



BUSINESS PLAN 2023-2027

CF Startups, Inc.

I. Our Mission and Business Objectives

【Vision】Construction of infrastructure to support the growth of valuable businesses

"Value" means "useful to society." Many of the businesses that companies operate contribute to customers through their products and services, and also contribute to society by creating employment for their companies and their business partners. That is the true "corporate value." Our mission is to build social infrastructure that supports the sustainable growth of our valuable business.

【Mission】Providing a new capital raising platform for 200,000 growing companies

D Brain Securities Co., Ltd., which was founded in 1997 by Yoshito Denawa, the representative of the Company, leads the lead management of the unlisted stock market Green Sheet of the Japan Securities Dealers Association with a share of more than 90%. We have provided a total of 11 billion yen in equity funds to 140 growing SMEs. Of these, 19 companies were listed on the stock exchange. In 2004, D Brain Securities entered the lead underwriter business. He has served as the lead manager of 14 companies and ranked 7th in the industry in 2006. We built a strong underwriting system that leveraged the expertise of certified public accountants, and we were taking the industry by storm with our unique IPO lead manager system, which outsources 100% of sales to online securities and other securities. However, due to the Lehman shock, the number of IPOs in Japan plummeted from a peak of 188 in 2006 to 19 in 2009. Due to the deterioration of the performance of D Brain Securities, Denawa stepped down as president in 2010.

Five years have passed since then. The Company inherited the philosophy of D Brain Securities and established DAN Venture Capital (currently CF Startups) in 2015. We entered the equity investment crowdfunding (ECF), the successor to Green Sheet. We will return to the basics of joint-stock companies as a joint venture of shareholders and provide a platform for raising capital from shareholders to support growth-oriented startups. Specifically, we will combine publicly offered financing for individuals from ECF to IPO and CVC (Corporate Venture Capital), in which business corporations participate in capital, and as an investment bank specializing in startups that support M&A for the purpose of growth and exit strategies, we will have an impact on the economy and society.

II. Business Features and Strategy

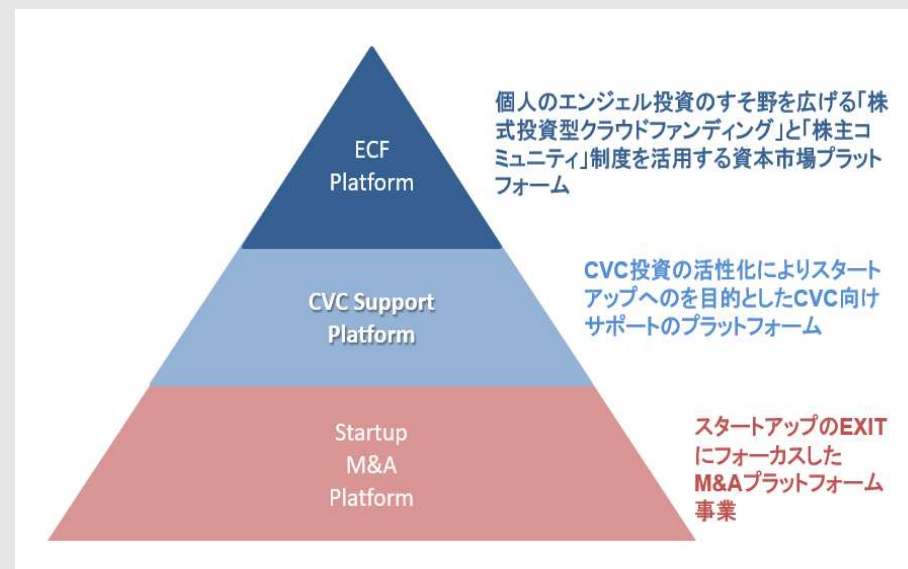
ECF (Equity Crowd Funding) Platform

The Company acquired a specialized license for equity investment crowdfunding (hereinafter referred to as "ECF"), which was institutionalized by the revision of the Financial Instruments and Exchange Act in 2015. In 2017, he launched the ECF service site GoAngel. Since August 2020, it has been operated as CAMPFIRE Angels (currently CF Angels). By December 2022, 19 companies (23 projects) had been successfully recruited by ECF. The total amount raised is 380 million yen. Going forward, we will register as a Type I Financial Instruments Business at an early stage and expand the ECF platform by making full use of the unlisted stock solicitation system that the Japan Securities Dealers Association permits offerings, such as the shareholder community system, the solicitation system for specialized investors, and the solicitation system for restricted over-the-counter securities. In addition, with the aim of obtaining underwriting approval in the medium term, we will re-enter the listing underwriting lead managerial business, which the founder left undone at D Brain Securities, and expand public equity offering-type financing.

CVC Support Platform

If it is an individual angel that participates in ECF, CVC (Corporate Venture Capital) has the character of a corporate angel. With open innovation as our main objective, we are focusing on the support business for CVCs in which startups have capital participation as another pillar. In addition to training for CVC personnel and CVC fund formation and management support, in 2022 we launched the CVC Investment Strategy Study Group, in which 183 companies, mainly listed companies, will participate. We provide information that contributes to the practical work of CVC personnel, such as examples of CVC funding around the world, in monthly reports, etc. In December 2022, we started a CVC closed pitch meeting with the aim of matching CVC with startups gathered at our company. We are developing this service to meet both the capital raising needs of startups and the investment needs of CVC.

Startup M&A Platform Exit strategies are crucial in startup investments. In Japan, the main investment exits of VCs and CVCs are market sales through listing. On the other hand, overseas, exits through M&A with leading companies are the mainstream. The M&A market for Japan SMEs is centered on business succession purposes, but M&A by startups is also expected to increase in the future. Therefore, in 2022, we started an M&A advisory service focusing on startups. Currently, we are engaged in M&A mediation, including support for capital alliances invested by minorities by matching startups with listed companies CVC, and we have established a system that assumes that CVC will be used as a place for investment exits and that M&A between startups will be activated as a growth strategy for startups.



1 Characteristics of ECF Business

In July 2017, the Company launched an equity investment crowdfunding campaign (hereinafter referred to as "ECF"). Registered as a "Type 1 Small Amount Electronic Offering Operator" (Kanto Local Finance Bureau (Kinsho) No. 3000). In September of the same year, ECF's service site GoAngel was launched. ECF is a system under the Financial Instruments and Exchange Act and the regulations of the Japan Securities Dealers Association that allows specialized companies to solicit investment in unlisted stocks on the condition that they are made by small amount and electronic offering. Using this system, the issuing company can raise funds through a public offering of less than 100 million yen per year. However, unlike listed companies, disclosure is not mandatory, so in order to reduce investment risk, the maximum amount of investment per investor per company is 500,000 yen per year. When we became a subsidiary of the CAMPFIRE Group in 2019, we completely renewed our service site. Since August 2020, it has been operated as CAMPFIRE Angels (currently CF Angels). Through GoAngel and CAMPFIRE Angels, 19 companies have been successfully recruited by ECF by December 2022. The total amount raised is 380 million yen. The results of CFS' ECF business from September 2017 to December 2022 are shown on the right. The average procurement amount per company is about 20 million yen. On average, about 100 shareholders participate. In this industry, FUNDINNO has an overwhelming share, and its share is about 90%. ALTHOUGH WE ARE IN SECOND OR THIRD PLACE, FUNDINNO HAS MORE THAN TEN INVESTORS COMPARED TO FUNDINNO WITH 100,000 INVESTORS.

Last year, the recruitment environment deteriorated, and our competitors were forced to struggle, but our performance also decreased significantly. Therefore, instead of ECF, we are strengthening consulting for "self-recruitment" or "self-placement" in which startups have close fans become shareholders. Last year, we supported 12 companies in raising a total of 107 million yen through guidance on self-offering using cutting-edge equity financing schemes such as J-KISS stock acquisition rights and convertible preferred stock.

【当社ECF事業の実績】

(単位：千円)

申込期日	会社名	回次	プラットフォーム	調達金額
2017.10.11	マルチブック	1	GoAngel	20,000
2017.10.27	エデュレエルシーエー	1	GoAngel	20,000
2017.12.20	悟中	1	GoAngel	16,100
2017.12.20	バセル	1	GoAngel	9,200
2018.1.21	グローバルゲイツ	1	GoAngel	20,000
2018.6.25	エレガント	1	GoAngel	10,000
2018.9.19	ヒナタデザイン	1	GoAngel	10,000
2019.9.18	住まいるサポート	1	GoAngel	6,000
2020.9.16	Gigi	1	CAMPFIRE Angels	29,800
2020.10.14	インターメディア研究所	1	CAMPFIRE Angels	29,600
2020.12.7	ヒナタデザイン	2	CAMPFIRE Angels	10,900
2020.12.16	インターメディア研究所	2	CAMPFIRE Angels	10,100
2021.6.10	鷹浩工業	1	CAMPFIRE Angels	24,600
2021.8.12	オステオノバス	1	CAMPFIRE Angels	30,100
2021.9.1	シンコムアグリテック	1	CAMPFIRE Angels	22,200
2021.11.2	日本美容創生	1	CAMPFIRE Angels	5,300
2021.11.11	日本抗体医薬	1	CAMPFIRE Angels	28,300
2021.12.6	インターメディア研究所	3	CAMPFIRE Angels	29,400
2021.12.14	デジリハ	1	CAMPFIRE Angels	14,760
2021.12.30	Orange	1	CAMPFIRE Angels	15,600
2022.1.31	クリップス	1	CAMPFIRE Angels	11,200
2022.7.20	インターメディア研究所	4	CAMPFIRE Angels	5,800
2022.8.2	GOAL APP JAPAN株式会社	1	CAMPFIRE Angels	5,586
	合計	23	案件 (19社)	384,546



2 Features of CVC Support Business

CVC is a corporate investment made by operating companies as part of their growth strategies in companies that have synergies with their core businesses and startups in new business fields. After the investment is made, the investor utilizes the management resources of the operating company to promote the growth of the investee through the business, improve the investment value, and earn returns as a business. As with ordinary venture capital, there are CVCs that aim to earn financial returns through IPOs and exits through buyouts based on the results of the growth of investees, while there are many cases where CVCs hold a certain share of the market through subsequent M&A and aim to reflect business returns in consolidated financial results as a group business. Since our founding as DAN Venture Capital in 2015, we have positioned CVC support as one of the pillars of our business. In recent years, "open innovation," a method of combining its own management resources with ideas, know-how, and technologies from outside universities and startups, mainly listed companies, and utilizing them for the development of new businesses and products has been attracting attention. CVC is positioned as a powerful tool for open innovation.

Immediately after its establishment, the Company established DAN1 Investment Limited Partnership as a model for CVC funds. In 2016, we launched an e-learning-based "Venture Capitalist Training Course" mainly for CVC personnel at listed companies, and in 2017, we started the "Ichimoku Study Session," a training session to learn methods such as stock price calculation, capital policy, investment contracts, monitoring, and exit strategies. In 2019, we started CVC fund formation and operational support. However, since it became a subsidiary of the CAMPIFRE group, it concentrated its management resources on the ECF business. Due to the Corona disaster, the CVC support business was suspended. After leaving the CAMPIFRE Group in 2022, the CVC support business resumed. In addition to the establishment of the CVC Institute for Strategic Studies, we established the CVC Investment Strategy Study Group (hereinafter referred to as CVC Research Institute).) has started operation. ©2023 CF Startups, Inc. All Rights Reserved

CFスタートアップスのCVCサポート

CVC投資戦略研究会の運営

CVC担当者に対するCVC実務情報の提供を目的とした研究会を運営しています。当社のシンクタンク「CVC戦略研究所」が調査分析している世界のCVCの投資事例、EXIT事例をマンスリーレポート等を通じて提供するほか、CVCクローズドピッチ・ミーティング等を通じて当社に集まるスタートアップ投資案件情報を共有しています。

CVCファンド組成運営指導業務

CVC投資において、投資事業組合(ファンド)を設立してスタートアップ投資を行う指導を行います。原則として、GP(ジェネラルマネージャー)としてファンド運営を行う専門のGP子会社を設立し、上場会社本体がLP(リミテッドパートナー)として出資を行うスキームをベースとし、GP子会社が金商法に定める適格機関投資家等特例業務の届出を行うことを前提とします。当社はGP子会社の設立からファンドの組成までの一連の手続きをサポートするとともに、ファンド組成後の運営についてGP子会社の業務を継続してサポートいたします。

スタートアップイベント受託業務

当社ではスタートアップ支援を目的としたピッチイベントを主催又は企画運営を行っており、これまでに「地域貢献スタートアップイノベーションアワード」や「牧之原市チャレンジビジネスコンテスト」(まきチャレ)などの実績があります。CVCが主催するイベントの企画運営や、当社主催イベントに特別協賛をいただく形で、参加するスタートアップの情報を共有し、投資先候補として緊密な関係づくりをすることが可能です。

(1) CVC Investment Strategy Study Group (CVC Labs)

CVC Labs provides monthly reports on CVC characteristics, investment examples, exit cases, etc. in Japan and overseas that CVC Institute collects and analyzes, and shares information that contributes to CVC investment practices through seminars. The Closed Pitch Meeting (hereinafter referred to as the "CPM") started in January 2023. We carefully select one startup from among the startups gathered at our company and conduct online pitches limited to CVC personnel participating in CVC Lab. CVC personnel who participated in the CPM who wish to participate in the CPM will then have individual interviews with startups, and if they intend to invest, we will support them until they proceed to DD after concluding the NDA. CVC's activities to date are as follows.



