

Presentation Materials for the Earnings Briefing for the Nine Months Ended June 2021

July 30, 2021

Aiming to be the world's leading
investment bank seeking maximum
contributions to clients and the
happiness of all employees

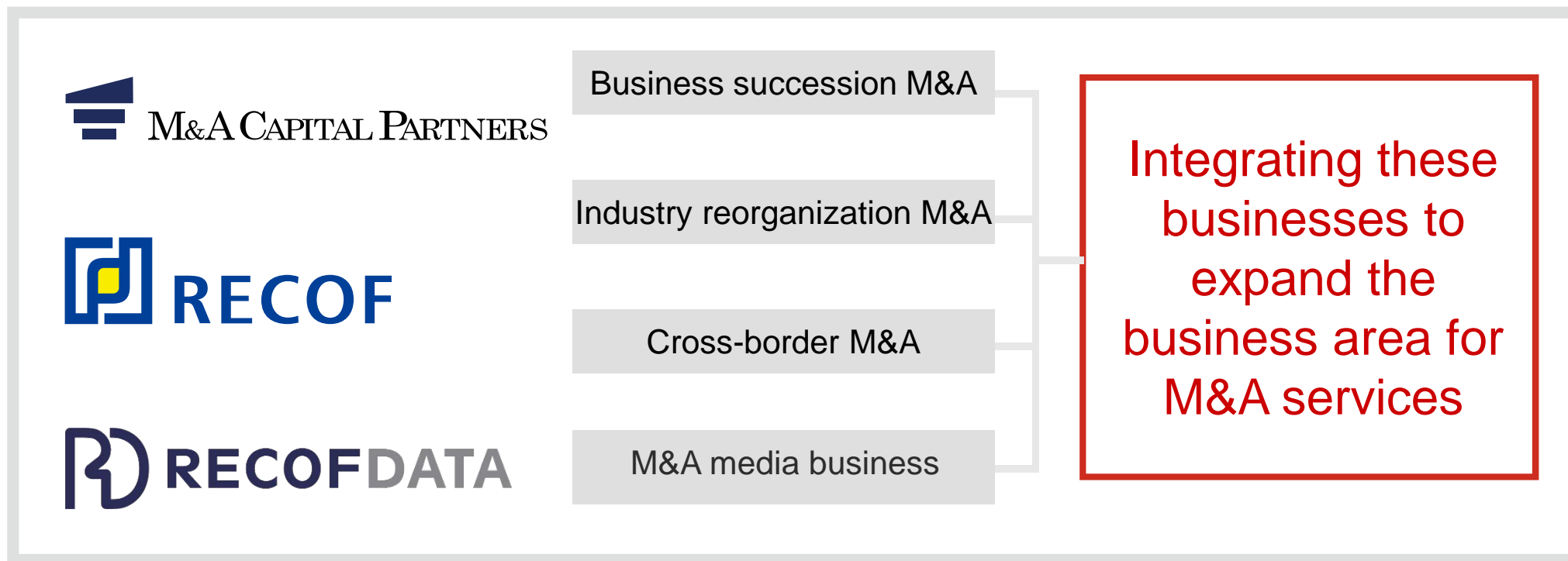


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1 **Company Overview and Strengths of the Company**

Trade Name	M&A Capital Partners Co., Ltd.
Listed Market	Tokyo Stock Exchange First Section (Securities Code: 6080)
Head Office Location	38F, Gran Tokyo North Tower, 1-9-1 Marunouchi, Chiyoda-ku, Tokyo
Business Content	M&A-related services
Representative	Satoru Nakamura, President and Representative Director
Established	October 2005
Capital	2.8 billion yen (as of June 30, 2021)
Employees	Consolidated: 206 Non-consolidated: 136 (as of June 30, 2021)
Affiliates	RECOF Corporation, RECOF DATA Corporation
Management Philosophy	Aiming to be the world's leading investment bank seeking maximum contributions to clients and the happiness of all employees

Leveraging Group power to provide extensive M&A services



Aiming to be the world's leading investment bank by seeking maximum contributions to clients and the happiness of all employees

Business Content

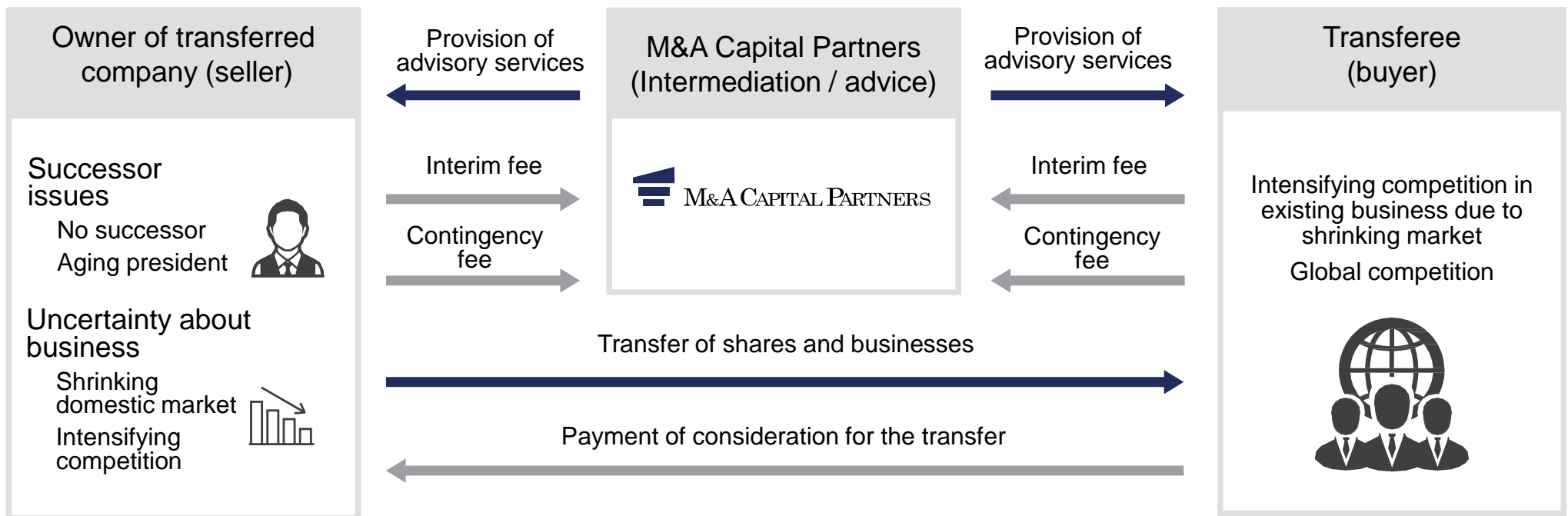
M&A-related services are our main business.

Characteristics

We propose M&A-focused solutions and support them to implementation for owner managers who have concerns about finding a successor for the business.

Business Model

We provide advisory services for the realization of M&A standing between the transferor (seller) and the transferee (buyer) from an independent and impartial position.



