



September 11, 2025

To whom it may concern,

LY Corporation
Takeshi Idezawa
President and Representative Director, CEO
Stock Code: 4689

Notice of Changes in Specified Subsidiaries

LY Corporation (hereinafter the “Company”) hereby announces that at the Board of Directors meeting held on September 11, 2025, it has resolved to make an equity method affiliate of the Company, LINE MAN CORPORATION PTE. LTD. (hereinafter “LMWN”), into a consolidated subsidiary (hereinafter “Consolidation into a Subsidiary”) through share acquisition, etc. As a result of the share acquisition, etc., based on said resolution, the Company will be considered to have substantial control over LMWN. Consequently, LMWN and its subsidiaries, DECACORN CO., LTD. (hereinafter “DECACORN”) and LINE MAN (THAILAND) COMPANY LIMITED (hereinafter “LINE MAN TH”), are expected to become consolidated subsidiaries of the Company. Details are as follows. Please note that LMWN, DECACORN, and LINE MAN TH are expected to be classified as specified subsidiaries of the Company as the amount of the respective companies’ capital will each be equivalent to at least 10% of the Company’s capital.

1. Reason for the changes

The Company resolved on this Consolidation into a Subsidiary to further strengthen collaboration with LMWN, an equity-method affiliate of the Company that operates businesses such as on-demand services (primarily in food delivery) and digital solutions business for merchants in Thailand. Specifically, the following are scheduled: (i) the Company will acquire a portion of LMWN shares held by Apfarm Investment Pte Ltd and Gamnat Pte. Ltd. (hereinafter collectively, “Apfarm”) through LINE SOUTHEAST ASIA CORP. PTE. LTD. (hereinafter “LSEA”), a consolidated subsidiary of the Company; (ii) an amendment to the shareholders’ agreement will be agreed with (hereinafter the “Amendment Agreement”) among LSEA and LMWN’s shareholders, Commercial Alliance L.P., Apfarm, MIRAI FUND LIMITED LIABILITY PARTNERSHIP (hereinafter “MIRAI Fund”), as well as LMWN, etc., regarding changes to each shareholder’s rights as stipulated in the shareholders’ agreement; and (iii) LSEA will receive a comprehensive proxy (hereinafter the “Proxy”) from MIRAI Fund for the future exercise of voting rights associated with LMWN shares held by MIRAI Fund, and LSEA will be authorized to exercise said voting rights (Note 1). As a result of the foregoing, the Company is deemed to have substantial control over LMWN, and LMWN is expected to become a consolidated subsidiary of the Company. Consequently, DECACORN and LINE MAN TH, subsidiaries of LMWN, are also expected to become the Company’s consolidated subsidiaries. Since the capital of LMWN, DECACORN, and LINE MAN TH will each be equivalent to at least 10% of the Company’s capital, these companies are expected to be classified as specified subsidiaries of the Company.

(Note 1) The delegation and acceptance of exercising voting rights for LMWN shares to LSEA will be subject not only to the submission of this Proxy but also to the resolution by LMWN’s Board of Directors (hereinafter the “LMWN Board Resolution”), which is expected to be obtained by the end of September 2025.

2. Overview of the companies subject to the changes

a) LINE MAN CORPORATION PTE. LTD.

(1)	Name	LINE MAN CORPORATION PTE. LTD.		
(2)	Location	10 Collyer Quay #10-01 Ocean Financial Centre, Singapore 049315		
(3)	Title and name of representative	Yod Chinsupakul, CEO and Director		
(4)	Description of business	Operation of on-demand services (primarily in food delivery) and digital solutions business for merchants in Thailand, and management of group companies		
(5)	Capital amount	JPY70,146 million (Note 4)		
(6)	Date of incorporation	August 27, 2019		
(7)	Major shareholders and shareholding ratio (As of July 10, 2025)	LSEA 40.7% Commercial Alliance L.P. 22.2% Apfarm 11.3%		
(8)	Relationship between the Company and said company	Capital relationship	LSEA and LINE Ventures Global Limited Liability Partnership, the Company's consolidated subsidiaries, together hold 41.8% of the shares of said company.	
		Personnel relationship	The Company dispatches two directors to said company, one each from LSEA and LINE Plus Corporation, both consolidated subsidiaries of the Company	
		Business relationship	None	
(9)	Consolidated operating results and consolidated financial positions of said company for the last three years			
Fiscal year ended		December 2022 (Note 2)	December 2023 (Note 3)	December 2024 (Note 4)
Total equity (JPY million)		20,840	23,255	22,163
Total assets (JPY million)		32,498	40,351	45,406
Total equity per share (JPY)		242.12	198.90	187.81
Revenue (JPY million)		42,585	54,465	71,316
Operating profit (loss) (JPY million)		(14,246)	(2,963)	(3,480)
Profit (loss) before tax (JPY million)		(14,379)	(2,768)	(3,580)
Net profit (loss) attributable to owners of the parent (JPY million)		(14,831)	(2,585)	(3,217)
Net profit (loss) per share (JPY)		(172.31)	(22.11)	(27.26)
Dividend per share (JPY)		—	—	—