<https://cvclaboratory.studio.site/>



【Monthly Report Publication】

May 2022 First Preparatory Issue
 July 2022 First issue
 October 2022 Issue 2
 January 2023 Issue 3
 April 2023 Issue 4

【Seminar】

May 2022 Opening Seminar
 June 2022 Monthly Seminar
 September 2022 Special Free Seminar
 November 2022 Startup and CVC Matching Support Seminar
 February 2023 IPO Price-Linked Convertible Equity Commentary Seminar
 May 2023 8th Anniversary Seminar

【Closed Pitch Meeting】

Jan. 2023 Dolicos Inc.
 March 2023 CHANTMEAL Co., Ltd., Legrand Co., Ltd., Online Doctor Co., Ltd., Intermedia Research Institute Inc., VEQTA Corporation
 May 2023 AXIVE Inc., Mental Compass Inc., Gene Next Inc., RF Lucas Inc., Horizon Inc.

At present, CVC Labs is focusing on expanding the number of participating listed companies, and participation is completely free. As of May 20, 2023, CVC Labs has 183 participating listed companies. In addition, through individual interviews after the above-mentioned "Closed Pitch Meeting", the first Dolicos Co., Ltd. succeeded in raising 100 million yen from CVC in April 2023. The following is a summary of the matching function between startups and CVC by the CVC Investment Strategy Study Group.

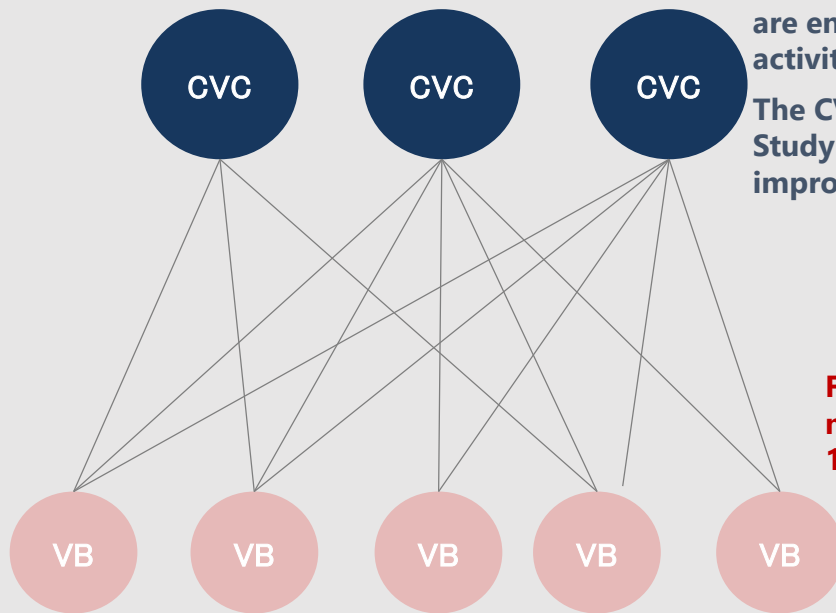
Reference

Matching by CVC Investment Strategy Study Group

Traditional CVC sourcing

Role of CVC Investment Strategy Study Group

Listed company CVC180~



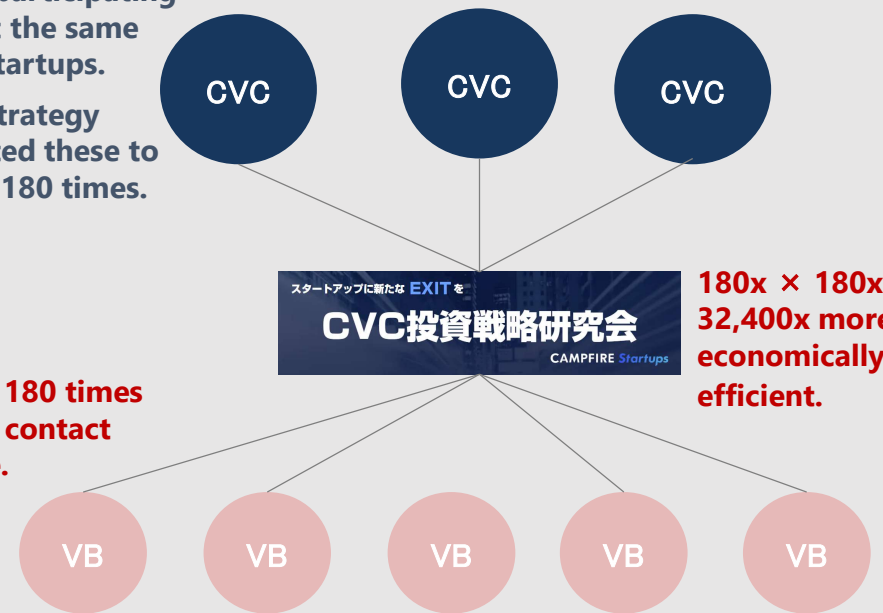
2,000 startups~

Representatives from more than 180 listed companies participating are engaged in almost the same activities to develop startups. The CVC Investment Strategy Study Group aggregated these to improve efficiency by 180 times.



For startups, it is 180 times more efficient to contact 180 CVCs at once.

Listed company CVC180~



2,000 startups~

180x × 180x =
32,400x more
economically
efficient.

(2) CVC fund formation and management business

CVC fund formation and operation support for listed companies is generally provided by a two-person partnership fund in which a specialized VC acts as a GP (general partner) and a listed company invests as an LP (limited partner). Funds managed in this way include:

Fund Name	Fund total	LP (Listed Company)	GP (VC)
KDDI Open Innovation Fund 3号	20 billion yen	KDDI	Global Brain
SFV & GB Investment Limited Partnership	6 billion yen	Sony Financial Group	Global Brain
KIRIN HEALTH INNOVATON FUND	5 billion yen	Kirin Holding	Global Brain
KURONEKO Innovation Fund	5 billion yen	Yamato Holdings	Global Brain
MEDIPAL Innovation Fund	10 billion yen	MEDIPAL HOLDINGS	SBI Investment
Panasonic Lifestyle Visionary Fund	8 billion yen	Panasonic	SBI Investment
House Foods Group Innovation No. 2 Fund	5 billion yen	House Foods Group Inc.	SBI Investment
MC&C Investment Limited Partnership	5 billion yen	Matsukiyo Cocokara & Company	SBI Investment
T&D Innovation Fund	5 billion yen	T&D Holdings	Spiral Innovation Partners
Logistics Innovation Fund Investment Limited Partnership	7 billion yen	Seino Holdings	Spiral Innovation Partners
Will Group HRTech Investment Limited Partnership	1 billion yen	Will Group	Future Venture Capital
Anabuki Startup Support Investment Limited Partnership	500 million yen	Anabuki Kosan	Future Venture Capital

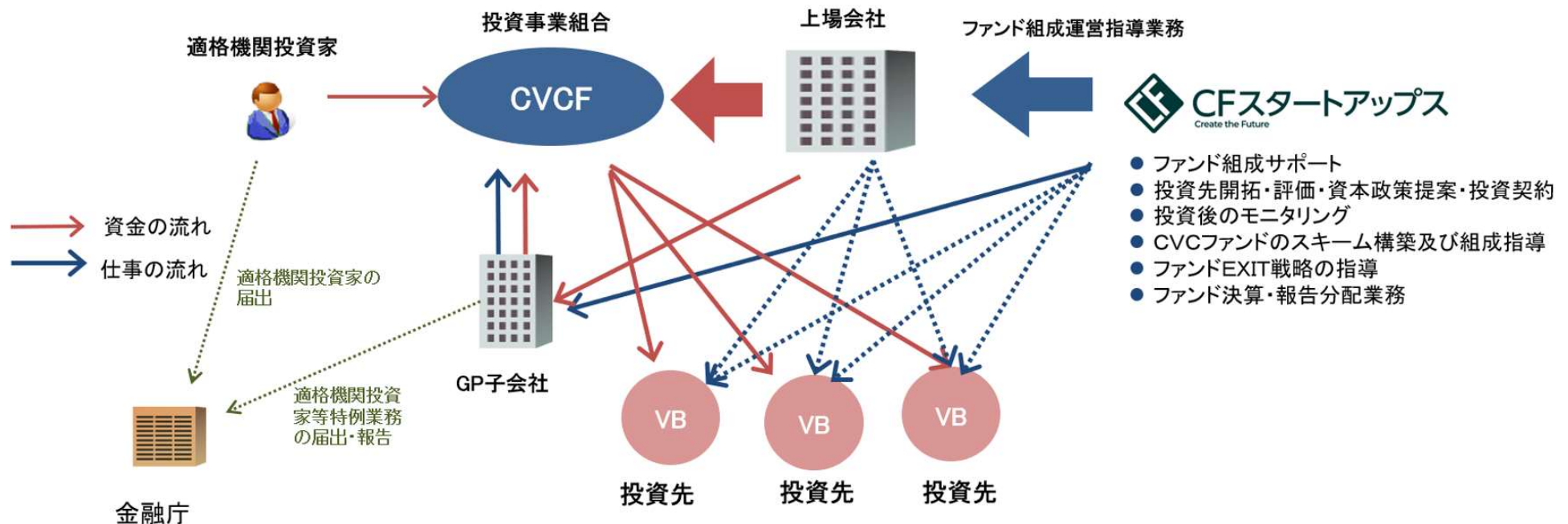
In 2015, immediately after our founding, DAN1 Investment Limited Partnership*. When weGP The union's CVC Fund was launched. In the case of funds aimed at Simply open innovation, in order to fully utilize synergies with listed companies, we decided that it would be desirable to form a two-person partnership in which specialized subsidiaries within the group serve as GPs, and we decided that it would be desirable for us to provide know-how to the subsidiaries. For listed companies that have started CVC investment, we establish a CVC subsidiary and support the formation and operation of a two-partnership type fund through consulting contracts. The following figure shows the guidance services we provide. The Company has proposed the formation of an external LP offering type CVC fund in which the listed company's GP subsidiary invests as a core LP by the listed company and recruits other companies with similar synergies as LPs (see page 10). Please refer to the comparison table (pages 11 and 12) above for the merits and disadvantages of direct investment, GP subsidiary fund investment, and external GP fund investment for the form of CVC of a listed company. Taking these factors into consideration, we provide guidance on the formation of CVC funds by GP subsidiaries.

*** DAN No. 1 Investment Limited Partnership was dissolved in December 2020 and liquidated in April 2021.**

ご参考

【GP子会社設立による二人組合の組成及び運営のスキーム】

- A subsidiary of a listed company formed a fund as a GP. CFS will be responsible for CVC support operations for subsidiaries under the outsourcing agreement.
- CVC support services include structuring of CVC funds at the time of formation and guidance on formation including notification of special operations for qualified institutional investors, etc., guidance on investee development, evaluation, capital policy proposals, investment negotiations, etc. after formation, monitoring reports after investment, planning and execution of hands-on and exit strategies, fund settlement and report distribution, and all other operations that subsidiaries perform as GPs.

