

June 9, 2016

Company: Cookpad Inc.
Representative: Rimpei Iwata, Representative Executive Officer
Code: 2193 (TSE, first section)
Contact: Mariko Takeda, Head of Finance
Tel: +81-3-6368-1000

Notice of Subsidiary Absorption (Simplified/Short-form Merger)

Cookpad Inc. (the "Company") hereby announces that it resolved at a June 9, 2016, Management Meeting to directly acquire the shares of its sub-subsidiary Cooksnaps Inc. ("Cooksnaps") from its California-based direct subsidiary Cookpad Inc. US ("Cookpad US") and merge Cooksnaps into itself effective August 1, 2016, as disclosed below.

Because the merger will be structured as a simplified absorption-type merger of Cookpad US's subsidiary Cooksnaps, which will become a wholly owned direct subsidiary of the Company by the time of the merger, the disclosures below are presented in abbreviated format.

1. Purpose of Merger

Cooksnaps, a wholly owned sub-subsidiary of the Company, develops Internet services on a contract basis for Cookpad Group companies. The Company has decided to carry out the merger to further improve its Group's operational efficiency.

2. Outline of Merger

(1) Timeline

Date of management meeting resolution: June 9, 2016

Agreement date: June 9, 2016

Effective date of merger: August 1, 2016 (tentative)

※ For the Company, the merger will be a simplified merger under the provisions of Article 796(2) of the Companies Act. For Cooksnaps, the merger will be a short-form merger under the provisions of Article 784(1) of the Companies Act. Shareholder approval is therefore not required for either party.

(2) Type of Merger

The merger will be an absorption-type merger, with the Company as the surviving company. Cooksnaps will be dissolved.

(3) Allocation(s) Related to Merger

The merger will not involve any allocation of shares, money, other assets or liabilities.

(4) Treatment of Stock Acquisition Rights and/or Convertible Bonds in Conjunction with Merger

Not applicable

3. Profiles of Companies Involved in Merger (as of March 31, 2016)

(1) Surviving Company

Company Name	Cookpad Inc.	
Principal Office	4-20-3 Ebisu, Shibuya-ku, Tokyo	
Representative	Rimpei Iwata, Representative Executive Officer	
Principal Lines of Business	Internet media	
Capital Stock	¥5,252,000,000	
Date of Incorporation	October 1, 1997	
Shares Issued	107,089,200 shares	
Fiscal year-end	December 31	
Major Shareholder and Percentage of Shares Held (as of December 31, 2015)	Akimitsu Sano (43.57%) Yoshiteru Akita (14.76%)	
Financial position and operating performance in most recent fiscal year (year ended December 2015) (consolidated basis/IFRS)	Total equity (¥mn)	23,396
	Total assets (¥mn)	27,494
	Equity per share attributable to the Company's shareholders	¥197.17
	Sales revenue (¥mn)	14,716
	Operating income (¥mn)	6,544
	Profit before tax (¥mn)	6,657
	Net profit (¥mn)	4,107
	Basic earnings per share	¥38.29

(2) Company to be Absorbed and Dissolved

Company Name	Cooksnaps Inc.	
Principal Office	B202 Koike Bldg, 1-9-24 Yukinoshita, Kamakura, Kanagawa	
Representative	Miles Woodroffe, CEO	
Principal Lines of Business	Contract development of Internet services	
Capital Stock	¥73,000,000	
Date of Incorporation	July 27, 2012	
Shares Issued	2,684 shares	
Fiscal year-end	December 31	
Major Shareholder and Percentage of Shares Held (as of December 31, 2015)	Cookpad Inc. (Located in California, US) (a wholly owned subsidiary of the Company) (100%)	
Financial position and operating performance in most recent fiscal year (year ended December 2015) (nonconsolidated basis/Japanese GAAP)	Net assets (¥mn)	(18)*
	Total assets (¥mn)	8
	Net assets per share	¥6,902.21
	Net sales (¥mn)	0
	Operating income (loss) (¥mn)	(46)
	Ordinary income (loss) (¥mn)	(46)
	Net profit (loss) (¥mn)	(47)
	Basic earnings (loss) per share	¥(17,593.67)

*As of March 31, 2016, net assets were ¥40 million.

5. Post-Merger Status

The Company's name, address, representative, principal lines of business, capital stock and fiscal year-end will all remain unchanged.

6. Future Outlook

The impact on the Company's consolidated results will be immaterial, as this transaction is reorganization within the Group.