1 | Abundant track record of closing deals across multiple industries and sectors

Stable track record in closing deals across a wide range of industries and sectors

Industry

Track record of closing deals in a variety of sectors

Pharmacy

Pharmacy

Wholesaling

Building materials wholesaling
 Wooden building materials wholesaling
 Processed lumber products wholesaling
 Cosmetics wholesaling
 Lifestyle products wholesaling
 Machinery and appliances wholesaling
 Electronic materials wholesaling
 Dental materials/pharmaceuticals wholesaling
 Solar power wholesaling
 Textiles/clothing wholesaling
 Miscellaneous goods wholesaling
 Food ingredient wholesaling
 Fishery product wholesaling
 Wholesaling of confectionery
 Second-hand machinery wholesaling

Manufacturing industry

Metal products manufacture/processing
 Chemical industry
 Industrial machinery manufacture
 Tool manufacture
 Precision parts manufacture
 Electrical machinery/appliance manufacture
 Steel fabrication
 Rolled-copper product processing
 Electronic components manufacture/processing
 Transportation machinery/appliance manufacture
 Automotive parts manufacture
 Air-conditioning equipment
 Energy-saving machinery design/manufacture
 Cleaning/drying equipment manufacture
 Machinery repair
 Concrete products manufacture
 Medical appliance manufacture
 Supplement planning/manufacture
 Women's clothing manufacture
 Daily goods planning/manufacture
 Textile product manufacture
 Fishery product processing
 Confectionery manufacture
 Food manufacture/processing
 Pharmaceutical manufacture
 Beauty products manufacture

IT

Data mining
 Information services
 Outsourced software development
 System development
 Consulting
 Package software development

Distribution

General freight transportation
 Distribution processing
 Truck rental

Eating out

Eating out
 Food & drink delivery services

Real estate

Real estate brokerage
 Multi-unit apartment maintenance
 Investment real estate development
 Building maintenance

Nursing care/healthcare

Nursing care business
 Clinical study support
 Medical corporations

Retail/EC/mail order

Mail order
 Supplements
 Health goods
 Interiors
 Daily goods
 Outdoor
 Vehicle sales/servicing

Advertising/printing/media

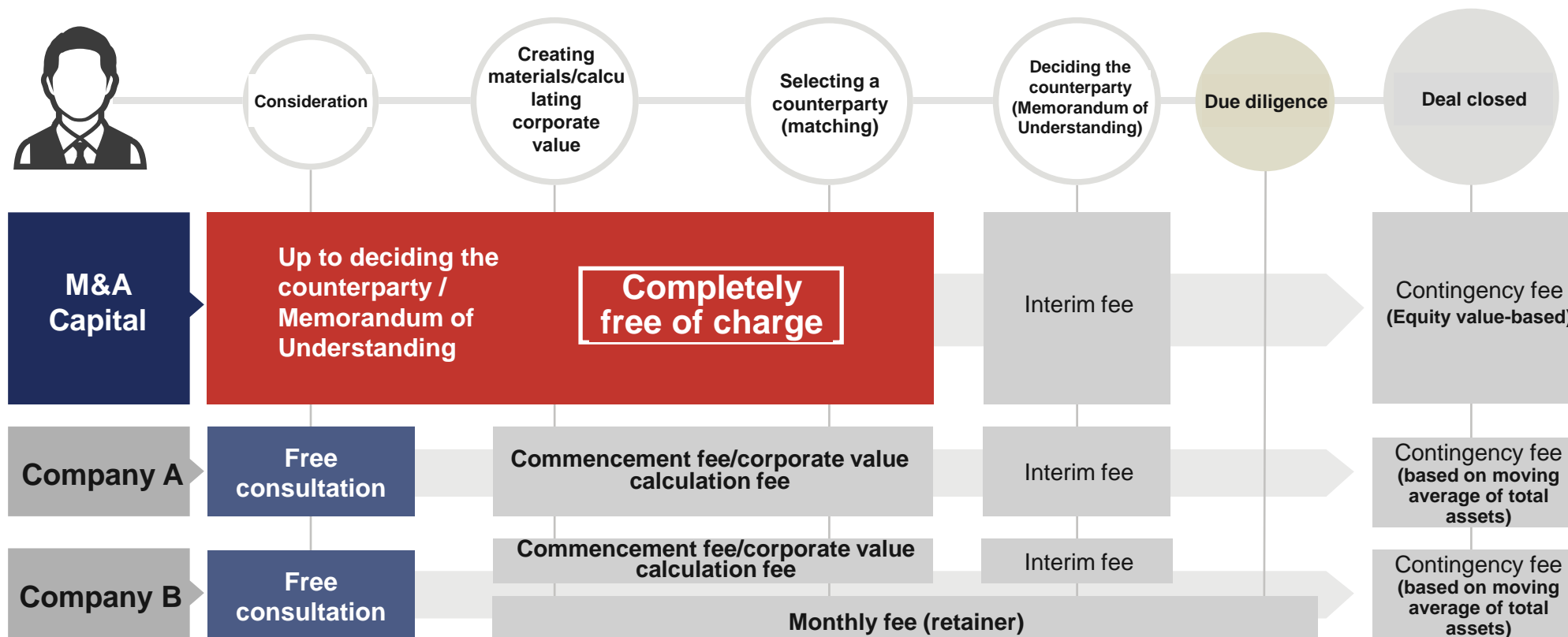
Printing
 Advertising agency
 Paper bag manufacture
 Event planning/preparation
 Design
 Video creation

Other

Lease/rental
 Temporary staffing
 Temporary engineer staffing
 Medical preparatory school
 Childcare facilities
 Preparatory school
 Hot spring resorts
 Hotels
 Operation of amusement facilities
 Facilities security
 Insurance agency
 Buying/selling of tickets
 Trading company
 Waste processing
 Funerals

2 | No commencement fee and a fee schedule that makes it easy to consider M&A

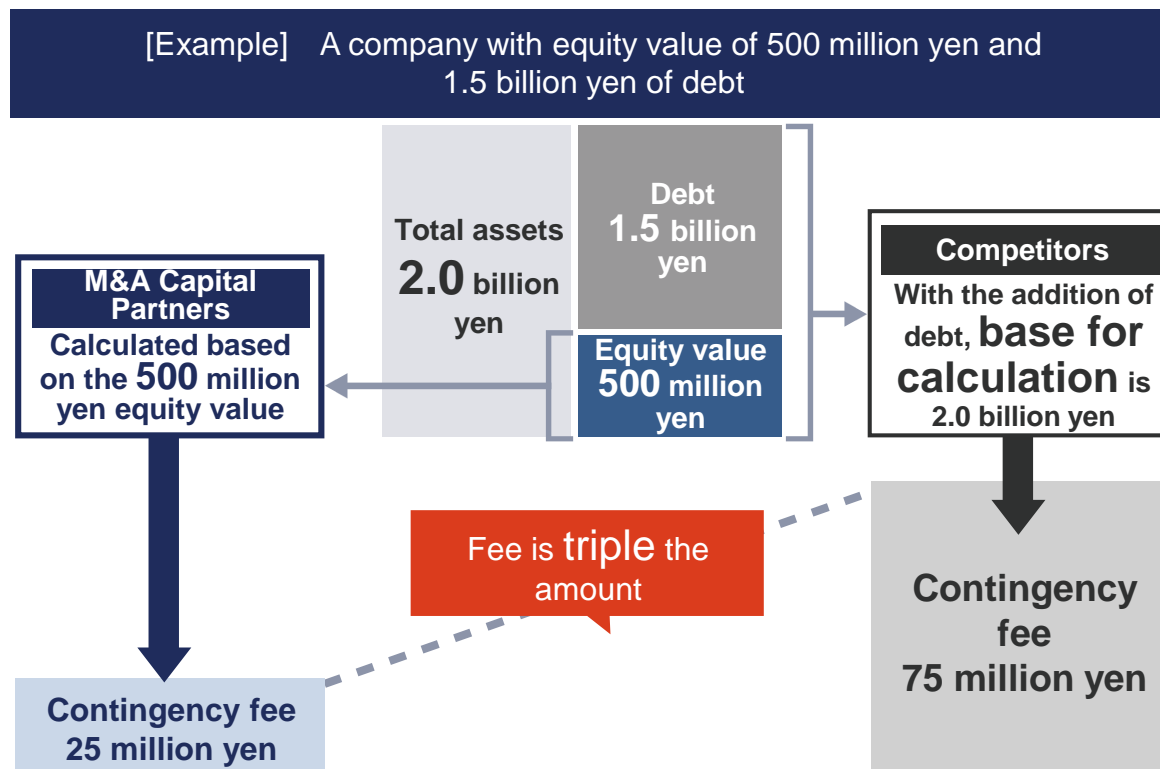
- (1) Adoption of fee structure without commencement fee **expands the options for M&A**
- (2) **Searching for counterparties is free to both buyer and seller** which enables convincing matches



