Disclaimer: This document is a reference translation of the original announcement in Japanese. In the event of any differences between the original and the English translation, the original Japanese version shall prevail.

To unlock the shareholder value of GungHo Online Entertainment and Wakita

GungHo Online Entertainment Inc. (3765)

As of January 31, 2025, Strategic Capital, Inc and the funds it manages ("SC") held approx. 5% of GungHo Online Entertainment Inc. ("GungHo"), the developer and operator of games such as "Puzzle & Dragons" ("P&D").

The success of Puzzle & Dragons and the failure of management

The current President and CEO Kazuki Morishita has been in his position since 2004. In 2012, under his leadership, GungHo released Puzzle & Dragons, and the company was counted on to be a driving force in the Japanese gaming industry.

However, 13 years since the release of P&D, President Morishita's management, so dependent on P&D failed, and GungHo's performance and stock price have fallen dramatically. In contrast, Morishita's remuneration has grown to an inexplicable level.

Increasing remuneration from JPY 120m to 340m was unconscionable

Over the past decade, GungHo's market cap and operating profit have plummeted by more than 70%. During that time, President Morishita's remuneration has increased significantly from JPY 120 million to JPY 340 million.

SC believes that it is unconscionable that, in a backdrop where there has been a significant fall in stock price and earnings, President Morishita, the chief executive of GungHo, has seen his pay increase so dramatically.

The full responsibility of "zero hits" lies with Morishita

Since releasing P&D in 2012, GungHo has invested a significant amount of time and money to release titles

(JPY)		FY2014		FY2023
Results	Market Cap	872B	-78 %	186.1B
	Sales	173B	-27 %	125.3B
	Operating profit	94.2B	-70 %	27.8B
	Net income	62B	-73 %	16.4B
	ROE	63 %	-49 pt	13 %
	P&D dependency ratio	94 %	-7 pt	87 %
	Dividend/share	30	- %	30
Pay	Employee salary	6.31m	+15 %	7.3m
	Morishita remuneration	120m	+182 %	340m

including collaborations with Disney and Yo-kai watch. Despite that, P&D still accounts for 87% of sales and the string of "zero hits" continues.

President Morishita also heads the development division so he is responsible not only for management but also development so bears full responsibility for green lighting JPY100B with "zero hits" for 13 years.

Reform the unconscionable remuneration system

SC is not blaming Morishita for the string of "zero hits" despite being the CEO. What SC sees as a problem is the nonsensical remuneration system which raised the salary of the CEO from JPY120m to 340m even while continuing to fail.

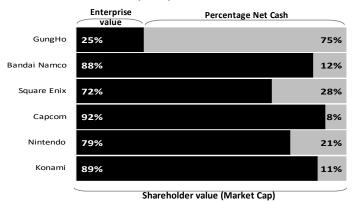
Therefore, the first step is to correct the failed system. SC seeks to improve the transparency around remuneration by disclosing the reason for the change in remuneration for the representative director. **(FSP 1).** In addition, we propose revising the basic and performance-linked components **(FSP2)** and introducing stock-linked remuneration **(FSP3).** SC is proposing a system of remuneration that is common sense - you are rewarded for producing a hit game, and little compensation if you don't.

GungHo continues to drown in excess cash

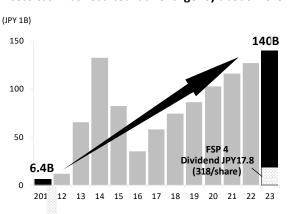
GungHo's cash and deposits are excessive. Before P&D was released cash amounted to JPY 6.4B. That increased to JPY140B by the end of 2023. It means they would be safe even if they do not produce a hit for the next 10 years.

The gaming industry has many ups and downs, so having some cash reserves is valued by investors as a source of future hits. However, with 75% of GungHo's shareholder value (market capitalization) due to the value of net cash, they are in a completely different situation compared to the gaming giants.

GungHo continues to drown while peers have different valuation despite ups and downs



Excess cash has resulted lack of urgency about "zero hits"



SC believes the inflated cash reserves has stifled an appropriate level of tension leading to this abnormal situation of "zero hits" for 13 years and leading to absurd management decisions such as increasing President Morishita's remuneration by 2.8 times.

Improve the soundness of management by optimizing capital policy

In order to optimize the capital policy, SC has submitted a proposal requesting a dividend equivalent to JPY 17.8B (318/share) in order to gradually reduce the cash reserves and restore an appropriate level of tension in management (FSP 4) as well as deciding at the AGM whether or not to adopt a crude dividend policy fixed at JPY 30/share (FSP 5), and calling for the cancellation of treasury shares which has surpassed 30% of the total number of shares issued (FSP 6).

