Digital Garage, Inc. -FY June 30, 2013 – Financial Report

August 14, 2013







Mission and Business Model









Context Company

Digital Garage creates innovative business "context" for the new internet age and provides unique business solutions for new lifestyles, society and industries by linking:

> Real & Cyber Local & International Marketing & Technology Present & Future

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Produce and incubate Internet businesses with optimal use of our three core strengths: IT, MT and FT



Information Technology

Marketing Technology

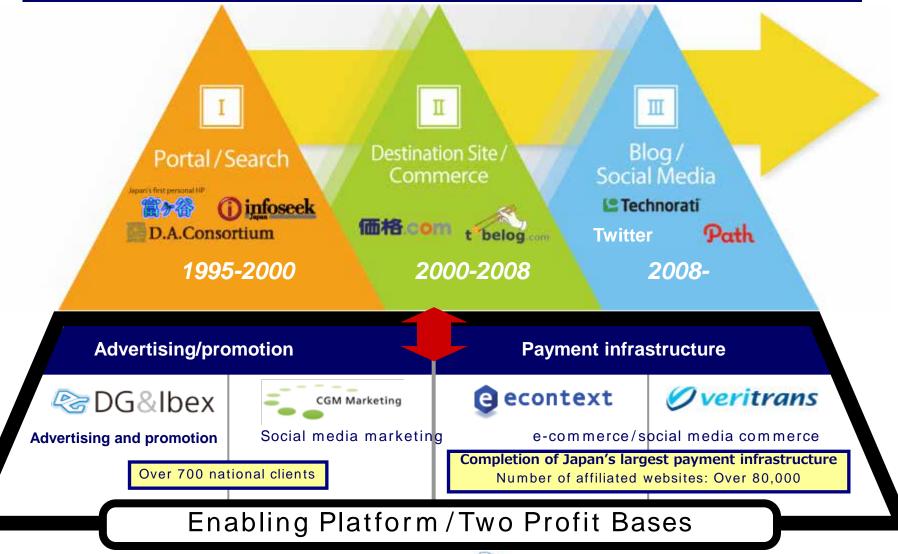
Financial Technology



DG's Unique Incubation Model with Enabling Platform



DG continues to incubate and offer original internet services using unique enabling platform since earliest days of Internet





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Record ordinary profit in the first year of new mid-term plan

 88% increase in revenue, 25% increase in operating profit before goodwill amortization, EBITDA increase 2X to 5.9 Billion Yen

Business Segment Highlights

Incubation Segment

Internet software developer Neo has completed the M&A and began operating on all cylinders

Expansion of DG Incubation's global portfolio and favorable market condition

Marketing Segment

Capital and business alliance with Dentsu (Big Data business, discover and commercialize leading edge marketing technology) Formation of audience data business project team with DG, Dentsu, Kakaku.com Established a JV for Science Incubation (Dentsu ScienceJam Inc.)

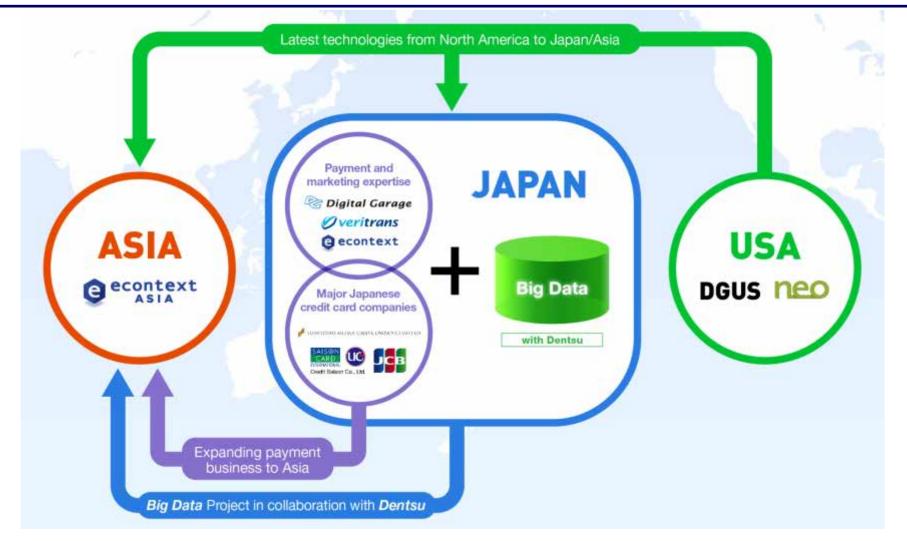
<u>Payment Segment</u>

Establish econtext ASIA as a holding company in HK to create payment business HQ Strategic alliance with 3 major Japanese credit card companies and target Asia businesses -7- Copyright © 2013 Digital Garage, Inc. All Rights Reserved



DG spearheading new businesses across US, Japan and Asia.

~Capital and business alliance between Dentsu and 3 major credit card companies for big data business ~







