

June 3, 2024

To whom it may concern:

Marunouchi Capital Inc.

**Notice Concerning Commencement of Tender Offer for Shares of
Nagatanien Holdings Co., Ltd. (Securities Code: 2899)**

Marunouchi Capital Fund III Limited Partnership, which is managed and operated by Marunouchi Capital Inc. hereby announces that it has decided today to acquire shares of the common stock (the "Target's Stock") of Nagatanien Holdings Co., Ltd. (the "Target"), which are listed on the Tokyo Stock Exchange, Inc. (the "TSE") Prime Market, through tender offer (the "Tender Offer") pursuant to the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended) through a special purpose company, M Cap No. 12, Co., Ltd.(the "Offeror") as described below.

1. Details of the Tender Offer

(1) Name of the Target

Nagatanien Holdings Co., Ltd.

(2) Type of shares to be purchased in the Tender Offer

Common stock

(3) Period of the Tender Offer

From June 4, 2024 (Tuesday) until July 16, 2024 (Tuesday) (30 business days)

(4) Price of the Tender Offer

3100 yen per share of the common stock (the "Tender Offer Price")

(5) Number of shares to be purchased in the Tender Offer

Number of shares to be purchased:	15,389,482 shares
Minimum number of shares to be purchased:	9,564,700 shares
Maximum number of shares to be purchased:	- shares

(6) Commencement date of settlement

July 23, 2024 (Tuesday)

(7) Agent for the Tender Offer

Nomura Securities Co.,Ltd.
1-13-1, Nihonbashi, Chuo-ku, Tokyo

2. Overview of the Tender Offer

The Offeror is a joint stock company incorporated on April 23, 2024, for the primary purpose of owning the shares of the Target through the Tender Offer, as all issued and outstanding shares are held by M Cap No. 13 Investment Limited Partnership ("M Cap No. 13 Fund"), which is managed and operated by M Cap No. 13, Co., Ltd. ("M Cap No. 13") as general partner. In addition to M Cap No. 13, an unlimited liability partner, the M Cap No. 13 Fund has Marunouchi Capital Fund III Limited Partnership ("Marunouchi Capital Fund III ") as a limited liability partner, which is managed

and operated by Marunouchi Capital Inc. ("Marunouchi Capital"). As of today, Marunouchi Capital, Marunouchi Capital Fund III, M Cap No. 13, M Cap No. 13 Fund, and the Offeror do not own any of the Target's Stock.

Marunouchi Capital is a unique fund management company that provides unique added value by leveraging the credit, functions, and networks of its sole parent company, Mitsubishi Corporation (the Target's Stock held as of today ("Owned Stock"): 2,084,998 shares; ownership percentage (Note 1): 11.93%, hereinafter "Mitsubishi"), and its group companies, while conducting independent fund management. Through equity investments, Marunouchi Capital provides concrete solutions to issues such as business growth, business restructuring, and business succession, and works to strengthen the long-term competitiveness of the companies in which it invests. Marunouchi Capital has invested in TOMY Company Ltd., Joyful Honda Co., Ltd., Yamamoto Co., Ltd., Seijo Ishii Co., Ltd., IM Food Style Co., Ltd., Daiki Co., Ltd., TRIS Inc., BEEATS Co., Ltd., Cypress Co., Ltd., Graniph Inc., TOSEI Corporation, Miuraya Co., Ltd., Misuzu Life Co., Ltd., KMCT Corporation, Sambo Piping (Thailand) Co., Ltd., Moji Metal Products Co. Ltd., and AKOMEYA TOKYO Inc.

(Note 1) "Ownership percentage" means the percentage of the number of shares owned as a percentage of the total number of shares issued and outstanding of the Target as of March 31, 2024 (19,138,703 shares) indicated in the "Summary of Consolidated Financial Results for the Year Ended March 31, 2024 (Based on Japanese GAAP)" ("Summary Financial Results of the Target") published by the Target on May 14, 2024 less the treasury shares (1,664,223 shares) held by the Target as of the same date as indicated in the Summary Financial Results of the Target (17,474,480 shares) (the ratios are rounded to two decimal places.). Hereinafter the same.

