



March 6, 2017

To Whom It May Concern

Company name: Broadleaf Co., Ltd.  
Representative: Kenji Oyama,  
Representative Director, President and CEO  
(Code No.: 3673 First Section of the Tokyo Stock Exchange)  
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Director, Executive Vice President and COO  
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**Notice of Entering into a Basic Agreement concerning the Acquisition of Shares in  
Tajima Incorporated**

The Company announces that a meeting of its Board of Directors held on March 6, 2017 has adopted a resolution determining to enter into a basic agreement with the shareholder of Tajima Incorporated (“Tajima”) to make it a wholly-owned subsidiary by acquiring all of its shares outstanding. Details are as follows.

1. Reasons for the share acquisition

The Company has set as its medium term management policy to “evolve into a comprehensive service company that supports rich car life” and has continued to grow sustainably through offering and providing services that are attractive from the car owner’s point of view, together with customers in the automotive aftermarket related businesses. Tajima, meanwhile, under its slogan “the future of cars, honest support,” has provided high-quality services in the same industry with the Company.

Although both the Company and Tajima operate in the same industry, they each specialize in different customer segments, and by bringing Tajima into the Company’s group to collaboratively develop a business cooperation framework, the Company believes it will be able to offer a satisfying service to a broader range of customers than ever before.

Having such expectations in mind, the Company determined that the transaction will improve its corporate value and entered into the basic agreement with the shareholder of Tajima for the potential acquisition of shares.

## 2. Outline of Tajima

(1)	Company name	Tajima Incorporated		
(2)	Location	4-3, Katamachi, Shinjuku-ku, Tokyo		
(3)	Title and name of representative	Koichiro Takahashi, Representative Director		
(4)	Business operation	R&D and sale of software		
(5)	Capital stock	50,000,000 yen		
(6)	Date of Foundation	December 4, 1997		
(7)	Major shareholder(s) and its/their shareholding ratio	Koichiro Takahashi 100%		
(8)	Relationship, etc. between the Company and Tajima	Capital relationship	N/A	
		Personnel relationship	N/A	
		Business relationship	N/A	
		Related Party Relationships	N/A (Tajima is not the Company's related party.)	
(9)	Operating results and financial status of Tajima for the recent three years <sup>(Note)</sup>			
	Fiscal year	Ended September 2014	Ended September 2015	Ended September 2016
	Net assets	(223,541,000) yen	(335,562,000) yen	(96,130,000) yen
	Total assets	1,259,029,000 yen	1,310,612,000 yen	1,698,046,000 yen
	Net assets per share	(223,541) yen	(335,562) yen	(96,130) yen
	Sales	3,479,268,000 yen	3,141,199,000 yen	3,371,994,000 yen

Operating income	145,891,000 yen	(143,376,000) yen	227,052,000 yen
Ordinary income	174,414,000 yen	(90,356,000) yen	272,911,000 yen
Net income	(157,599,000) yen	(112,021,000) yen	239,432,000 yen
Net income per share	(157,599) yen	(112,021) yen	239,432 yen
Dividend per share	-	-	-

Note: The figures above are not audited by any auditing firms. (Figures in parentheses indicate negative.)

3. Outline of the party from whom the Company will acquire shares

(1) Name	Koichiro Takahashi
(2) Address	Sagamihara-shi, Kanagawa
(3) Relationship between the Company and the individual	N/A (No relationship exist in terms of capital, personnel, business, or other transaction.)

4. Number of shares to be acquired, purchase price, shareholding before and after the acquisition

(1)	Number of shares held before the acquisition	0 share (Number of voting rights: 0) (Percentage of total voting rights: 0.00%)						
(2)	Number of shares expected to be acquired	1,000 shares (Number of voting rights: 1,000)						
(3)	Expected purchase price	<table> <tr> <td>Ordinary shares of Tajima</td> <td>1,670,000,000 yen</td> </tr> <tr> <td>Advisory and other expenses (estimated)</td> <td>100,000,000 yen</td> </tr> <tr> <td>Total (estimated)</td> <td>1,770,000,000 yen</td> </tr> </table>	Ordinary shares of Tajima	1,670,000,000 yen	Advisory and other expenses (estimated)	100,000,000 yen	Total (estimated)	1,770,000,000 yen
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Advisory and other expenses (estimated)	100,000,000 yen							
Total (estimated)	1,770,000,000 yen							
(4)	Number of shares expected to be held after the acquisition	1,000 shares (Number of voting rights: 1,000) (Percentage of total voting rights: 100.00%)						

5. Schedule of the share acquisition

March 6, 2017	Execution of the basic agreement
The last third of March 2017	Board of Directors' meeting to approve a share purchase agreement (planned)
The last third of March 2017	Execution of the share purchase agreement (planned)
In April 2017	Closing (share purchase; planned)

6. Outlook

The impact of the share acquisition on the Company's business results is being examined. The Company will promptly announce the outcome of the examination as soon as it is available.