Company Report

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TOB by M3: Achieving Consolidated Subsidiary Status Whilst Remaining Listed. Pursuing Synergies in Multiple Fields

On 9/19, M3 Inc. (2413 TSE Prime) announced a tender offer for Elan that includes a capital and business alliance. The offer period was valid for 20 business days between 9/20 to 10/21, with the purchase price set at ¥1,040 (a 28.08% premium to the closing price of ¥812 on 9/6). The ownership ratio of the planned purchase amount is restricted to a range of between 50.1% and 55.0%, so this TOB will allow Elan to become a consolidated subsidiary, whilst maintaining its own TSE listing.

M3 operates an information site for doctors, m3.com, which provides medical news, overseas papers and a forum for the exchange of opinions on specific topics. It also provides similar services overseas, particularly in Europe and the United States, with approximately 90% of the doctors in Japan (290,000 people) and roughly half of the doctors in the world (6.5 million people) as members. M3 also operates information sites for patients, such as AskDoctors, which allows users to easily consult with doctors online and QLife, which provides hospital and drug searches and information on cancer and hereditary diseases.

Elan's hospitalization "CS Set" is first chosen by the medical institution after which the patients of the institution decide whether to use it the service or not. Therefore, promoting the sale of the CS Set on m3.com, which is used by 90% of doctors, could be a powerful tool for its introduction to medical institutions. Also, if information about the CS Set is displayed on M3's patient information site and patient recognition increases, the probability of usage of the "CS Set" when hospitalized, may increase. There are several other business fields that can be linked and synergies could extend to the expansion of hospitalization sets, Elan's expansion into Europe and the United States and the expansion of M3's doctor career business.

Share Price & Volumes (Past Year)



Source: Strategy Advisors

Key Indicators

Stock Price (10/21/2024)	940
YTD High (1/3/2024)	1,105
YTD Low (5/28/2024)	736
52-Week High (12/17/2023)	1 ,120
52-Week Low (10/25/2023)	729
Shares Issued (mn)	60.6
Market Capitalization (¥ bn)	57.0
EV (¥ bn)	45.7
Equity Ratio (Actual, %)	58.9
ROE (23/12, %)	25.4
PER (24/12 Forecast, Times)	20.0
PBR (23/12 Actual, Times)	6.2
Yield (24/12 CoE, %)	1.4

Source: Strategy Advisors

Japanese GAAP - Consolidated

FY	Sales	YoY	OP	YoY	RP	YoY	NP	YoY	EPS	DPS
	(¥ mn)	(%)	(¥)	(¥)						
23/12 Q2	19,781	12.4	1,801	5.1	1,813	5.0	1,253	6.4	20.7	-
24/12 Q2	22,845	15.5	1,931	7.2	1,949	7.5	1,325	5.7	21.9	
FY20/12	26,056	21.1	2,068	38.6	2,148	43.1	1,446	46.1	23.9	14.0
FY21/12	31,636	21.4	2,799	35.3	2,819	31.2	1,906	31.8	31.5	9.0
FY22/12	36,265	14.6	3,391	21.2	3,412	21.0	2,083	9.3	34.5	11.0
FY23/12	41,426	14.2	3,665	8.1	3,682	7.9	2,519	20.9	41.7	13.0
FY24/12 CoE	50,000	20.7	4,200	14.6	4,230	14.9	2,850	13.1	47.1	14.0

Source: Strategy Advisors Based on Company Data



1. The TOB Can Make Elan a Consolidated Subsidiary While Maintaining its TSE Listing

2.

The Purchase Ratio is in the Range of 50-55%, at a Premium of 28%

ownership ratio of the number of shares to be purchased is 50.10% at the lower limit and 55.00% at the upper limit, and the purchase price is ¥1,040 (a 28.08% premium to the closing price of ¥812 on 9/6). The upper and lower ownership ratios were set with the aim of making Elan a consolidated subsidiary of M3 through this tender offer while maintaining Elan's listing. In addition, it was announced that Elan's founder, Chairman Eiji Sakurai, his relatives, asset management companies, etc. have agreed to apply for the tender offer for the shares held (ownership ratio 50.10%). On the same day, Elan expressed its support for the tender offer.

