



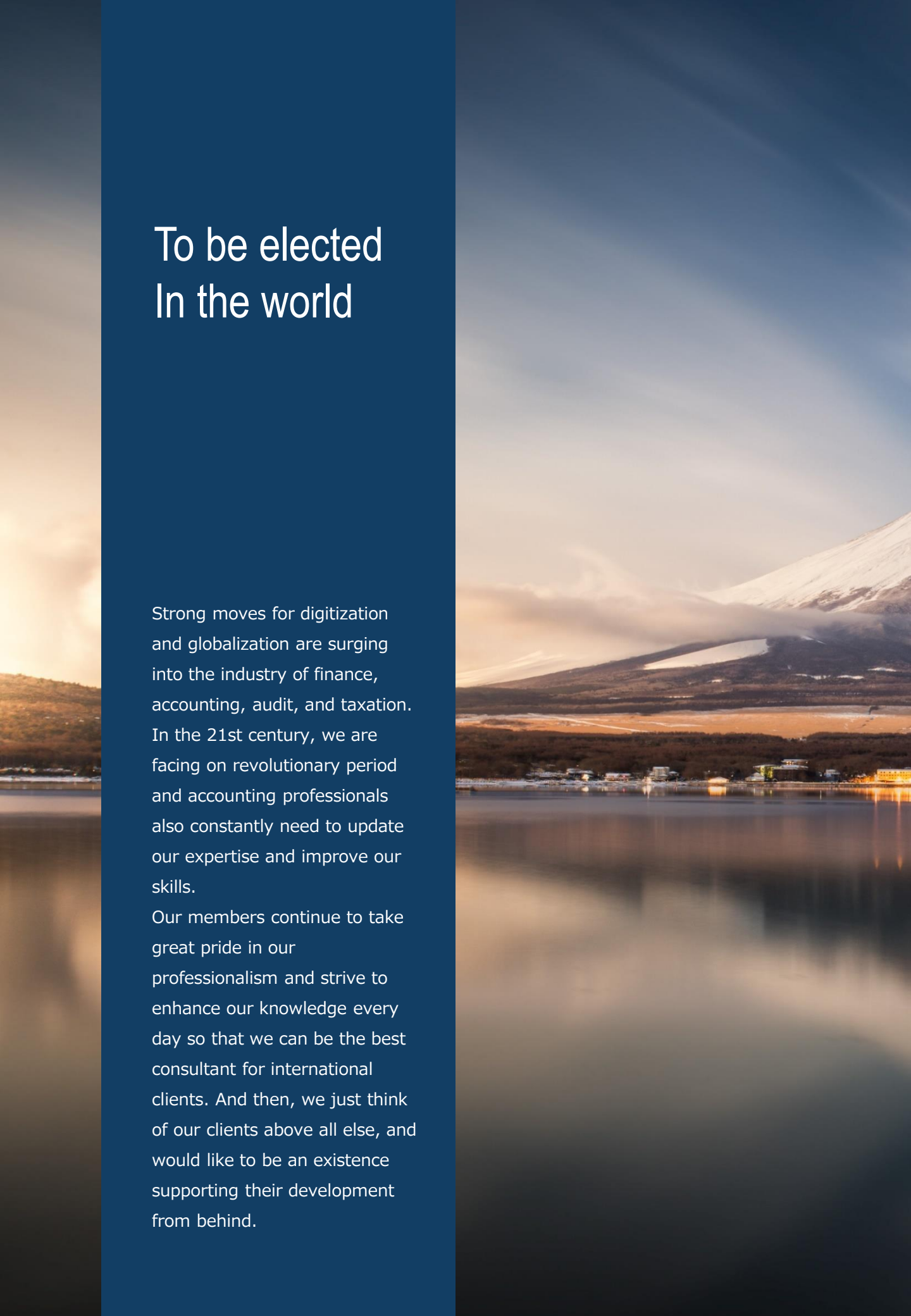
Nihon-bashi International Accounting Firm

日本橋国際会計事務所

To be elected In the world

Strong moves for digitization and globalization are surging into the industry of finance, accounting, audit, and taxation. In the 21st century, we are facing on revolutionary period and accounting professionals also constantly need to update our expertise and improve our skills.