3 | Equity value-based fee schedule that clients find convincing

Use of fee based on equity value

- Fees of an M&A intermediary company generally use the Lehman Formula (calculated by multiplying the transaction amount by a certain rate)
- The company's calculations of fees are **based on the equity value**. This is more convincing than being based on the moving average of total assets



Fee Structure (Lehman Formula)

The general Lehman Formula rates used by major financial institutions.

Transaction amount	Commission rate
Up to 500 million yen	5%
500 million yen up to 1 billion yen	4%
1 billion yen up to 5 billion yen	3%
5 billion yen up to 10 billion yen	2%
Over 10 billion yen	1%

e.g.) Calculation of fee when the transaction amount is 2 billion yen

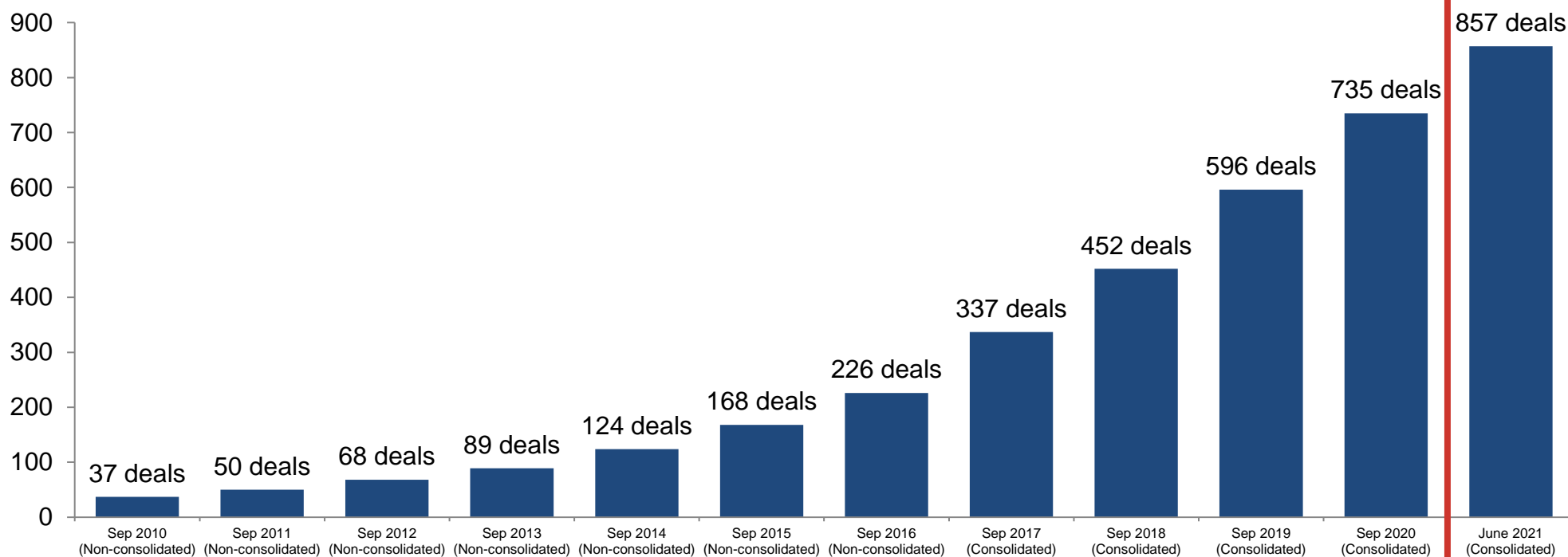
$$\begin{aligned}
 &500 \text{ million yen} \times 5\% = 25 \text{ million yen} \\
 &+ (1 \text{ billion yen} - 500 \text{ million yen}) \times 4\% = 20 \text{ million yen} \\
 &+ (2 \text{ billion yen} - 1 \text{ billion yen}) \times 3\% = 30 \text{ million yen} \\
 \hline
 &75 \text{ million yen}
 \end{aligned}$$

4 | Stable Results Making Deals

M&A Capital Partners has produced stable results making deals by **focusing on "business succession M&A proposals and advice"** for small and medium enterprises using share transfers or business transfers.

Through the business integration with RECOF Corporation and RECOF DATA Corporation, we will promote M&As to solve challenges like business succession, growth strategies, and industry reorganization, and will strive to become a diversified M&A group that caters to various needs.