Group Financial Performance Review







Revenue increased 88% YoY, EBITDA doubled

~ Ordinary profit reached a record high of 3 billion yen ~

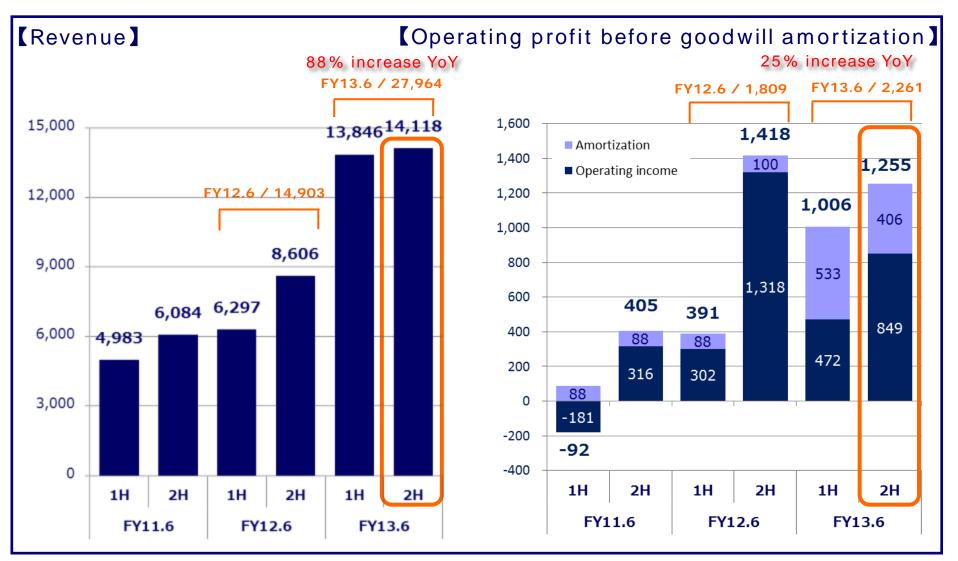
(V million)	FY12.6	FY1	3.6	Ra	Ratio			
(¥ million)	(Cumulative Actual)	(Initial Forecast)	(Cumulative Actual)	(Year-on-Year)	(Actual vs Forecast)			
Net sales	14,903	25,000	27,964	87.6%	11.9%			
Incubation	2,610	2,800	2,509	-3.9%	-10.4%			
Marketing	8,558	9,200	11,043	29.0%	20.0%			
Payment	3,734	13,000	14,412	286.0%	10.9%			
Operating income	1,621	1,650	1,322	-18.4%	-19.9%			
Incubation	1,632	500	290	-82.2%	-42.0%			
Marketing	511	600	472	-7.6%	-21.3%			
Payment	549	1,400	1,303	137.3%	-6.9%			
Ordinary income	2,708	2,800	3,078	13.7%	9.9%			
Net income	2,106	1,700	2,715	28.9%	59.7%			
EBITDA	2,967	4,000	5,900	98.9%	47.5%			

Note: Operating income per segment is based on figures prior to elimination or Group deduction. EBITDA is based on preliminary calculation.

Change in Veritrans Group's Mar16 FY reporting. (March end extending to Jun end) Results reported over 15 month period. Copyright © 2013 Digital Garage, Inc. All Rights Reserved

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Operating profit is down 18% YoY but operating profit before depreciation is 25% higher ~ (¥ million)



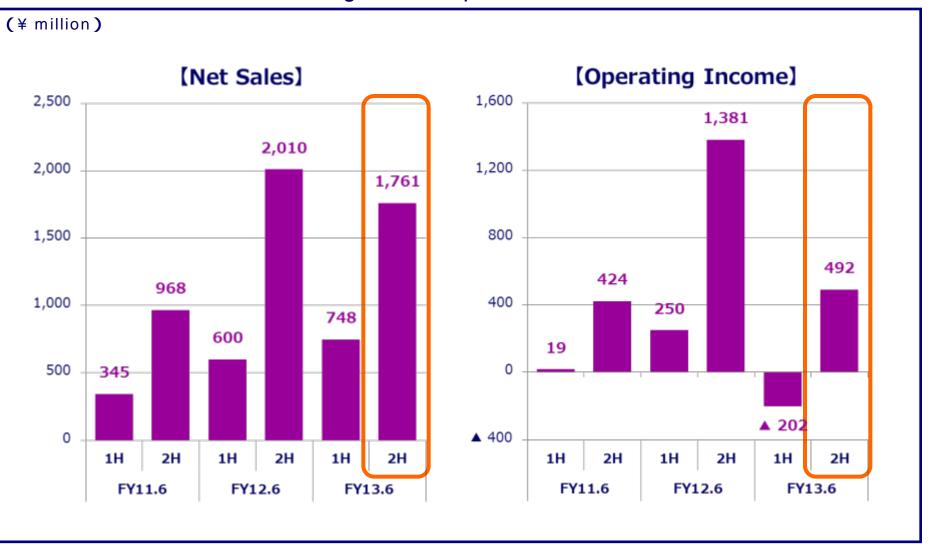
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context company

Comparisons of Incubation Segment's Performance



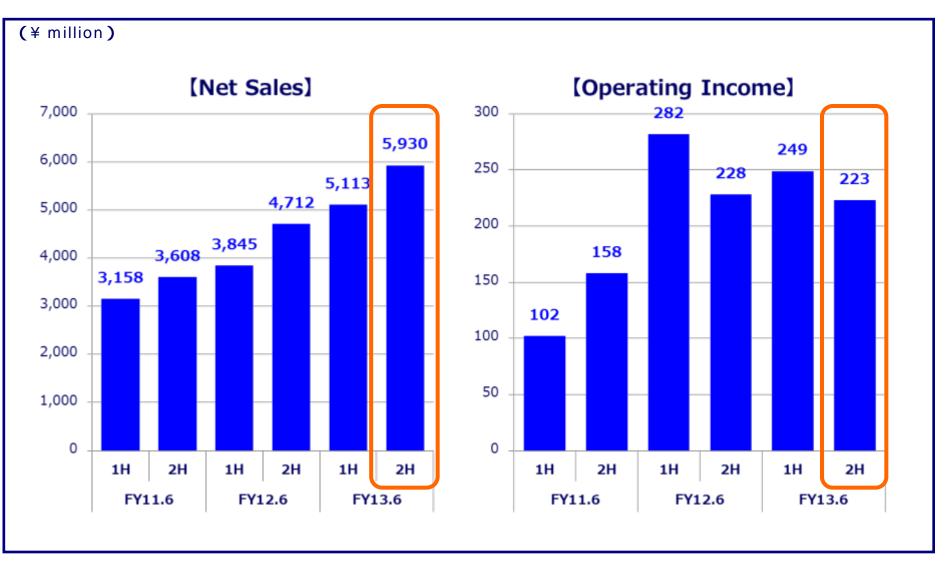
Reduction in sale of stocks but agile software developer Neo has begun full operation ~





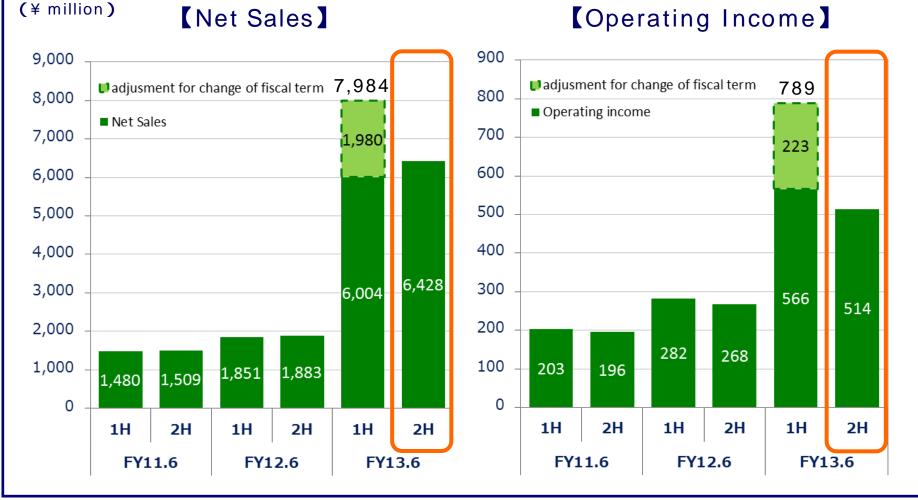
Comparisons of Marketing Segment's Performance

Growth gaining traction in web marketing business and investing in data business ~



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Domestic online payment business is growing steadily ~
 econtext ASIA files for listing in HKSE



Note: Change in Veritrans Group's FYMar16 FY reporting. (March end extending to Jun end) Results reported over 15 month period. First half 9 months period. Second half 6 months period.