GungHo: Dividends per share calculated after adjusting for the impact of stock splits and reverse stock splits. P&D Dependency Ratio calculated based on non-consolidated sales. Employee salary refers to the average annual salary per person.

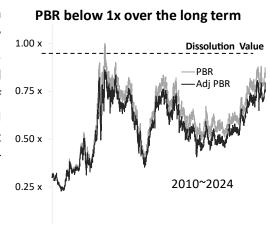
¹ (Source: QUICK Workstation and securities report. Market price as of 12/30/2024. Market cap calculated by deducting treasury stock. All figures listed refer to consolidated figures except when described as a single unit.)

Wakita & Co., Ltd (8125)

As of January 31, 2025, SC held approx. 8.7% of Wakita & Co., Ltd ("Wakita"). SC has invested for about 5 years and we plan to make a fifth shareholder proposal at this year's AGM.

Carelessly holding rental real estate and a PBR below 1x has become the norm

As of February 28, 2024, Wakita held approx. JPY 54B worth of real estate at market value which generates returns below the cost of capital and continues to impair shareholder value. SC has proposed that the reals estate be moved to a REIT and the company specialize in the development and operation of the real estate, but Wakita has positioned the rental real estate as a stable source of income and continues to hold it in a careless manner. As a result, the PBR is less than 1x or its dissolution value.

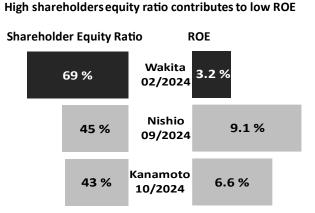


ROE that is too low and shareholder equity ratio that is too high

At the end of FY2023, the ROE was only 3.2%, and the 5 years average was an extremely low 3.6%. In

addition, the stated ROE required for a listed company is at least 8% but the ROE target in Wakita's mid-term business plan is only 5% (a goal they could not reach resulting in a downward adjustment) and it seems they have no intention to increase ROE.

In contrast, the shareholder's equity ratio is very high at around 70%. The reason why ROE is significantly inferior to its peers is, in addition to owning so much rental real estate and low profit margins for the core construction machinery rental business, is due to the excessive equity capital.



Increasing scale deteriorates capital efficiency further

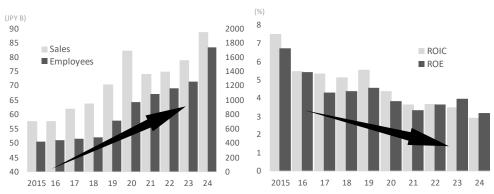
Wakita's consolidated sales and the employee number has been growing in recent years due to ingoing acquisitions. The presentation materials provided with the year-end financial results emphasize the increasing number of employees, and President Wakita and the rest of management seem satisfied with the growth due to the increased scale. On the other hand, capital efficiency metrics such as ROIC and ROE, which are essential to improving shareholder value, have been deteriorating, highlighting the perception gap with investors.

The dictatorship of President Wakita without governance by shareholders, board of directors etc.

SC believes that Wakita's shareholder composition is a factor that is contribution to the inability to focus on the interests of shareholders. The company has a very high percentage of so-called allegiant shareholders including the founding family and businesses or financial institutions with which Wakita

does business, and there is little likelihood that management will be dismissed even if ROE and stock price remain stagnant and Wakita management appears to be resting comfortably with this situation.

As company expands, capital efficiency deteriorates



In addition, President Wakita, a family member of effectively the largest shareholder also chairs the Board of Directors as well as the Nomination and Remuneration Committees, which raises questions about the supervisory function of the Board. Not only is the ROE extremely low, but the Board has shown no inclination to hold President Wakita accountable despite the company significantly revising the MTBP downward last year in the final year of the plan.

Unreasonable remuneration and opaque personnel decisions

SC believes the lack of governance is reflected in President Wakita's remuneration and personnel related matters as well. Regarding the former, SC estimates that he receives a much higher remuneration than peers who are larger and more capital efficient. However, Wakita continues to refuse disclosing the remuneration of the representative director individually. Regarding the latter, former employees of Mitsubishi UFJ and SMBC continue to hold key positions including as directors and President Wakita's son, Yoshihiro Wakita, was promoted to executive officer while serving as executive secretary, a role President Wakita held in the past, raising questions as to whether fair personnel evaluations were conducted.