Cumulative Number of Deals Made

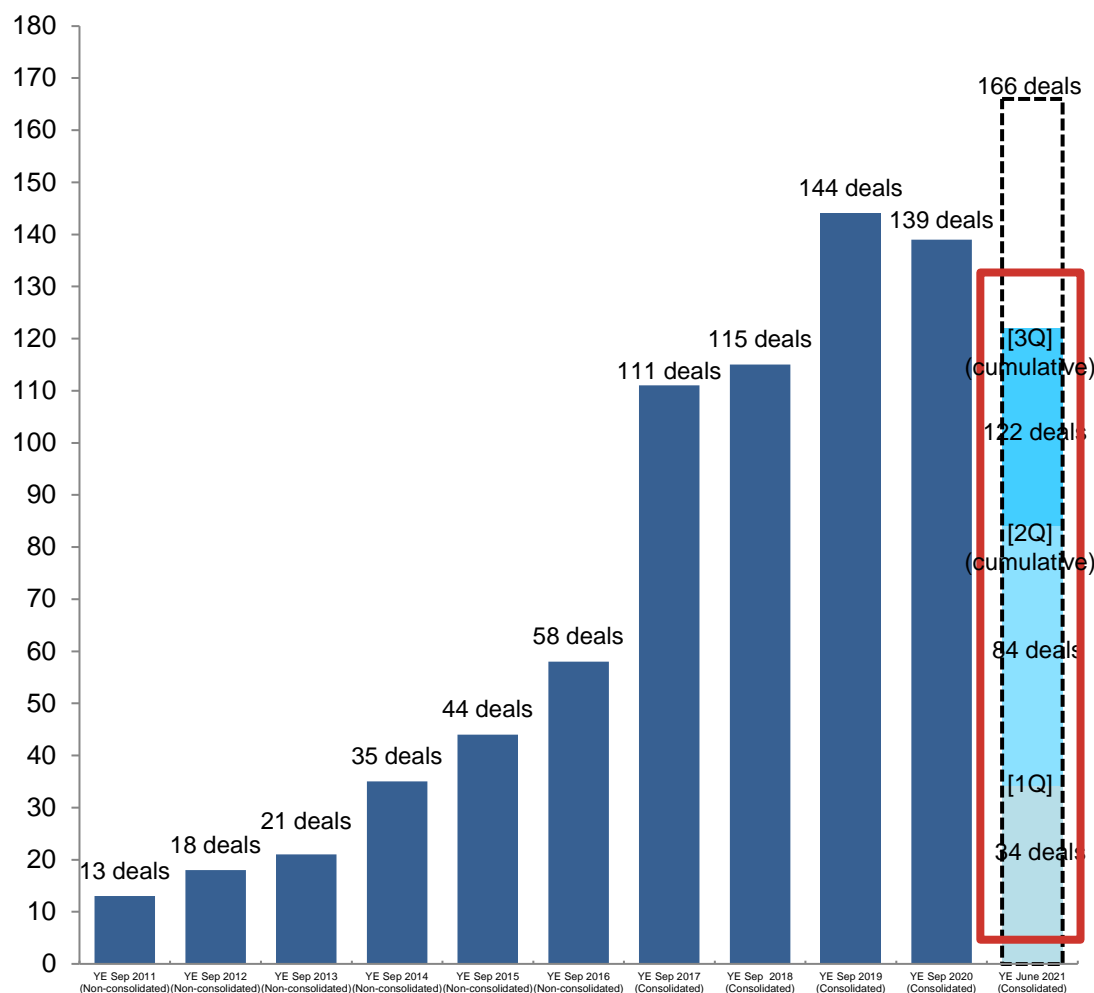


2

Results for the Nine Months Ended June 2021 and Forecast for the Year Ending September 2021

	3Q (cumulative)	Forecast for the year	Progress for Entire Year
Number of deals (consolidated)	122	166	73.5%

Number of Deals Made



+35.6% Year-on-year

- Steady progress on a non-consolidated level, closing record number of deals in 3Q.

Non-consolidated

M&A Capital Partners 109 deals (+51.4% year-on-year)

- Record number of deals closed in 3Q

RECOF 13 deals (-27.8% year-on-year)

- Number of active deals (non-consolidated) reaches 350 (+28.7% year on year), a record high

Earnings for the Nine Months Ended June 2021 (Consolidated)

Net sales	10,614 million yen	(+26.7% year-on-year)
Ordinary income	4,547 million yen	(+29.2% year-on-year)
Number of deals	122 deals	(+35.6% year-on-year)
Number of consultants	154	(+19 year-on-year)

Number of deals increased steadily, and the number of large deals rose from 14 to 22, resulting in satisfactory results for the Group as a whole compared to the same period of the previous year

As a result, **the number of deals, the number of large deals, and net sales all hit new records for the first nine months**, both at the non-consolidated and the Group level

Closed 22 large deals (+57.1% year on year)

Advances received, which is a useful indicator of order backlog, **increased steadily to ¥839 million (+52.5% year on year), which was also a record**

Earnings for the Nine Months Ended June 2021 (Non-consolidated)

	M&A Capital Partners		RECOF	
		Year-on-year Change		Year-on-year Change
Net sales	9,543 million yen	+38.0%	898 million yen	-37.0%
Ordinary income	4,704 million yen	+43.4%	11 million yen	-97.0%
Number of deals	109 deals	+51.4%	13 deals	-27.8%
Number of consultants	111	+25	43	-6

- Due to the number of deals increasing and the number of large deals rising from 11 to 20, the number of deals, number of large deals, and net sales all hit records in the first nine months

**Closed 20 large deals
(+81.8% year on year)**

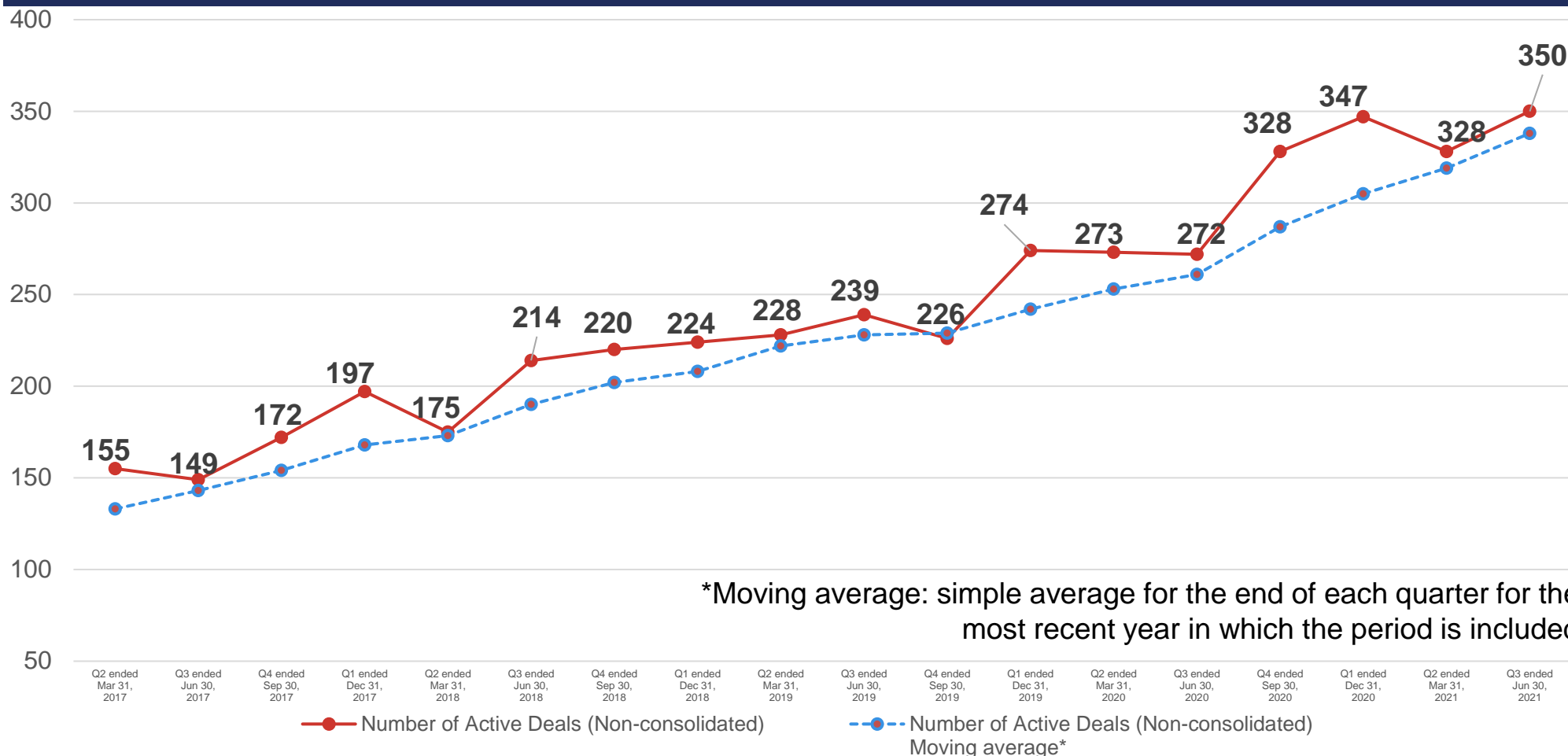
- Deals closed fell from 18 to 13, causing results to fall below previous-year levels.