The Offeror has decided to conduct the Tender Offer as part of a series of transactions (the "Transactions") to be conducted on the premise of privatization of the Target's Stock by acquiring all of the Target's Stock listed on the TSE Prime Market (excluding all of the treasury stock held by the Target and all of the Target's Stock held by Mitsubishi (2,084,998 shares; ownership percentage: 11.93%, hereinafter "the Shares Agreed Not to be Tendered")).

The Transactions constitute a so-called management buyout (MBO) (Note 2) as Mr. Eiichiro Nagatani, Representative Director and Chairman of the Board and 4th largest shareholder of the Target (Owned Stock: 716,909 shares; ownership percentage 4.10%), Mr. Taijiro Nagatani, Representative Director and President and 5th largest shareholder of the Target (Owned Stock: 716,661 shares; ownership percentage: 4.10%), and Mr. Yuichiro Nagatani, Director and Vice President of the Target (Owned Stock: 106,984 shares; ownership percentage: 0.61%), are expected to invest in the Offeror following completion of the Transactions and are also expected to continue to manage the Target following the completion of the Transactions.

(Note 2) "Management buyout (MBO)" means a transaction in which the Offeror makes a tender offer pursuant to an agreement with the officers of the Target and in which the Offeror shares common interests with the officers of the Target.

3. Policies on the Organizational Restructuring after the Tender Offer (Matters concerning "Two-step Acquisition")

As described in "2. Overview of the Tender Offer" above, if the Offeror is unable to acquire all shares of the Target's Stock (excluding the Target's treasury shares and the Shares Agreed Not to be Tendered) through the Tender Offer, the Offeror plans to implement procedures to take the Target's Stock private through the following method (the "Squeeze-out Procedure") after the successful completion of the Tender Offer.

Specifically, the Offeror plans to request the Target, promptly after the completion of the settlement of the Tender Offer, to hold an extraordinary shareholders' meeting (the "Extraordinary Shareholders' Meeting") whose agenda includes a proposal to implement a consolidation of the shares of the Target's Stock (the "Share Consolidation") pursuant to Article 180 of the Companies Act (Act No. 86 of 2005, as amended; hereinafter the same) and a proposal to partially amend the articles of incorporation in order to abolish the provisions regarding the number of shares constituting one unit of shares subject to the Share Consolidation taking effect. From the viewpoint of increasing the corporate value of the Target, the Offeror believes that it is desirable to hold the Extraordinary Shareholders' Meeting as early as possible and plans to request the Target to issue a public notice setting the record date for the Extraordinary Shareholders' Meeting and to set the record date as a date close to and after the commencement date of the settlement of the Tender Offer (as

of today, such date is expected to be July 24, 2024). According to the "Notice concerning Implementation of MBO and Recommendation for Tender Offer" announced by the Target on June 3, 2024, if the Target receives such a request from the Offeror, the Target intends to comply with such request. The Offeror and Mitsubishi intends to vote in favor of each of the above proposals at the Extraordinary Shareholders' Meeting.