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context company

FY13.6 Financial Summary for B/S (Consolidated)



				context company
(¥milliom)	FY12.6	FY13.6	Year-on-Year	Reason for change/Remarks
Current assets	28,005	33,837	+5,832	
Cash and deposits	12,308	15,329	+3,021	_
Receivables	7,577	9,037	+1,460	payment-business-related items
Money held in trust	3,404	3,768	+364	
operational investment securities	1,904	2,641	+737	
Fixed assets	21,333	22,173	+840	
Tangible Fixed Aassets	912	2,038	+1,126	Veritrans moving head office
investments	4,299	5,521	+1,222	
investment real estate	2,677	3,102	+425	
Goodwill	12,104	9,968	-2,136	Quick Ratio
Total assets	49,338	56,010	+6,672	98%(12/6)→ 155%(13/6)
Current liabilities	28,505	21,801	-6,704	
Deposits	14,956	18,229	+3,273	payment-business-related items
Short-term borrowing	10,740	305	-10,435	3.8 billion yen reduction
Fixed liabilities	355	6,950	+6,595	on interest bearing liabilities
Long-term borrowing	183	6,799	+6,616	
Total liabilities	28,861	28,752	-109	
				Equity ratio
Net assets	20,476	27,258	+6,782	41%(12/6) →46%(13/6)
Issued capital	6,017	7,330	+1,313	Allocation of new shares to Dentsu
Reserves	9,703	11,016	+1,313	
Retained earnings	4,505	7,003	+2,498	
Minority interest	174	1,468	+1,294	Card companies investing in econtext ASIA
Liabilities/Net assets	49,338	56,010	+6,672	
			·····	

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Forecast for June 2014



Planning for 14% increase in revenue YoY, 36% increase in operating profit YoY, 13% increase in ordinary profit YoY ~

-Incubation segment leads as market environment improves for investment exits, includes listing expenses for econtext ASIA-

(¥ million)	FY12.6	FY13.6		FY14.6
(+ mmon)	(Cumulative Actual)	(Cumulative Actual)		(Cumulative Forecast)
Net sales	14,903	27,964		32,000
Incubation	2,610	2,509		5,000
Marketing	8,558	11,043		12,000
Payment	3,734	14,412		15,000
Operating income	1,621	1,322		1,800
Incubation	1,632	290		1,100
Marketing	511	472		650
Payment	549	1,303		1,150
Ordinary income	2,708	3,078		3,500
Net income	2,106	2,715	,	2,100
EBITDA	2,967	5,900		4,800

Note: The segment ordinary profit does not include the HQ cost

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FY 2013 Segment Performance Review











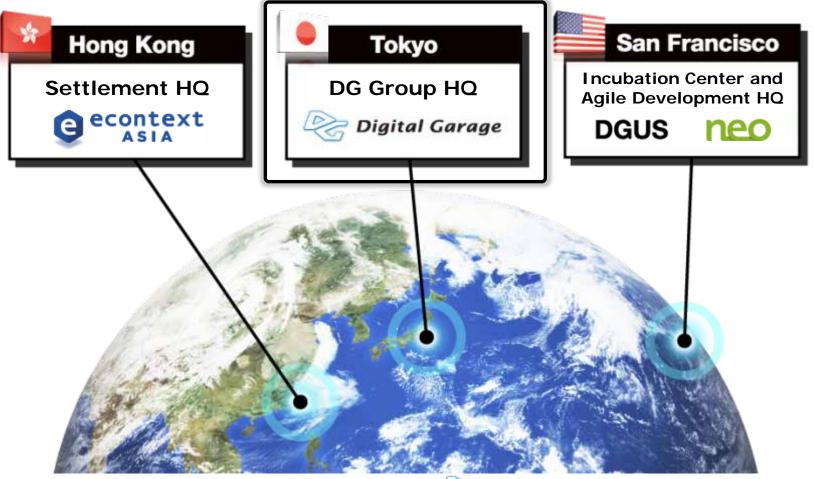


context company





Lean Gl bal Three HQs



DG's Incubation Stream and Payment Segment



Combining the cutting-edge technologies and expanding into growth of emerging markets

Hong Kong Monetization

-Develop New Media -Pursuit user growth/sharing experience -Execute monetization



Investment in Asia focused settlement platforms

Tokyo

Optimization

- Media development/takeover/M&A
- Develop monetization platform

2012-2013

en Network Lab 🗞 Digital Garage

From Japan to the world From the U.S. to Japan Mutually beneficial investment San Francisco

- Cutting-edge digital media

- Development, marketing, acquisition of payment technologies, investment

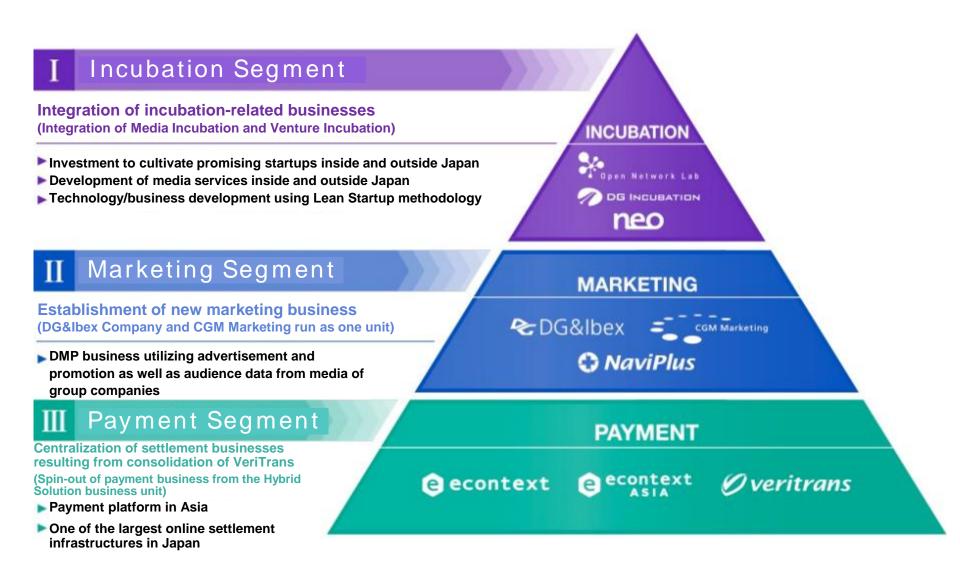
2011-present

Establishing next generation development network which goes far beyond world-famous agile development process

Creating critical presence through the Incubation Center in the U.S.