**Closed 2 large deals
(-33.3 year on year)**

* Because non-consolidated information is shown, consolidated amortization of goodwill (169 million yen) due to business integration is not included.

* We have omitted listing Group companies of relatively low importance.

Number of Active Deals (Non-consolidated)



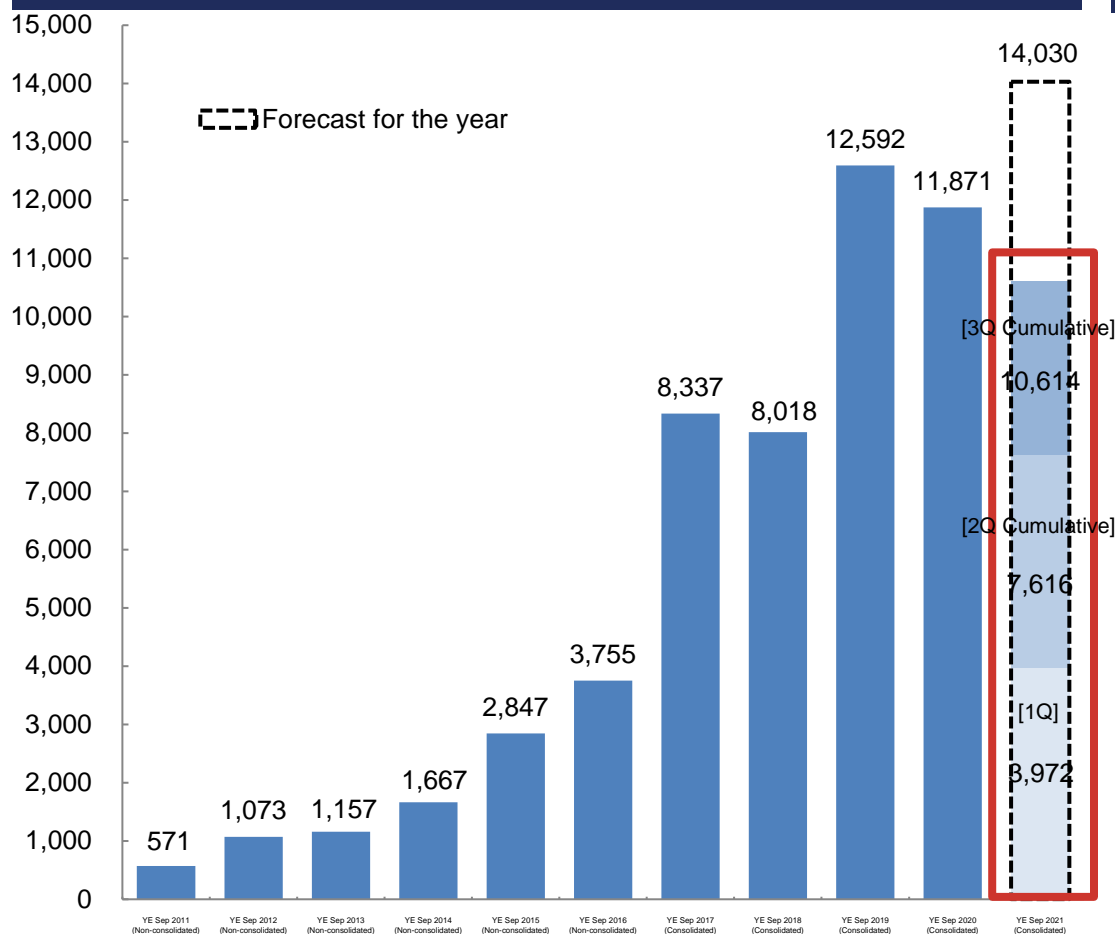
- Number of active deals (non-consolidated) hit record high of **350** (+28.7% year on year)
- Although there is volatility from quarter to quarter, the moving average* **trends consistently upwards**

Changes in Earnings

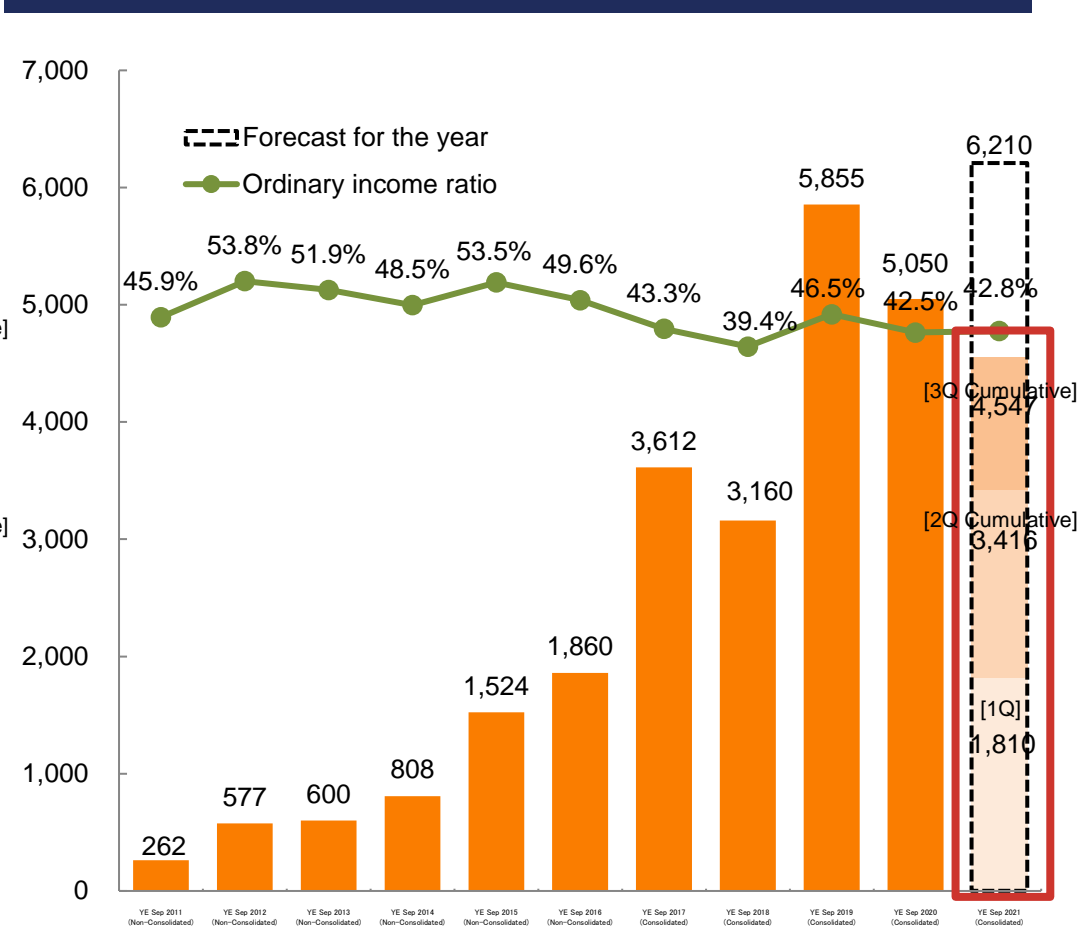
Units: Millions of yen

(consolidated)	3Q	Forecast for the year	Progress for Entire Year
Net sales	10,614	14,030	75.7%
Ordinary income	4,547	6,210	73.2%

Net sales



Ordinary income



In 7 years since year of application for listing (YE Sep 2013), sales have increased by more than 10x.