If the proposal for the Share Consolidation is approved at the Extraordinary Shareholders' Meeting, on the effective date of the Share Consolidation, the Target's shareholders will acquire ownership of the shares of the Target's Stock in the number corresponding to the ratio of the Share Consolidation approved at the Extraordinary Shareholders' Meeting. If a fraction less than one share is included in the number of shares as a result of the Share Consolidation, an amount of money obtained by selling to the Target or the Offeror shares of the Target's Stock equivalent to the total number of such fractions (if the total number includes a fraction less than one share, such fraction shall be rounded down; hereinafter the same) will be delivered to the Target's shareholders in accordance with the procedures set forth in Article 235 of the Companies Act and other relevant laws and regulations. With respect to the sale price of the shares of the Target's Stock corresponding to such total number of fractions, the amount of money to be delivered to the Target's shareholders who did not tender their shares in the Tender Offer as a result of such sale will be set at a value equal to the price obtained by multiplying the Tender Offer Price by the number of shares of the Target's Stock held by such shareholders of the Target, and the Offeror will request the Target to file a petition with the court for permission of voluntary sale. The consolidation ratio of the Target's Stock has not been determined as of today. However, in order to make the Offeror the holder of all shares of the Target's Stock (excluding the Target's treasury shares and the Shares Agreed Not to be Tendered), such ratio will be determined so that the number of shares of the Target's Stock held by the Target's shareholders who did not tender their shares in the Tender Offer (excluding the Target and Mitsubishi) will be a fraction less than one share.

The provisions of the Companies Act for the purpose of protecting minority shareholders' rights in relation to the Share Consolidation state that if a fraction less than one share is included in the number of shares as a result of the Share Consolidation, the Target's shareholders (excluding the Offeror and the Target) may, if the prescribed conditions are met, demand that the Target purchase all fractional shares held by them at a fair price in accordance with Articles 182-4 and 182-5 of the Companies Act and other relevant laws and regulations, and may file a petition with the court to determine the price of the Target's Stock. As mentioned above, in the Share Consolidation, the number of shares of the Target's Stock held by the Target's shareholders who did not tender their shares in the Tender Offer (excluding the Target and Mitsubishi) will be a fraction less than one share, and accordingly, the Target's shareholders who oppose the Share Consolidation may file the above-mentioned petition. If such a petition is filed, the purchase price will be finally determined by the court.

Regarding the above procedures, depending on any revisions to and enforcement of the relevant laws and regulations, interpretation thereof by authorities, there is a possibility that the procedures may take time to be implemented or that the method of implementation may be changed. However, even in such a case, if the Tender Offer is successfully completed, the Offeror plans to adopt such a method that will enable each of the Target's shareholders (excluding the Target and Mitsubishi) who has not tendered his or her shares to the Tender Offer to ultimately receive cash. If such a method is adopted, it is intended that the amount of such cash to be delivered to each of the relevant Target's shareholders will be calculated to be equal to the price obtained by multiplying the Tender Offer Price by the number of the Target's Stock held by each of such Target's shareholder.

The details of the above procedures and the timing of implementation thereof will be promptly announced by the Target once it has decided upon consultation with the Target.

The Tender Offer is not intended in any way to solicit the votes of the Target's shareholders in favor of the resolutions to be proposed at the Extraordinary Shareholders' Meeting. Each of the shareholder should consult with his or her tax advisor or other professional, at his or her own responsibility, regarding the tax treatment in connection with the tender of shares under the Tender Offer or any of the above procedures.

4. Possibility of Delisting and Reason Therefor

As of today, the Target's Stock is currently listed on the TSE Prime Market. However, since the Offeror has not set a maximum number of shares to be purchased in the Tender Offer, the Target's Stock may be delisted through prescribed

procedures in accordance with the stock delisting criteria established by the TSE, depending on the results of the Tender Offer. In addition, even if the delisting criteria are not met upon the successful completion of the Tender Offer, the Offeror intends to implement the Squeeze-out Procedure set out in "3. Policies on the Organizational Restructuring after the Tender Offer (Matters concerning "Two-step Acquisition")" above after the successful completion of the Tender Offer. Therefore, if the Squeeze-out Procedure is implemented, the Target's Stock will be delisted through the prescribed procedures in accordance with the stock delisting criteria established by the TSE. After delisting, the Target's Stock can no longer be traded on the TSE Prime Market.

For further details of the Tender Offer, please refer to the Tender Offer Registration Statement to be filed by the Offeror on June 4, 2024 in respect of the Tender Offer.

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