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Incubation

FY12.6 Full Year Actual	2,610 million yen	1,632 million yen
FY13.6 Full Year Actual	2,509 million yen	290 million yen
FY14.6 Full Year Forecast	5,000 million yen	1,100 million yen

► DG Incubation, Inc.



Invests and incubates cutting-edge Internet startups

► Open Network Lab, Inc.



Provides support to Internet business entrepreneurs with global visions

► Neo Innovation, Inc.



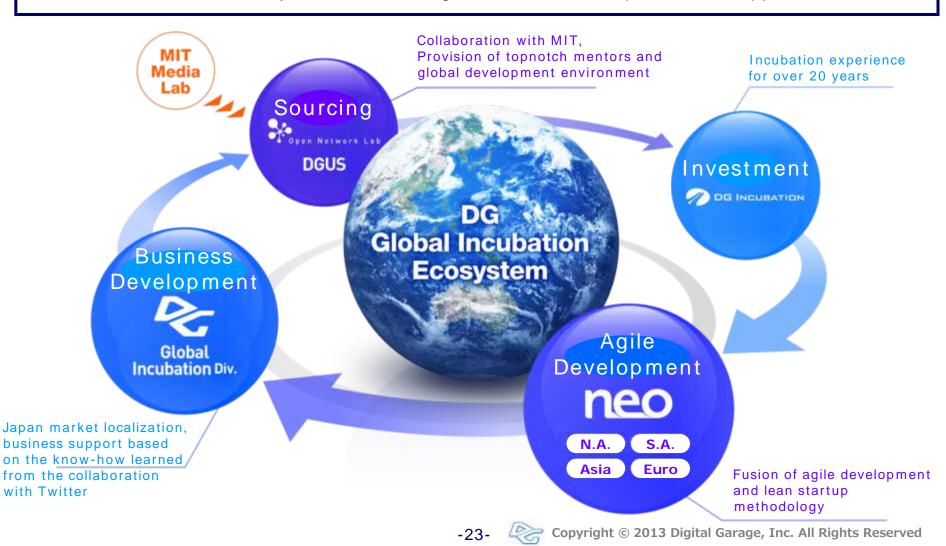
Offers software development solutions and entrepreneurship support by agile development methodology



Establishment of incubation ecosystem within DG Group network

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Maximize investment results with global incubation ecosystem, which covers comprehensively from discovery/investment to agile/business development and support





Overseas investment focused on Silicon Valley Investment and development for prospective venture companies originated from Japan Utilization of global agile development network/San Francisco Incubation Center Establishment of multi-directional investment/development including "import/export" and "global" models Import model Export model Prospective Japanese venture investment Prospective venture investment/development Global development support with Japanese Global development support "Lean Global" ventures originated from Japan market localization for overseas businesses IPO Utilization of agile development network DG INCUBATION Media Lab Fund Stage-specific investmer M&A Collaboration with in prospective venture new Incubation Center Open Network Lab Middle Incubation of prospective stage seed-stage Japanese ventures Early Accelerate stage Seed **Global Incubation** http://onlab.jp/ stage

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Actively investing in international and domestic startups Supporting growth by integrating DG's payment and marketing solutions

Currer	nt portfolio		Current major new investments				
Category	Number	Book Value (million yen)	MEDIA DO Co.,Ltd. [Overseas/media] MEDIA DO is also a leading eBook distributor that supports				
Equity	60	2,473	 all companies seeking to develop and expand their eBook businesses. Currently providing contents to LINE manga. 				
Domestic company	18	1,061	iRidge, Inc. [Domestic/ad tech]				
Overseas company	42	1,412	in Ridge "population has been offer a push notification service and its related service for smart phones to build new communication with the customers. Winner of O2O Grand Prix by EC				
Fund	4	433	Research Institute.				
Total	64	2,906	Kiip, Inc. [Overseas/ad tech]				
Distribution by sec	tor (equity) Big Other Data, 6.79		Develops and operates a smartphone app based ad platform. Integrated in over 600 apps in the US. Installed in (Yahoo Japan App).				
Ad Technology, 18.3% Company	0.6%	Technology, 7.7%	New Project Media Lab Fund [Overseas/Seed] Google Ventures and other big VC fund will co-invest into venture companies run by MIT Media Lab graduates.				
B2B, number 15.0% basis	B2B.	asis 31.1%					
Media, 30.0% 16.7%		Commerce, 14.5%	Driving Global Incubation with maximum utilization of the DG group's Enabling Platform				
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Established Onlab as the leading seed accelerator in Japan.

- In 3 years of full operation, we nurtured over 150 entrepreneurs/engineers representing 40 teams.
- Preparing for programs/events for overseas expansion in San Francisco, Asia, etc.

Current state of seed accelerator program

Participants not just domestic but from all over the world

						40 1				
JPN	GBR	FRA	C. TUR	KOR	SGP	AUS	NZL	ROC-TW	USA	

Investments from top tier VC



AnyPerk,Inc 3rd party perks business for corps Accepted in Ycombinator



AppSocially,Inc Mobile app customer acquisition tool Accepted in 500startups

Mentors for entrepreneurs

Events held periodically with high profile entrepreneurs

- PJ Hyett, Github Founder
- Alistair Croll, Lean Analytics author
- Andrew Johns, Growth hacker for Facebook, Quora



Github Founder COO PJ Hyett



Greylock Partners AndrewJohns



Zendesk FounderCEO Mikkel Svane

Opened co-working spaces in Daikanyama and Kamakura to host entrepreneurs





<Daikanyama>

<Kamakura>

Preparing a collaboration with San Francisco IncubationCenter slated to open in November.



