

July 17, 2024

To whom it may concern:

Marunouchi Capital Inc.

**Notice Concerning Results 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. decided on June 3, 2024 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 a tender offer (the “Tender Offer”) pursuant to the Financial Instruments and Exchange Act (Act No.25 of 1948, as amended. the “Act”) through a special purpose company, M Cap No.12, Co., Ltd. (the “Offeror”) , and commenced the Tender Offer from Jun 4, 2024. The Tender Offer has been completed on July 16, 2024, as follows:

1. Outline of the Tender Offer

(1) Name and Address of the Offeror

M Cap No.12, Co., Ltd.

6F Kokusai Building, 3-1-1 Marunouchi, Chiyoda-ku, Tokyo 100-0005, Japan

(2) Name of the Target

Nagatanien Holdings Co., Ltd.

(3) Type of Shares to be Purchased in the Tender Offer

Common stock

(4) Number of Shares to be Purchased in the Tender Offer

Type of shares	Number of shares to be purchased	Minimum number of shares to be purchased	Maximum number of shares to be purchased
Common stock	15,389,482 shares	9,564,700 shares	—
Total	15,389,482 shares	9,564,700 shares	—

(Note 1) If the total number of the share certificates tendered in the Tender Offer (the “Tendered Share Certificates, etc.”) is less than the minimum number of shares to be purchased (9,564,700 shares), the Offeror will not purchase any of the Tendered Share Certificates, etc. If the total

number of the Tendered Share Certificates, etc. is equal to or greater than the minimum number of shares to be purchased, the Offeror will purchase all of the Tendered Share Certificates, etc.

(Note 2) Shares constituting less than a unit will also be subject to the Tender Offer. The Target may purchase its shares in accordance with procedures stipulated in the laws and regulations during the period for purchase, etc., in the Tender Offer (the “Tender Offer Period”) from any shareholder who exercises the right to require the Target to purchase shares constituting less than a unit under the Companies Act (Act No. 86 of 2005, as amended).

(Note 3) The Offeror does not intend to acquire, through the Tender Offer, any treasury shares held by the Target.

(Note 4) Since a maximum number of shares to be purchased has not been set in the Tender Offer, in the column “Number of shares to be purchased” above, the stated number is the maximum number (15,389,482 shares) of shares of the Target to be acquired by the Offeror through the Tender Offer. Such maximum number (15,389,482 shares) is the number of shares calculated by the following formula:

(i) the total number of issued shares (19,138,703 shares) as of March 31, 2024, as indicated in the “Summary of Consolidated Financial Results for the Year Ended March 31, 2024 (Based on Japanese GAAP)” (the “Summary Financial Results of the Target”) published by the Target on May 14, 2024, less (ii) the number of 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, less (iii) the number of the Target shares (2,084,998 shares) held by Mitsubishi Corporation as of the same date.

(5) Period of the Tender Offer

a. Tender Offer Period

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

b. Possible extension of the Tender Offer Period based on the Target’s request

N/A

(6) Price of the Tender Offer

3,100 yen per share of the common stock

2. Results of the Tender Offer

(1) Outcome of the Tender Offer

The Tender Offer was subject to the condition that if the total number of the Tendered Shares was

less than the minimum number of the shares to be purchased (9,564,700 shares), the Offeror would not purchase any of the Tendered Shares. However, as the total number of the Tendered Shares (12,783,759 shares) was equal to or greater than the minimum number of shares to be purchased (9,564,700 shares), the Offeror will purchase all of the Tendered Shares as described in the public notice for commencing the Tender Offer and in the tender offer registration statement (as amended by the amendment statement of the tender offer registration statement submitted on June 28, 2024).

(2) Date of Public Notice of Results of the Tender Offer and Name of Newspaper for Public Notice
Pursuant to the provision of Article 27-13, Paragraph 1 of the Act, on July 17, 2024, at the TSE, the Offeror announced the results of the Tender Offer to the press, by the method prescribed in Article 9-4 of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965, as amended) and Article 30-2 of the Cabinet Office Ordinance on Disclosure Required for Tender Offer for Share Certificates, Etc. by Persons Other than Issuers (Ministry of Finance Order No. 38 of 1990, as amended. the “Cabinet Ordinance”).