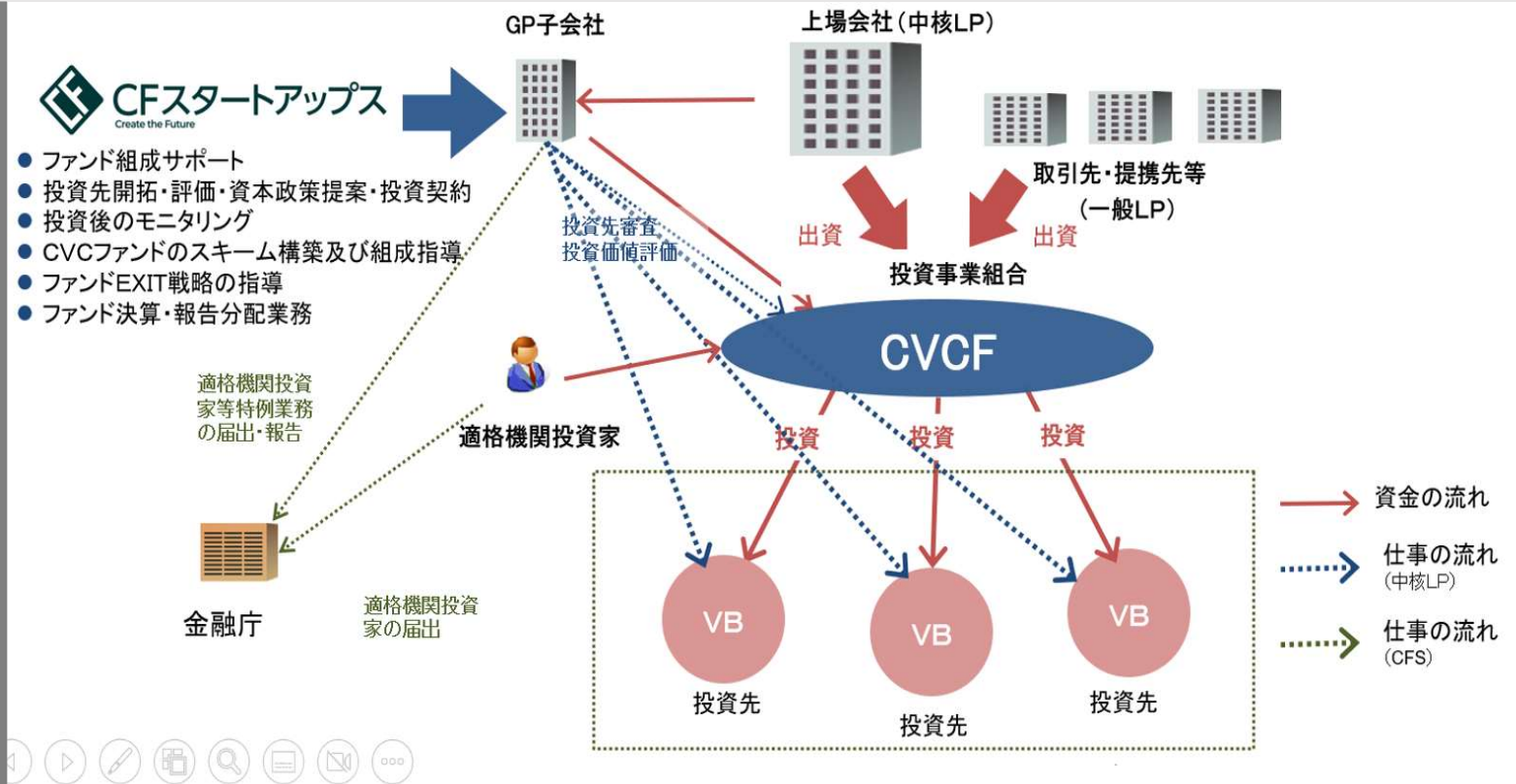


Reference

[A fund scheme in which GP subsidiaries solicit external LPs with listed companies as core LPs]

- Established a fund with a subsidiary of a listed company as GP. CFS is responsible for CVC support for GP subsidiaries in the same way as the two-person partnership scheme
- Invested by a listed company as a core LP. Funding will also be solicited from other general LPs. In the special services for qualified institutional investors, up to 49 general members may be recruited. The requirements for general members are individuals with investment financial assets of 100 million yen or more, corporations with capital or net assets of 50 million yen or more, etc.

- Investments from general partners are basically capital call contracts in which funds are contributed only to the amount of investment execution at the time of investment, within the maximum amount of the contracted investment.
- By developing a two-person partnership with GP subsidiaries and recruiting external LPs (business partners, partners, companies in the same region, etc.) that can aim for business synergies with investees, the size of the fund can be increased.
- While making it possible to expand investment candidates and increase the share of investee holdings as a fund, listed companies can reduce the risk of investment losses.



Direct Investment, Subsidiary GP Fund, External GP Fund Comparison Table

	Direct investment	Subsidiary GP Fund	External GP Funds
Investment and EXIT Decision Making	The approval standards of the main body must be followed.	Decision-making on fund formation is necessary at the main unit, but individual investment decisions can be made separately from the approval standards of the main body, enabling flexible investment.	LPs cannot be involved in investment or exit decision-making, and decisions are made unilaterally by GP's Investment Committee.
Recognition of overall investment results	It is difficult to recognize the results of the investment business as a whole.	It is easy to recognize the results of investment business as a fund.	Investment results are ascertained through reports from GPs.
Investment period binding	You can invest for the long term without being bound by the fund period.	In principle, investments and exits must be completed within the fund period.	In principle, investments and exits must be completed within the fund period.
Realization of synergies between portfolio companies and their own business divisions and development of investees	It is easy to obtain synergies with your business divisions.	As a GP, it is easy to actively seek synergies with our own business divisions. In addition, as a GP, it is easy to develop investment destinations hands-on.	EXIT is prioritized, making it difficult to achieve results as business investment. Since it is difficult to exert influence on investees due to legal and investment partnership contracts, the development of investees is left to GPs.
Potential for Minority Investment to M&A	It is easy to develop M&A for companies that have merit in their business strategy.	It is easy to develop companies that have merit in terms of their own business strategy into M&A by acquiring them from funds and other companies. The results are also likely to be evaluated as an exit of the fund.	It depends on the GP, but listed EXIT tends to be prioritized for financial return purposes. It is difficult to connect to M&A in your company.
Risk of investment loss	A decrease in the investment value of an investee is a direct loss.	In the case of a two-person partnership, as with direct investment, participation in an external LP can reduce the risk of loss while ensuring the potential for business returns.	In two-person unions, it is the same as direct investment. In the case of funds in which other companies participate, the risk of loss is reduced, but business returns cannot be expected.

	Direct investment	Subsidiary GP Fund	External GP Funds
Determination of investment write-down (impairment)	A write-down decision must be made for each individual investee.	The main body makes an impairment judgment on the investment business as a whole, and the fund can establish its own criteria for the write-down of individual securities.	Evaluate your fund equity based on the value of the entire fund.
IR Effect	As a CVC, objectivity is low, and the IR effect is small.	CVC fund formation provides high objectivity and specificity, and has a large IR effect.	Since it is only an investment as an LP, the IR effect is small.
Sourcing	Sourcing potential investment destinations is somewhat difficult.	Easy to source as a CVC fund.	Sourcing is not necessary because it is carried out by GPs.
Cost of the fund	No fund formation or operating costs required.	The cost of fund formation and operation is about half that of LP-funded funds. If you solicit investment from an external LP as a GP, you can conversely earn the fund's management fee.	As an LP, we bear the composition and operating costs appropriately.
Fund accounting	No accounting or settlement of accounts for the fund is required.	As a GP, it is necessary to account for the fund and prepare financial statements.	LP is not involved in fund accounting.
Fund Audits	There is no need to conduct a separate audit of the fund.	In the case of funds based on the Investment Limited Partnership Act, an audit by an audit firm or certified public accountant is mandatory.	LP is not involved in fund audits.
Burden of special services for qualified institutional investors, etc.	Not applicable (not required)	GPs are obliged to report to the Finance Bureau as a special service for qualified institutional investors.	LPs are not obliged to report to the Treasury Department.
Burden of reporting and distribution work to fund investors	Not applicable (not required)	In particular, if an external LP participates, it is necessary to report to the LP as a GP, calculate the distribution, and distribute it.	LPs are not obliged to make reports.

(3) Startup event planning and management business

1) Startup events for specific CVCs

The "Community Contribution Startup Innovation Award" was held by our company in 2021. The event, which was entered by 171 startups from all over Japan, was an online pitch event hosted by SB Players, a SoftBank Group company known for its operation of "Satofuru" for hometown tax payments. SB Players is a special sponsor of this event with the aim of developing startups at the start of the CVC business. Regional Fish, which won the Grand Prix at this event, was funded by more than 10 VCs and CVCs, including SB Players. It was rated as the startup with the most market cap increase in 2022 in a survey by the Nikkei Shimbun.

We propose to more than 180 listed companies participating in CVC Lab to plan and operate events that contribute to the development of startups that match CVC's investment policy, taking advantage of the characteristics of business synergies with the listed companies and new business development policies.

2) Open innovation promotion event for listed companies

Taking advantage of our achievements and know-how in online pitch events, we are currently planning to hold a startup pitch event to compete for business plans, including collaboration proposals with listed companies, with the aim of promoting open innovation. This event will be sponsored by several listed companies participating in CVC, especially those that are interested in open innovation through collaboration with startups. Startups are invited to submit business plans for business growth through collaboration with individual listed companies, and will be held as a pitch competition for the business plans. For startups, in addition to the attractiveness of the prize money from winning, if a plan is adopted by a listed company, it will be possible to develop the business concretely through collaboration. For listed companies, it is attractive for startups to propose business plans for new businesses that make use of their management resources, and promising startups that adopt the proposals have the advantage of being candidates for investment. In 2023, we will prepare to hold the "Sustainable Business Open Innovation Award" under the theme of "Contributing to a Sustainable Society." Utilizing the network of listed company CVC, the know-how and achievements of regional open innovation events described in (3), and the ability to recruit startups, we will continuously change the theme and hold pitch events with the aim of promoting open innovation.



3) Regional Open Innovation Events

In 2022, the "Makinohara City Challenge Business Contest" (Makinohara City) was held by Makinohara City, Shizuoka Prefecture, planned and operated by our company. Makinohara City has a population of more than 40,000, but it produces the most Japan of aracha and has the main factory in Itoen, as well as the thriving automobile industry such as Suzuki, Yazaki Corporation, and Koito Manufacturing. On the Shizunami Coast of the surfer's mecca, a large wave pool opened in 2020 where the only official surfing competition in Japan can be held. There are regular flights from Mt. Fuji Shizuoka Airport to Incheon and Taiwan, and windows are open overseas. Makinohara is a unique pitch event that competes for business plans of startups that will expand their businesses by collaborating with existing industries in Makinohara City. In addition to 81 domestic startups, 10 startups from overseas applied for this event. The grand prize was won by the Ukrainian company S.Lab. Including S.Lab, which developed a sustainable alternative to Styrofoam using the mycelium of tea trees and mushrooms, seven of the 10 finalists decided to enter the market, including the establishment of a new company in Makinohara City. The event, which can be said to be open innovation for the entire region, was highly evaluated for attracting startups to the region and energizing the local economy by collaborating with local industries, and it was decided to continue holding the event from the second time onwards.

The unique event, which solicits new businesses in collaboration with local traditional industries from startups in Japan and overseas, has received a series of inquiries from local governments nationwide, and there is a possibility that similar events will spread from Makinohara to small and medium-sized cities nationwide from 2025 onward.



