income after irrevocably choosing inclusion of subsequent changes in the fair value in other comprehensive income, and then the same selection continues to apply thereafter.

(ii) Subsequent measurement

After initial recognition, financial assets are measured based on the classification as described below.

Financial assets measured at amortised cost are measured at amortised cost using the effective interest method.

The changes in the fair value of financial assets measured at fair value are recognised in net profit or loss. For equity financial instruments for which measurement at fair value through other comprehensive income has been selected, however, the changes in the fair value are recognised in other comprehensive income. Dividends from these financial assets are recognised as part of financial income in profit or loss for the fiscal year.

(iii) Impairment of financial assets

The Group recognises allowance for doubtful accounts for expected credit losses on financial assets measured at amortised cost. At the each of fiscal year, we make assessment on whether the credit risk of financial assets has increased significantly since initial recognition. If the increase of the credit risk of financial assets is insignificant, we recognise the allowance for doubtful accounts for financial assets at an amount equal to the 12-month expected credit losses. If the increase of the credit risk of financial assets is significant, we recognise the allowance for doubtful accounts for the financial assets at an amount equal to the lifetime expected credit losses. However, we always recognise the allowance for doubtful accounts at an amount equal to the lifetime expected credit losses for trade receivables without material financial element.

When making assessment on credit risk, we consider the following matters:

- Number of days past the due date
- Business performance of the debtor

Expected credit losses are measured as the present value of the difference between contractual cash flows to be received by the Group based on the agreement and all cash flows expected to be actually received by the Group.

Any financial assets deemed to be non-performing in such cases where payment or repayment is significantly overdue despite enforcement activities and where the debtor has filed for bankruptcy, corporate reorganisation, civil rehabilitation, special liquidation or other legal claims are classified as credit-impaired financial assets. If collection of all or part of contractual cash flows from a financial asset cannot be reasonably expected, the group directly writes down the carrying amount of the asset.

(iv) Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from

the financial asset expire or when it transfers the financial asset and substantially all the risks and rewards of ownership of the financial asset to another party. If the Group continues to hold control over the transferred asset, it recognises the asset and associated liabilities in the scope of the continued interest.

b) Financial liabilities

(i) Initial recognition and measurement

The Group initially recognises financial liabilities when the Group becomes a party to the contract.

Financial liabilities are classified as financial liabilities measured at fair value through profit or loss or financial liabilities measured at amortised cost at initial recognition. This classification continues to apply thereafter.

Whereas financial liabilities are initially measured at fair value, financial liabilities measured at amortised cost are measured less directly attributable transaction costs.

(ii) Subsequent measurement

After initial recognition, financial liabilities are measured based on the classification as described below.

Financial assets measured at amortised cost are measured at amortised cost using the effective interest method.

In the event of discontinuation of amortisation and recognition using the effective interest method, the consequent gain or loss is recognised as part of financial expenses in profit or loss for the fiscal year.

(iii) Derecognition of financial liabilities

The Group derecognises financial liabilities when the Group's obligations are met or debt is discharged or cancelled or expires.

(2) Inventories

Inventories, consisting of merchandise and supplies, are evaluated at the lower of the historical cost (mainly based on the specific identification or first-in, first-out method) or the net realisable value. The net realisable value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale.

(3) Property, plant and equipment

The Group measures property, plant and equipment on a historical cost basis, less accumulated depreciation and accumulated impairment losses.

The historical cost includes costs directly attributable to the acquisition of the asset.

Assets in this category are depreciated using the straight-line method over the estimated useful life of each asset. The estimated useful lives of major components of this category are as follows:

・Buildings and structures: 2 to 6 years

・Tools, furniture and fixtures: 3 to 15 years

The estimated useful lives, residual values and depreciation methods of assets are reviewed at the end of each fiscal year, and any changes are applied prospectively as a change in accounting estimate.

(4) Intangible assets

a) Goodwill

Goodwill arising in business combinations is charged to intangible assets.

The Group measures goodwill at the fair value of consideration transferred including the amount of non-controlling interests in the acquiree measured as of the acquisition date, less the amount (normally the fair value) of recognisable acquired assets and liabilities measured as of the acquisition date.

Goodwill is not amortised and is tested for impairment annually and whenever there is an indication of impairment.

Impairment losses for goodwill are recognised in the Consolidated Income Statements and will not be reversed.

In the Consolidated Statements of Financial Position, goodwill is stated at the historical cost less accumulated impairment losses.

b) Other intangible assets

Intangible assets acquired separately are measured at the historical cost at initial recognition. Intangible assets other than goodwill are amortised using the straight-line method over their estimated useful lives, except for those with indefinite useful lives, and stated at the historical cost, less accumulated amortisation and accumulated impairment losses. The estimated useful lives of major intangible assts are as follows:

- Software: 5 years

The estimated useful lives, residual values and amortisation methods of assets are reviewed at the end of each fiscal year, and any changes are applied prospectively as a change in accounting estimate.

(5) Leases

The Group assesses a contract at its inception and deems that it is a lease contract or a contract that contains a lease component if the contract conveys the right to control the use of a specified asset for a period of time in exchange for consideration.

A lease obligation is measured at the present value of the lease payments that are not paid at the commencement date. In calculating the present value, the Group typically uses its incremental borrowing rate as a discount rate if the interest rate implicit in the lease cannot be readily determined. With Lease obligations, financial expenses calculated based on principal repayments made with lease payments and the effective interest method are recognised over the lease term. A right-of-use asset is measured at the amount of the initial measurement of the lease obligation, adjusted by initial costs and prepaid lease payments, plus the cost of dismantling and removing the asset and restoring the site, as demanded by the lease contract, and is systematically depreciated over the lease term.