(3) Number of Purchased Shares

Type of Shares	(a) Number of Tendered Shares after Conversion	(b) Number of Purchased Shares after Conversion
Share certificates	12,783,759 shares	12,783,759 shares
Certificate of stock acquisition rights	—	—
Certificate of corporate bonds with stock acquisition rights	—	—
Beneficiary certificates of trust of shares ()	—	—
Depository receipts for shares. ()	—	—
Total	12,783,759 shares	12,783,759 shares
(Total of potential shares)	(—)	(—)

(4) Percentage of Ownership Ratio of Share Certificates, etc. after the Tender Offer

Number of voting rights represented by share certificates, etc. held by the Offeror before the Tender Offer	—	(Ownership ratio of share certificates, etc. before the Tender Offer: — %)
Number of voting rights represented by share certificates, etc. held by special related parties before the Tender Offer	36,253	(Ownership ratio of share certificates, etc. before the Tender Offer: 20.75%)
Number of voting rights represented by share certificates, etc. to be held by the Offeror after the Tender Offer	127,837	(Ownership ratio of share certificates, etc. after the Tender Offer: 73.16%)
Number of voting rights represented by share certificates, etc. to be held by special related parties after the Tender Offer	20,849	(Ownership ratio of share certificates, etc. after the Tender Offer: 11.93%)
Total number of voting rights of all shareholders, etc. of the Target	174,293	

(Note 1) "Number of voting rights represented by share certificates, etc. held by special related parties before the Tender Offer" and "Number of voting rights represented by share certificates, etc. to be held by special related parties after the Tender Offer" are the total number of voting rights represented by the share certificates, etc. held by each special related parties (other than special related parties who are not considered special related parties pursuant to Article 3, Paragraph 2, Item 1 of the Cabinet Ordinance for the purpose of calculation of ownership ratio of share certificates, etc. under each item of Article 27-2, Paragraph 1 of the Act).

(Note 2) "Total number of voting rights of all shareholders, etc. of the Target" is the number of the voting rights of all shareholders as of March 31, 2024 as described in the "Annual securities report 71th Period" submitted by the Target on June 28, 2024 (the number of shares in one unit is stated as 100 shares). However, because shares less than one unit were also subject to the Tender Offer, "Ownership ratio of the share certificates, etc. before the Tender Offer" and "Ownership ratio of the share certificates, etc. after the Tender Offer" are calculated based on the denominator of the number of voting rights (174,744) represented by the

number of shares (17,474,480 shares) of the total number of issued shares as of March 31, 2024 as indicated in the Target's Annual securities report (19,138,703 shares) less the number of treasury shares owned by the Target as of March 31, 2024 as indicated in the Target's Annual securities report (1,664,223 shares).

(Note 3) "Ownership ratio of share certificates, etc. before the Tender Offer" and "Ownership ratio of share certificates, etc. after the Tender Offer" are indicated by rounding to the second decimal place.

(5) Calculation if the Tender Offer is Conducted by Proportional Distribution

N/A

(6) Method of Settlement

a. Name and address of head office of financial instrument business operator, bank etc. in charge of settlement of the Tender Offer

Nomura Securities Co., Ltd.

1-13-1, Nihonbashi, Chuo-ku, Tokyo

b. Commencement date of settlement

July 23, 2024 (Tuesday)

c. Method of settlement

A notice of purchase, etc. through the Tender Offer shall be mailed to the address of the person that accepts the offer for the purchase or makes an offer for sales of share certificates, etc. related to the Tender Offer (the "Tendering Shareholder") (or the addresses of standing proxies in the case of non-resident shareholders (including corporate shareholders) having no account for transaction at the tender offer agent) without delay after the expiry of the Tender Offer Period.

Payment for the shares will be made in money. The Tendering Shareholders may receive the proceeds from the Tender Offer without delay on or after the commencement date of the settlement by remittance or other means instructed by the Tendering Shareholders (Remittance charges may apply.).

3. Policies after the Tender Offer and Future Prospects

With respect to the policies after the Tender Offer, there is no change from those described in the tender offer registration statement submitted on June 4, 2024 (as amended by the amendment statement of the tender offer registration statement submitted on June 28, 2024).

The Offeror plans to implement procedures to make the Offeror and Mitsubishi Corporation the

only shareholders of the Target and take the Target's Stock private. Specifically, the Offeror plans to request the Target, promptly after the completion of the settlement of the Tender Offer, to hold an extraordinary shareholder's meeting whose agenda includes a proposal to implement a consolidation of the shares of the Target's stock (the "Share Consolidation") 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.

As of today, the Target's stock is currently listed on the TSE Prime Market. However, if the Share Consolidation 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. Future procedures to be taken will be promptly announced by the Target as soon as they are determined.

4. Places Where the Copy of the Tender Offer Report is to be Made Available for Public Inspection

M Cap No.12 Co., Ltd.

6F Kokusai Building, 3-1-1 Marunouchi, Chiyoda-ku, Tokyo

Tokyo Stock Exchange, Inc.

2-1 Nihonbashi Kabutocho, Chuo-ku, Tokyo

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