<Participation in novel coronavirus workplace vaccination program>

In accordance with government policy on workplace vaccination to deal with COVID-19, the three companies of the MACP Group are participating in the workplace vaccination program hosted by the Japan Association of Corporate Executives.

All employees of the MACP Group (including temporary staff) who wish to be vaccinated, and their families, are scheduled to have received their second dose of the vaccine by early August.

<Impact on results of the spread of novel coronavirus>

The full-year forecast for the fiscal year ending September 30, 2021 is unchanged, but assumes that economic activities will not slow substantially due to the spread of new novel coronavirus related infections. We will continue to monitor the impact of novel coronavirus going forward, and promptly disclose any significant impact on results.

The MACP Group places the highest priority on the safety and security of its customers, corporate clients, employees and their families, and temporary staff, and will continue to take countermeasures to prevent infection to help bring the pandemic to a close as quickly as possible.

Overview of Statements of Income (Consolidated)

(Units: millions of yen, second line is composition ratio)

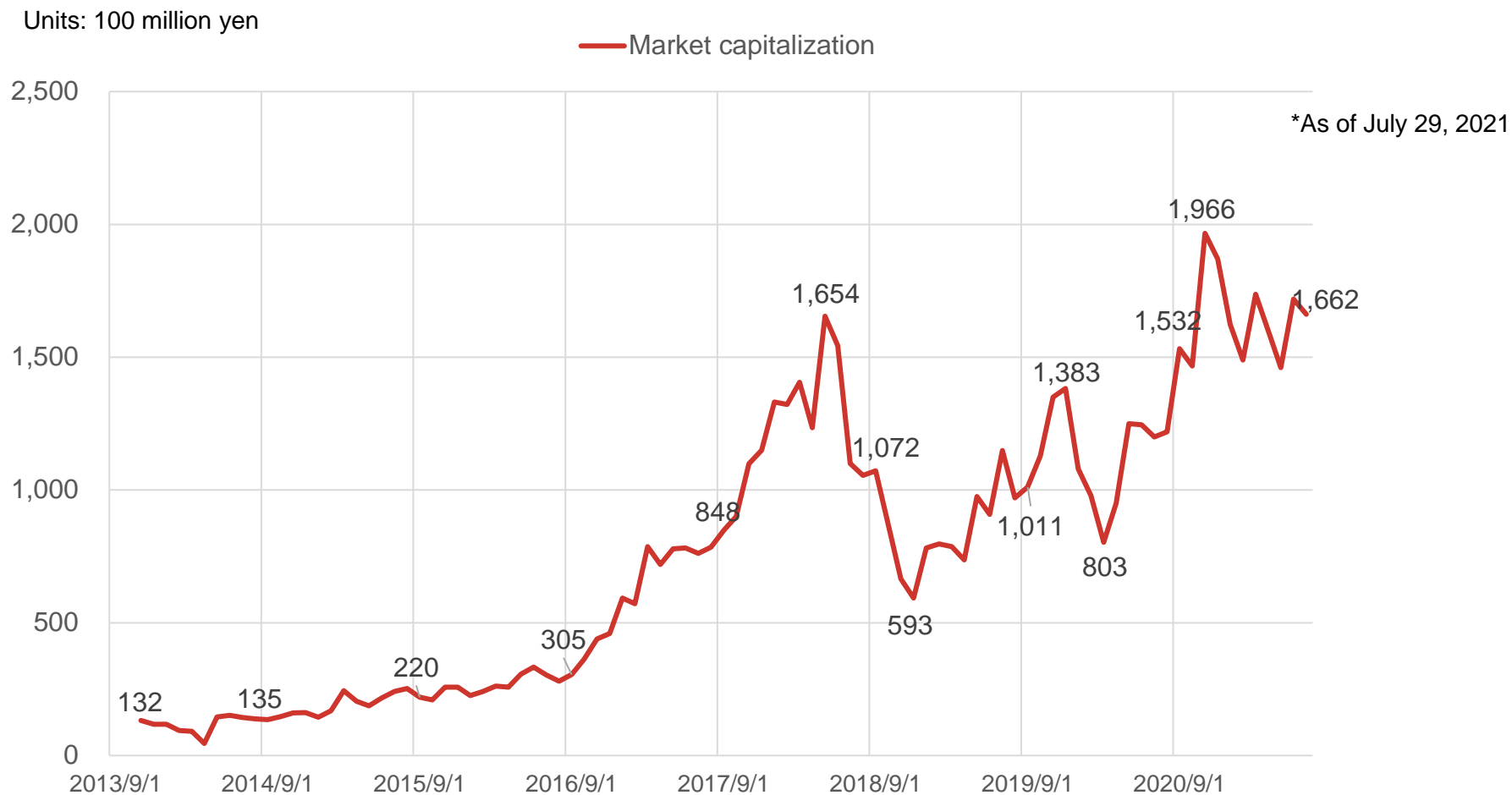
	Nine Months Ended June 2020	Nine Months Ended June 2021			Forecast for the Year Ending September 2021
			Year-on-year Change	Overview of Performance	
Net sales	8,375 (100.0%)	10,614 (100.0%)	+26.7%	<ul style="list-style-type: none"> Record number of deals closed in first nine months Closed 22 large deals 	14,030 (100.0%)
Gross profit	5,715 (68.2%)	6,926 (65.3%)	+21.2%	<ul style="list-style-type: none"> Impact of higher revenue 	
SG&A	2,193 (26.2%)	2,389 (22.5%)	+8.9%	<ul style="list-style-type: none"> Rents +87 Commission expenses +62 	
Operating income	3,521 (42.0%)	4,536 (42.7%)	+28.8%	<ul style="list-style-type: none"> Impact of higher revenue 	6,211 (44.3%)
Ordinary income	3,520 (42.0%)	4,547 (42.8%)	+29.2%		6,210 (44.3%)
Net income	2,319 (27.7%)	3,006 (28.3%)	+29.6%		4,173 (29.7%)
Number of deals made	90	122	+35.6%	<ul style="list-style-type: none"> Record high in the first nine months 	166
Employees	180	206	+14.4%		

Overview of Balance Sheets (Consolidated)

(Units: millions of yen, second line is composition ratio)