For short-term leases and low-value leases, the related payments are recognised as expenses using the straight-line method over the lease term.

(6) Impairment of non-financial assets

The Group verifies whether there is any indication that its non-financial assets excluding inventories and deferred tax assets may be impaired. If any such indication exists, the recoverable amount of the asset is estimated. For goodwill and intangible assets that have indefinite useful lives or remain unavailable, the recoverable amount is estimated annually or whenever where is an indication of impairment.

The recoverable amount of an asset or a group of cash-generating units is the higher of its value in

use or its fair value less costs of sales. In the calculation of the value in use, the estimated future cash flows are discounted to the present value using the pre-tax rate that reflects the current market's assessment of the time value of money and the risks specific to the asset. Assets that are not tested individually for impairment are integrated into the minimum cash-generating unit, which generates cash inflows largely independent of cash inflows from other assets or asset groups when they are used continually. For goodwill, the cash-generating units where goodwill is allocated are integrated into the minimum unit for the goodwill to be tested for impairment. Goodwill arising in business combinations are allocated to cash-generating units so that the synergy effect can be expected.

The corporate asset of the group does not generate independent cash inflows. If and when there is an indication of impairment of the corporate asset, the recoverable amount of the group of cash-generating units to which the corporate asset belongs is estimated.

If the carrying amount of an asset or a group of cash-generating units exceeds its recoverable amount, an impairment loss is recognised in net profit or loss. An impairment loss recognised for a cash-generating unit is first allocated to reduce the carrying amount of any goodwill allocated to the unit and is then allocated to the other assets on a pro rata basis to reduce the carrying amount of each asset.

Impairment losses related to goodwill will not be reversed. The Group evaluates assets other than goodwill at the end of each fiscal year on whether there is any indication that an impairment loss recognised in prior years has decreased. If the estimates used to determine the recoverable amount have changed, a reversal of the impairment loss may be recognised to the extent the increased carrying amount does not exceed the carrying amount, less necessary depreciation and amortisation, that would have been recognised had no impairment loss been recognised.

(7) Standard for recording significant provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, it is likely that the Group's economic resources will be consumed to settle the obligation, and a reliable estimate can be made of the amount of the obligation. In the calculation of provisions, the estimated future cash flows are discounted to the present value using the pre-tax rate that reflects the current market's assessment of the time value of money and the risks specific to the liability. The discounted amount reversed with the passing of time is recognised as financial expenses.

For asset retirement obligations, the estimated cost of dismantling and removing the asset and restoring the site for rent offices with such obligations to be performed at the end of the lease agreement is recorded after estimating future cash flows considering specific situations of each office.

(8) Employee Benefits

The Group has companies with defined benefit plans.

The defined benefit liability is recognized in the Consolidated Statements of Financial Position at the present value of the defined benefit plan obligation. The defined benefit plan obligation is calculated based on the projected unit credit method, and its present value is calculated by applying a discount rate to the expected future payments. The discount rate is determined by reference to market yields on high-quality corporate bonds.

Current service cost and net interest expense on net defined benefit liability is recognized as net gain or loss.

Prior service cost is recognized in net gain or loss as incurred.

Remeasurements of net defined benefit liabilities, including actuarial gains and losses, are

recognized in other comprehensive income as incurred and are immediately transferred from other components of equity to retained earnings.

(9) Standard for recognising revenue

The Group has applied IFRS 15 ("Revenue from Contracts with Customers," released in May 2014) and "Clarifications to IFRS 15" (released in April 2016) and the five-step approach described below to recognition of revenue.

Step 1: Identifying the contract with the customer
Step 2: Identifying the performance obligation in the contract
Step 3: Determining the transaction price
Step 4: Allocating the transaction price to separate performance obligations in the contract
Step 5: Recognizing revenue when or as the performance obligation is satisfied

For the Group' main business, we recognise sales revenue of the membership business based on the number of paid members as of the end of each month and sales revenue of the advertising business based on the advertising duration.

(10) Foreign currency translation

c) foreign currency transactions

Each company in the Group has set its own functional currency as the currency used in the primary economic environment where the company conducts its business activities and its transactions are measured at the functional currency.

In the preparation of financial statements of each company, transactions based on foreign currencies are translated into its functional currency at the spot exchange rate of the transaction date.

Monetary assets and liabilities denominated in foreign currencies as of the end of fiscal year are translated into the functional currency at the spot exchange rate of that date.

Exchange differences arising from the translation or settlement are recognised in net profit or loss.

d) Financial statements of foreign operations

The assets and liabilities of foreign operations are translated into Japanese yen using the exchange rate as of the last date of the fiscal year and the revenue and expenses using the average exchange rate for the fiscal year. Exchange differences arising from the translation of foreign operations are recognised in other comprehensive income. The cumulative exchange differences arising from a foreign operation are reclassified to profit or loss for the fiscal year when the foreign operation is liquidated.

The Group has applied the exemption stated in IFRS 1 to such differences and transfers them to retained earnings with the cumulative exchange differences before the change deemed to be zero.

3. Notes to Accounting Estimates

In preparing these consolidated financial statements, management is obliged to make judgements, estimates and assumptions that affect the application of the Group's accounting policies and the amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

We review estimates and underlying assumptions on an ongoing basis. Revisions to estimates, if any, are to be recognised in the fiscal year when such revisions are made and the following fiscal years.

Items involving estimates that may cause material revisions to the carrying values of assets and/or liabilities in the Consolidated Financial Statements for the following fiscal year (FY2023) are described below.

(1) Impairment losses of property, plant and equipment, goodwill, and intangible assets

a) Amount recorded in the Consolidated Financial Statements for FY2022
Selling, general and administrative expenses: 44,209 thousand yen

b) Information that helps comprehend accounting estimates
Please refer to "(6) Impairment losses of non-financial assets) in "2. Important Accounting Policies."