Our members continue to take great pride in our professionalism and strive to enhance our knowledge every day so that we can be the best consultant for international clients. And then, we just think of our clients above all else, and would like to be an existence supporting their development from behind.







Our Purpose

Just for client's value and
do the best as Professional.

A Message from Our CEO

I have gained 20 years experience as a certified public accountant and 15 years as a certified tax accountant. Come to think of it, I was really involved in various and many projects. And I was blessed with opportunity to be a CFO of a listed entity in Singapore. In the course of working hard, I got precious experience and made a lot of achievement in various things.

I came back to Japan after working abroad in Singapore, I temporarily worked for the finance and accounting department of a certain listed company. At that time, I was surprised that many Japanese companies paid a tremendous amount of service fees for international accounting services. I also noticed that foreign-capital companies faced on troubles to deal with even simple application procedures to the tax office and incur a lot of service fees. I realized that, in Japan, there are few accounting professionals who can speak English.

Although globalization is rapidly progressing, I suspect a lot of Japanese companies hesitate to expand their businesses to overseas or raise funds from foreign investors because of the lack of accounting professionals

being familiar. And then, I also suspect foreign-capital companies are placed on a difficult situation to deal with stabilizing their operations in Japan because of the peculiarity of the Japanese and complexity of the tax Act. These ideas led to the opening of an accounting firm providing international support.

We have a philosophy that "We resolve tax, finance and management issues for various clients, from SMEs to big companies, based on international accounting competency". Under this sublime philosophy, we will propose a reasonably priced service according to the client's situation. We promise to respond to your request with responsibility as professional with excellent expertise and affluent experience.

We look forward with contributing to your business and providing you with our service.

CPA of Japan
US CPA (Washington State)
Certified Tax Accountant (Japan)

Our Philosophy - What we value for -

"Nihon-bashi International Accounting Firm" provides tax, accounting, audit and other services for foreign-capital companies operating business in Japan and Japanese companies expanding business overseas. Our member have affluent experience involved in client services for foreign-capital companies and sufficient knowledge regarding international accounting standards and cross-border tax issues. In addition, some members also have practical background in finance and accounting in the course of working as a CFO or financial controller for listed entities.

We aim to satisfy client's needs and realize professional communication by making the best use of our expertise.

Just for Client's Value

Our services are so called behind-the-scenes works. Therefore, what we provide to clients may not create new value for them. However, we believe that it is possible to promote sustainable development by considering success of the client's business and providing sound services at reasonable prices. In addition, we can contribute to quick decision-making for our clients by providing appropriate service in a timely manner. Our goal is to create additional value by giving reasonable and speedy services in severe business environment, and to become an indispensable presence for our clients.

Do the best as Professional

Our advantage lies in international experience and professional knowledge each member has, as well as indomitable spirit to overcome difficulties and complete tasks in the situation requiring cross-cultural communication. We always communicate with clients with sincerity and make efforts to deal with various issues, even though facing a difficult problem that seems impossible to solve. We are proud of our professionalism cultivated from sever experiences and which overwhelms other accounting firms.

We pledge to do our best every day as professionals who provide high-quality services and understand the essence of international business.

Target to Global business

The Japanese economy is facing various problems such as declining birthrate and aging population. Under these circumstances, a lot of Japanese companies are looking overseas as the next stage of business and struggling to expand their international networks. However, we would have to say that there are too few accounting personnel with international experience and capability in Japan to be able to deal with difficult situation in a turbulent 21st century,.

We would like to be a good partner and make efforts for clients so that overseas companies seeking latent possibilities in Japan market do not have difficulty with administrative works and Japanese companies targeting overseas market do not hesitate to take next step for globalization.