	September 30, 2020	June 30, 2021		
			Change	Main Factors Causing Change
Current assets	21,673 (90.1%)	24,670 (89.5%)	+2,996	<ul style="list-style-type: none"> ▪ Cash and deposits +2,945
Noncurrent assets	2,386 (9.9%)	2,893 (10.5%)	+506	<ul style="list-style-type: none"> ▪ Lease and guarantee deposits +834 ▪ Goodwill -145 (Amortization of goodwill) ▪ Deferred tax assets -132
Total assets	24,060 (100.0%)	27,563 (100.0%)	+3,502	
Current liabilities	3,199 (13.3%)	2,791 (10.1%)	-407	<ul style="list-style-type: none"> ▪ Accounts payable other -779 ▪ Provision for bonuses +329
Noncurrent liabilities	229 (1.0%)	242 (0.9%)	+13	
Total liabilities	3,428 (14.2%)	3,034 (11.0%)	-394	
Total net assets	20,632 (85.8%)	24,528 (89.0%)	+3,896	
Total liabilities and net assets	24,060 (100.0%)	27,563 (100.0%)	+3,502	

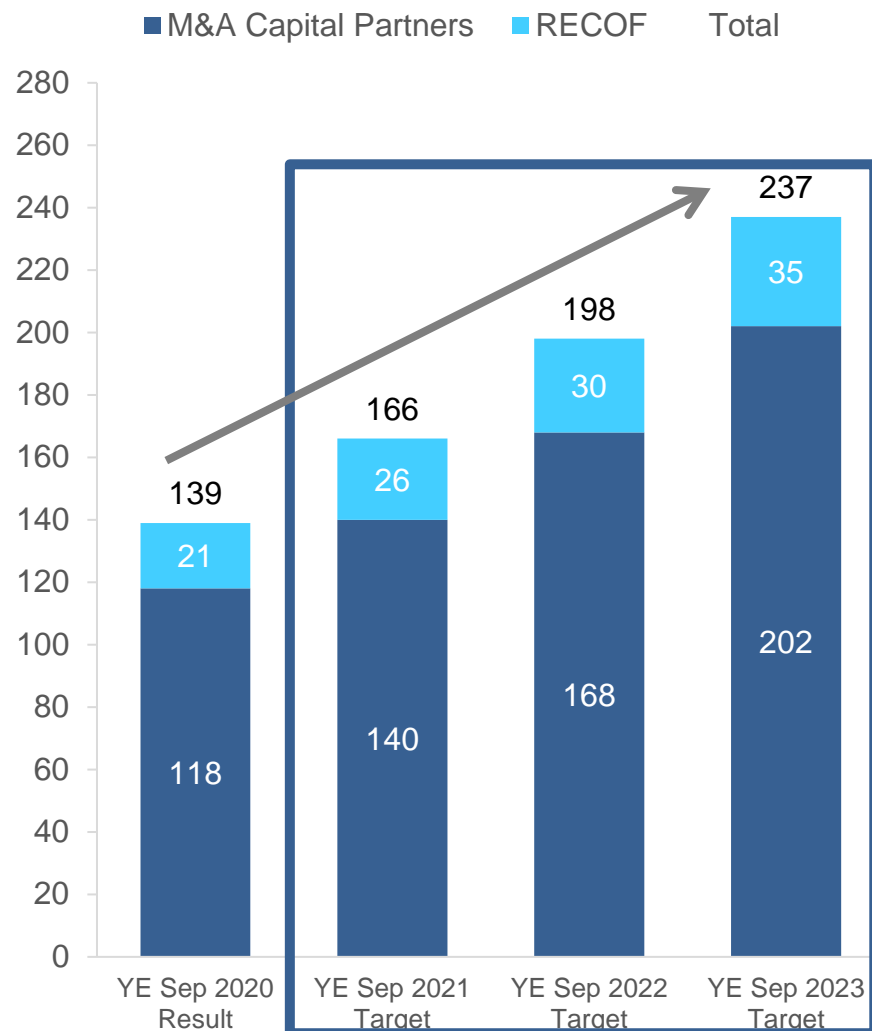
Market capitalization



Market capitalization has increased more than 13 times over the seven years since listing (November 2013).

3 Growth Strategy

Three-year Plan for Number of Deals (Year Ending September 2021 to Year Ending September 2023)



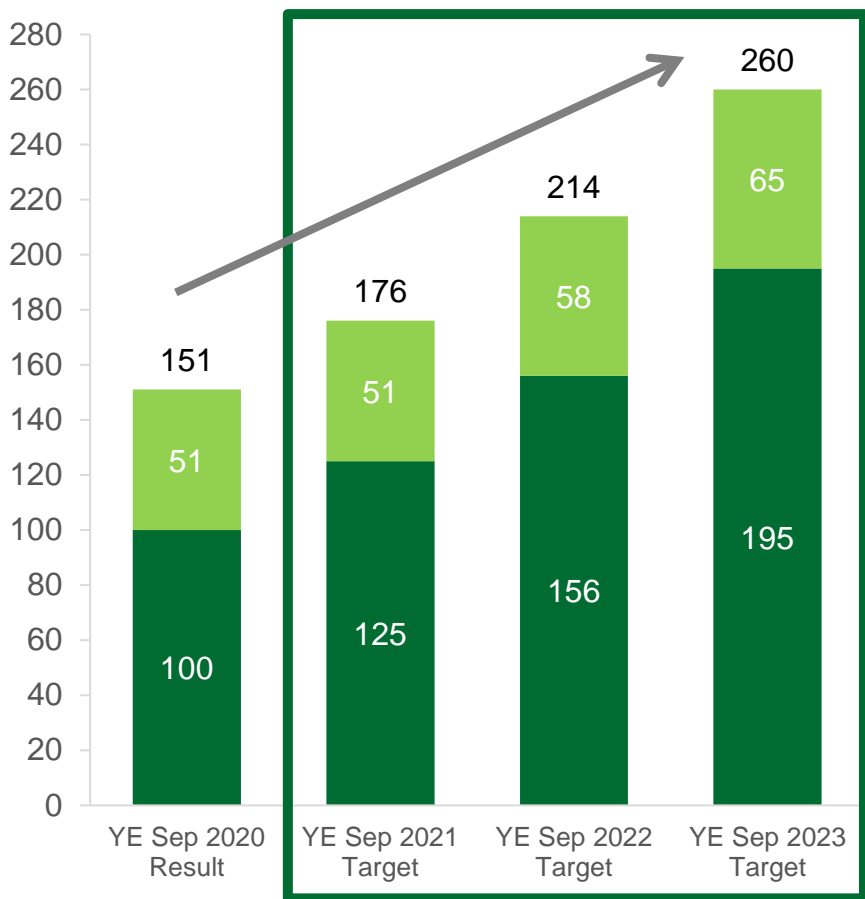
Number of Deals

- M&A Capital Partners
 - Average increase of 20% per year
- RECOF
 - Average increase of 10% per year

will be maintained in each company.

Three-year Plan for Number of Consultants (Year Ending September 2021 to Year Ending September 2023)

■ M&A Capital Partners ■ RECOF Total



Number of Consultants

- M&A Capital Partners
 - Average increase of 25% per year
- RECOF
 - Average increase of 10% per year

will be maintained in each company.