1. Feature

牧之原市チャレンジビジネスコンテスト

牧之原市の地域資源(産業資源・観光資源)を活用して、自らの事業を地域と共に発展させるビジネスプランを全国のスタートアップから募集。

- 牧之原市の既存企業(行政も含む)とコラボする「プロポーザル」を含むビジネスプラン。
- 地域全体のオープンイノベーションを目的とするアクセラレーションプログラムの性格。
- 自社の事業の成長を通じて、地域の産業・観光の発展に貢献するプランを歓迎。

91 companies entered

breakdown

- (81 companies in Japan)
 - Tokyo 34 companies
 - Shizuoka 16 companies
- (10 companies outside the sea)
 - Of these: Ukraine 3 companies

受賞名	会社名(地域)
大賞	S. Lab(ウクライナ)
準大賞	フードメディック株式会社(大阪府大阪市)
市長特別賞	株式会社ベンナーズ(福岡県福岡市)
島田掛川信用金庫賞	株式会社といろ(千葉県市川市)
SUZUKI賞	株式会社プラザクリエイト
ハイナン賞	エイベックス・エンタテインメント株式会社(東京都港区)
エノテック賞	株式会社レスティル(東京都千代田区)
視聴者賞(重複)	株式会社ベンナーズ(福岡県福岡市)
ファイナリスト	GREENOVATOR (ミャンマー)
ファイナリスト	キーウェアソリューションズ株式会社(東京都世田谷区)
ファイナリスト	ロボ・スタディ株式会社(静岡県浜松市)

III. Our Growth Scenario

In 2019, CAMPFIRE, the largest purchase-type crowdfunding company, invested in the company. The company became the parent company with 54.5% of the Company's shares and became a capital subsidiary of the Company. As part of the company's management policy of offering all types of crowdfunding, we were responsible for equity-type investment crowdfunding (ECF) within the group. It was a great achievement to achieve excellent results with the abundant financial strength of the parent company, and to acquire more than 10,000 investors and a large number of promising startup candidates. However, in February 2022, CAMPFIRE changed its management policy to concentrate management resources on purchase-type crowdfunding. The Company's shares were repurchased by D Holdings Co., Ltd., which was newly established by Yoshito Denawa as the representative director of the Company, and D Holdings and Izunawa Individual currently hold a combined share of 80% of the Company's shares. We positioned this as our second founding and took a new first step. Last year in June 2022, we launched the CVC Investment Strategy Study Group, in which more than 100 listed companies participated. In December, we started a closed pitch meeting and started full-scale matching between CVC and startups. In addition, we have developed the original J-KISS stock acquisition rights and the latest convertible equity scheme. We have a proven track record in finance consulting for startups. In October, we held a regional open innovation startup event "Makichare" in Makinohara City, Shizuoka Prefecture, through our planning and management. 91 startups, including 10 overseas, participated. Seven of the 10 finalists, including the grand prize-winning company S.Lab of Ukraine, planned to expand into Makinohara City, and the results were highly evaluated. Centered on a platform that solicits capital participation in startups from individuals and corporations, we will develop our business based on a strategy that establishes an overwhelming No. 1 position in the market in multiple business fields. We aim to establish the No.1 market share in the following four markets.

1 CVC Support Market

Matching with startups (sourcing), fund formation management guidance, education and training, professional business consignment, event planning and management

2 Startup M&A market

As an exit strategy for startups, M&A mediation with listed companies, etc. as buyers, and M&A mediation between startups

3 Regional Open Innovation Support Market

Planning and operation of regional open innovation events, operation of regional incubation offices, and establishment and operation of regional CVC funds

4 IPO lead manager market

Listing underwriter business, listing consulting business, management of VC funds for startups after listing

1 CVC Support Market Strategy

As mentioned above, the Company's CVC support business consists of 1) the operation of the CVC Investment Strategy Study Group, 2) CVC fund formation and management guidance, and 3) startup pitch events for CVC. 1) CVC Investment Strategy Study Group (hereinafter referred to as "CVC Lab"). Currently, the profit model is only a success fee when capital participation is realized by matching startups with CVC. Going forward, we will strengthen our earnings base by expanding our paid services. CVC fund formation and management guidance (hereinafter referred to as "fund guidance") and a startup pitch event for CVC (hereinafter referred to as the "CVC event"). In collaboration with CVC, we will expand the number of support providers for participating listed companies of CVC.

(1) Expansion of CVC Lab participants

As of May 20, 2022, CVC Labs has participated from 183 listed companies, and we are focusing on building closer relationships with the representatives of each company. Currently, 1~3 startups pitch a week at a closed pitch meeting (hereinafter referred to as "CPM"). In addition to increasing the participation rate, we grasp the investment policies and investment results of each company through interviews. We are supporting matching with the most suitable startups. After participating in CPM, we will set up individual interviews with CVC personnel who wish to participate, and if there is an intention to invest, we will support the conclusion of NDAs. The monthly report, which introduces investment examples and exit cases of startups in Japan and overseas, will be published bimonthly from the June 2023 issue, which was previously published irregularly. Participation in CPMs, coordination of individual interviews with startups, and subscriptions to monthly reports will continue to be provided free of charge. In addition, free seminars (webinars) for CVCs are held every other month. Announcements will be made by DM to CVC, M&A, and corporate planning departments of 4,000 listed companies nationwide. About once every six months, a seminar and exchange meeting held in real life is held for a fee. We will expand opportunities for information exchange among CVC personnel. As a result, the number of participating listed companies will increase from the current 183 to 250 (6.2% of the total listed companies) by the end of December 2023, 400 (10%) by the end of December 2024, and 600 (15.0%) by the end of December 2025.

(2) Provision of paid services for CVC members

In the future, we will start providing paid services with the aim of exceeding 200 participating companies of CVC Labs. Paid services are provided as a subscription model with a monthly membership fee. It will be established as a corporate membership system of the CVC Investment Strategy Study Group. The membership categories are free (current participating companies), basic, and premium, and the following services are provided. The paid service is scheduled to start in October 2023.

(1) Free membership (free)

Current services (monthly report + free webinar + CPM (real-time, archive limited to 1 month after the event))

(2) Basic membership (100,000 yen per month (excluding tax))

Services for free members + all views of CPM archives + CVC personnel knowledge course archive (all views) + free participation in CVC staff exchange meeting

(3) Premium membership (monthly 180,000 yen (excluding tax))

Basic member service + Knowledge course FAQ chat service (instructor answers individual questions at any time) + Capitalist training course viewing

(3) Expansion of CVC fund support business

To date, we have provided support to two listed companies for two-person partnership funds in which the listed company is basically established as a GP subsidiary and the listed company becomes the LP. In the future, we will accelerate proposals mainly for listed companies participating in the CVC Investment Strategy Study Group operated by our company. Regarding CVC initiatives of listed companies, we plan to classify the stages as follows and expand our support by taking an approach according to the classification.

- Stage 1 Started considering the introduction of CVC internally. The department in charge of CVC was established and a person in charge was appointed.
- Stage 2: Policy is decided on the formation of CVC funds or investment in proper. We are about to start concrete preparations.
- Stage 3 Set a fund formation or investment budget. We have started investment activities, but we only invest in follow-up investments.
- Stage 4 We are actively investing, but we are investing by a two-person partnership in which another VC acts as a GP, and we leave the specialized work to you.
- Stage 5 Active investment activities, including lead investments. In-house direct investment or fund formation by GP subsidiaries, etc.

Of the above, the proposals we focus on in fund support are listed companies in Stage 2 and Stage 3. For Stage 1 companies, we will hold in-house study sessions (for a fee) to start by enlightening key people within the company. For Stage 4, we will explore the possibility of structuring a new fund in the form of a subsidiary GP. For Stage 5, in addition to proposing closed pitch meetings, we will encourage them to propose additional financing for lead investees.

(4) Restructuring of education and training services for CVC personnel

In March 2016, we launched the Venture Capitalist Training Course. More than 50 students participated in the event, which consisted of a "basic course" to acquire the knowledge necessary for a capitalist through e-learning, an "applied course" to train skills as a capitalist by correcting assignments, and a "practical course" to simulate experience as a capitalist. In addition, since April 2018, we have been holding specialized skills training for CVC personnel on the first Thursday of every month as "Ichimoku Study Sessions" mainly taught by our representative Izunawa as a lecturer.

【ベンチャーキャピタリスト養成講座】

【基礎講座】

ベンチャーキャピタル概論	資本政策実務
会社法の実務	会計制度実務
投資事業組合根拠法	内部統制実務
金融商品取引法の実務	税務戦略実務
マーケティング戦略	企業組織と人事制度
知的財産戦略	労働法と労務管理
財務戦略と資金管理実務	株式上場制度と上場指導実務
財務諸表論	ディスクロージャー制度
予算管理実務	M&A・事業提携戦略
事業計画作成実務	投資事業組合管理実務
企業評価実務	投資EXIT戦略実務

【応用講座】

デュー・ディリジェンス演習	事業計画・資本政策策定演習
投資交渉及び契約演習	投資モニタリング演習
投資先経営サポート演習	M&A・事業提携仲介演習

【実践講座】 実際の投資候補先における経営者ヒアリングと投資レポート作成

CVC資本戦略研究会(いちもく勉強会) カリキュラム

開催日時※	テーマ	勉強会の内容
2018年10月4日(木) 16:00～18:00	①事業性評価とリスク 評価の実務	マイノリティ出資におけるデュー・ディリジェンスの実務 マーケットと競合優位性の評価、事業計画の仮説と数値化の合理性と 事業計画実現のためのハードル(リスク)の評価
2018年11月1日(木) 16:00～18:00	②企業価値(株価)算定 の理論と実際	株価算定の方法と算定実務 CVCにおける適正な株価水準についての考え方
2018年12月6日(木) 16:00～18:00	③資本政策と種類株式 の実務	創業者とCVCのシェアバランス、EXIT戦略に資する資本政策 種類株式(議決権調整、優先分配、取得請求権、取得条項等)を活用する 資本政策
2019年1月10日(木) 16:00～18:00	④会社法の機関設計と 投資契約によるガバナ ンス実務	中小企業に適した会社法上の機関設計の実務 マイノリティ出資における投資契約の実務とその運用
2019年2月7日(木) 16:00～18:00	⑤モニタリングとハンズ オンの実務	継続モニタリングの方法と実務 出資者の経営資源を活用するハンズオン(企業価値向上のためのサ ポート)実務
2019年3月7日(木) 16:00～18:00	⑥EXIT戦略の実務	子会社化(M&A)によるEXITの提案とその実務 IPOによるEXIT 事業承継としてのEXIT戦略

※以降、原則として第1木曜日に上記テーマで繰り返し開催。通し券でご参加の場合、欠席されても次回の同じテーマの勉強会に参加できます。(例:2019年4月4日(木)は、「①事業性評価とリスク評価の実務」が再度テーマとなります。)

When we became a subsidiary of CAMPFIRE in November 2019, we concentrated our resources on the equity investment crowdfunding business, and the CVC support business, including these trainings, was suspended. With the withdrawal from the CAMPFIRE Group in March 2022, we restarted the CVC support business, but we have also restructured the contents of the "Venture Capitalist Training Course" and "Ichimoku Study Session" for education and training services. We will provide practical knowledge related to finance, legal affairs, marketing, intellectual property, etc. related to startup management, which is indispensable for the work of CVC personnel, as archived video content of about 10 minutes on each theme. In addition to providing a part of the archive free of charge, it will be incorporated into the paid service menu with subscriptions in (1).

(3) Expansion of consignment of events for CVC

In addition to being entrusted with the planning and operation of the YOAKE Business Contest held by the WILL Group at the launch of the CVC project, we are holding events aimed at discovering specific CVC startups, such as the "Community Contribution Startup Innovation Award" sponsored by SB Players with the special sponsorship of SB Players. In addition, he has experience in many pitch events, such as the "Makinohara City Challenge Business Contest" aimed at regional open innovation, and the "Shonan Business Contest" of the Shonan New Industry Creation Consortium, which the representative has supported for more than 20 years as the chairman of the business contest department. In particular, during the Corona disaster, we have accumulated know-how on online pitch events. We found that online pitches have many advantages that are different from real events, such as being able to easily participate from all over the country and the world, and being able to explain pitch materials in detail. We plan to continue to expand startup support events that combine real ceremonies with a focus on online pitch events. For CVC, a listed company, we will utilize our startup discovery capabilities to hold events with themes that match the investment policy of a specific CVC. In December 2023, we are planning to hold the Sustainable Startup Innovation Award with the participation of multiple listed companies. This event invites startups nationwide and around the world to submit business plans with specific collaboration proposals with listed companies that participate in sponsorship regarding decarbonization and contribution to a recycling-oriented society.