b) DECACORN CO., LTD.

(1)	Name	DECACORN CO., LTD.	
(2)	Location	195 One Bangkok Tower 4, Unit No.2501-2514, 25 th Floor, Witthayu Road, Lumpini Pathumwan, Bangkok	
(3)	Title and Name of Representative	Yod Chinsupakul, Director	
(4)	Description of Business	Management of group companies that operate on-demand services (primarily in food delivery), payment and financial services, and digital solutions business for merchants in Thailand	
(5)	Capital Amount	JPY45,323 million (Note 7)	
(6)	Date of Incorporation	November 23, 2023	
(7)	Major Shareholders and Shareholding Ratio	LMWN 100%	
(8)	Relationship between the Company and said company	Capital relationship	LMWN, an equity method affiliate of the Company, holds 100% of the shares of said company
		Personnel relationship	None
		Business relationship	None
(9)	Operating results and financial positions of said company for the last two years		
Fiscal year ended		December 2023 (Note 6)	December 2024 (Note 7)
Total equity (JPY million)		115	45,306
Total assets (JPY million)		118	45,393
Total equity per share (JPY)		40.20	46.48
Revenue (JPY million)		0	0
Operating profit (loss) (JPY million)		(3)	(12)
Profit (loss) before tax (JPY million)		(3)	(13)
Net profit (loss) attributable to owners of the parent (JPY million)		(3)	(13)
Net profit (loss) per share (JPY)		(1.1)	(0.01)
Dividend per share (JPY)		—	—

c) LINE MAN (THAILAND) COMPANY LIMITED

(1)	Name	LINE MAN (THAILAND) COMPANY LIMITED		
(2)	Location	195 One Bangkok Tower 4, Unit No.2411-2412, 24 th floor and Unit No. 2501-2514, 25 th floor, Witthayu Road, Lumpini, Pathumwan, Bangkok		
(3)	Title and Name of Representative	Yod Chinsupakul, Director		
(4)	Description of Business	Food delivery business in Thailand		
(5)	Capital Amount	JPY36,709 million (Note 7)		
(6)	Date of Incorporation	September 16, 2019		
(7)	Major Shareholders and Shareholding Ratio	DECACORN 100%		
(8)	Relationship between the Company and said company	Capital relationship	DECACORN, a consolidated subsidiary of LMWN, which is an equity method affiliate of the Company, holds 100% shares of said company	
		Personnel relationship	None	
		Business relationship	None	
(9) Operating results and financial positions of said company for the last three years				
Fiscal year ended		December 2022 (Note 5)	December 2023 (Note 6)	December 2024 (Note 7)
Total equity (JPY million)		(24,331)	(27,271)	4,162
Total assets (JPY million)		61,993	49,935	50,098
Total equity per share (JPY)		(6,082.67)	(3,408.85)	2.64
Revenue (JPY million)		29,807	47,663	76,275
Operating profit (loss) (JPY million)		(9,847)	(68)	(1,266)
Profit (loss) before tax (JPY million)		(10,432)	(1,048)	(1,657)
Net profit (loss) attributable to owners of the parent (JPY million)		(10,432)	(1,048)	(1,657)
Net profit (loss) per share (JPY)		(2,607.96)	(131.03)	(1.05)
Dividend per share (JPY)		—	—	—

(Note 2) Calculated at the exchange rate of USD1 = JPY132.7 (exchange rate as of the end of December 2022).