Decide whether to achieve a PBR>1 or to privatize

President Wakita declared at the 2023 AGM that he *wanted to eliminate the PBR less than 1x as soon as possible", but it has been 2 years now without realizing this goal. SC believes the only way for Wakita to resolve this is to either "fundamentally reform the rental real estate business" or "adopt a shareholder return policy of 6% DOE and 100% dividend payout ratio". Wakita is currently working on its next MTBP. If it does not announce these policies then, it means that they have no intention to increase ROE and PBR, even though it is a listed company. In that case, they should privatize. We hope that Wakita's Board will make a decision to either "quickly eliminate the PBR less than 1x" or "privatize". ²

Wakita: Based on consolidated figures. ROIC is calculated by dividing the after-tax operating income of all business segments by the adjusted assets.

² (Source: QUICK Workstation and securities report. Market price as of 12/30/2024. Market cap calculated by deducting treasury stock. All figures listed refer to consolidated figures except when described as a single unit.)





株式会社ストラテジックキャピタル及び同社の運営す といいます。) の発行済株式数の約5%を保有する株主です ・・オンライン・エンターテイメント株式会社(以下「ガ -月末現在、「パズル&ドラゴンズ」 ムの開発及び運営 回目となる株主提案を行う予定です を約5年にわたり保有しており、本年のワキタの株主総会で、通算5 す。) の発行済株式数の87%を保有する株主です。 SCはワキタの株式 SCは、25年1月末現在、 株式会社ワキタ(以下「ワキタ」といい

(以下 「パズドラ」といいます。) をはじめとしたゲ-

「SC」といいます。) は、25年

賃貸等不動産を漫然と保有し 倍割れが常態化

ワキタは賃貸等不動産を安定収入源と 約540億円もの賃貸等不動産を保有 特化すること等を提案してきましたが. Cはワキタが保有する賃貸等不動産を が、株主価値を毀損し続けています。 しており、この資本コストを下回るリタ しか生まない賃貸等不動産の存在 結果、ワキタのPBRは解散価 に移し、不動産の開発・運営に ・倍未満が常態化しています。

ら3年、「パズドラ」に依存しかし、「パズドラ」のリ

670た森下のリリースか

かつては日本のゲ

ム業界を牽引する存在として期待されていました。

は「パズドラ」をリリ

12 年

には、森下社長の陣頭指揮のもと、ガンホ

す。) が4年から現在に至るまで代表取締役社長を務めています。

パズドラ」の成功と経営の失敗

社長の経営は失敗し、ガンホ

。 楽

績と株価は大幅に下落しました。

営業利益 942億円 当期純利益 620億円 13% ROF 63% ▲49pt 87% 94% ▲7pt 30円 30円 730万円 従業員の給与 +15% 局すぎる自己資本比率

2023/12期 時価総額 8.720億円 1.861億円 **▲**78% 1,730億円 めて低位に推移しています。また.

森下社長の報酬は実績と乖離している*1 2014/12期

報酬引き上げは非常識 1.億円から3.億円への 森下社長の報酬だけは説明の

過去10年間で、

、営業利益ともに刀%以上下落 一方で、森下社長の報酬は

なっています。 1.2億円から34億円への大幅アップと

株価も業績も大幅に下落している

中で、ガンホーの最高責任者である森下社長の報酬だけが大幅に引 「ヒット作ゼロ」の全責任は森下社長にある 上げられている状況は、 非常識であるとSCは考えます

は12年の

依存している「パズドラ以外ヒット作ゼロ」状態が続いています。 まり、森下社長は経営と開発両方において最高責任者なのです。 トルをリリースしてきました。 ガンホーが1000億円超の資金と、13年の時間を費や 「ディズニー」や「妖怪ウォッチ」ともコラボした多くのタイ において、森下社長は開発本部長も兼任しています。 しかし、売上高の8%をパズドラに

大きく劣る水準で推移

非常識な報酬制度の改革が求められる ても「ヒット作ゼロ」の状態に陥った全責任は、森下社長にあります)

資本効率は更に悪化

最中に最高責任者の報酬が12億円から34億円まで引き上げられけではありません。SCが問題視しているのは、失敗を続けてい という、ガンホ SCは森下社長が最高責任者でありながら失敗を続けガンホ ト作ゼロ」の状態に陥った、その失敗自体を非難 -の非常識な報酬制度です 行ているわ

ガンホー、ワキタの株主価値向上に向けて

み出せば報われる、 酬の是正 (株主提案②) 及び株価連動報酬の導入 (株主提案③) を求 かつ常識的な報酬制度です める株主提案を行いました。 報酬の透明性向上を求めます。 を変更する場合はその理由を開示すること(株主提案①)を通じて、 そこで、 SCは報酬制度是正の第一歩として、代表取締役の報酬 ヒット作が出なければ報酬は少ない、 SCが求めているのは、 そのうえで、基本報酬と業績連動報