On 9/19, M3, Inc. (2413 TSE Prime) announced the commencement of a tender

offer for Elan and the conclusion of a capital and business alliance agreement.

The tender offer period is 20 business days from 9/20 to 10/21 and the planned

Synergies Include Cross-Selling, Adding Value to "CS Sets" and Creating New Businesses The synergies anticipated in this TOB include cross-selling between Elan, which has a customer base centered on patients and residents of hospitals and nursing facilities and M3, which has a customer base centered on hospitals. The synergies are the creation of new businesses and increased added value of CS sets through service collaboration between the two companies, the reduction of Elan's system development costs and development and commercialization of new business services by utilizing M3's engineering human resources and finally support for Elan's overseas expansion by utilizing M3's global physician platform.

3. M3's Information Site for Doctors has Half of the World's Doctors & 90% of Japan's Registered Doctors as Members

Operates Information Sites for Patients as Well as Doctors M3 operates a member-only information site for doctors called "m3.com," which provides medical news, overseas papers and a forum for the exchange of opinions on specific topics. It also operates similar services overseas, particularly in Europe and the United States, with approximately 90% of the doctors in Japan (290,000) and approximately half of the doctors in the world (6.5 million) as members. In Japan, it has the largest market share, beating out its competitors MedPeer (6095 TSE Prime) and CareNet (2150 TSE Prime) and globally, it has more members than a similar service operated by major publishing company Wolters Kluwer (WKL Amsterdam). M3 also operates information sites for patients, such as "AskDoctors," which allows users to easily consult with doctors online and "QLife," which provides hospital and drug searches and information on cancer and hereditary diseases, which is a major point of difference from its



competitors, who specialize in providing information to doctors.

Figure 1Major Information Site Operators for Doctors

Company Name	Consolidated Sales (¥ mn)	Ticker	Country	Men	ber of nbers 100)	Patient Website
	(+ 11111)			Japan	World	
Wolters Kluwer	949,280	WKL	Netherlands	-	3,000	None
M3	238,883	2413	Japan	290	6,500	Yes
MedPeer	14,541	6095	Japan	160	-	None
CareNet	10,236	2150	Japan	230	-	None

Source: Compiled by Strategy Advisors. Based on Company Data

4. Synergies Could Extend to the Expansion of Hospitalization Sets, the Expansion of Elan in Europe & USA and the Expansion of M3's Physician Career Business

In general, whilst medical institutions first decide whether to provide the "CS

Possibility of Expanding Sales of Hospitalization Sets through Information Websites for Both Doctors and Patients

Sets", after which the patients admitted to said institution decide whether or not to use the sets. Therefore, promoting the sale of the CS Set on m3.com, which is used by 90% of doctors within Japan, can be a powerful tool in promoting its introduction to medical institutions. In addition, if information about the "CS Sets" is displayed on patient information sites such as AskDoctors and QLife, patients' awareness of the 'sets' can be increased, which may increase the probability of them using the 'sets' when admitted to hospital.

M3's Information Site for Overseas Doctors Could Lead to Elan's Expansion of its Overseas Business Additionally, currently Elan only sells hospital sets within Japan and its linen and clothing leasing business for hospitals is only available in Vietnam and India. However, if Elan could utilize M3's information website for doctors, which also operates in North America, Europe and Asia, it could not only expand its leasing business in Asia, but also potentially lead to the swift launch of their leasing and hospital set businesses in North America and Europe.

Elan's Investment in an Indian Human Resources Management Software Business Could Lead to the Expansion of M3's Physician Career Business Furthermore, Akal Information, an Indian IT company in which Elan has invested, provides cloud-based human resources management software globally. When introducing this software, it may be possible to gather information about client companies' recruitment needs and link this to M3's physician career business.