Our Features

Contribution to Client's Value

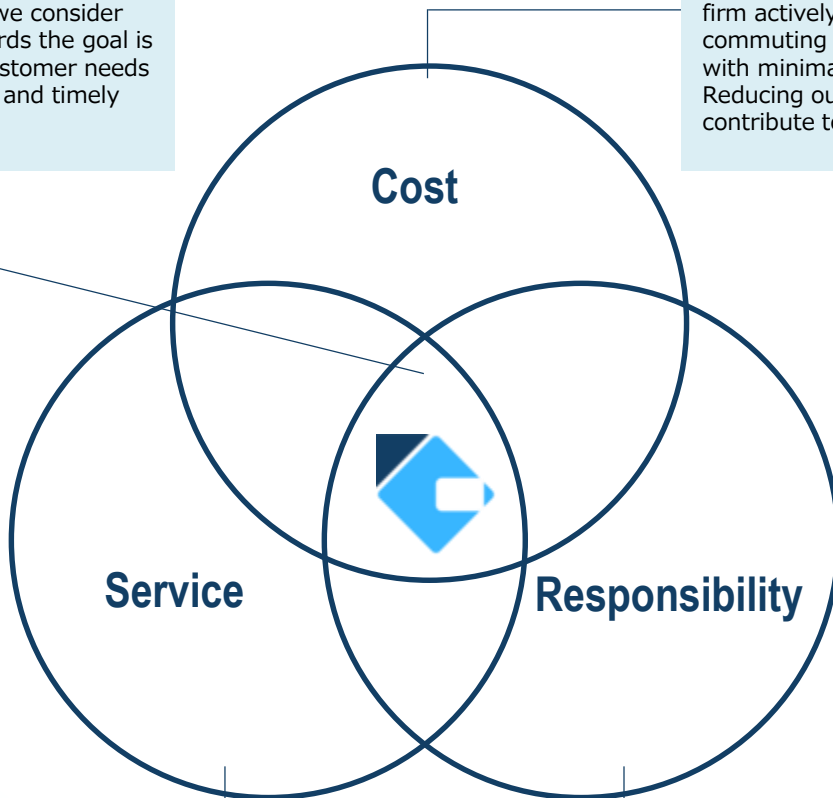
Our business strength lies in making agile decisions that align with customer needs while maintaining high quality service and fulfilling accountability. We believe that consistent efforts contributes to the value we provide to our clients.

Fair Pricing Service

Services provided by accounting professionals may not necessarily create new value. However, we believe that we can contribute to our clients by providing sound services at fair prices. And then, we consider the first step towards the goal is to be align with customer needs and offer accurate and timely services.

Reduce Indirect Costs

Our work involves documentation tasks in the office. However, establishment of remote work environments enables us to work smoothly without large office space. Our firm actively adopted telecommuting and aims to operate with minimal indirect costs. Reducing our own costs will contribute to clients' benefits.



Expertise and Experience

We promised that CPAs with over 10 year's experience in financial and accounting, auditing, and M&A services are involved in client services. In our firm, staff members who require on-the-job training are not involved in responsible positions. Direct involvement by professionals with extensive field experience is our strength.

Clarify Responsibility

In Big4 audit firms or major consulting firms, it is sometimes difficult to see where responsibility is there since multiple partners share critical works. We aim for flexible management, and therefore, project owner takes sole responsibility and actively tries to participate in on-site work. We also prioritize in fulfilling our accountability to enhance reliability.

Project Team Organization

We aim for flexible management style by having the responsible manager actively involved in on-site work.