(2) Collectability of deferred tax assets

a) Amount recorded in the Consolidated Financial Statements for FY2022
Net deferred tax assets: 57,004 thousand yen
The amount of deferred tax assets before offset by deferred tax liabilities is 59,963 thousand yen.

b) Information that helps comprehend accounting estimates
Deferred tax assets are recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes as of the account closing date, unused tax losses, and unused tax credits.
Deferred tax assets are not recognised for the following:

- Taxable temporary differences arising on the initial recognition of goodwill.
- Temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss.
- Temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future.

In principle, deferred tax liabilities are recognised for all taxable temporary differences whereas deferred tax assets are recognised for deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used.

The carrying value of deferred tax assets is reassessed every fiscal year and is written down by the amount unlikely to be used against by future taxable profits. Unrecognised deferred tax assets are reassessed every fiscal year and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Changes to the assumptions may materially affect the amount of differed tax assets or liabilities for the following fiscal year.

4. Notes to the Consolidated Statements of Financial Position

(1) Allowance for doubtful accounts directly deducted from assets

Trade and other receivables 514 thousand yen

(2) Accumulated depreciation and accumulated impairment losses on property, plant and equipment 1,876,800 thousand yen

5. Notes to the Consolidated Statements of Changes in Equity

(1) Numbers and classes of outstanding shares and treasury shares

Share class	No. of shares as of the beginning of FY2021	Increase in No. of shares in FY2021	Decrease in No. of shares in FY2021	No. of shares as of the end of FY2021
Outstanding shares				
Ordinary shares	107,429,400	-	-	107,429,400
Total	107,429,400	-	-	107,429,400
Treasury shares				
Ordinary shares	3,219,061	-	-	3,219,061
Total	3,219,061	-	-	3,219,061

(2) Dividends

Not applicable.

(3) Share options as of the end of the consolidated fiscal year

Number of shares to be acquired through the exercise of share options granted by the Company (excluding options of which the exercise period has not started)

1,989,500 ordinary shares

6. Notes to Financial Instruments

(1) Status of financial instruments

Cash and deposits are exposed to exchange fluctuation risk. Accounts receivables, as part of trade and other receivables, are exposed to customer credit risk. We attempt to reduce such risks by carefully managing the due dates and outstanding balances of receivables.

(2) Fair value of financial instruments

The fair value and the carrying amount of financial instruments as of the end of the consolidated fiscal year (31 December 2022) are shown in the table below. Financial instruments with a fair value that is significantly similar to the carrying value are not included in the table.

	Carrying amount (thousand yen)	Fair value (thousand yen)	Difference (thousand yen)
Other financial assets	278,981	277,556	(1,426)

(Notes) Method for calculating the fair value of financial instruments

Other financial assets

For lease and guarantee deposits, which are part of other financial assets, since we have decided that the counter parties of the relevant transactions, or the owners of the properties, pose considerably low credit risk, the fair value has been calculated based on the present value, discounting future cash flows expected over the lease term with deserved metrics such as the Japanese government bond yield. Among financial assets measured at fair value, shares of unlisted companies are recognised at the fair value calculated using a reasonable method.

(3) Fair value information by level within the fair value hierarchy of financial instruments

In accordance with IFRS, fair value measurement is classified into the following three levels based on the observability and significance of the inputs used for the measurement.

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets

Level 2: Fair value calculated using prices other than quoted market prices included in Level 1 that are observable for the asset or liability either directly or indirectly

Level 3: Fair value calculated based on valuation techniques which include inputs that are not based on observable market data

The Company recognises transfers of financial instruments between the levels of the fair value hierarchy as having occurred at the beginning of each quarter.

(Thousand yen)

	Level 1	Level 2	Level 3	Total
Assets：				
Financial assets measured at fair value through other comprehensive income	–	–	14,360	14,360
Total	–	–	14,360	14,360

The changes in financial instruments classified as Level 3 are as follows:

(Thousand yen)

	Fair value measurement as of reporting date	
	Financial assets measured at fair value through net income or loss	Financial assets measured at fair value through other comprehensive income
Balance at beginning of the period	–	13,342
Total gain/loss	△137,355	△22,479
Net income or loss	△137,355	–
Other comprehensive income	–	△22,479
Purchase	135,148	23,244
Others	2,207	253
Balance at end of the period	–	14,360

The financial instruments classified under Level 3 comprise primarily of investments in securities issued by unlisted companies for which market prices are not available. When calculating fair values, generally inputs are reasonably estimated and an appropriate valuation technique is determined.

Fair value measurements of these financial instruments are made quarterly in accordance with the Group's accounting policies and the same are approved after having been reported to senior management.

No significant changes in the fair value of financial instruments classified under level 3 are expected when changing one or more of the unobservable inputs to reflect reasonably possible alternative assumptions.

7. Notes to Revenue Recognition

The Group only has a single business segment "Make everyday cooking fun!"

Sales revenue for domestic recipe service membership sales comes from monthly fees paid by users and providing services such as functions that allow users to search for recipes in order of popularity fulfils obligations. Therefore, we recognise revenue in that period.

Sales revenue for domestic recipe service advertising sales comes from advertising fees paid by manufactures or other companies who posted advertisement on the Cookpad platform and the posting fulfils obligations. Therefore, we recognise revenue in that period depending on the duration of posting.

As to consideration for transactions, payment for domestic recipe service membership sales is received within approximately 3 months from the time at which the sale is recognised and for advertising whereas payment for advertising is received within approximately 2 months from the completion of the advertising period. They do not include material financial factors.