Events for specific CVCs

An acceleration-type startup pitch event aimed at synergy with a specific listed company CVC

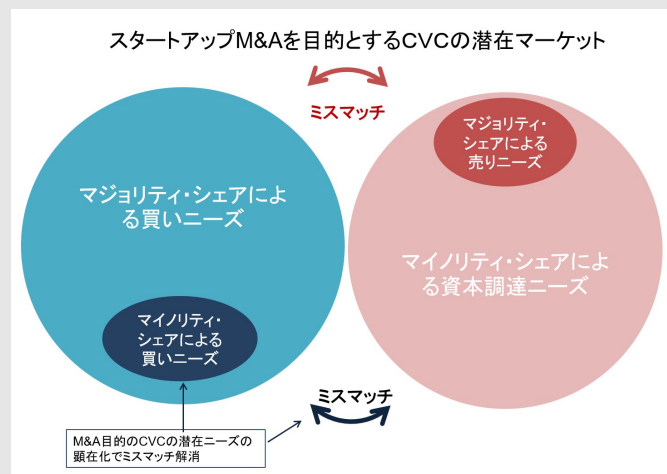
Events co-sponsored by multiple CVCs

At the end of 2023, the Sustainable Startup Award will be held. Share information on participating companies with the Special Sponsor CVC.

The pitch contest for specific CVCs is entrusted with an operating fee of 3 million yen + prize money if it is sponsored by CVC. If it is sponsored by our company, it will be operated with a special sponsorship fee of 5 million yen. In addition, when the Company hosts a specific themed event in which multiple listed companies participate, the sponsorship fee shall be selected from general sponsorship (100,000 yen, 200,000 yen, or 500,000 yen) and special sponsorship (1 million yen or 2 million yen). Each sponsoring company can ask the startup to introduce its own business and indicate the direction of the expected collaboration plan, and ask for a business plan that includes a proposal. The difference in sponsorship fees is the size of sponsored advertisements. In addition, special sponsoring companies can provide special awards for sponsoring companies with their own or desired name.

2 Startup M&A Market Strategy In recent years, M&A by SMEs has increased rapidly in Japan. Many of the sellers are small and med suffering from aging managers and the absence of successors. This need has become apparent, and it is easy to agree on conditions based on net asset value, and many intermediaries, including major companies, are engaged in brokerage business in this area. On the other hand, M&A by startups is thriving around the world. M&A accounts for 80% of EXITS for VC investments, but in Japan, 80% of EXITS are IPOs. M&A as an exit strategy for startups is a small number. The annual number of VC investment projects in Japan is about 1,500. In comparison, the number of IPOs is around 100. Unlike Europe and the United States, most of the 1,400 companies that do not make it to an IPO are so fixated on going public that their business itself is thought to have disappeared, such as financial difficulties and technology becoming obsolete. This may be due to the fact that startup managers are too oriented towards listing, and there is no highly specialized M&A intermediary that can match the most suitable listed company according to appropriate schemes and conditions. Therefore, we will develop a matching business between startups and CVC and develop an M&A brokerage business focusing on startups. At the 8th anniversary seminar held in May 2023 with the participation of more than 150 CVC representatives, Mr. Izuna, the representative of the Company, gave a lecture on the theme of "Improving the Corporate Value of Listed Companies through CVC." In this report, we introduce the case of Intel Capital, which we use as our benchmark. Intel Capital, Intel's investment arm, began its investment activities as a pioneer of CVC in 1991 when it was founded. To date, we have invested in more than 1,500 startups and exited about 500 through M&A. About 50 companies, or 10% of these exits, were acquired by Intel business units. As mentioned above, the managers of Japan startups have a strong IPO orientation, so there are many cases where their commitment to their own market share is an obstacle to M&A. On the other hand, there are many listed companies that actively engage in M&A but are not interested in capital participation. We expect that the strategy of developing M&A with CVC as an entry point will lead to the elimination of such a mismatch between startups and listed companies.

We will expand the methods of utilizing CVC as an M&A strategy. Furthermore, by combining the growth strategy of M&A by like-minded startups, we plan to establish the No. 1 position in the M&A mediation of startups. In the long term, we will consistently support the equity financing of startups and support their business growth, from the entrance through ECF and CVC matching to the exit through IPO and M&A on the premise of re-entry into the listing underwriting business, which will be described later.



従来のM&A先発掘の課題

- M&A戦略で売り案件を探している上場会社は多いが、優良な売り案件は数限られている。優良な企業ほど、経営者は自らのシェアに対する意識が高く、売り案件にはならない。
- M&A後にDDでは把握できない問題が明らかになったり、企業風土が合わずに優秀な人材が流出する等の損失が発生しても、取り返しはつかない。

CVCの活用によるM&A

- CVCはベンチャーキャピタルとしてマイノリティのシェアの出資を前提とすることから、資金ニーズのある優良な投資先案件が集まりやすい。
- 当初からM&Aを狙うのではなく、まずは将来に期待できる企業に資本参加からスタート。相互の理解と信頼が深まったところで、M&Aをプロポーズ。両社にとって真にメリットのあるM&Aが可能。
- 投資後に問題点が明らかになった場合や、事業シナジーが薄いと判断される場合には、M&A実行後よりも転売は容易である。

3. Regional Open Innovation Market Strategy

(1) Regional Open Innovation Events

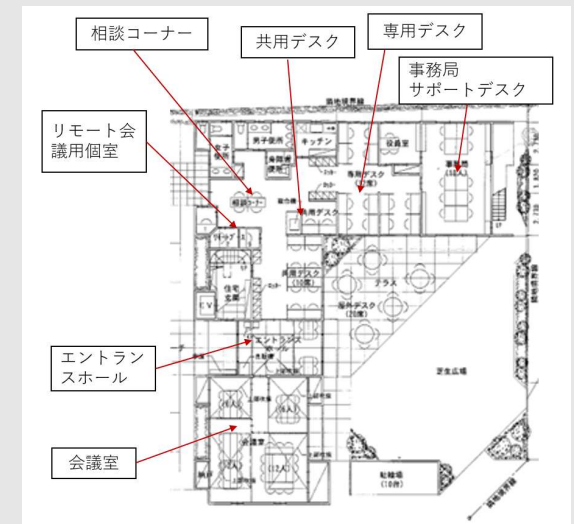
We have received inquiries from all over the country about "makichare" type events that support the creation of new industries in the region through collaboration between existing industries in the region and startups outside the region Japan The population of Makinohara City, Shizuoka Prefecture, where the "Makichare" was held, is 43,000. There are 500 cities nationwide with a population of less than 150,000. Many regions are facing similar problems such as population decline, aging population, and decline of existing industries. On the other hand, there are many regions that have distinctive strengths, including traditional industries. In such regions, "makichare" type events enable business contests from all over the country and the world to compete for business plans including proposals for collaboration with local industries.

At the moment, there are several cities that have shown specific interest, such as Muroto City in Kochi Prefecture and Osaki City in Miyagi Prefecture. In addition to making individual proposals to such cities, we will work with local governments through regional financial institutions with close relationships such as Shizuoka Bank to expand regional open innovation events.

For "Maki Care 2023," in addition to Makinohara City's budget of 4 million yen, we expect sponsorship revenues from local sponsoring companies to be about 6 million yen from the previous year's results, for a total budget of 10 million yen. In the future, we plan to use a similar revenue model for events in other regions.

(2) Incubation office business

In order to serve as a receptacle for startups expanding into Makinohara City with "Makinohara", the "Makinohara Incubation Center" will open in July 2023. It has an accounting firm function, and the office usage fee includes accounting support fees. Tenant companies submit a business plan when they move in. We will examine growth potential, etc. In addition to the Company, three regional financial institutions and the Japan Finance Corporation alternately dispatch counselors to the consultation corner. Coupled with highly transparent financial information, the financial support function strongly supports the growth of tenant startups.



(3) Support for the formation and operation of regional CVC funds

In Makinohara City, we are planning (proposing) the "Makinohara Innovation Fund" in which leading local companies invest in multiple LPs, with the main investment targets being the winning companies of "Makinohara" and the tenant companies of the "Makinohara Incubation Center". Regional financial institutions, governments, or GP subsidiaries of leading regional companies are responsible for structuring and operation, and regional financial institutions invest as qualified institutional investor LPs. Utilizing our know-how of CVC support for listed companies, we will guide you in composition and operation. The aim is to contribute to the development of regional industries by having regional financial institutions handle the flow of funds through equity through the flow of funds through deposits and debt through loans.

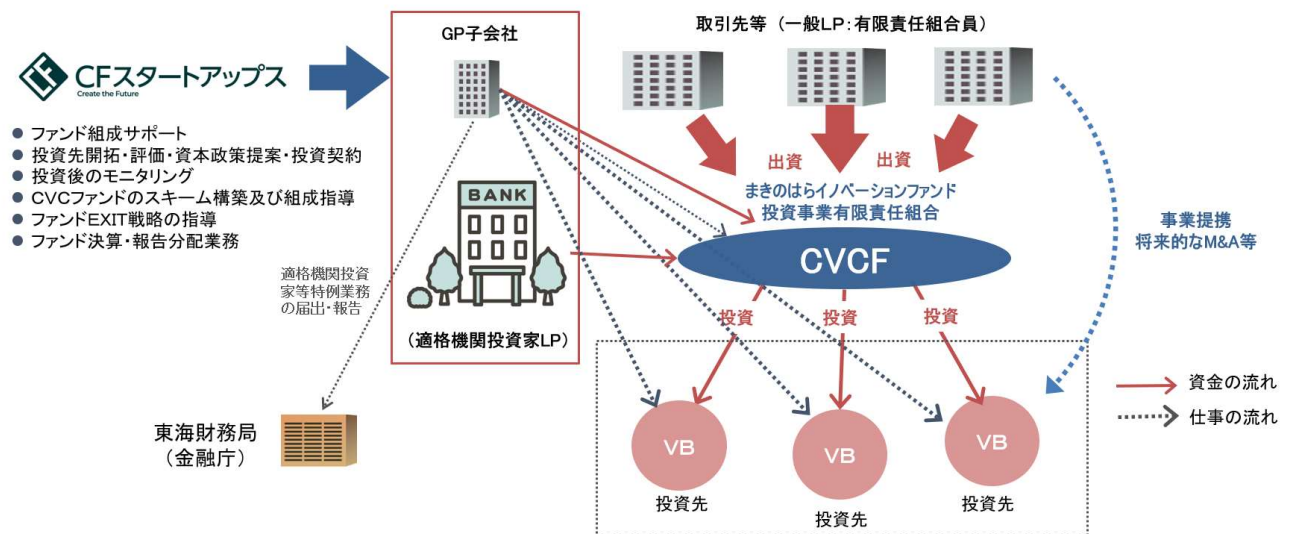
(4) Nationwide deployment of regional startup support models

Including Makinohara City, there are more than 500 cities with a population of 100,000 or less in Japan. The issues faced by local governments are common, such as population decline, aging society, and decline of industry. We will target 50 cities, or 10% of these, and will expand the holding of regional open innovation events similar to "Makichare". We plan to expand regional incubation centers nationwide, mainly in the areas where the event is held. We will contribute to the development of regional economic and industrial industry by combining this with investments from regional CVC funds that collaborate with regional financial institutions with our support, and by collaborating with leading local companies and startups expanding into the region from all over the country and the world.

ご参考

まきのはらイノベーションファンドのスキーム

- 地域金融機関の子会社がGPとなってファンドを組成。業務委託契約により子会社に対するCVCアドバイザー業務をCFSが担う。
- 地域金融機関が適格機関投資家LPとして出資。取引先等から一般LP出資を募る。適格機関投資家等特例業務では、49名まで一般組合員を募ることができる。一般組合員の要件は1億円以上の投資性金融資産を保有する個人、資本金又は純資産5千万円以上の法人等。
- 一般組合員からの出資は契約出資上限額の範囲内で、投資実行時に投資実行分のみを資金拠出をするキャピタルコール契約が基本。



4 From the ECF Market to the IPO Market

(1) Registration of Type I Financial Instruments Business Operator and re-entry into listing underwriting business

The ECF business is a financial instruments business licensed by a Type 1 Small Amount Electronic Offering Operator. The number of registered individual investors interested in startup investment has exceeded 10,000, and so far 19 companies have succeeded in recruiting about 5 million yen ~ 70 million yen per company. However, due to the regulations of the Financial Instruments and Exchange Act, the maximum investment amount per investor is 500,000 yen per company, so it cannot be said that the efficiency of fundraising is high. The Company will apply for registration as a Type I Financial Instruments Business by the end of fiscal 2023, or through M&A, we aim to register as a Type I Financial Instruments Business Operator by the next fiscal year. At D Brain Securities, where the founder served as the representative for 12 years from 1998 to 2010, we started by handling private stock offerings. In the green sheet market for companies preparing to go public, he served as the lead manager of 140 companies and led the market with a share of more than 90% of the lead manager. In 2004, he entered the listing underwriter business. I served as the lead underwriter of a total of 14 companies, including listings from Green Sheet. At its peak in 2006, he served as the lead underwriter for six companies a year, and continued to provide consulting services to more than 50 companies preparing to go public at any given time. We intend to leverage our track record and experience at D Brain Securities to re-enter the IPO lead management business. The target markets started with the Sapporo Stock Exchange Ambitious and the Fukuoka Stock Exchange Q-Board, which had a market share of about 60% at the time. Next, we will expand our underwriting business to Nagoya Stock Exchange NEXT and further to the Tokyo Stock Exchange Growth Market Underwriter Business.