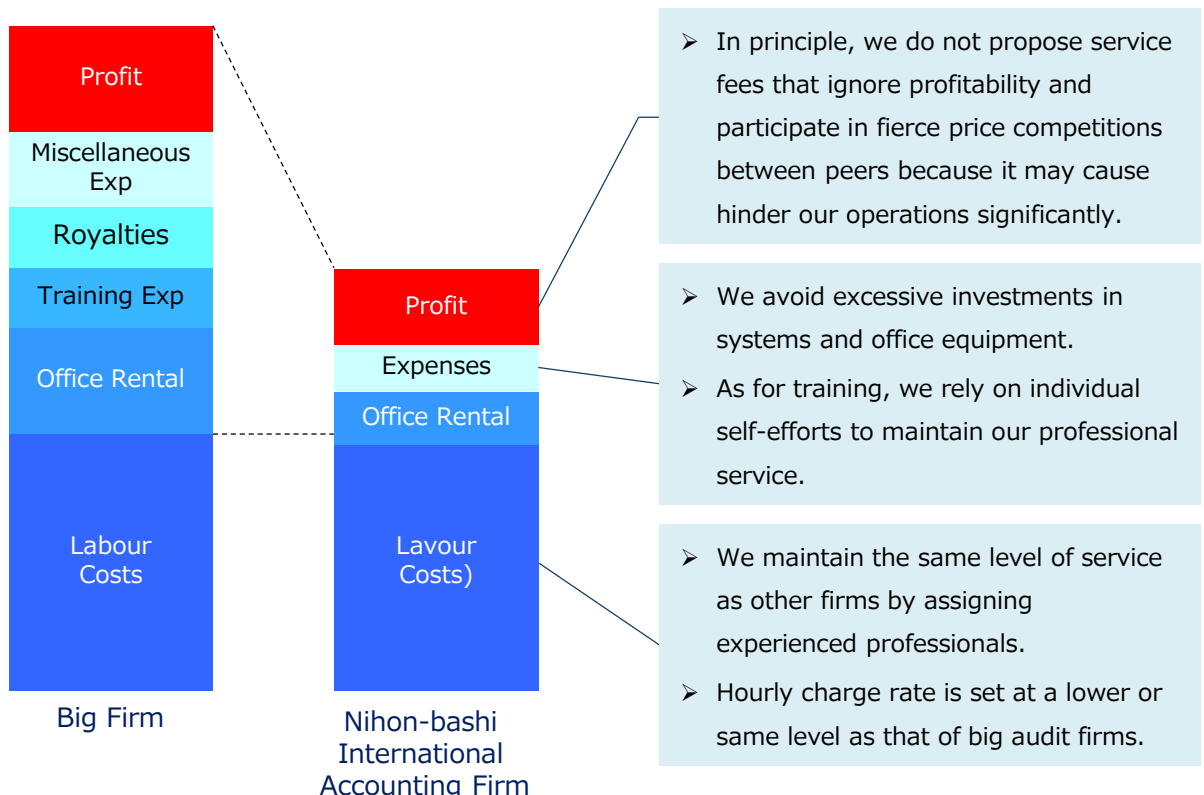
Since some managers shares responsibility for the project and supervise on-site works, it often limits the project's flexibility.



Since project manager takes responsibility solely and serves as on-site supervisors, smooth communication will be facilitated.

Cost Structure

We propose reasonable service fees to clients by reducing indirect costs while maintaining labour costs paid for professionals.



Our Service

IFRS/US-GAAP Audit



Many countries around the world adopt IFRS, and listed entities in France, Germany, South Korea, China, Singapore, etc. are obligated to comply with IFRS. In addition, businesses under parent companies in the United States should close financial results in accordance with US-GAAP. We provide audit services for subsidiaries that have to report in accordance with IFRS or US-GAAP at a reasonable fee compared to Big4 audit firms.

Eligible Companies

- Subsidiary of an overseas listed company adopting IFRS.
- Subsidiary of a US-listed company adopting US-GAAP.
- Japanese company required to get audited in accordance with IFRS.
- Affiliate company under foreign capital (equity-method company).
- Joint venture with foreign capital.

Audit for subsidiaries in Japan



Audits for subsidiaries domiciled in Japan are often conducted under the instructions of group auditor. In the case of large group companies, it is common for group audit to be performed by Big 4 affiliated firms. However, it is not so unusual practice to ask individual CPA or small-sized audit firms, if the size of the subsidiary was not so big. you should consider asking us referred works (audit for subsidiaries) since we have affluent experience and expertise for international audit.

Eligible Companies

- Subsidiary audited under the instruction of the group auditors of the overseas parent company.
- Small subsidiary under foreign capital audited by the Big firm.
- Affiliate company considering reducing audit fee.
- Joint venture with foreign capital.

Statutory Audit (under the Companies Act in Japan)



Under the Companies Act in Japan, a company with a capital stock of 500 million yen or more or with liabilities of 20 billion yen or more is defined as "Large company and required to appoint an external auditor. And then, its financial statements must be audited.

We guess it would not be necessary to appoint Big4 firms for audit in some cases. For example, please consider appointing us as an external auditor where its operating business would not be so big scale.

Eligible Companies

- Company considering replacement of external auditor.
- Japanese company with sales of less than 10 billion yen.
- Subsidiary with sales of less than 10 billion yen.
- Subsidiary under a global company expanding business to overseas.
- Company with relatively simple business model.