Revenue is generated from all contracts executed with customers and the breakdown of revenue disaggregated by the type of service is as follows:

(Thousands of yen)

By type of service	FY2021 (from 1 January 2021 through 31 December 2021)
Make everyday cooking fun!	9,086,984
Domestic recipe service membership sales	6,408,076
Domestic recipe service advertising sales	1,542,347
Other sales	1,136,561

8. Notes to Per Share Information

(1) Equity attributable to shareholders of the Company per share: 169.52 yen

(2) Basic loss per share: 33.47 yen

(3) Diluted loss per share: -

9. Notes to Important Subsequent Events

(Discontinuation of several projects and offering voluntary redundancy)

The Board resolved at its meeting held on 10 February 2023 to discontinue several of its business operations, including part of the advertising business, and offer its employees an option to take voluntary redundancy.

1. Reason for the decisions

Since 2002, the Company has been engaged in the domestic recipe service advertising business (the "Advertising Business") to help companies associated with the cooking and food industry to raise brand awareness and conduct marketing activities, by providing them with advertising slots on its recipe service platform as well as marketing solutions such as recipe contests.

As the media that consumers are exposed to become more diverse and so, in turn, does the way information on cooking and food is distributed, however, we have found it difficult to continue delivering value to our clients just by providing existing online advertising slots and marketing solutions. To concentrate our resources into selected areas, we have concluded that part of the Advertising Business should be discontinued.

On the other hand, after marking the decade starting 2017 as the "investment phase" and launching a variety of new projects, the company reviewed such investments to examine which business domain it should continue investing in. Consequently, we have decided to close the following five of its new business operations: Tabedori, Komerco, Oryuri Ehon, Tsuriba Camera and Oitoco.

Accordingly, we have also decided to offer an option to take voluntary redundancy to employees who are engaged in the Advertising Business and the said new projects to be closed (excluding engineers and designers) as well as those in the back office.

2. Discontinuation of business operations

(1) Business operations to be discontinued

a. Part of the planning and sales operation for the advertising on the recipe service platform
b. Tabedori (cooking training)
c. Komerco (cooking goods online store)
d. Oryouri Ehon (educational picture books on cooking)
e. Tsuriba Camera (communication tool for fishers)
f. Oitoco (AI-powered service)

(2) Business results for the fiscal year ended 31 December 2022 of projects to be discontinued

	Projects to be discontinued (a)	Total consolidated results (b)	Percentage (a/b)
Sales	1,083 million JPY	9,086 million JPY	11.9%

Since the expenses concerning the projects to be discontinued have not been managed separately from other expenses, we do not disclose data on profit-related items.

(3) Treatment of employees and assets engaged in the projects to be discontinued

As described in the section 3 below, employees who are engaged in the said projects are eligible to take a voluntary redundancy option. The Company has no material assets dedicated to the said operations.

(4) Schedule

a.	Resolved by the Board of Directors on	10 February 2023
b.	To be closed on	30 April 2023 (to be confirmed)

3. Offering of voluntary redundancy

(1)	Eligible employees	Employees (full-time, contract and part-time employees) who are engaged in the business operations to be discontinued listed in the above section 2 or the back-office operations, excluding engineers and designers
(2)	Number of applicants to be accepted	Up to 40 (to be confirmed)
(3)	Application window	From 13 February 2023 through 3 March 2023
(4)	Date of resignation	30 April 2023
(5)	Entitlement	The volunteers will be treated as resignees leaving for the Company's own reasons and entitled to receive special severance payments. The Company will provide outplacement support via an agent to those who wish it.

(Share buyback and commencement of a tender offer as a means thereof)

The Board resolved at its meeting held on 10 February 2023 to buy back shares of its own stock and make a tender offer as a means for the buyback (the "Tender Offer") pursuant to the provisions of its articles of incorporation based on the provision of Article 459 (1) of Japan's Companies Act (Act No. 86 of 2005, as amended; hereinafter the same applies) as well as Article 156 (1) of the said Act.

1. Purpose of the buyback

With its mission to "Make everyday cooking fun!" articulated in Article 2 of its articles of incorporation (the "Articles of Incorporation"), the Cookpad group (comprised of Cookpad Inc. and its 16 consolidated subsidiaries as of today, hereinafter the "Group") is engaged in its business to solve various problems associated with cooking including "Cookpad," a platform for finding and posting recipes online, and "Cookpad Mart," a fresh food e-commerce platform, and to increase the number of home cooks who enjoy cooking around the world, while making proactive investments for business expansion; in particular, the Group actively recruits new talent to develop new services, grow its user base, and improve branding. Regarding shareholder compensation, our policy is to pay dividends out of surplus earnings according to the profit growth in order to consistently maximise our enterprise value after comprehensively taking financial conditions and business performance into consideration. On the other hand, prioritising investment for business expansion through service development, user base boosting and better branding over other uses of profits earned from our business activities, the Board resolved to modify our policy on dividend payment on 28 September 2018 and marked the decade starting 2017 as the "investment phase," where we should refocus on building the foundation for the Group's further growth instead of paying dividends. Accordingly, we have paid no dividends for fiscal 2018 and following years and decided not to pay for fiscal 2022 as well.

Against this background, we have concluded that the ongoing inflation in Japan, if it continues, can lead

to a risk of diminishing asset value of cash and cash equivalent held by the Company in yen, worth around 18.4 billion JPY as of 30 September 2022. To reduce this risk, investing the excess funds in financial instruments such as foreign currency deposits to preserve the value of our assets would be a possible option; however, we decided that such a means is not relevant to our mission described above and, in terms of efficiency of fund management, returning some of the cash to our shareholders and allowing them to choose how it should be managed is a better option, before starting to consider the specific form of shareholder compensation in early November of 2022.