5. While Other Companies in the Industry are Simply Focusing on Expanding Scale, Elan's Strategy of Pursuing Synergies with Other Businesses Sees it Stand Out

France's Elis Makes Takeover Bid for 2 US Peers

Italian Facility Cleaning Service Firm Proposes Acquisition to Servizi Italia

The 2 Acquisitions by Competitors have Simpler Structures than the Elan & M3 Deal Elis (ELIS Paris), a French company operating in Europe, is aiming to enter the US market and has made acquisition proposals to Vestis (VSTS NYSE) and UniFirst (UNF NYSE) after August 2024. It was reported in October that the two companies were unable to agree on terms and the acquisition talks fell apart.

Coopservice (Unlisted, Italy), a facility cleaning service company, has made an acquisition proposal to Servizi Italia (SRI Italy), a competitor with operations in Italy, India, Turkey, etc.

Elis's acquisition proposals for the two US companies are purely and simply a strategy to expand scale. In addition, the acquisition proposal for Servizi Italia is a plan for an acquisition that, although it is a different business, is more closely related to the businesses of Elan and M3. Compared to these examples of companies in the same industry, Elan's strategy of pursuing synergies through collaboration with the information site business stands out.



Figure 2Main Business Portfolios of Major Companies Involved in the Linen Leasing and Information Provision Services for Hospital Fields

						M	ain Busines	s Portfolio			
Company Name	Consolidated Sales	Ticker	Country	Hospitalization	Informat	ion Site		& Clothing easing	Product	Human R	esources
Marrie	(¥ mn)			Set	Patients	Doctors	Hospital	Hotel/Food	Sales	Dispatch	IT Services
Cintas Corp	1,322,365	CTAS	America	-	-	-	Υ	Y	Y	-	-
Wolters Kluwer	949,280	WKL	Netherlands	-	-	Y	-	-	-	-	-
Elis SA	732,598	ELIS	France	-	-	-	Υ	Y	-	-	-
Vestis Corp	423,793	VSTS	America	-	-	-	Υ	Υ	-	-	-
UniFirst Corp	334,957	UNF	America	-	-	-	Υ	Υ	-	-	-
			Japan	-	Υ	Υ	-	-	-	Υ	-
М3	238,883	2413	North America, Europe, Asia	-	-	Y	-	-	-	Y	-
Watakyu Seimore	174,869	-	Japan	Y	-	-	Y	Y	Υ	-	-
Tokai	138,222	9729	Japan	Υ	-	-	Υ	Υ	Υ	-	-
Services Italy	48,946	SRI	Italy	-	-	-	Υ	Υ	-	-	-
Elan Group											
Elan	41,426	6099	Japan	Υ	-	-	Υ	-	-	-	-
TMC Vietnam	910	-	Vietnam	-	-	-	Υ	-	Υ	-	-
Green Laundry	433	-	Vietnam	-	-	-	Y	-	-	-	-
Quick Smart Wash	246	-	India	-	-	-	Y	-	-	-	-
Boston Ivy	-	-	India	-	-	-	-	-	Y	-	-
Akal Information	-	-	India	-	-	-	-	-	-	-	Y
K-Bro Linen	35,297	KBL	Canada	-	-	-	Υ	Υ	-	-	-
Koyama	30,800	-	Japan	Y	-	-	Υ	Y	Υ	-	-
Shibahashi Company	26,900	-	Japan	Υ	-	-	Υ	Υ	-	Υ	-
Yamashita	26,800	-	Japan	Y	-	-	Y	Y	-	-	-
Amenities	23,600	-	Japan	Y	-	-	-	-	-	Υ	-
Koyama Company	23,200	-	Japan	Υ	-	-	Υ	Υ	-	-	-
MedPeer	14,541	6095	Japan	-	-	Υ	-	-	-	Υ	-
CareNet	10,236	2150	Japan	=	-	Υ	-	-	-	Υ	-
Nick	8,362	-	Japan	Y	-	-	Υ	-	-	-	-
Benec	6,600	-	Japan	Y	-	-	Y	Y	-	-	-

^{*}Exchange rates are ¥150 per USD, ¥170 per EUR, ¥110 per CAD, ¥0.006 per VND and ¥1.8 per INR.



