

(Note)

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July 23, 2018

To all persons concerned

Company name: TSUKUI CORPORATION  
Representative: President and Representative Director  
Hiroshi Tsukui  
(Securities code: 2398, the first section of TSE)

## Notice concerning Acquisition of Shares of Human Life Management Inc.

TSUKUI CORPORATION (hereinafter the “Company”) hereby announces that it resolved at its Board of Directors meeting held on July 23, 2018 to acquire the shares of Human Life Management Inc. (hereinafter “Human Life Management”) as described below.

### 1. Reasons for share acquisition

The TSUKUI Group (hereinafter the “Group”) provides a broad range of services for customers and nursing care operators, mostly comprising four business segments: the home care segment, the pay nursing home segment, the assisted-living facilities segment and the human resource development segment (TSUKUI STAFF Corporation). The day services, which are the Group’s major service, are used by more than 43,000 customers at 507 locations in 47 prefectures throughout Japan. Under the Second Medium-Term Management Plan, which was announced in May 2018, the Group aims to realize “integrated community care as envisioned by TSUKUI” by aiming for robust growth by the four following regional strategies: “Create local services,” “Create local cooperation hubs,” “Develop local human resources,” and “Reform entire corporate foundation.”

Human Life Management, since its establishment in October 2002, has been providing support for home medical care through a collaborative arrangement with Incorporated Medical Association Yushokai, one of the largest home medical care organizations in the Tokyo metropolitan area. Human Life Management provides medical care organizations that provide home medical care not only with its electronic patient record system, which it has originally developed using the knowhow acquired in the home medical care field, but also with peripheral services such as night-shift coordination, operation of services, sales assistance and insurance claims. In addition, Human Life Management aims to find solutions to social issues in the healthcare field, through such initiatives as healthcare services that perform home visit massage, home visit nursing, and home visit nutritional coaching, and new businesses utilizing its unique resources that have been developed in the home medical care field and the medical care sector’s network.

The Company considers this acquisition of shares of Human Life Management will enable the Company to expand its home visit nursing services and strengthen cooperation with those medical care organizations that provide home medical consultations. The Company also plans to send one corporate officer from the Company to Human Life Management with the expectation this will enable swifter collaboration between nursing care and medical care. The field of home care, whose demand is expected to grow in the future, is facing a trend of rising medical care needs in the areas of “end-of-life care and palliative care,” and “terminal care at home,” and it will be essential to strengthen medical alliances to realize “‘integrated community care as envisioned by TSUKUI,’ which helps people to live in the way that suits them within the community they regard as home until the end of their lives.”

2. Overview of the company to be acquired (As of July 1, 2018)

(1) Name	Human Life Management Inc.		
(2) Location	5-14-10, Shimbashi, Minato-ku, Tokyo		
(3) Title and name of representative	Yoshiki Sasaki, Representative Director		
(4) Business type	Support business for medical clinics providing home medical care support, night-shift coordination business, and healthcare services		
(5) Capital stock	¥134.31 million		
(6) Date of establishment	October 18, 2002		
(7) Relationships of interest between the Company and the company to be acquired	Capital relationship	No applicable relationship exists.	
	Personnel relationship	No applicable relationship exists.	
	Business relationship	No applicable relationship exists.	
(8) The financial results and financial position in most recent three fiscal years of the company to be acquired (Unit: millions of yen)			
Fiscal Year	Fiscal year ended August 2015	Fiscal year ended August 2016	Fiscal year ended August 2017
Net sales	537	661	797
Operating profit	54	87	139
Ordinary profit	55	87	142
Profit	30	53	91
Total assets	554	584	762
Net assets	296	350	441

3. Overview of shareholder of shares to be acquired (As of July 1, 2018)

(1) Name	MSIVC2008V Investment Business Limited Partnership		
(2) Location	Kyobashi TD Building 4F, 1-2-5, Kyobashi, Chuo-ku, Tokyo		
(3) Legal grounds of establishment, etc.	Partnership pursuant to Limited Partnership Act for Investment		
(4) Purpose of establishment	Investment in company that has not made an initial public offering		
(5) Date of establishment	January 16, 2008		
(6) Amount of investment	¥5.0 billion		
(7) Investing parties, investment shares and overview of investing parties	1. 90.00%	Mitsui Sumitomo Insurance Company, Limited	
	2. 10.00%	MITSUI SUMITOMO INSURANCE Venture Capital Co., Ltd.	
(8) Overview of unlimited liability partner	Name	MITSUI SUMITOMO INSURANCE Venture Capital Co., Ltd.	
	Location	Kyobashi TD Building 4F, 1-2-5, Kyobashi, Chuo-ku, Tokyo	
	Title and name of representative	Toshikazu Ishigami, Director and President	
	Business type	Startup investment business; comprehensive startup support from foundation onward; and establishment, operation and management of investment business limited partnerships	
	Capital stock	¥1.0 billion	

(9) Relationships of interest between the Company and investment business limited partnership	Relationship of interest between the Company and investment business limited partnership	No applicable relationship exists.
	Relationship of interest between the Company and unlimited liability partner	No applicable relationship exists.

4. Number of shares to be acquired, total purchase price, and shares held before and after acquisition

(1) Number of shares held by the Company before acquisition	0 shares (Total number of voting rights: 0 units) (Holding ratio of voting rights: 0%)
(2) Number of shares to be acquired	600 shares (Total number of voting rights: 600 units)
(3) Total purchase price	¥303 million
(4) Number of shares to be held by the Company after acquisition	600 shares (Total number of voting rights: 600 units) (Holding ratio of voting rights: 22.9%)

5. Schedule

(1) Date of resolution of Board of Directors	July 23, 2018
(2) Date of conclusion of agreement	August 13, 2018 (planned)
(3) Date of transfer of ownership of shares	August 20, 2018 (planned)

6. Future prospect

This matter will have an immaterial impact on the consolidated financial results of the Group.

End