(2) Specialized support system by certified public accountants and experienced underwriters

The Company will strengthen the system of representative and other specialized human resources in order to strengthen the specialized guidance system and examination system for equity finance. As for our future recruitment policy, we will actively hire certified public accountants who have been engaged in IPO operations and hire securities company personnel who have experience in listing underwriting lead manager work to enhance their expertise. In addition, after engaging in IPO operations, we will proceed with a partnership agreement with an independent certified public accountant, aiming to establish an overwhelmingly No. 1 system as the lead manager of listing underwriters.

Cumulative lead manager share of D Brain Securities in 2009

	マザーズ	ジャスダック	ヘラクレス	セントレックス	アンビシャス	Q-Board	グリーンシート
公開企業数	185社	884社	150社	28社	10社	10社	151社
DB証券主幹事企業数	0社	0社	1社	0社	6社	6社	140社
DB証券主幹事シェア	0%	0%	0.6%	0%	60.0%	60.0%	92.7%

As of the end of December 2009
(Green Sheet includes discontinuation due to listing, etc.)

(3) Separation of manufacturing and sales in the underwriter business

D Brain Securities did not sell any of the stocks that were listed as lead managers, but strengthened its sales capabilities by outsourcing to a sales consignment securities company. At that time, online securities companies such as Matsui Securities, SBI Securities, and Kabu.com Securities, as well as medium-sized securities companies such as Toyo Securities and Kimura Securities, had strong sales systems. Since IPO stocks lead to the development of new customers, many securities companies are active in sales, and they have a system in place to outsource sales with a commission fee of 1.5% out of an underwriting fee of 8%~9%. After re-entering the underwriting lead managerial business, we will expand the number of underwriter managers through the same system. We have once again taken on the challenge of becoming the No. 1 IPO lead manager, which was impossible due to the sharp decline in IPOs caused by the Lehman shock. Since it is a road that I once traveled, I intend to expand my business by making use of the experience I had at that time.

(4) Step-up process from ECF to IPO

Until we start our listing underwriter business, we will strengthen and expand equity financing consulting for startups in addition to ECF. In July 2022, in order to contribute to early funding for seed-stage startups, we developed our original J-KISS stock acquisition rights, which are an improvement over the existing J-KISS stock acquisition rights. We provide 2~3 support cases per month. Furthermore, in February 2023, we developed an "IPO Price-linked Convertible Equity" that contributes to smooth fundraising in a downturn environment. It is attracting a lot of attention from the VC industry. In collaboration with the CVC support business, we will strengthen our consulting, including matching with CVC, a listed company in our network, and after registering as Type 1 Gold Commerce, we will start offering and handling services using the shareholder community system. Unlike ECF, this system does not have a limit on investment per investor, so we believe that the amount offered per transaction can be increased.

2006 Listing Lead Manager I

順位	証券会社	主幹事件数
1	大和証券SMB	42
2	野村証券	35
3	新光証券	22
3	日興シティグループ証券	22
5	みずほインベスターズ証券	17
6	三菱UFJ証券	15
7	ディー・ブレイン証券	6
8	東海東京証券	5
9	コスモ証券	4
9	HS証券	4

Features of D-Brain Securities' Listing Underwriter System

製販分離による品質強化と販売力
 ディー・ブレイン証券が引受けた新規上場株式を松井証券、カブドットコム証券等のネット証券、エース証券、東洋証券等の中堅証券会社による販売幹事団が販売。企業の特性によって幹事団の組成を変更して最適な販売体制を構築。
 ディー・ブレイン証券にとって販売幹事団を組成する証券会社は当社の販売部門。当社は引受部門に特化。相互の強みを発揮して大手以上の上場主幹事力を発揮。



販売

販売幹事団

公認会計士中心の指導力・審査力
 独自の公認会計士ネットワークを活用。審査部門・公開コンサルティング部門に公認会計士を配置した強力なコンサルティングおよび審査体制。

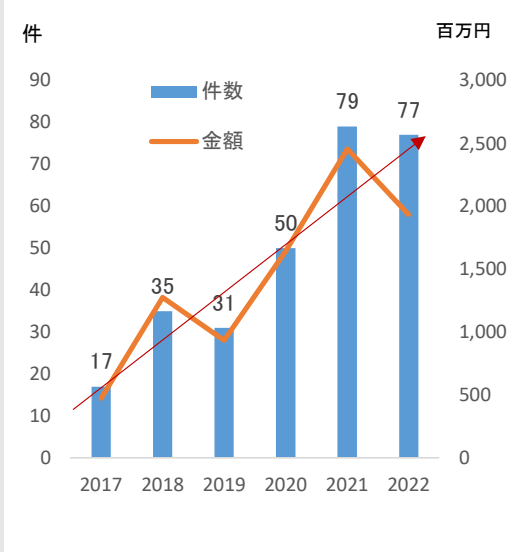
小規模企業の上場に強み
 時価総額30億円~200億円ほどで早期上場を支援。大手証券会社にはない機動力。



IV. Our Target Markets and Trends

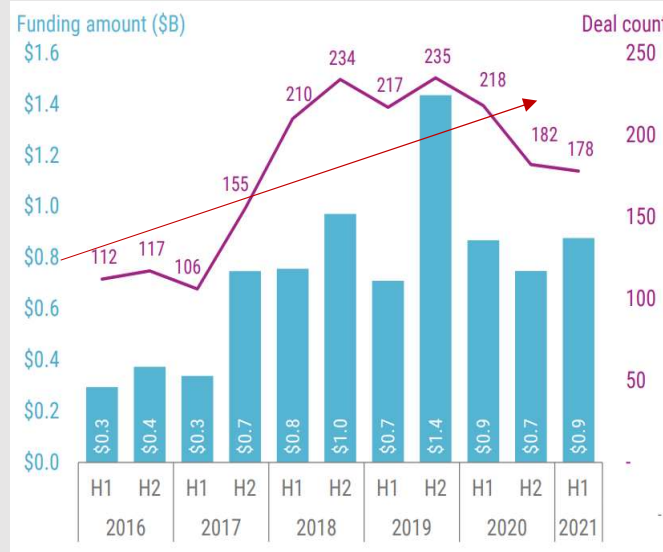
Our target market is the capital raising market for startups. Currently, it mainly targets the CVC market and the equity crowdfunding (ECF) market. In the CVC market, the number of listed companies investing in CVC is increasing year by year. In addition, ECF has been expanded by FUNDINNO, the industry leader, taking the lead. In the future, after registering as Type 1 Gold Commerce, the Company will re-enter the IPO lead management business that the founder had been doing during his time at D-Brain Securities. The number of IPOs declined sharply after the Lehman shock, but has since recovered steadily.

Changes in the number and value of ECFs in Japan



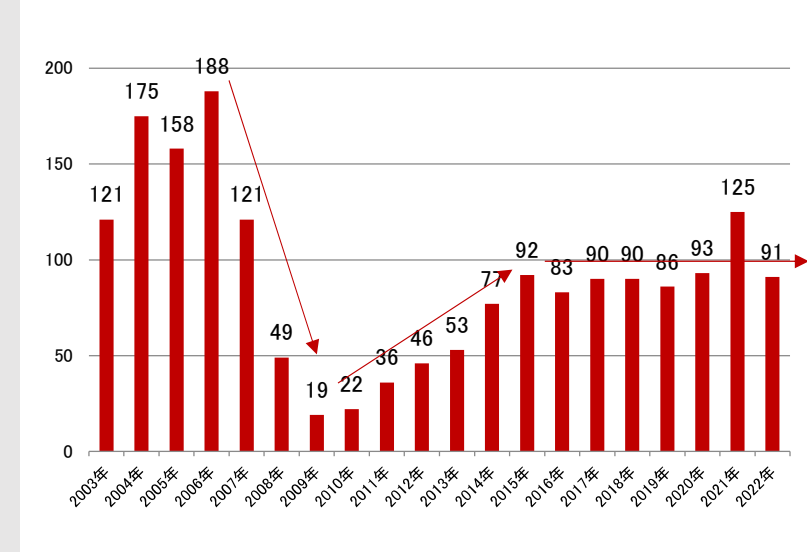
Source: CB Insights

Changes in the number and amount of CVC investments in Japan



Created from data published by the Japan Securities Dealers Association

Changes in the number of IPOs in Japan (excluding TOKYO PRO Market)



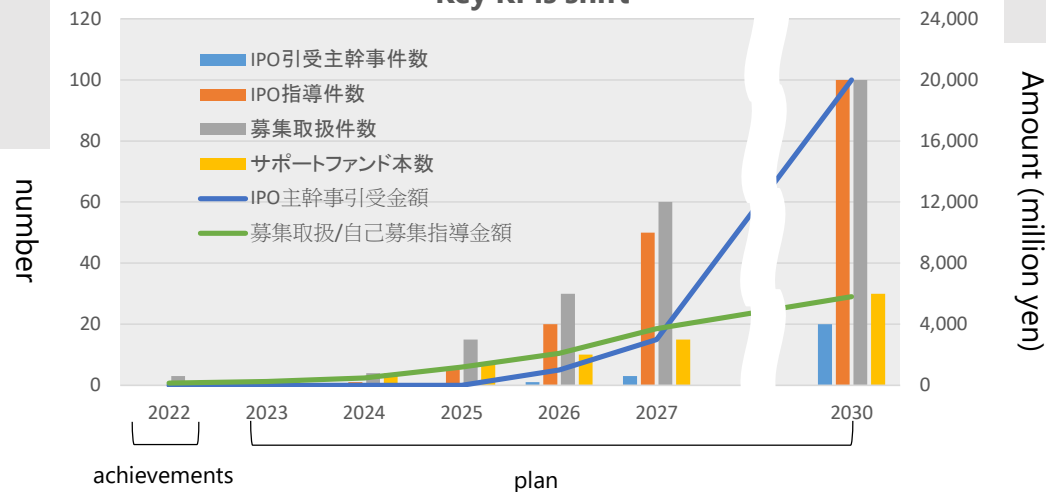
Created from data published by the Financial Minister's Relic Exchange