ガンホーは膨張した現金を抱えたまま沈み続けている

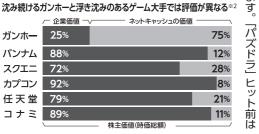
生まずとも全く問題が無い水準です。 64億円しかなかった現預金は、23年末 には1400億円まで増加して さらにここから10年、ヒット作を 膨張して

ネットキャッシュの価値であり、 のヒット作の源泉であると投資家から ム大手とは全く状況が異なります。 いため、このような現金の確保は、将来 (時価総額) のうち、75%は ム業界は浮き沈みが激し しか

識な経営を生じさせた一因であると、 長の報酬を28倍にするような、 に対する緊張感を麻痺させ、森下社 の膨張した現預金は、

そこでSCは、現預金を徐々に減**経営の健全化が求められる**

済株式数の30%超に達している自己 粗雑な配当方針の是非を株主総会で らし、経営に適切な緊張感を取り戻 株)の配当を行うことを求める (株 ために、 とともに、 · 問 膨張した現預金は「ヒット作ゼロ」に対する危機感を喪失させた



はこの状況に胡坐をかいているように見受けられます 価値向上のために必須であるROIC・ROEといった資本効率は悪模が拡大・成長していることに満足しているようです。一方で、株主 いわゆる安定株主の比率が非常に高く、 ことができるのは、 化の一途をたどっており、投資家との認識ギャップに繋がって 説明資料等では、主要な財務数値に加え、従業員数が増加 していても経営陣が解任となる可能性が低いため、ワキタ経営陣 **株主・取締役会等によるガバナンスが効かず脇田社長の独裁状態** このように、ワキタが株主利益を重視しない経営方針を続ける 従業員数の規模は拡大傾向にあります。 ワキタは創業家や取引先の事業法人 しており、脇田社長をはじめとした経営陣は、会社の規 ワキタの株主構成も影響しているとSCは考 ワキタの年度末決算の 金融機関等の しているこ

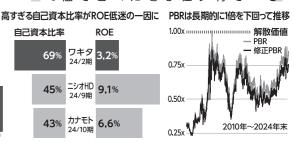
督機能にも疑問を持たざるを得ません。現に、ワキタは極めて低取締役会及び指名・報酬委員会の議長を兼ねており、取締役会の監 度で大幅に下方修正したにもかかわらず、取締役会は脇田社長の いROEが継続しているだけでなく、昨年、 責任を問う姿勢を全く見せていません。 また、ワキタは、実質的に筆頭株主である創業家の脇田社長が

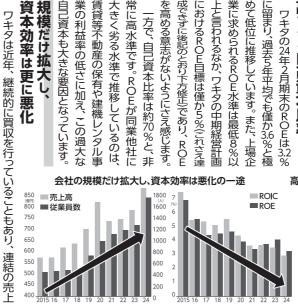
不相応な報酬水準・不透明な人事

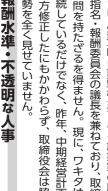
去の脇田社長と同様に社長室長を務めながら、執行役員に昇格して 取締役報酬の個別開示を拒み続けています。 額報酬を受け取っているとSCは推定していますが、 に就き続けているほか、脇田社長のご子息である脇田純弘氏が、 り資本効率性に優れ、規模も勝る同業他社を大きく上回る水準の高 とSCは考えています。 公正な人事評価が行われたのかという点で疑問が残ります 銀行と三井住友銀行の出身者が取締役をはじめとした要職 ナンス不全は、 脇田社長の報酬水準や 報酬水準については、 人事については、三菱 人事等にも表れてい 脇田社長はワキ ワキタは代表 る

「PBR1倍割れの早期解消」か「非公開化」の決断を

意志がないということであり、 次期中期経営計画においても、これらの対応方針の発表を行わな ければ、ワキタは上場企業でありながら、ROE・P 動産賃貸業の抜本改革を行うこと」又は「DOE6%、 00%を株主還元方針にすること」の何れかを行うしか方法はな 脇田社長は23年の株主総会で 。SCは、ワキタがPBR1倍割れを解消するためには、「不いたい」と発言しましたが、実現しないまま約2年が経過しま 次期中期経営計画の検討を行っている最中で ワキタに対して何度も提案してきました。 P B R 倍割れの解消を速やか ですが、 フキタ した 配当性向







Strategic Capital 株式会社 ストラテジックキャピタル