Examining, among other points, how that specific form will help to enhance the Group's enterprise value, how it will drive dynamic capital policies constantly relevant to the changing business environment, and whether it will have no major impact on the Group's financial conditions, we decided in the middle of November 2022 that the buyback of our own shares would be a more reasonable option than the payment of dividends out of surplus, which would grant cash to all our shareholders whether they wish to receive it or not. The reason behind our decision is that the former will provide the opportunity to receive cash only for shareholders who wish to do so and that the Company may enhance the capital efficiency and implement dynamic capital policies adapted to the changing business environment by using the acquired shares of its own stock.

Additionally, we explored for a specific way to buy back our own shares among several options such as acquiring them through market transactions including extended-hours transactions. With market transactions, assuming that the daily average trade volume of the ordinary shares of the Company's stock ("SHARES") for the six months ended 15 November 2022 was around 240,000 shares in the Standard Market of the Tokyo Stock Exchange, Inc. ("TSE"), the number of shares that can be acquired at one time for the market price is expected to be limited. Therefore, we decided that making a tender offer is the most reasonable option because an acquisition of a considerable number of shares in a relatively short period of time can be expected while securing a certain level of fairness among shareholders as well as transparency. Subsequently, we started the initial discussion on the conditions of the Tender Offer in late November 2022, and at the beginning of the following December, confirmed our base line for the following examinations to enable shareholders who wish to relinquish their shares to sell them at a tender offer price with a certain premium on top of the market price as part of compensation to our shareholders, taking into account the recent trend in the market price of SHARES and expecting an increased number of tenders received and an enhanced relevance to the purposes of the Tender Offer.

The Articles of Corporation stipulate that the Board may resolve on share buybacks and other matters provided for in Article 459 (1) of Japan's Companies Act, unless otherwise specified in laws and ordinances, to ensure dynamic capital policies by delegating the authority over the acquisition of SHARES to the Board. In accordance with the resolution approved by the Board on 10 August 2021, we acquired SHARES on 11 August 2021 through extended-hours transactions for share buyback at TSE (ToSTNeT-3; No. of shares purchased: 3,215,000; percentage in the total number of shares issued as of 30 June 2021 (107,429,400) minus No. of treasury shares (4,011), which is 107,425,389 shares: 2.99%, rounded to the nearest hundredth; cumulative purchase amount: 733,020,000 JPY), resulting in 3,219,061 treasury shares held by the Company as of today.

In early December 2022, to secure fairness in deciding the price of a SHARE for the Tender Offer (the "Offer Price), we commissioned Stand by C Inc., a third-party valuation agency independent from the Company ("Stand by C") to calculate the value of a SHARE, and obtained on 9 February 2023 a share valuation report (the "Valuation Report"; for details, refer to "a. Basis of calculation" in "(3) Rationale for calculation of the purchase price" of "3. Outline of the buyback"). We have not obtained a fairness opinion which states that the Offer Price is fair from a financial point of view. Stand by C does not fall into the scope of related parties of the Company and has no material interest in the Tender Offer.

Taking into consideration the policy for setting the conditions for the Tender Offer described above as well as the market trend among other factors, we set up a special committee comprised of the following four members on 2 December 2022 as an advisory panel required to examine whether the validity of the conditions for the Tender Offer including the Offer Price is secured and state its opinions on the mater (the "Special Committee") in order to have effective deliberation in examining and deciding the conditions of the Tender Offer: Toru Kitagawa, Yasuyo Iga and Hirotaka Tanaka, outside directors of the Company also serving as members of the Audit Committee, and Akira Nishida, a lawyer from Nishida Law Office, as an outside expert independent from the Company. (Note: Members of the Special Committee have not been changed since its establishment.) We consulted the Special Committee on the premise that we would give the utmost respect to its opinions and would not decide to proceed with the Tender Offer if the committee decided that the conditions for the Tender Offer including the Offer Price were not reasonable.

Required to offer a price as the Offer Price that ensures reasonable compensation for shareholders who wish to tender their SHARES, the Company assumes a certain premium to be added to the market price of a SHARE, while expecting an increased number of tenders received and an enhanced relevance to the purposes of the tender offer. Meanwhile, we need to consider the following three points: (i) necessity to preserve the benefits for shareholders who wish to continue holding their SHARES without tendering them; (ii) prevention of outflow of the Company's assets needed for the "investment phase," where we refocus on building the base for further growth of the Group; and (iii) stability of the financial base of the Group. As a result of such consideration, we informed the Special Committee in late December 2022 that our initial plan for the Tender Price was to add a premium of around 15% to the market price of a SHARE on the assumption that its market price around the date of the Board's approval of a resolution for the implementation of the Tender Offer would at the level similar to that in late December 2022 (around 200 yen per share). We also informed the Special Committee in late December 2022 of our ideas about the total buyback volume, stating that we also need to consider the above points from (i) to (iii) and our plan was around 10% of the total number of shares issued. On 9 February 2023, we reported that the Tender Offer Price will be 240 yen (provided, however, that if the closing price of the Company's shares on 10 February 2023, the date of the Company's Board of Directors meeting, is 222 yen per share or above, the Offer Price will be set with a 10% premium on top of the closing price of the date (However, the Offer Price will not exceed 272 yen, which is the maximum value range of the calculated amount by the market price method in accordance with the share valuation report.)). We also reported that the maximum number of shares to be purchased is 10,742,900 shares, which represents an ownership percentage of 10.31%.

The Special Committee, after careful examinations based on the above briefing, the answers for its questions, and the discussions made so far about how to compensate our shareholders, submitted its report (the "Report") to the Board on 9 February 2023 (for details of the Special Committee and the Report, refer to ""b. Background of calculation" in "(3) Rationale for calculation of the purchase price" of "3. Outline of the buyback").