Domestic M&A-related market is forecast to remain strong

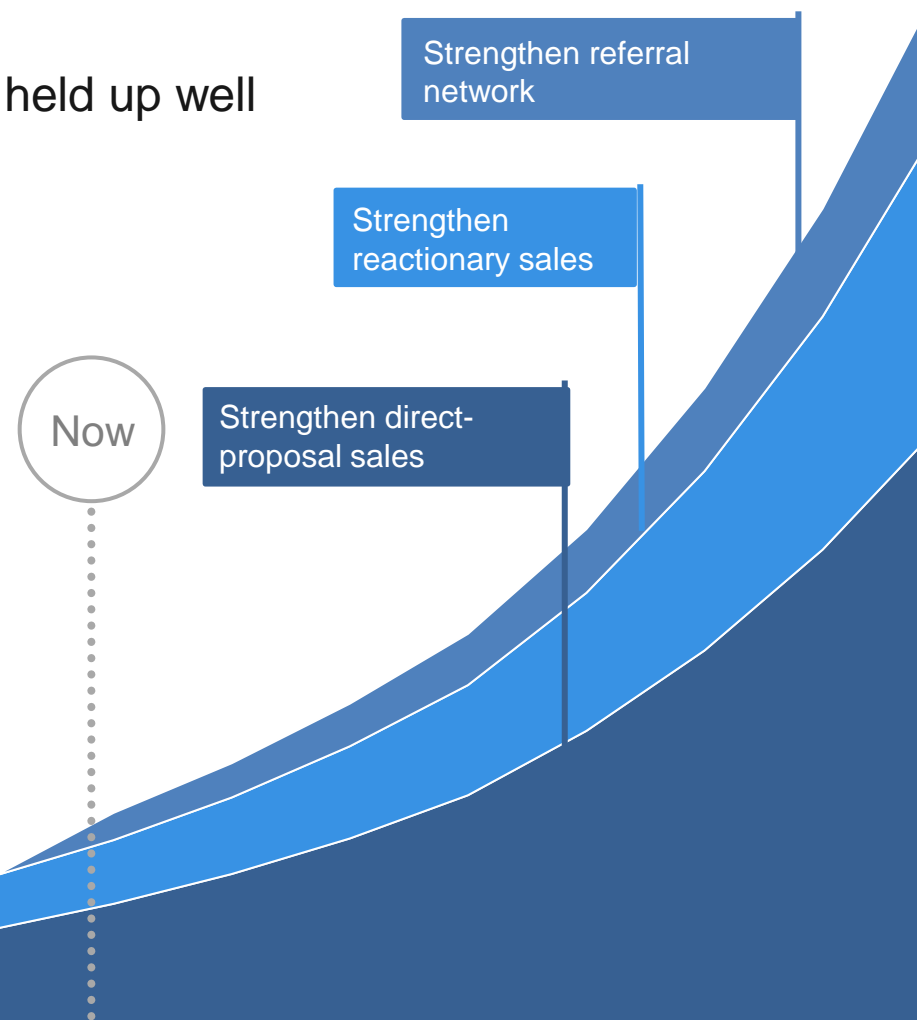
[Full last year] Number of M&A deals related to Japanese companies from January to December 2020 decreased slightly to 3,730 (-8.8% year on year)

[First half year] Number of M&A deals related to Japanese companies from January to June 2021 recovered to 2,128 (+16.9% year on year)

Despite the COVID-19 pandemic, domestic M&A demand held up well

Initiatives for growth

- ✓ **Create deals through direct-proposal sales**
Strengthen our ability to respond to regional needs by creating more finely subdivided sales network
Promote impact of high-quality proposals
- ✓ **Create deals through reactionary sales**
Strengthen IT measures such as Internet marketing and advertisements
Promote increased awareness of our services through commercials, etc.
- ✓ **Create deals from referral network**
Strengthen ability to respond to emerging M&A demand through promotion of alliances with financial institutions, etc.



<Broadcasting of Television Commercials>



TBS network
“**Houdo Tokushu**”

TV Tokyo network
“**World Business Satellite**”

- Continue to air commercials.
- Implement promotion activities using a total of six patterns of airing commercials.

New commercials began airing in June 2021



Message to the owners of small and medium-sized enterprises sent by the new commercial

The “successor problem” which has become a societal problem

Since the company was first founded, we have consistently proposed M&A techniques to owner-managers of small and medium-sized enterprises as a means of passing on the business to the next generation

In order to make the idea of M&A more familiar, we created a new commercial to convey it



The new commercial can be watched by scanning this QR code.

Strengthening and expanding referral network

- **Conclusion of business alliance agreement between Mizuho Bank and the Company** to strengthen support for business succession needs of small and medium-sized companies.
- Mizuho Bank refers small and medium-sized companies with needs for business succession through M&A to the Company, which will provide detailed services to meet the succession needs of small and medium-sized companies expected to expand and diversify in future.

Continuing to strengthen Internet-based measures

- Internet advertisements
- SEO measures (maintain high search ranking)
- Renewal of website

Continuously strengthening our seminars

Hosted “M&A Techniques for Business Expansion and Succession” seminar



CEO Satoru Nakamura hosted an online seminar on June 10, 2021

The first part of this consisted of the CEO giving a talk on “M&A Techniques for Business Expansion and Succession,” while the second consisted of a live question-and-answer session with the participants.

Partly due to the online format, there were a large number of participants, and many more questions than expected.

We are planning a “Utilizing M&A for Regional Revitalization” seminar aimed at owner-operated companies nationwide

- Round 1

“How to Utilize M&A Effectively for Business Succession” seminar for owner-operated companies in the San'in region



Utilizing M&A for Regional Revitalization seminar

From 4Q onward, we will implement seminars to enable owner-operated companies nationwide to get a better understanding of M&A as an effective technique for business succession.

The first round is planned to be a “How to Utilize M&A Effectively for Business Succession” seminar for owner-operated companies in the San'in region (Tottori and Shimane Prefectures). CEO Satoru Nakamura is scheduled to give the above-mentioned talk on utilizing M&A, as well as discussing some of his experiences with M&A deals included in the San'in region.

<Notification of conformity with the requirements for new “Prime Market” market segment>

With regard to the new market segments that are scheduled to be introduced in April 2022, M&A Capital has received a notification from the Tokyo Stock Exchange entitled “Result of primary judgment in relation to conformity with criteria for continued listing on the new market segments,” which confirms that it conforms to the criteria for continued listing.

After tabling a resolution at a meeting of the Board of Directors in relation to applying for selection under the new market segments, we will move forward with the relevant procedures on the schedule determined by the Tokyo Stock Exchange.

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M&A CAPITAL PARTNERS

<Handling of These Materials>

The plans, forecasts and strategies, etc. contained in these materials are forecasts on future performance based on information available at the time the materials were prepared, and these include inherent risk and uncertainty. Actual performance may differ from forecasts and predictions due to such risk and uncertainty.

Information considered useful for explaining our business environment has been provided in these materials. The results in the data may vary depending on the method or timing of the survey.

Information within these materials on other topics besides the Company is quoted from published information and other sources. As such, the accuracy, appropriateness, etc. of the information has not been verified, nor are any guarantees provided thereof.