Accounting Period	22/12				23/12				24/12	
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2
Sales	8,793	8,811	9,162	9,499	9,857	9,924	10,645	11,000	11,487	11,358
(Year-on-Year	16.00/	14 50/	12.60/	12 70/	12 10/	12.60/	16 20/	1 = 00/	16 50/	14.40/
Comparison)	16.9%	14.5%	13.6%	13.7%	12.1%	12.6%	16.2%	15.8%	16.5%	14.4%
Cost of Sales	6,523	6,626	6,962	7,127	7,467	7,603	8,187	8,417	8,666	8,806
Gross Profit	2,270	2,185	2,200	2,372	2,390	2,322	2,458	2,581	2,821	2,551
(Gross profit margin)	25.8%	24.8%	24.0%	25.0%	24.2%	23.4%	23.1%	23.5%	24.6%	22.5%
Selling, general and										
administrative	1,356	1,385	1,352	1,543	1,397	1,513	1,533	1,643	1,762	1,680
expenses										
Operating Profit	914	800	848	829	992	809	925	939	1,059	872
(Operating profit	10.4%	0.10/	0.30/	8.7%	10.1%	8.2%	8.7%	8.5%	9.2%	7 70/
margin)	10.4%	9.1%	9.3%	0.7%	10.1%	0.2%	0.7%	0.5%	9.2%	7.7%
Non-operating profit	4	7	7	2	5	7	4	1	7	11
and loss	4	,	,	2	5	,	4	1	,	11
Ordinary Profit	918	808	855	831	997	816	929	940	1,066	883
(Ordinary profit margin	10.4%	9.2%	9.3%	8.7%	10.1%	8.2%	8.7%	8.5%	9.3%	7.8%
on sales)	10.4%	9.270	9.5%	0.7 70	10.170	0.270	0.7 70	0.5%	9.570	7.070
Extraordinary profit	0	0	0	-377	0	0	0	0	0	0
and loss	J	Ü	Ü	377	Ü	Ü	Ü	· ·	· ·	Ū
Profit Before Tax	918	808	855	454	997	816	929	940	1,066	883
Total corporate tax,	291	257	269	136	302	258	293	310	339	284
etc.	231	237	203	150	302	230	233	310	333	201
(Corporate tax rate)	31.7%	31.8%	31.5%	30.0%	30.3%	31.6%	31.5%	33.0%	31.8%	32.2%
Net Income	627	551	585	320	696	557	636	630	727	598
Net profit margin	7.1%	6.3%	6.4%	3.4%	7.1%	5.6%	6.0%	5.7%	6.3%	5.3%



Figure 4. Consolidated Income Statement (Unit: ¥ mn)

Accounting Period	17/12	18/12	19/12	20/12	21/12	22/12	23/12	Scheduled for 24/12
Sales	15,467	18,585	21,519	26,056	31,636	36,265	41,426	50,000
Cost of Sales	11,469	13,758	16,045	19,493	23,759	27,238	31,674	
Gross Profit	3,998	4,827	5,473	6,564	7,877	9,027	9,751	
Gross Profit Margin	25.8%	26.0%	25.4%	25.2%	24.9%	24.9%	23.5%	
SG&A Expenses	3,085	3,548	3,981	4,495	5,078	5,636	6,086	
Operating Profit	913	1,279	1,492	2,068	2,799	3,391	3,665	4,200
ОРМ	5.9%	6.9%	6.9%	7.9%	8.8%	9.4%	8.8%	8.4%
Non-operating Income	12	4	14	82	26	28	33	
Gain on Sales of Fixed Assets	2	0	1	0	2	1	0	
Late Receipt Penalty	_	_	7	17	16	14	11	
Management Guidance								
Fee	3	-	-	-	-	4	4	
Subsidy Income	1	1	3	0	3	1	6	
Non-Operating			_		_	_		
Expenses	1	1	5	2	6	7	16	
Loss on Sale or								
Disposal of Fixed	1	0	4	0	1	2	4	
Assets								
Ordinary Profit	924	1,282	1,501	2,148	2,819	3,412	3,682	4,230
Ordinary Profit Margin	6.0%	6.9%	7.0%	8.2%	8.9%	9.4%	8.9%	8.5%
Extraordinary Profit	27	0	0	0	0	-377	0	
Loss on Valuation of	_	_	_	_	_			
Investment Securities	0	0	0	0	0	-377	0	
Net Income before								
Taxes and Other	951	1,282	1,501	2,148	2,819	3,035	3,682	
Adjustments								
Pre-Tax Profit Margin	6.1%	6.9%	7.0%	8.2%	8.9%	8.4%	8.9%	
Corporate Tax etc.	293	417	512	702	913	953	1,163	
Net Income	658	865	990	1,446	1,906	2,083	2,519	
Net Profit Margin	4.3%	4.7%	4.6%	5.5%	6.0%	5.7%	6.1%	5.7%