Our Service

Fund audit / SPC audit

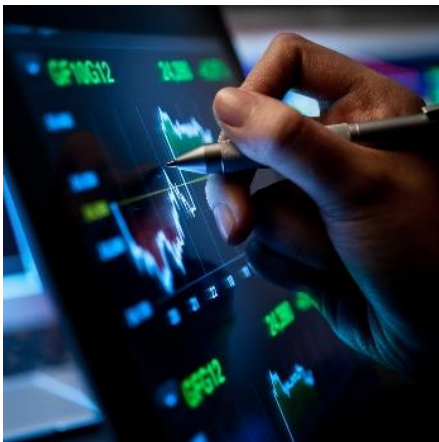


Sometimes, third-party investors may request fund entities to get audited. Statutory audit is required if limited partnership (LPS) is established in Japan, however, investors might demand fund operators to take audit conducted by CPA. If incorporating a fund entity in Japan, there are several types of organization, such as Tokumei-Kumiai (TK structure) and special purpose company (SPC/TMK). We provide audit services for fund entities according to fund's structure and have enough experience.

Eligible Entities

- Limited partnership entity for which statutory audits is necessary.
- Fund entity that is requested by investors for external audit, such as Tokumei-Kumiai (TK structure) and special purpose company (SPC).
- Fund entity requested by overseas investors to provide financial reports in English.

Share Price Valuation/Stock Options



When considering the acquisition or sale of business, there would be situations where valuation is necessary. And then, you should take account of business environment, financial condition, and stock liquidity in estimating stock value. In addition, for the case of listing entities, value of stock options may be evaluated by the Black-Scholes model. We can issue valuation report for share price or stock options, irrespective of whether the company is listed or not.

Eligible Companies

- Japanese company considering acquisition of overseas SMEs.
- Foreign capital company considering acquisition of Japanese SMEs
- Company issuing stock option under planning initial public offering.
- Company requesting issuance of valuation report in English.

Due Diligence Support Services



The first step to lead M&A successful is in evaluating corporate value exactly without overlooking significant factors. Needless to say, it is useful not only for buyer-side companies but also for seller-side companies to grasp counterparty's situation and approximate value in advance.

We provide due diligence support services mainly for overseas companies acquiring JPN entities and meet the client's various needs.

Eligible Companies

- Japanese company planning cross-border M&A.
- Japanese company seeking professional advice from a financial and accounting perspective in negotiating conditions with overseas company.
- Company that are hesitant to use financial professionals because of expensive service fee for due diligence.
- Japanese company considering acquisition for relatively small overseas companies.

Our Service

Internal Control Establishment (PMI)



The completion of Due Diligence does not mean the end of the M&A process. Whether a company can achieve growth depends on what measures would be taken after integration. And the design and establishment of a management system would be also significant to fully demonstrate effects. In processing Post Merger Integration (PMI) in Japan, we support client as a financial and accounting professionals and contribute to Foreign capital companies located in Japan after cross-border M&A.

Eligible Companies

- Company that needs to establish a reporting system for subsidiaries.
- Company that needs to implement PMI quickly.
- Company not considering employment of staff members for administrative tasks.
- Company looking for professionals who can handle establishment of internal control.
- Company that finds it difficult to hire highly skilled employees.

Support for Overseas listing



Recently, many Japanese companies aim overseas markets for the purpose to raise funds speedy. Such companies can manage listing projects with underwriting securities company and own project team members. However, it is difficult to achieve overseas listing without professionals and enough working resources.

We provide comprehensive support services regarding overseas listing. Our experience will lead your project to success.

Eligible Companies

- Company aiming to be listed on overseas markets (Nasdaq, etc).
- Company that needs to prepare financial statements in accordance with IFRS/US-GAAP.
- Company being lack of human Resources enough to deal with listing procedures in English.

IFRS/US-GAAP Conversion



Japanese subsidiaries under foreign capital may be required to prepare financial results in accordance with IFRS/US-GAAP when reporting to the parent company.

Since adoption of international accounting standards requires specialist's involvement because it is necessary to grasp GAAP difference exactly. We provide reasonably priced services for companies that have to prepare financial results based on IFRS/US-GAAP.

Eligible Companies

- Subsidiary requested by parent company to prepare financial results in accordance with IFRS/USGAAP
- Company that does not have accounting personnel familiar with IFRS.
- Company that are hesitant to use professionals because of expensive service fee for IFRS accounting.
- Company that wants to grasp what IFRS issues are there (Impact survey).