WHILL, Inc Next generation personal mobility business Accepted in 500 startups



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Neo Innovation:

Neo has transformed into a global software development and design company assisting varieties of Fortune 100 companies and startups with product innovation.

New Management Team



Kaoru Hayashi Board Member Group CEO, Digital Garage



Joi Ito Board Member Director, MIT Media Lab



<u>Ian McFarland</u> Ex-Principal, Pivotal Lab



Dan Riedel President & CEO

Ex-CEO/COO of various agile software & consulting companies



US

Joi Okada Board Member President & CEO, Digital Garage



Evan Henshaw-Plath CTO Ex-CTO of Odeo which was

B

Eric Ries General Partner Lean Startup Advocate

Twitter's former company

Vision Statement: Neo seeks to inspire the world to make software in a fundamentally better way; a way that leads to more value for society, organizations, and the creators themselves. North America San Francisco(HQ) New York Columbus Cincinnati

Global Coverage

South America Montevideo/Uruguay





<Client List >

AT&T, HP, Pitney Bowes, Salesforce, VirtualHR, Adobe, GE, ICANN, The Weather Channel, Yammer, Standard Chartered, Turnstone etc.

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Asia



Marketing

		Net Sales	Operating Income
FY12.6	Full Year Actual	8,593 million yen	511 million yen
FY13.6	Full Year Actual	11,043 million yen	472 million yen
FY14.6	Full Year Forecast	12,000 million yen	650 million yen



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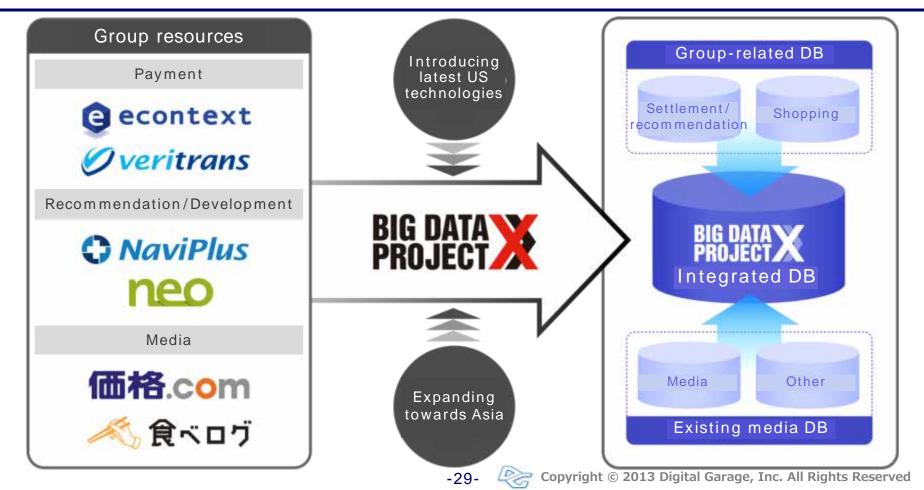
Digging deeper into existing business and establishing next generation strategic business rapidly

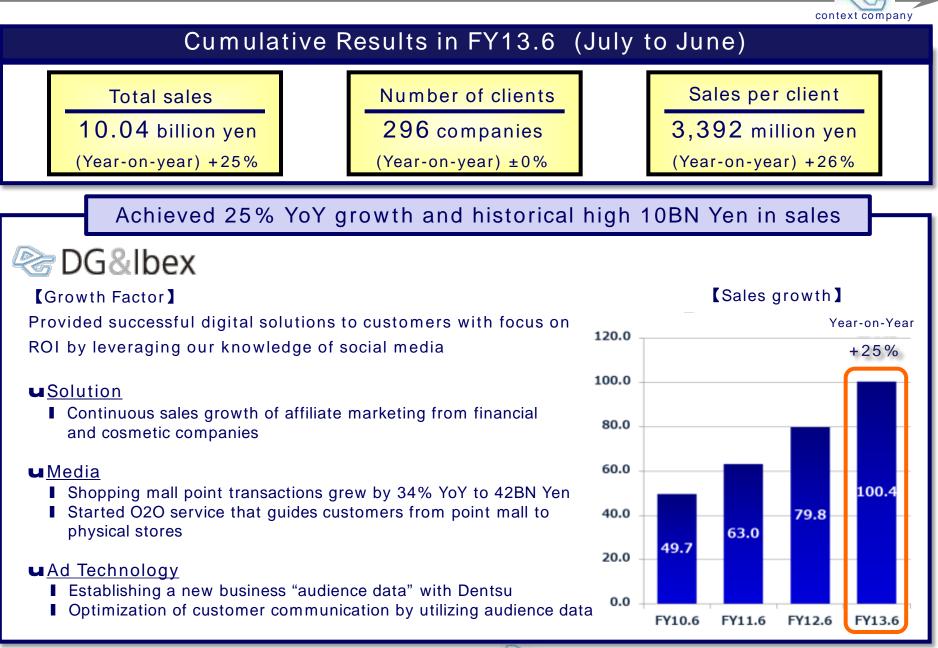
context company

Growth of solid Marketing Solution Business accelerated Further branding of "No.1 social business company = DG" and practice of O2O strategy

Group-wide efforts to develop "Audience Data Business" into next-generation mainstay through capital/business alliance with Dentsu

Establishing "Business Intelligence Service" by introducing cutting-edge technologies in the U.S. ahead of others





CGM Marketing: Highlights





Kiip, one of the fastest growing smartphone ad and rewards platforms, will develop smartphone ad and reward business in Japan with Digital Garage

Expanding social media advertisement business(Twitter, Facebook, LinkedIn)