				BIN			
Figure 5. Consolidated Balance Sheet	(Unit: ¥ mn)					
Accounting Period	17/12	18/12	19/12	20/12	21/12	22/12	23/12
Cash and Deposits	2,147	3,057	3,472	4,498	5,632	6,036	5,489
Trade Receivables	3,409	3,658	4,476	5,044	5,848	7,105	8,622
Inventory	499	595	767	995	1,080	1,332	1,899
Deferred Tax Assets	110	157	0	0	0	0	0
Other Current Assets	-239	-317	-388	-357	-430	-397	-503
Current Assets	5,926	7,150	8,327	10,180	12,130	14,076	15,507
Land	114	114	114	114	114	269	269
Other Tangible Fixed Assets	180	188	198	203	227	292	271
Tangible Fixed Assets	294	302	312	317	341	561	540
Goodwill	166	127	88	49	10	0	0
Other Intangible Fixed Assets	61	112	108	113	95	92	109
Intangible Fixed Assets	227	239	196	162	105	92	109
Investments and Other Assets	79	133	402	1,030	1,371	1,342	2,838
Total Fixed Assets	601	674	909	1,509	1,818	1,996	3,486
Total Assets	6,527	7,824	9,236	11,689	13,948	16,072	18,993
Trade Payables	2,340	2,746	3,340	4,158	4,868	5,568	6,427
Accounts Payable and Accrued Expenses	335	369	397	564	617	622	700
Unpaid Corporate Taxes, etc.	250	390	425	712	847	730	859
Current Liabilities	105	57	49	68	85	92	103
Current Liabilities	3,030	3,562	4,211	5,502	6,417	7,012	8,089
Provision for Stock Benefits	-	_	_	-	14	20	28
Provision for Stock Benefits for Officers	-	-	-	-	31	50	63
Other Fixed Liabilities	0	0	4	3	2	1	0
Fixed Liabilities	0	0	4	3	47	71	90
Total Liabilities	3,030	3,562	4,215	5,505	6,464	7,083	8,179
Capital and Surplus	1,102	1,116	1,116	1,116	1,116	1,116	1,116
Retained Earnings	2,396	3,142	3,919	5,093	6,575	8,112	9,964
Treasury Stock	0	0	0	0	-197	-194	-194
Shareholders' Equity	3,497	4,263	5,021	6,184	7,484	8,990	10,814
Valuation Difference	0	-14	-15	-25	-11	-45	-73
Stock Acquisition Rights	0	18	0	0	0	0	0
Total Net Assets	3,497	4,263	5,021	6,184	7,484	8,990	10,814
Liabilities & Net Assets	6,527	7,824	9,236	11,689	13,948	16,072	18,993
Source: Compiled by Strategy Advisors. Base	ed on Company	[,] Data					



Figure 6. Consolidated Operating Cash Flow (Unit: ¥ mn)