(Note 3) Calculated at the exchange rate of USD1 = JPY141.82 (exchange rate as of the end of December 2023).

(Note 4) Calculated at the exchange rate of USD1 = JPY158.17 (exchange rate as of the end of December 2024).

(Note 5) Calculated at the exchange rate of THB1 = JPY3.82 (exchange rate as of the end of December 2022).

(Note 6) Calculated at the exchange rate of THB1 = JPY4.13 (exchange rate as of the end of December 2023).

(Note 7) Calculated at the exchange rate of THB1 = JPY4.65 (exchange rate as of the end of December 2024).

3. Overview of the counterparty to the acquisition of shares

• Apfarm

(1)	Name	Apfarm Investment Pte Ltd Gamnat Pte. Ltd.	
(2)	Location	168 Robinson Road, #37-01 Capital Tower, Singapore 068912	
(3)	Purpose of establishment	Investment holding companies	
(4)	Relationship between the Company and said fund, etc.	Relationship between the Company and said fund	N/A
		Relationship between the Company and general partner	N/A

4. Number of shares, etc. held before and after the change (Note 8)

(1)	Number of shares held before the change	50,186,038 shares (Ratio of voting rights: 41.8% (Note 9))
(2)	Number of shares to be acquired from Apfarm	9,842,200 shares (Acquisition price: USD103 million)
(3)	Number of shares held after the change	60,028,238 shares (Ratio of voting rights: 49.9% (Note 9))

(Note 8) In addition to the above, the Company plans to carry out the following by approximately the end of December 2025 through LSEA: (i) the additional acquisition of 3,732,460 shares in LMWN from Apfarm for USD39 million, (ii) the acquisition of 4,780,115 shares in LMWN from Commercial Alliance L.P. for USD50 million, and (iii) a capital increase in LMWN involving the acquisition of 12,428,298 new shares for USD130 million. If all of these transactions are completed, the Company is expected to indirectly hold 80,969,111 shares in LMWN, representing 61.1% of voting rights (Note 10). Please note that the timing of these transactions is subject to change depending on the status of approvals and permits from the relevant authorities in Singapore and Thailand.

(Note 9) Calculated based on the total number of voting rights as of August 7, 2025.

(Note 10) The figures are calculated based on the total number of voting rights as of August 7, 2025, combined with the voting rights associated with the shares to be issued through the capital increase described in (iii).

5. Schedule for changes

(1)	Date of decision by the Company	September 11, 2025
(2)	Date of share acquisition from Apfarm	By the end of September 2025 (Note 11)
(3)	Date of Amendment Agreement	By the end of September 2025 (Note 11)
(4)	Date of receipt of Proxy	By the end of September 2025 (Note 11)
(5)	Date of LMWN Board Resolution	By the end of September 2025 (Note 11)

(Note 11) Subject to change depending on the status of approvals and permits from the relevant authorities in Singapore and Thailand.

6. Future outlook

As a result of this Consolidation into a Subsidiary, the Company expects to record a gain on remeasurement relating to business combinations in its consolidated financial results for the fiscal year ending March 2026. The exact amount is currently under review. While this gain on remeasurement relating to business combinations will affect operating income, it is treated as an adjustment item for calculating adjusted EBITDA and adjusted EPS

and therefore will have no impact on either metric. If any matters requiring disclosure arise in the future, they will be announced promptly.

(Reference) Consolidated business performance forecast for current fiscal year (as announced on May 7, 2025) and consolidated business performance for previous fiscal year

	Revenue	Adjusted EBITDA	Adjusted EPS
Consolidated business performance forecast for current fiscal year (FY ending March 31, 2026)	JPY2,100,000 million	JPY500,000 million to JPY510,000 million	JPY25.9 to JPY26.9
Consolidated business performance for previous fiscal year (FY ended March 31, 2025)	JPY1,917,478 million	JPY470,831 million	JPY24.91

Disclaimer

This is an English translation of the release. This translation is prepared and provided for the reader's convenience. All readers are recommended to refer to the original version of the release in Japanese for complete information.