Partnered with Dentsu and ADK to grow users of Tweetmanager

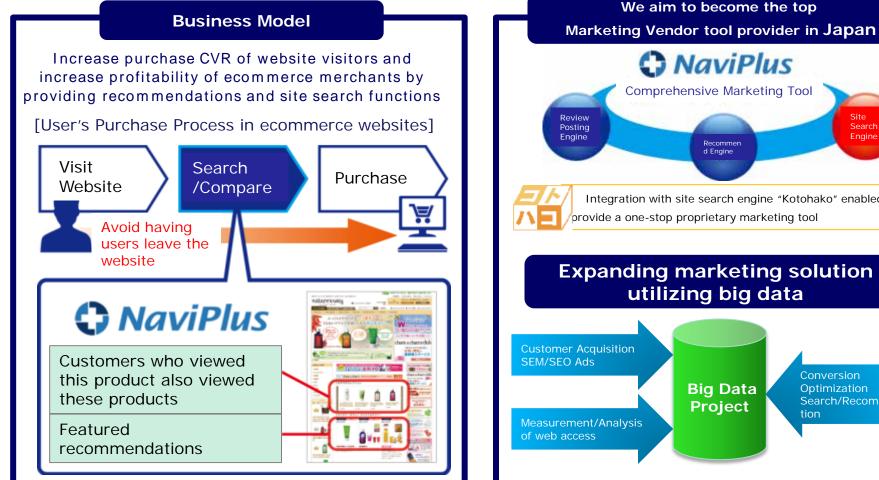
🔈 NaviPlus: Highlights



Continues to be the top recommendation service provider in Japan

Enhanced advertisement optimization capability that could be applied to big data projects in the future

Introduced to 600+ websites in Japan ~



Site Search Engine Recommen d Engine Integration with site search engine "Kotohako" enabled us to provide a one-stop proprietary marketing tool

Expanding marketing solution utilizing big data



Payment

FY12.6Full Year Actual3,734 million546 millionFY13.6Full Year Actual14,412 million1,303 millionFY14.6Full Year Forecast15,000 million1,150 million			Net Sales	Operating Income
	FY12.6	Full Year Actual	3,734 million	546 million
FY14.6Full Year Forecast15,000 million1,150 million	FY13.6	Full Year Actual	14,412 million	1,303 million
	FY14.6	Full Year Forecast	15,000 million	1,150 million

econtext ASIA Limited



Payment headquarters to expand e-commerce platforms globally

► ECONTEXT, Inc.

econtext

Integrates online and offline businesses as the convenience store payment pioneer

► VeriTrans Inc.

Ø veritrans

Provides leading e-commerce payment solutions

► PT MIDTRANS (VeriTrans Indonesia) (23% owned by econtext ASIA) (Indonesian JV)

VeriTrans Shanghai (50% owned by econtext ASIA)

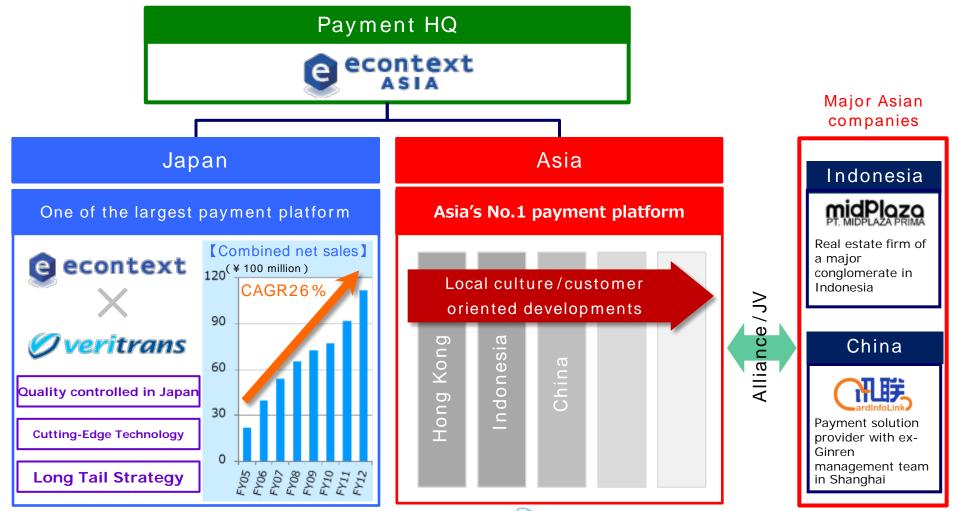
(Chinese JV)





To scale Japan's payment platform into Asia's No.1 payment platform

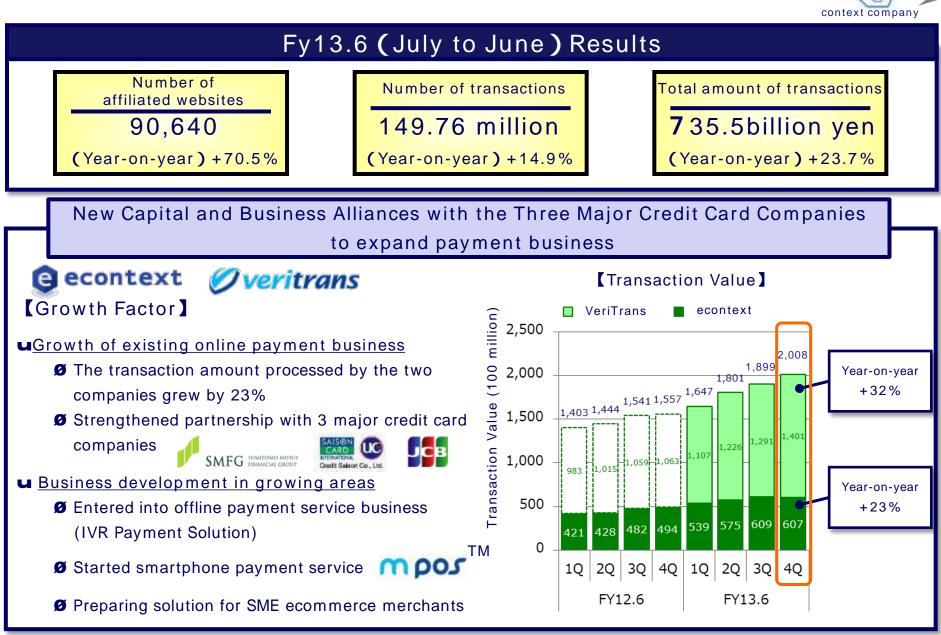
- Success of econtext Japan and VeriTrans is based on building customer centric products and solution
- For each region that econtext ASIA does business, we plan to adapt into local culture



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A Highlight: Domestic Payment Business



Note: Although VeriTrans has been consolidated since FY13.6, abobe numbers include VeriTrans's for comparison convenience.