Accounting Period	17/12	18/12	19/12	20/12	21/12	22/12	23/12
Profit before tax	951	1,282	1,501	2,148	2,819	3,035	3,682
Depreciation	79	99	110	117	120	144	188
Unrealized gains and losses on securities	0	0	0	0	0	377	8
and investment securities							
Allowance for doubtful accounts	60	87	120	24	75	-44	102
Working capital	-394	60	-445	13	-162	-728	-1,069
Corporate tax paid	-346	-376	-560	-563	-916	-1,082	-1,098
Other operating cash flows	-32	39	53	209	170	-121	-32
Cash Flows from Operating Activities	318	1,191	779	1,948	2,106	1,581	1,781
Acquisition of securities and investment	0	-68	-71	-550	-268	-211	-1,475
securities							
Acquisition of tangible and intangible	-74	-102	-71	-87	-78	-347	-195
fixed assets							
Acquisition of subsidiary shares	-161	-	-	-	-	-	-
Deposits	-8	-8	-12	-14	-11	-68	-9
Others	5	2	2	3	-1	1	18
Cash Flows from Investing Activities	-238	-176	-152	-648	-358	-625	-1,661
Issuance of shares	7	16	0	0	0	3	0
Redemption and cancellation of shares	0	0	0	0	-197	0	0
Dividend payment	-89	-119	-212	-272	-416	-555	-666
Other financial cash flows	0	-1	-1	-2	-1	-1	-1
Cash Flows from Financing Activities	-82	-104	-213	-274	-614	-553	-667
Free Cash Flow	80	1,015	627	1,300	1,748	956	120



Figure 7. Stock Price Index, ROE & KPI's

Accounting Period	17/12	18/12	19/12	20/12	21/12	22/12	23/12	Scheduled
Accounting Feriou	17/12	10/12	13/12	20/12	21/12	22/12		for 24/12
EPS (¥)	44.2	28.8	32.7	23.9	31.5	34.5	41.7	47.1
BPS (¥)	233.9	140.1	165.7	102.1	123.8	148.7	178.9	
Dividend per share (¥)	8.0	14.0	9.0	14.0	9.0	11.0	13.0	14.0
Dividend payout ratio	18.2	24.5	27.6	29.3	28.5	31.9	31.2	
Closing price (¥)	1,418	1,347	1,610	1,499	1,110	938	1,116	
PER (Multiple)	32.2	47.2	49.3	62.8	35.2	27.2	26.8	18.7
PBR (Multiple)	6.1	9.6	9.7	14.7	9.0	6.3	6.2	
Number of shares issued at end	14.050	15 150	20.200	20.200	60,600	CO COO	60,600	
of period ('000)	14,950	15,150	30,300	30,300	60,600	60,600	60,600	
Number of treasury stocks	162	220	440	460	140.060	120 760	120 705	
(shares)	102	220	440	469	140,969	138,769	138,795	
Number of treasury stocks	14.050	15 150	20 200	20 200	60,459	60,461	60 461	
excluded ('000 shares)	14,950	15,150	30,300	30,300	60,459	60,461	60,461	
Market capitalization (¥ mn)	21,199	40,814	48,782	90,839	67,110	56,713	67,475	
Shareholders' Equity Ratio	53.6	54.5	54.4	52.9	53.7	55.9	56.9	
Interest-bearing debt balance	0.0	0.0	0.0	0.0	0.0	0.0	0.0	
D/E ratio	-0.6	-0.7	-0.7	-0.7	-0.8	-0.7	-0.5	
EV (Enterprise Value)	19,052	37,757	45,310	86,341	61,478	50,677	61,986	
EBITDA (¥ mn)	992	1,378	1,602	2,185	2,919	3,535	3,853	4,388
EV/EBITDA multiple	19.2	27.4	28.3	39.5	21.1	14.3	16.1	10.9
ROE	20.5	22.3	21.3	25.8	27.9	25.3	25.4	
ROIC (Invested Capital)	-	22.2	21.1	24.4	27.6	29.6	25.3	
ROIC (Business assets)	-	103.7	124.0	208.7	329.7	402.0	288.7	
Number of Employees	232	242	276	290	320	349	378	



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