After many deliberate discussions, the Board resolved today to buy back SHARES in accordance with the provisions of the Articles of Incorporation based on the provision of Article 459 (1) of Japan's Companies Act as well as Article 156 (1) of the said Act and, as a specific means for the buybacks, and conduct the Tender Offer at the Offer Price of 240 JPY, on the basis of a comprehensive consideration of: the fact that the Offer Price is within the range from 204 JPY to 465 JPY stated in the Valuation Report as a value of a SHARE; the statement in the Report that concluding that the terms of the Tender Offer, including the Offer Price, are reasonable does not violate the duty of care of the Company's directors; the market price of a SHARE; and other observations. The Offer Price represents a premium of: 10.60% (rounded to the nearest hundredth, hereinafter the same for premiums) on 217 JPY, the closing price of a SHARE at the Standard Market of TSE on the previous day of 10 February 2023, when

the resolution on the implementation of the Tender Offer was approved (namely 9 February 2023); 13.21% on 212 JPY, the average closing price for the last month (from 10 January to 9 February 2023; rounded to the closest integer, hereinafter the same for average prices); 17.65% on 204 JPY, the average closing price for the last three months (from 10 November 2022 to 9 February 2023); or 16.50% on 206 JPY, the average closing price for the last six months (from 10 August 2022 to 9 February 2023).

The Board also decided today that the planned number of SHARES to be purchased through the Tender Offer should be 10,742,900, which represents an ownership percentage of 10.31%, after considering the following points: (i) necessity to preserve the benefits for shareholders who wish to continue holding their SHARES without tendering them; (ii) prevention of outflow of the Company's assets needed for the "investment phase," where we refocus on building the base for further growth of the Group; (iii) stability of the financial base of the Group; and the statement in the Report that concluding that the terms of the Tender Offer, including the Offer Price, are reasonable does not violate the duty of care of the Company's directors.

The Tender Offer is planned to be self-financed. The Group had short-term liquidity (cash and cash equivalents) worth 16,824 million JPY as of 31 December 2023; thus, we believe the Group will maintain its financial health and stability following the implementation of the Tender Offer, as it is expected that the Group will continue holding enough short-term liquidity to achieve consistent business development and enterprise value enhancement and the cash flow generated from its business following the Tender Offer will accumulate to a certain amount even after part of it is used as the funds for the purchase in the Tender Offer (estimated up to 2,708 million JPY, as stated in "3. Outline of the buyback" of "(5) Funds required for the tender offer" described below). Our policies on how to handle SHARES acquired in the Tender Offer are currently to be determined.

We asked on 9 February 2023 Akimitsu Sano, Director and Executive Officer of the Company, whether he would wish to tender his SHARES if the Tender Offer is implemented, ahead of the approval of the above resolution, as he is one of the major shareholders of the Company with an ownership percentage of 44.7%, owning 46,582,800 SHARES as of today and thus we considered that his intention would significantly influence shareholders' decisions on whether to tender their SHARES. He replied on 9 February 2023 stating that he would intend to continue holding his SHARES and that he currently would not intend to acquire additional SHARES. As stated above, the main purpose of the Tender Offer is shareholder compensation and it will be implemented as a result of consideration by the Company with a view independent from Mr. Sano's.

* The "ownership percentage" represents the percentage of SHERES owned by the shareholder in the total number of shares issued as of 31 December 2022, stated in the Consolidated Earnings Results for the Fiscal Year ended 31 December 2022 [IFRS] released today (107,429,400 shares) minus the number of SHARES owned by the Company as of the same date (3,219,061 shares), rounded to the nearest hundredth. Hereinafter the same applies.

2. Matters concerning the share buyback resolved by the Board

(1) Matters resolved

Class	Total number of shares to be purchased	Total amount of consideration (JPY)
Ordinary shares	10,743,000	2,578,320,000

(Note 1) The total number of shares to be purchased accounts for 10.00 % of the total number of shares issued (rounded to the nearest hundredth). The ownership percentage of the total shares to be purchased is 10.31%.

(Note 2) "Total number of shares to be purchased" refers to the upper limit of the total number of shares the Company may buy back approved by the Board.

(Note 3) "Total amount of consideration" refers to the upper limit of the total amount of consideration required for the share buyback approved by the Board.

(Note 4) The period where the Company may buy back shares will start 13 February 2023 and end 30 April 2023.

(2) Listed share certificates, etc. already bought back pursuant to the above resolution
Not accountable.

3. Outline of the buyback

(1) Schedule

a.	Resolved by the Board on	Friday, 10 February 2023
b.	Commencement of the tender offer to be publicly notice on	Monday, 13 February 2023 The Company will make an electronic public notice at the following address and make a notice thereof in the Nihon Keizai Shimbun at: https://disclosure2.edinet-fsa.go.jp/
c.	Tender Offer Statement to be filed on	Monday, 13 February 2023
d.	Purchase period	From Monday, 13 February 2023 through Tuesday, 28 March 2023 (30 business days)

(2) Purchase price
240 JPY per ordinary share

(4) Number of share certificates, etc. to be purchased

Class	Number of shares to be purchased	Number of shares allowed to be purchased in excess
Ordinary shares	10,742,900	N/A

(Note 1) If the total number of Share Certificates tendered in response to the Tender Offer ("Tendered Share Certificates") does not exceed the number of shares to be purchased (namely 10,742,900), the Company will purchase all of the Tendered Share Certificates. If it exceeds 10,742,900, the Company will not purchase any or part of the excess quantity and a transfer or other forms of settlement for the Share Certificates will be made on the pro rata basis specified in Article 27-13 (5) of the Japan's Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended;

hereinafter the "Law"), which will be applied in mutatis mutandis to Article 27-22-2 (2) of the Law, and Article 21 of the Cabinet Office Ordinance.