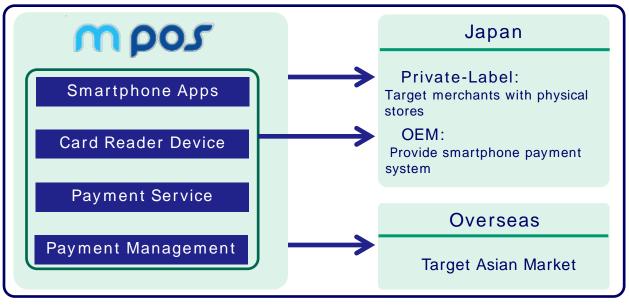
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Launched a new smartphone payment service "VeriTrans mPOS"

~ A payment service that can handle international transactions and can be provided as OEM products ~



Key Features/Functions of VeriTrans mPOS:

☑ Provide as OEM

Clients can use the payment service under their own brand

☑ Highly-Versatile

The payment service can be easily deployed globally by packaging and modularization

Multi-Language System

The system supports Japanese, English, Chinese, Indonesian, and Vietnamese

☑ Multi-device usage

Clients can use multiple devices to complete transactions that can be managed by one administration screen -36- Copyright © 2013



prevened by VeriTrans

SF Incubation Center will open this fall and become the core of Lean Global

Our SF Incubation Center is located in the heart of San Francisco - 717 Market Street. The renovation work will be completed this fall, and we will accelerate our creation of our global incubation ecosystem by providing co-working space, hosting events, and showcasing startups and new technologies at our multi-purpose incubation center.

<Exterior Design Plan >





< Interior Design Plan >

context company





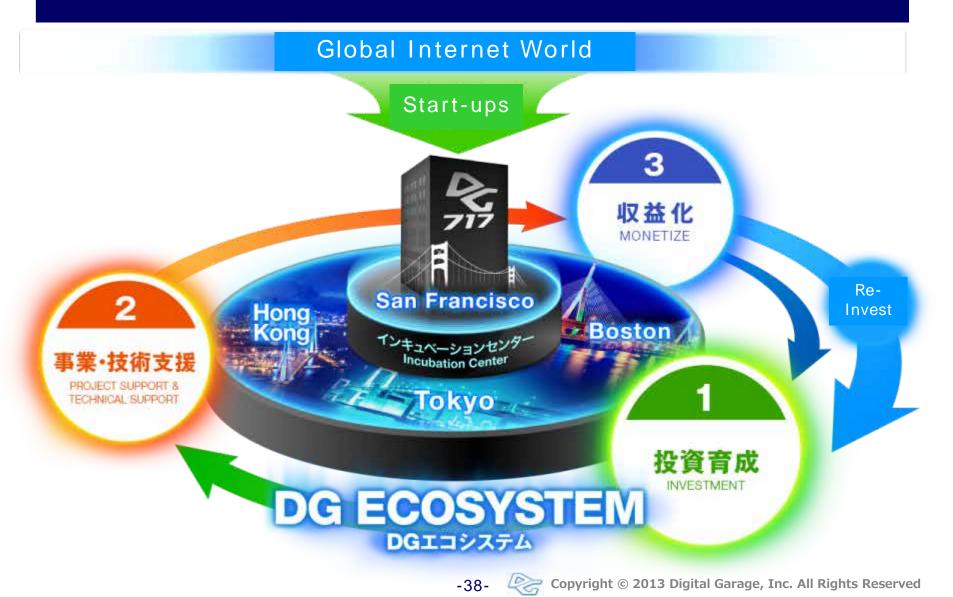
Opening event

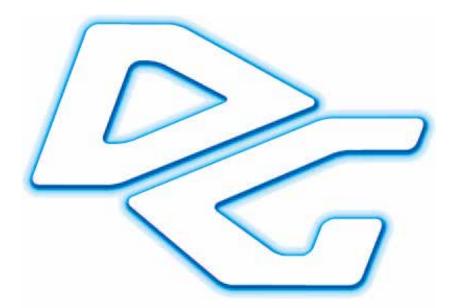
Joi Ito, co-founder of Digital Garage and Director of MIT Media Lab, will host "New Context Conference 2013 San Francisco" with the theme of "East Meets West" on November 5th and 6th

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Creation of a Sustainable and Global Incubation Ecosystem





Digital Garage

Please note that the business forecasts and strategies covered in today's presentation are based on our current evaluation and future results may vary significantly depending on unforeseeable events or circumstances. This announcement is solely for the purpose of the investors relationship and is not for making any solicitation for investment in any securities. This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. Any securities of our consolidated subsidiaries have not been registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the U.S. Securities Act on the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer and its management and financial statements.



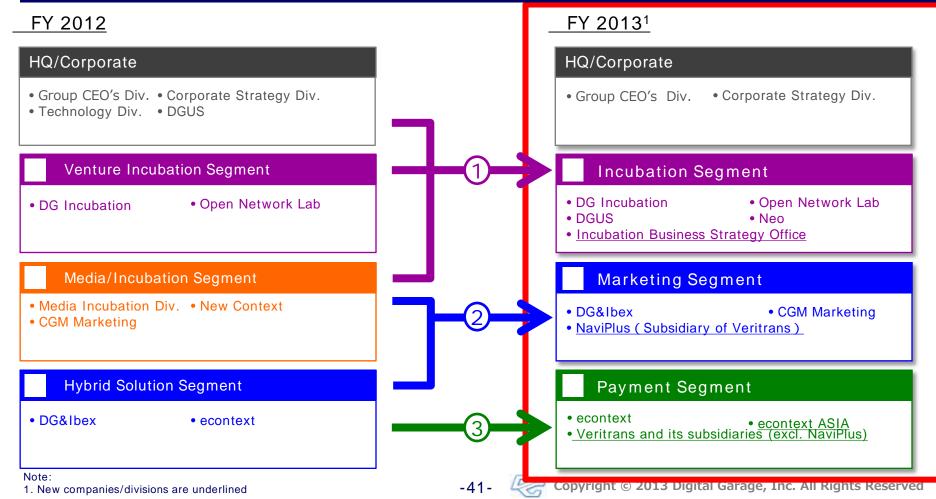
Appendix





We reorganized our business segments as a result of further expansion of our incubation business and
 Veritrans becoming Digital Garage's consolidated subsidiary
 Consolidated incubation related businesses/functions into <u>Incubation Segment</u>
 Consolidated marketing related businesses/functions into <u>Marketing Segment</u>
 Consolidated payment related businesses/functions including Veritrans into <u>Payment Segment</u>