Our Service

Reporting Support Services



Subsidiaries usually have to report financial results (consolidated packages) in prescribed form on a monthly or quarterly basis to overseas parent companies. These reporting procedures are made according to the instructions given by the parent company, based on IFRS and US GAAP.

If subsidiary is lack of accounting staff who are familiar with international accounting, it might be better to consider our service. Your reporting works will be remarkably facilitated.

Eligible Companies

- Entity reporting its monthly/quarterly financial results to overseas parent company.
- Company reporting its financial performance based on international accounting standards such as IFRS/US-GAAP.
- Company being lack of accounting staff temporarily because of retirement or one-time leave.

Incorporation Services



When establishing a company in Japan, it is necessary to decide what kind of organization would be suitable while considering how to expand business. And then, it needs to file the registration documents to the Tax Office (IRS) and the Legal Affairs Bureau. Since all applications are made in the Japanese language, it would be quite difficult for foreign capital companies to go ahead.

We support preparatory procedures as accounting and financial professionals, to incorporate business and operate smoothly in Japan.

Eligible Companies

- Overseas company that made decision to expand its business in Japan, however, does not know where to start
- Overseas company that wants support for incorporation of a subsidiary under foreign capital.
- Company that wants to hire professional staff temporarily to go ahead with complicated incorporation procedures.

Tax filing service



Japan tax regulations are considerably complicated. And this complexity and language barriers make it difficult for overseas companies to deal with tax issues. And the environment caused oligopoly of Big4 firms and increase in tax filing service fees. Without help of experienced experts and accurate understanding of tax regulation, you would not be able to move forward.

As a Certified Tax Accountant of Japan, we solve various tax issues and propose optimal tax saving measures for foreign capital companies.

Eligible Companies

- Foreign capital company considering replacement of tax advisor from Big accounting firms.
- Foreign capital company billed at a highly time charge even for tiny consultations.
- Foreign capital company seeking for wide range of tax advisory service at a reasonable cost.
- Small sized subsidiary that wants to deal with tax filing with relatively lower budget.

Disclaimer:

The contents herein just mean general information and do not show the current circumstances where a particular person is in, or an organization is located on. And the information does not constitute professional advice and substitute for our consulting service. We make efforts to update contents in a timely manner, however, we do not guarantee accuracy of information at the time when you receive the information or thereafter. If you consider taking any business actions, please make your decision not only based on information herein but also appropriate advice provided by a professional, after prudent investigation.

©Nihon-bashi International Accounting Firm Co.Ltd, incorporated under the Japanese Companies Act. All rights reserved as of 1-Nov-2022



Nihon-bashi International Accounting Firm
Urban-net Nihon-Bashi Bldg 10F 2-1-3
Nihon-bashi, Tokyo, Japan, 103-0027
+81-3-4446-6568
ncpa-bizsupport@n-cpa.com



<https://www.n-cpa.com/>

Member Profile



Shunichi Nemoto
CPA of Japan
US CPA (Washington State)
Certified Tax Accountant (Japan)



Kazuhisa Yokoyama
CPA of Japan
Certified Tax Accountant (Japan)



Shinsuke Hattori
CPA of Japan
Certified Tax Accountant (Japan)



Shoko Yamaguchi
US CPA (Washington State)



Kyohei Motooka
CPA of Japan / US CPA (Washington State)
Certified Tax Accountant (Japan)
Certified Securities Analyst



Kazuhisa Yokoyama
CPA of Japan



Kuniyuki Morimoto
Professional Consultant
(Valuation)



Masato Ohno
Professional Consultant
(Valuation)



Takuya Nishizawa
CPA of Japan
Certified Tax Accountant (Japan)

Firm Profile

Office Summary

Name Nihon-bashi International Accounting Firm

Principal Shunichi Nemoto
JICPA · USCPA (Washington State)
Certified Tax Accountant (Japan)

Address Urban-net Nihon-bashi Bldg 10F, 2-1-3
Nihon-bashi, Tokyo, Japan,

Postal Code 103-0027

Tel +81-3-4446-6568

Memberships

Japanese Institute of Certified Public Accountants
Japan Federation of Certified Public Tax
Accountants' Associations
Washington State Board of Accountancy