



July 5, 2024

Company Name	Integral Corporation
Name of Representative	Reijiro Yamamoto, Representative Director and Partner (Securities code : 5842 Growth Market of the Tokyo Stock Exchange)
Inquiries	Yasuaki Sumikawa, CFO & Controller (TEL. 03-6212-6100)

Notice of Share Transfer of Mamezou K2TOP Holdings Corporation

Integral Corporation is pleased to announce that Integral Corporation and the funds managed by it and its affiliates, Integral 3 Limited Partnership and Innovation Alpha L.P. (collectively “Fund III Series”, and collectively with Integral Corporation and its affiliated companies “Integral”), have entered into a share transfer agreement (“Agreement”) to sell all the shares of Mamezou K2TOP Holdings Corporation (“Mamezou K2TOP”) to OGIWARA CORPORATION (“the Company”) in the future, which is the existing shareholder of Mamezou K2TOP.

1. Background of the Share Transfer

Since March 16, 2020, Integral, as a strategic partner of the Company has invested in Mamezou K2TOP. As announced in the press releases dated June 27, 2024, "MAMEZO DIGITAL HOLDINGS's Listing on the Growth Market of Tokyo Stock Exchange" and July 1, 2024, "Notice Regarding Completion of Share Transfer of OPENSTREAM HOLDINGS Co., Ltd.," Mamezou K2TOP has recently completed the share transfers of two major subsidiaries. Upon the receipt by Mamezou K2TOP of the consideration for these two transactions, Integral has agreed to sell a stake in Mamezou K2TOP in the future, and will receive a certain amount of advance payments.

The share transfer of Mamezou K2TOP to the Company ("the Closing") will be subject to certain conditions (“the Conditions”), including the completion of the business transformation of Mamezou K2TOP as stipulated in Agreement, and there will be a reasonable period of time until the Closing. Therefore, Integral will receive a certain amount of advance payments under Agreement in early July 2024. Integral will make a further notice in the future, when the Conditions are fulfilled and the Closing date is fixed.

2. Overview of the counterparty

(1)	Name	OGIWARA CORPORATION	
(2)	Address	2-7-1, Nishi Shinjuku, Shinjuku-ku, Tokyo	
(3)	Title and name of representative	Representative Director, Norio Ogiwara	
(4)	Description of business	Asset management of investment securities, etc.	
(5)	Share capital	JPY 3,070,000	
(6)	Date of establishment	November 11th, 2019	
(7)	Major shareholder	Norio Ogiwara	
(8)	Relationship between the Company and Integral Corporation and its group companies	Capital relationship	Not applicable.
		Personal relationship	Not applicable.
		Business relationship	Not applicable.

3. Future outlook

The impact of this transaction on the consolidated financial results of Integral Corporation for the fiscal year ending December 2024 is expected to be insignificant. Please refer to "Notice of Receipt of Carried Interest from Fund III Series" announced today for the receipt of carried interest from Fund III Series and its impact on the consolidated financial results for the fiscal year ending December 2024.