

May 10, 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 Business Spin-off (Simplified Incorporation-Type Demerger)

Cookpad Inc. (the "Company") hereby announces that on May 10, 2016, its Board of Directors passed a resolution to spin off shop deals service, "Tokubai Joho" and food & healthcare service "Oishii Kenko" businesses as two newly established subsidiaries, Tokubai Inc. and Oishii Kenko Inc., respectively, effective July 1, 2016, as disclosed below.

As the spin-off will be structured as a simplified demerger of the Company's own operations into newly established subsidiaries, the disclosures below are presented in abbreviated format.

1. Purpose of demerger

The Company operates Tokubai Joho and Oishii Kenko as daily life support services. Tokubai Joho provides information on local supermarkets and other retailers' daily sales and special offers. Oishii Kenko specializes in diet and healthcare.

In conjunction with new management structure as disclosed in Notice on New Board Members and Executive Officers and Notice on Change of Representative Executive Officer dated March 24, 2016, the Company intends to maximally refocus on Making Everyday Cooking Fun. Toward this end, the Company has decided to spin off Tokubai Joho and Oishii Kenko as subsidiaries that will continue to grow their businesses independently of the Company.

2. Outline of demerger

(1) Timeline

Date of Board of Directors' resolution: May 10, 2016

Date of spin-off (Effective Date): July 1, 2016 (tentative)

This is a simplified demerger under the provisions of Article 805 of the Companies Act, thus shareholder approval is not required..

(2) Type of demerger

This is a simplified incorporation-type demerger, with the Company as the demerged company and the newly established subsidiaries as successor companies.

(3) Allocation of shares related to spin-off

In conjunction with the demerger, the successor companies will issue shares to the Company as follows.

Tokubai Inc. will issue 600 shares of common stock and transfer them all to the Company.

Oishii Kenko Inc. will issue 100 shares of common stock and transfer them all to the Company.

(4) Effect on the Company's stock options

The demerger will have no effect on stock options that have been issued by the Company.

(5) Reduction in capital in demerger

The Company's capital will neither increase nor decrease as a result of the demerger.

(6) Rights and obligations to be assumed by successor companies

The successor companies will assume the assets and liabilities of their respective business operations and rights and obligations appurtenant thereto, with the exception of employment agreements.

(7) Fulfillment of obligations

The Company does not foresee any problems in terms of discharge of the successor companies' liabilities after the demerger.

3. Profiles of the parties involved

(1) Demerged 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	¥5,230,000,000	
Date of Incorporation	October 1, 1997	
Shares Issued	106,906,800 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 31, 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) Subsidiaries to be newly incorporated

Company Name	Tokubai Inc.	Oishii Kenko Inc.
Principal Office	4-20-3 Ebisu, Shibuya-ku, Tokyo	4-20-3 Ebisu, Shibuya-ku, Tokyo
Representative	Yuichiro Okimoto, Representative Director	Tetsuya Nojiri, Representative Director
Principal Lines of Business	Internet media	Internet media
Capital Stock	¥30,000,000	¥5,000,000
Date of Incorporation	July 1, 2016	July 1, 2016
Shares to be Issued	600 shares	100 shares
Fiscal Year-end	December 31	December 31
Major Shareholder and Percentage of Shares Held	Cookpad Inc. (100%)	Cookpad Inc. (100%)

Financial position and operating performance in most recent fiscal year	-	-
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4. Profiles of business unit to be demerged

(1) Tokubai Joho

Nature of business

“Tokubai Joho” is a service that provides information on local supermarkets and other retailers' daily sales and special offers

Sales revenue (for year ended December 31, 2015)

Approximately ¥235 million

Assets and liabilities (as of July 1, 2016, estimated)

Total assets: approximately ¥40 million

Total liabilities: none

(2) Oishii Kenko

Nature of business

“Oishii Kenko” is a service specializing in food and healthcare.

Sales revenue (for year ended December 31, 2015)

Omitted, as the business is in a preparatory stage..

Assets and liabilities to be spun out (as of July 1, 2016, estimated)

Total assets: approximately ¥5 million

Total liabilities: none

5. Post-demerger Status

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

6. Future Outlook

The impact on the Company's consolidated results will be immaterial.