(Note 2) Shares less than one unit may also be tendered in response to the Tender Offer. If a shareholder exercises its right to request the purchase of shares less than one unit pursuant to Japan's Companies Act, the Company may buy back SHARES during the purchase period for the Tender Offer (the "Tender Offer Period") in accordance with procedures required by laws and ordinances.

(Note 3) As of today, we do not assume that any exercise of share options will take place by the last day of the Tender Offer Period. In the event that it takes place, SHARES issued by such exercise will be eligible for the Tender Offer.

10. Note to Business Combinations

No significant notes.

Non-Consolidated Statements of Financial Position

(as of 31 December 2022)

(Thousands of yen)

Assets		Liabilities	
Current assets	14,123,589	Current liabilities	1,322,717
Cash and deposits	12,091,649	Accounts payable	15,154
Notes receivable	8,564	Accrued expenses	81,160
Accounts receivable	1,458,255	Accounts payable	1,038,864
Merchandise	28,933	Income tax payable	82,752
Supplies	30,022	Advances received	10,343
Advances receivable	31,797	Deposits received	94,037
Advance payments	344,736	Other	403
Other	130,144	Non-current liabilities	78,291
Allowance for doubtful accounts	(513)	Asset retirement obligations	78,291
Non-current assets	8,031,976		
Property, plant and equipment	63,030		
Buildings and structures	12,785		
Tools, furniture and fixtures	17,280	Total liabilities	1,401,009
Leased assets	32,965	**Net assets**	
Intangible assets	117,682	Shareholders' equity	20,668,872
Software	7,690	Capital stock	5,286,015
Trademarks	63,052	Capital surplus	5,285,440
Patents	28,076	Legal capital surplus	5,285,440
Goodwill	18,789	Retained earnings	10,832,471
Other	73	Other retained earnings	10,832,471
Investments and other assets	7,851,262	Retained earnings brought forward	10,832,471
Investment securities	15,990	Treasury shares	(735,054)
Shares of subsidiaries and affiliates	7,556,830	Share options	85,684
Deferred tax assets	51,305		
Long-term prepaid expenses	4,996		
Other	222,139	Total net assets	20,754,557
Total assets	22,155,566	Total liabilities and net assets	22,155,566

(Note) The amounts are rounded to the nearest thousand yen.

Consolidated Income Statements

(From 1 January 2022 through 31 December 2022)

(Thousands of yen)

Account	Amount	
Net sales		8,652,483
Cost of sales		(110,789)
Gross profit		8,541,693
Selling, general and administrative expenses		(11,765,204)
Operating loss		3,223,511
Non-operating income		
Foreign exchange income	219,807	
Interest income	45,084	
Other	35,145	300,037
Non-operating expenses		
Interest expenses	(335)	
Other	(895)	(1,231)
Ordinary loss		2,924,705
Extraordinary income		
Gain on sales of non-current assets	2,047	2,047
Extraordinary loss		
Impairment loss	(37,030)	
Loss on sales or retirement of non-current assets	(716)	
Loss on sales of subsidiaries and affiliates' shares	(26,628)	(64,375)
Loss before tax		2,987,033
Income taxes – current	(46,283)	
Income taxes – deferred	697	(45,586)
Net loss		3,032,619

(Note) The amounts are rounded to the nearest thousand yen.

Non-Consolidated Changes in Shareholders' Equity

(From 1 January 2022 through 31 December 2022)

(Thousands of yen)

	Shareholders' equity				
	Capital stock	Capital surplus		Retained earnings	
		Legal capital surplus	Total capital surplus	Other retained earnings Retained earnings brought forward	Total retained earnings
Balance as of 1 Jan. 2022	5,286,015	5,285,440	5,285,440	13,865,091	13,865,091
Changes over the year					
Net profit (or loss)	-	-	-	(3,032,619)	(3,032,619)
Net changes in items other than shareholders' equity	-	-	-	-	-
Total changes over the year	-	-	-	(3,032,619)	(3,032,619)
Balance as of 31 Dec. 2022	5,286,015	5,285,440	5,285,440	10,832,471	10,832,471

	Shareholders' equity		Share options	Total net assets
	Treasury shares	Total shareholders' equity		
Balance as of 1 Jan. 2022	△735,054	23,701,491	60,179	23,761,671
Changes over the year				
Net profit (or loss)	–	△3,032,619	–	△3,032,619
Net changes in items other than shareholders' equity	–	–	25,505	25,505
Total changes over the year	–	△3,032,619	25,505	△3,007,114
Balance as of 31 Dec. 2022	△735,054	20,668,872	85,684	20,754,557

(Note) The amounts are rounded to the nearest thousand yen.

Notes to the Non-Consolidated Financial Statements

1. Important Accounting Policies

(1) Basis and methods of valuation for securities

a) Investments in subsidiaries and affiliated companies	Recognised at cost determined by the moving-average method.
b) Other securities	With market quotations: Recognised at fair value, which represents the market prices at the end of the fiscal year (unrealised gain or loss is reported as a separate component of equity, net of tax; cost of sales is determined by the moving-average method). Without market quotations: Recognised at cost determined by the moving-average method.

(2) Basis and methods of valuation for inventories

a) Merchandise	Recognised at cost determined by the first-in, first-out method (balance sheets amounts are lower of the acquisition cost of the net selling value, due to decreased profitability).
b) Supplies	Recognised at cost determined by the specific identification method (balance sheets amounts are lower of the acquisition cost of the net selling value, due to decreased profitability).