V. Overview of numerical planning

< prerequisites >

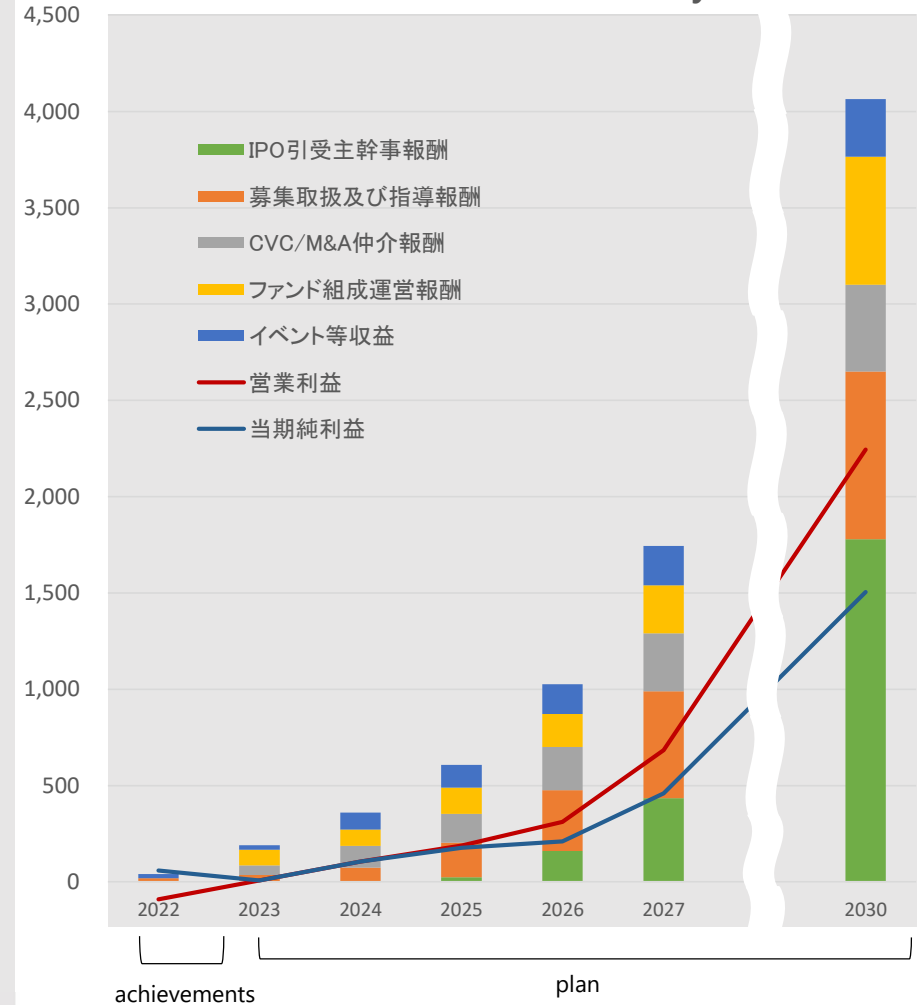
- In the fiscal year ended December 2022, a gain on cancellation of stock acquisition rights of 100 million yen was recorded in non-operating income, and a gain on debt forgiveness of 50 million yen was recorded in extraordinary income.
- We plan to register as a Type I Financial Instruments Business by the end of 2024 (or acquire a registered company if it takes time to register). We plan to obtain underwriting approval in 2025 and re-enter the listing underwriting business.
- After registration as a Type I Financial Instruments Business in 2024, we will begin handling offerings or private placements using the shareholder community system while preparing for listing lead managerial duties.
- Based on D-Brain Securities' performance, the underwriting commission is assumed to be 6.5% on the spread, excluding sales commissions. Each company will offer an average of 1 billion yen.
- The number of IPO cases is expected to be 20 in 2030 (6 companies at the peak of D Brain Securities before the Lehman shock).
- As the number of IPO lead managers increases, the number of IPO guidance is expected to be about 10 times that number.
- Personnel are appropriately allocated according to the growth of each business. In 2030, the number of officers and employees will be 160. Personnel costs and expenses are calculated rationally according to the number of employees.

Key KPIs shift



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Planned Trends in Sales and Profits by Business



VI. Entrepreneurs

President & CEO Yoshito Denawa (Certified Public Accountant and Tax Accountant)



- 1961 Born in Makinohara City, Shizuoka Prefecture. After graduating from Makinohara Elementary School and Shizuda Shimada Junior High School, graduated from Fujieda Higashi High School in 1979
- 1983 Graduated from Keio University in Joined Showa Ota Audit Corporation (currently EY Shin Japan LLC). Engaged in stock listing consulting as a certified public accountant for about 10 years.
- 1993 Established D Brain Inc. Started consulting business for small and medium-sized enterprises.
- 1996 Opened "Internet Venture Investment Mart", which can be said to be a pioneer of stock-type crowdfunding. Started fundraising support through stock offerings of small and medium-sized enterprises.
- 1997 Established D Brain Securities. Contributed to the establishment of the Green Sheet of the Japan Stock Exchange Association. Lead the market with a share of 90% of the chief recruitment manager. 141 small and medium-sized enterprises (SMEs) engaged in public offerings totaling 11 billion yen. 19 of them are listed
- 2005 Entered the Sapporo Ambitious and Fukusho Q-Board as the lead manager of the new listing. 60% share
- 2010 Business performance deteriorated due to a sharp decline in new listings after the Lehman shock. Resigns as President of D Brain Securities

- 2015 With the enforcement of the revision of the Financial Instruments and Exchange Act, the Japan Stock Exchange Association institutionalized equity-type crowdfunding, and DAN Venture Capital(now CF Startups) was established. Started CVC (Corporate Venture Capital) support services for listed companies. DAN1 Investment Limited Partnership established
- 2016 Venture capitalist training course launched
- 2017 Registered as a "Type 1 Small Amount Electronic Offering Handler" specializing in stock-type crowdfunding
Stock-type crowdfunding GoAngel opened
- 2018 Full-scale CVC support business for listed companies. CVC Capital Strategy Study Group (Ichimoku Study Group)
- 2019 CAMPFIRE Co., Ltd. invested in DAN Venture Capital Co., Ltd. Acquired DAN as a subsidiary with a 54.4% market share
Succeeded Izunawa Accounting Office (currently Yoshito Izunawa Tax Accountant Office) in Makinohara City, Shizuoka Prefecture
- 2020 GoAngel was completely renewed as CAMPFIRE Angels (now CF Angels)
- 2021 Changed the trade name of DAN Venture Capital Co., Ltd. to CAMPFIRE Startups Inc.
Community Contribution Startup Innovation Award
- 2022 Established D Holdings Co., Ltd. in Makinohara City. The company acquired all of CAMPFIRE Startups shares held by CAMPFIRE and made them subsidiaries.
The trade name of CAMPFIRE Startups Inc. was changed to CF Startups Inc.
Makinohara City has commissioned the pitch event "Makinohara Chare" to compete for business plans in which businesses in Makinohara City and startups nationwide collaborate. 81 domestic companies and 10 overseas companies applied. S.Lab of Ukraine won the grand prize.

VII Team



Minoru Shimura

Director, Senior Managing Executive Officer, General Manager of Administration Division, Chief Internal Control Officer

Joined Dai-ichi Securities Co., Ltd. (currently Mitsubishi UFJ Morgan Stanley Securities) in 1984. Mainly engaged in international operations, including local subsidiaries in Geneva and London. He joined Litera Claire Securities in 2001. As General Manager of the Corporate Planning Department and General Manager of the Internet Business Promotion Department, he contributed to the launch of the company's online business. In 2006, he became a director of D Brain Securities. In addition to overseeing the management department, he is also involved in the handling of musical funds and M&A of Japanese securities companies by foreign securities companies. In 2008, after being seconded to Leading Securities, the M&A company, he became the representative director of the company. Contributed to the diversification of sales channels and products. In 2019, he was in charge of new business development as Senior Managing Director of News Securities and Director of ASEAN Financial Holdings. Joined our company in July 2021. Appointed Senior Managing Executive Officer and General Manager of the Administration Division. He was appointed Director and Senior Managing Executive Officer in March 2022.



Yoshihiro Ikeda

Director, Managing Executive Officer, General Manager of Investment Banking Division

Joined Nikko Securities Co., Ltd. (now SMBC Nikko Securities Co., Ltd.) in 1979. He is engaged in the development and support of IPO preparation companies. In 1986, he moved to Nikko International Investment Management Co., Ltd. (currently Nikko Asset Management Co., Ltd.). After working as an analyst, he served as the manager of corporate planning and personnel. In 2000, he became a director of J Holdings Co., Ltd. As COO and in charge of IPO, he contributed to the company's listing on the JASDAQ Stock Exchange (currently the Tokyo Stock Exchange). He joined our company in 2018. He was appointed Director of the Board, Customer Service Manager. In 2020, he was appointed Director and Managing Executive Officer, Head of Investment Banking Division.



Kohei Matsuki

Director

Joined Showa Ota Audit Corporation (currently EY Shin Japan LLC) in 1990. Registered as a certified public accountant in 1994 and became CFO of Creed Co., Ltd. in 1996. Led the listing of the company on the Mothers section of the Tokyo Stock Exchange. In 2004, he established Frey Trust Co., Ltd. (currently Frey Holdings Co., Ltd.), a venture capital firm that mainly invests in real estate ventures. Appointed Representative Director (current position). Established Frey Trust Inc. in 2028. Appointed as Representative Director (current position). In March 2022, he was appointed as a director of the Company.



Toshihiro Sato

General Manager, Equity Division, Investment Banking Division

Joined Nomura Securities in 2014. Engaged in asset management consulting business as a financial planner. Focusing on stocks, investment trusts, and bonds, we make proposals on insurance, M&A, trusts, and other financial products in general. Respond to a wide range of customer needs regardless of whether they are individuals or corporations. For corporations, we have provided asset management and financing strategies in line with their business conditions and business vision. Joined our company in November 2020. As a capitalist, he supports business planning, capital policy and valuation. Guidance on creating pitch pages for equity investment crowdfunding. In April 2022, he was appointed General Manager of the Equity Department of the Investment Banking Division. Living in Sydney, Australia and am involved in discovering and funding local startups.



Mishina Yoshihide

General Manager, Investment Banking Division

He joined Morgan Bank in 1985 and worked at JP Morgan, ING Bearing Securities, Commerz Securities, and UBS Securities before joining ASEAN Financial Holding in 2015. Joined our company in 2021. At JPMorgan, he is responsible for the sale of foreign bonds, structured bonds and derivative products for institutional investors, as well as the purchase and sale of high-yield bonds and aircraft finance projects. "At ING Bearing Securities, I was engaged in non-performing loan transactions in the mid to late 1990s." At ASEAN Financial Holdings, he is a member of the Corporate Planning Department. The company will be established, shifted to a holding company structure and improved, and business restructuring (including a review of investment relationships among overseas subsidiaries). For the IPO of the company, he was mainly responsible for negotiations with the lead managing securities company and audit firm, formulation of business plans and capital policies, reorganization of internal structures and organizations, development of internal rules, establishment of governance systems, and preparation of listing application documents.



Toru Fukuda

Head of Corporate Examination Department and Director of CVC Institute for Strategic Studies

Joined Nomura Securities in 1985. At Nomura Securities (1985~1989) in the UK, he responded to Big Bang in the UK, negotiated with the Securities Bureau of the Ministry of Finance such as the establishment of an overseas subsidiary in the Overseas Business Planning Department, was seconded to Nomura IR (IR consulting for listed and unlisted companies, 173 consulting companies and 791 advisory companies) Sony Life won the Rookie of the Year Award since April 1999, was certified as a Special Life Planner, MDRT (MDRT is comprised of the top 6% of global life insurance sales professionals and is headquartered in Chicago, USA. Members provide the best products, knowledge, information, etc. for customers with mutual learning and social contribution as the pillars of their activities) Founded Fukuda Research Institute in May 2005 and concurrently serves as an outside officer of several companies. In September 2017, he was appointed General Manager of the Corporate Examination Department of the Company.



Yoshizato Kenji

General Manager of General Affairs Department, Administration Headquarters Chief Internal Control Assistant Officer

After joining Daiwa Securities Co., Ltd. in 1985, he worked for a financial instruments business operator for 38 years. He has a wide range of knowledge and experience in general securities business, from front to back, accounting, and internal control. Engaged in individual and corporate sales at Daiwa Securities and Merrill Lynch Securities. At Dresdner Kleinauto Wassesserstein (Japan) Limited, as vice president of the accounting department, in addition to accounting work, he changed the accounting system (SAP system introduction). At Mizuho Securities, as Vice President of the Administration Department, Business Administration Division, he is responsible for launching J-SOX compliance. At News Securities, he oversaw the management department as Director and General Manager of the Administration Division. In February 2022, he joined the Company and was appointed as General Manager of the General Affairs Department and Chief Internal Management Assistant.