context company





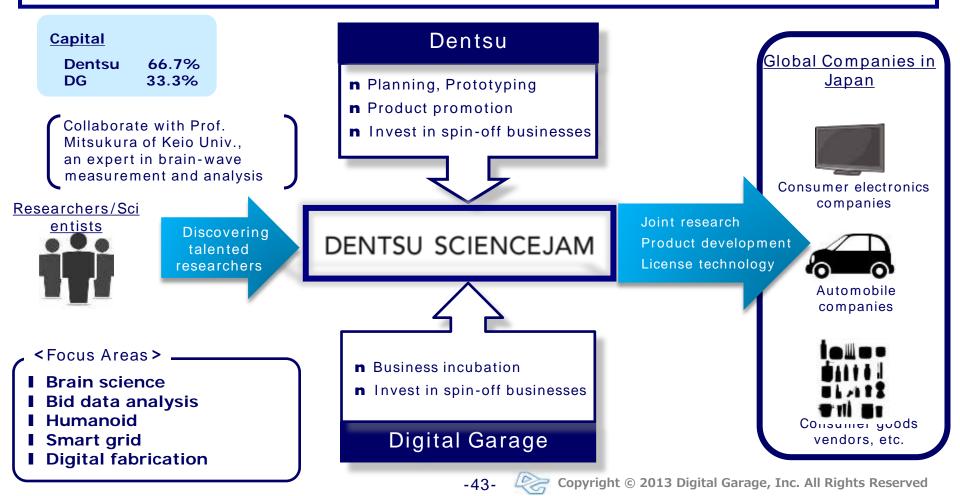
		FY12.6 FY13.6					FY13.6					
(¥ million)	1Q	2Q	1H	3Q	4Q	2H	1Q	2Q	1H	3Q	4Q	2H
Net sales	3,418	2,879	6,297	5,202	3,403	8,605	5,307	8,539	13,846	6,482	7,636	14,118
Incubation	583	17	600	1,973	37	2,010	131	616	748	497	1,263	1,761
Marketing	1,906	1,939	3,845	2,295	2,416	4,711	2,364	2,748	5,113	2,825	3,104	5,930
Payment	928	922	1,851	933	949	1,882	2,810	5,174	7,984	3,158	3,269	6,428
Operating income	437	-134	302	1,708	-389	1,319	-51	523	472	151	698	849
Incubation	387	-136	250	1,650	-268	1,381	-258	56	-202	-20	512	492
Marketing	142	139	282	163	65	228	129	120	249	55	167	223
Payment	154	128	282	142	126	268	308	480	789	253	260	514
Ordinary income	594	70	665	2,193	-149	2,044	167	1,000	1,167	719	1,191	1,910
Net income	533	77	610	1,747	-251	1,496	213	700	913	1,294	507	1,801
EBITDA	698	163	861	2,292	-186	2,106	696	1,573	2,269	2,050	1,581	3,631
Amortization	44	44	88	44	56	100	200	333	533	211	195	406

Note: Operating income per segment is based on figures prior to elimination or Group deduction.

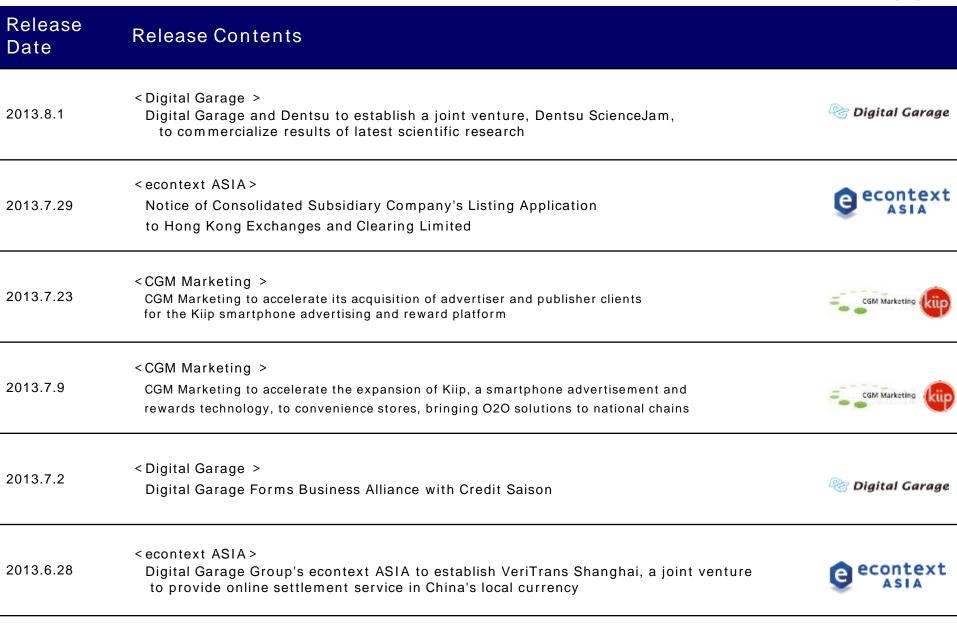
Established a joint venture with Dentsu to commercialize cutting-edge scientific research

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Established a joint venture with Dentsu to commercialize scientific research led by brilliant scientists and researchers in Japan, preventing a drain of talented brains to foreign countries and seeking new business opportunities in conjunction with global companies in Japan. As the first project, we focus on brain science which is getting attention as a new research area after the Internet and DNA and accelerate joint research, product development, and technology licensing business.



PRESS RELEASE



context compan

PRESS RELEASE



Release Date	Release Contents				
2013.4.26	<econtext asia=""> Digital Garage Group's econtext ASIA and JCB Agree on the Capital and Business Alliance</econtext>	econtext ASIA			
2013.3.29	<econtext asia=""> Digital Garage Group's econtext ASIA and Credit Saison Agree on the Capital and Business Alliance for business partnership in Japan and Asia</econtext>	econtext ASIA			
2013.2.27	<econtext asia=""> Digital Garage Group's econtext ASIA and Sumitomo Mitsui Card Agree on the Capital and Business Alliance</econtext>	econtext ASIA			
2013.2.26	< Digital Garag > Digital Garage Begins O2O Marketing Using Kiip's Advertising & Rewards Technology	🕾 Digital Garage kiip			
2012.12.13	< Digital Garag > Digital Garage Introduces a Smartphone Advertisement and Rewards Platform Kiip to Japan	🕾 Digital Garage kiip			
2012.11.29	<neo> New Context Announces Name Change To Neo Innovation To Accelerate Global Business Development Under "Neo"</neo>	neo			
2012.11.19	< Digital Garage > Digital Garage Invests in Vuzz Which Operates "SnapDish Food Camera" To Help Its Global Expansion throughout Asia As The Largest External Stakeholder	Sn ^a p D/ah			
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