(3) Basis and methods of valuation for non-current assets

a) Property, plant and equipment (excluding leased assets)	Recognised using the declining-balance method (or the straight-line method for part of buildings). Estimated useful lives for major assets are shown below. Buildings and structures: 2 to 6 years Tools, furniture and fixtures: 3 to 15 years Assets acquired on or before 31 March 2007 are depreciated by the same amount per annum for five years to reduce their remaining value to 1 yen after it reaches the statutory depreciable limit.
b) Intangible assets (excluding leased assets)	Recognised using the straight-line method. Software (for in-house use) is amortised with the straight-line method over the in-house available period (five years).
c) Leased assets	For finance leases that are not deemed to transfer the ownership of the leased assets to the lessee, leased assets are depreciated using the straight-line method assuming the lease period as the useful life and no residual value.

(4) Standard for recording allowance

a) Allowance for doubtable accounts — In anticipation of uncollectible receivables, allowance for doubtful accounts is calculated based on past credit loss experience for general account receivables. For certain receivables deemed to be difficulty to collect, allowance is individually calculated based on the collectability of the account.

2. Notes to Accounting Estimates

In preparing these consolidated financial statements, management is obliged to make judgements, estimates and assumptions that affect the application of the Group's accounting policies and the amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

We review estimates and underlying assumptions on an ongoing basis. Revisions to estimates, if any, are to be recognised in the fiscal year when such revisions are made and the following fiscal years.

Items involving estimates that may cause material revisions to the carrying values of assets and/or liabilities in the Consolidated Financial Statements for the following fiscal year (FY2023) are described below.

Collectability of deferred tax assets

a) Amount recorded in the Non-Consolidated Financial Statements for FY2022
Net deferred tax assets: 51,305 thousand yen
The amount of deferred tax assets before offset by deferred tax liabilities is 54,265 thousand yen.

b) Information that helps comprehend accounting estimates
The Company recognise deferred tax assets taking into account the estimated availability of taxable temporary differences or unused tax losses against future taxable profits. In assessing the collectability of deferred tax assets, probable reversal of deductible temporary differences and projected future taxable profits are considered.

Changes to the assumptions may materially affect the amount of differed tax assets or liabilities for the following fiscal year.

3. Notes to the Non-Consolidated Statements of Financial Position

(1) Accumulated depreciation on property, plant and equipment: 524,086 thousand yen

* Accumulated depreciation includes accumulated impairment losses.

(2) Amounts due from and due to subsidiaries and affiliated companies

The amounts due from and due to subsidiaries and affiliated companies are shown below.

Short-term amounts due from:	20,756 thousand yen
Short-term amounts due to:	240,568 thousand yen

4. Notes to the Non-Consolidated Income Statements

Transactions with subsidiaries and affiliated companies

Operating transactions (expenditure):	739,076 thousand yen
Other transactions (income):	27,235 thousand yen

5. Notes to the Non-Consolidated Changes in Shareholders' Equity

Number and class of shares as of the end of FY2022

Ordinary shares:	3,219,061

6. Notes to Tax Effect Accounting

Details of recognition of deferred tax assets and liabilities by principal causes

	(Thousands of yen)
Deferred tax assets	
Unused tax losses	1,349,032
Accrued business tax	24,302
Estimates of sales commission disallowed	26,850
Rents	23,723
Accounts payable - bonuses	17,585
Non-current assets	935,271
Shares of affiliate companies' stock	2,049,277
Asset retirement obligations	23,941
Other	7,287
Subtotal of deferred tax assets	4,457,273
Valuation allowance for unused tax losses	(1,349,032)
Valuation allowance for deductible temporary differences	(3,053,976)
Subtotal for valuation allowance	(4,403,008)
Total deferred tax assets	54,265
Deferred tax liabilities	
Retirement expenses concerning asset retirement obligations	(2,959)
Total deferred tax liabilities	(2,959)
Net deferred tax assets	51,305

7. Notes to Transactions with Related Parties

Not applicable.

8. Notes to Revenue Recognition

All items are the same as in "Notes to Consolidated Financial Statements - 7. Notes to Revenue Recognition" .

9. Notes to Per Share Information

(1) Net assets per share	198.33 yen
(2) Net loss per share	29.10 yen

10. Notes to Important Subsequent Events

Not applicable

(Discontinuation of several projects and offering voluntary redundancy)

All items are the same as in "Notes to Consolidated Financial Statements - 9. Notes to Important Subsequent Events - (Discontinuation of several projects and offering voluntary redundancy)" .

(Share buyback and commencement of a tender offer as a means thereof)

All items are the same as in “Notes to Consolidated Financial Statements - 9. Notes to Important Subsequent Events - (Share buyback and commencement of a tender offer as a means thereof)” .

■ Visit our IR (Investor Relations) homepage ■

Please visit our website for more information for investors and shareholders. You will find the presentation video and the materials distributed for “FY2022 Financial Results Presentation for Analysts and Investors” as well as the Consolidated Earnings Results, the Annual Securities Report, press releases and other documents on our IR homepage.

< Cookpad’s IR homepage >
https://info.cookpad.com/en/ir

Notes

General Meeting of Shareholders - Venue Map

Venue

3rd Floor, 1st Building of Aka-Renga Soko (Yokohama Red Brick Warehouse)
1-1-1 Shinko, Naka-ku, Yokohama, Kanagawa, Japan

Train

JR Line or Yokohama Municipal Subway Line:
Sakuragicho St. – 15 minutes' walk via Kishamichi Promenade
Kannai St. – 15 minutes' walk

Minatomirai Line:
Bashamichi St. or **Nihon-Odori St.** – 6 minutes' walk
Minatomirai St. – 12 minutes' walk

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