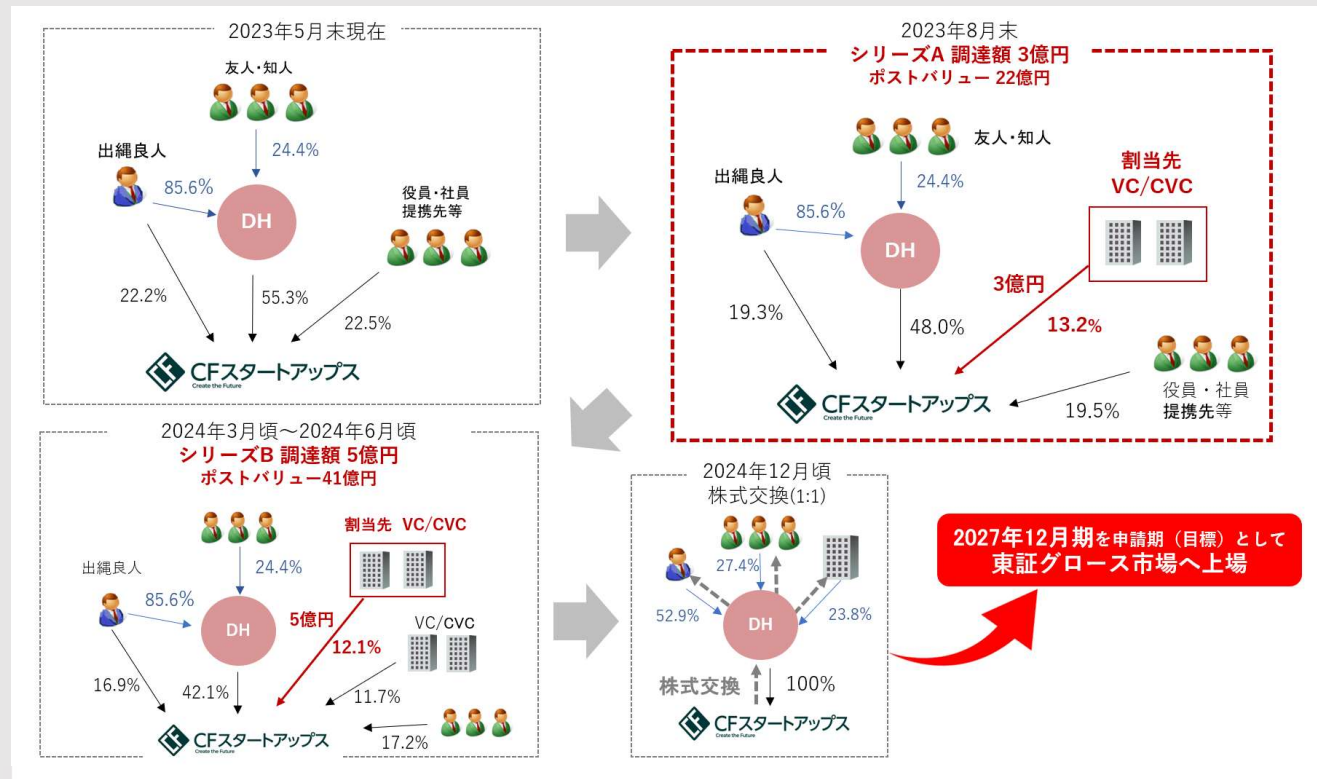
Thoms Yi

General Manager, Global Support Division

Very energetic leader and mentor offering more than 30 years of cross-border transaction experience, know-how, and network capability within the space of current 4th Industry, IT, High-Technology, FMC, and the space of large mega infrastructure projects on the global marketplace. Also, in-depth knowledge and experience, regarding how global companies, revenue models, tools, and trends are created and managed to achieve rapid and substantial growth. Furthermore, a specialist in the global perspective of understanding strategic planning; mergers and acquisitions; corporate and business development; global marketing; and operations management, not to mention from the incubations, acceleration, and series of fundraising to till the IPO space, i.e., from and the start to end of its journey of the lifecycle. The global network of staff, associates, and partners around the world, starting from the UK, Swiss, Austria, Israel, Turkey, UAE, India, Singapore, Vietnam, Taiwan, Hong Kong, South Korea, Japan, Australia, and the US, i.e., a truly global player. Graduated from "The University of Sydney" in Australia, with a Bachelor of Science, and major in both Computer science and Pure Mathematics. Both are very fluent in Korean and English and survival level of proficiency in Japanese and Mandarin.

VIII. Capital Strategy

- CF Startups ("CFS") (came under the capital umbrella of CAMPFIRE Co., Ltd. in 2019, but D Holdings Co., Ltd. (hereinafter referred to as "DH") was established by founder Yoshito Denawa in April 2022.) has acquired all of CAMPFIRE's CFS shares.
- Positioning April 2022 as the second founding of CFS, we raised 78 million yen from J-KISS stock acquisition rights as a seed round. DH also raised 18 million yen in Class A1 preferred stock. In April 2023, as a pre-series, we issued Class A1 preferred shares to existing shareholders and other acquaintances of the founder, raising 60 million yen. As a result, as of the end of May 2023, the founder's share, including DH and Yoshito Denawa personally, is 77.8%.
- By the end of August 2023, we will issue Class A2 preferred stock to VCs and CVCs and raise 300 million yen as Series A. Furthermore, from December 2023 ~ June 2024, we will issue Class B preferred stock as Series B and raise 500 million yen, and we plan to raise a total of just under 1 billion yen from 2022.
- The Class A2 shares to be issued this time have the same conditions as common shares for voting rights and dividends, but with the condition that the amount paid in the distribution of residual assets is given priority to ordinary shareholders.
- In principle, at the time of an IPO, the shares are converted into common stock at a ratio of one share to one A2 share, but if the IPO price is less than three times the acquisition price, the number of common shares that can be acquired through conversion will increase, and a certain amount of profit will be secured.
- CFS will apply for a change of registration from Type I Small Amount Electronic Offering Business to Type I Financial Instruments Business by the end of 2023, and aim to obtain underwriting approval after the change registration is completed. The minimum capital required for underwriting approval of 500 million yen will be secured through the above-mentioned capital raising.
- By the end of December 2024, CFS will become a 100% subsidiary of DH through a share exchange. The exchange ratio is effectively 1:1, so that the ratio of existing shareholders of CFS does not change.
- We plan to list on the Tokyo Stock Exchange Growth around December 2027 with the fiscal years ending December 2025 and December 2026 as the listing review periods.



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IX. Risk Information

In carrying out this business plan, the following items may have a significant impact on the Company's business and business performance. In addition, even for matters that do not necessarily fall under such risk factors, matters that are considered important are shown below from the perspective of proactive information disclosure. The Company is fully aware of the possibility of the occurrence of these risks and strives to avoid their occurrence and respond to them when they occur, but when using this business plan, we ask that you carefully read the items described in this section and fully understand them.

Forward-looking statements in this document are based on the Company's judgment as of the date of this document and do not cover all risks that may arise in the future.

1. Risks Related to the Business Environment

(1) Industry trends

Equity investment crowdfunding (hereinafter referred to as "ECF") operated by the Company.) is a market that started in 2017 with a revision of the law, and its growth is unknown. In addition, although the market for CVC support business is expanding due to the growing desire for open innovation, it cannot be said that the entire listed company has a sufficient understanding of startup investment. Also, in Japan, there are always startups aiming for IPOs. The securities market of Japan, which can be listed even on a small scale, is unique from a global perspective and has great potential, but it is not necessarily a stable market. If the environment in which these markets remain sluggish or if the social reputation of the industry as a whole declines, our business may also be affected.

(2) Legal restrictions

In the future, if regulations are strengthened due to revisions to laws and regulations on which ECF business is based, the Company's business performance may be affected. In order to enter the newly listed underwriting business in the future, it is necessary to register as a Type I financial instruments business operator based on the Financial Instruments and Exchange Act and to obtain underwriting license.

(3) Supervision by regulatory authorities

If the Company's supervisory authority points out deficiencies in the Company's management system, etc. as a result of an inspection or audit, the Company's social reputation will deteriorate, and if the Company is disposed of such as suspension of business, there is a possibility of opportunity loss.

2. Risks Related to Business Description

(1) Our performance and social evaluation

Our company, which was established in 2015, has a long history and its social reputation has not been determined. If the Company's recognition and social reputation do not increase in the future, it may affect the Company's business performance.

(2) Ability to discover companies

If the Company does not make progress in identifying promising ECF candidate companies in the future, it may affect the Company's business performance.

(3) Investment power of investors

If deterioration in economic conditions, including the environment in the securities market, or changes in the environment affecting ECF investment, investors are more likely to avoid risk money, which may affect the Company's business performance.

(4) Responsibility for examination

In the ECF business, if an investment is made in a problematic company or a company is offered as a target company of ECF, the social reputation of the Company may decline and the Company's business performance may be affected.

(5) Competition

There is a possibility that an increase in the number of new entrants into the ECF business, including existing ECF operators. If society does not understand the business concept based on the combination of CVC and Start-up M&A, it may lag behind competitors and affect the Company's business performance.

5) Securing and developing human resources

If the Group is unable to secure and develop sufficient human resources necessary to carry out its business, the Group's business performance may be affected.

(6) Compliance

In the event of an act that violates laws and regulations, depending on the content of the act, it may be subject to a claim for damages or administrative disposition, which may affect the Company's business performance.

(7) Management of customer information

In the event that customer information of the Company is leaked to the outside, it may be subject to claims for damages or administrative sanctions, etc., and the credibility of the Company may be weakened, which may affect the Company's business performance.

(8) System risks and other operational risks

If the information provision system via the Internet, which is indispensable for the ECF business, and the computer system, etc. used by the Company in the course of business are disrupted due to various factors such as line failure, unauthorized access from the outside, disasters or power outages, the Company's business performance may be affected depending on the scale of the failure.

In addition, although the Company strives to develop various business manuals and strengthen the internal management system, if an officer or employee of the Company fails to perform accurate paperwork or causes an accident or fraud, causing losses or serious hindrance to the execution of business, the Company's business performance may be affected.

(9) Occurrence of important litigation cases

If important lawsuits, etc. arise in the future as of the date of this document and a judgment is made that is unfavorable to the Company, the financial position and management of the Company may be adversely affected.

3. Risks Related to Business Structure

(1) Parent company

The Company's shares were transferred from CAMPFIRE Co., Ltd. to D Holdings Co., Ltd., which is 100% owned by the representative director of the Company. Currently, we are promoting a capital strategy based on the option of a strategy to raise capital for D Holdings Co., Ltd. and provide funds to the Company, or a strategy to find a new parent company to replace CAMPFIRE Co., Ltd. If these capital strategies are not successful and the Company's capital strength declines, it may have a significant impact on the Company's management, such as difficulties in continuing business as a financial instruments business operator.

(2) Business performance and financial position

The Company's financial results for the fiscal year ended December 2021) resulted in a net loss of 147 million yen. Net assets at the end of the same period were 46 million yen. From April 2022 onward, we plan to enhance our net assets through the reduction of fixed costs and a third-party allotment. However, if there is a discrepancy in the plan in such a financial strategy, the financial position of the Company may deteriorate and the Company's management may be significantly affected.

(3) Being a small organization

As of April 1, 2022, it is operated by a small organization with eight full-time officers and employees. We plan to hire new human resources in line with the future capital raising and recovery of business performance, but if the Finance Bureau or the Japan Securities Dealers Association points out deficiencies in the management system, or if fraud or error occurs due to inadequate internal control, the Company's business performance may be affected.

(4) Dependence on specific managers

Our business is highly dependent on our management skills such as planning, sales, judgment, and action, as well as our human network. In the future, if he retires from management for any reason, it may affect the Company's business performance.

(5) Securing and developing human resources

If the Group is unable to secure and develop sufficient human resources necessary to carry out its business, the Group's business performance may be affected.

(6) Compliance

In the event of an act that violates laws and regulations, depending on the content, the Company may be subject to claims for damages or administrative sanctions, which may affect the Company's business performance.

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(9) Occurrence of important litigation cases

If important lawsuits, etc. arise in the future as of the date of this document and a judgment is made that is unfavorable to the Company, the financial position and management of the Company may be adversely affected.

Company Profile

- **Firm:** CF Startups Inc.
Financial Instruments Business Operator (Type 1 Small Amount Electronic Offering Business) Kanto Local Finance Bureau (Kinsho) No. 3000
Authorized Financial Instruments Firms Association Japan Securities Dealers Association (Specified Business Member)
- **Headquarters Location:** 15-10 Minamihiradaicho, Shibuya-ku, Tokyo MAC Shibuya Building 8F
- **Date of Establishment:** May 15, 2015
- **Description of Business:** Equity investment crowdfunding business
CVC (Corporate Venture Capital) Support Business
Financial Advisory Business
- **Capital:** 130 million yen
- **Major Shareholders:** D Holdings Co., Ltd. (100% owned by Yoshito Izunawa) Yoshito Izunawa
- **Representative:** Yoshito Denawa (Certified Public Accountant)
- **Legal adviser:** Nishimura Asahi Law Office
- **URL :** <https://angels.camp-fire.jp/>
- **Display items related to advertisements, etc.:** <https://angels.camp-fire.jp/terms/ads>

Contact us

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