



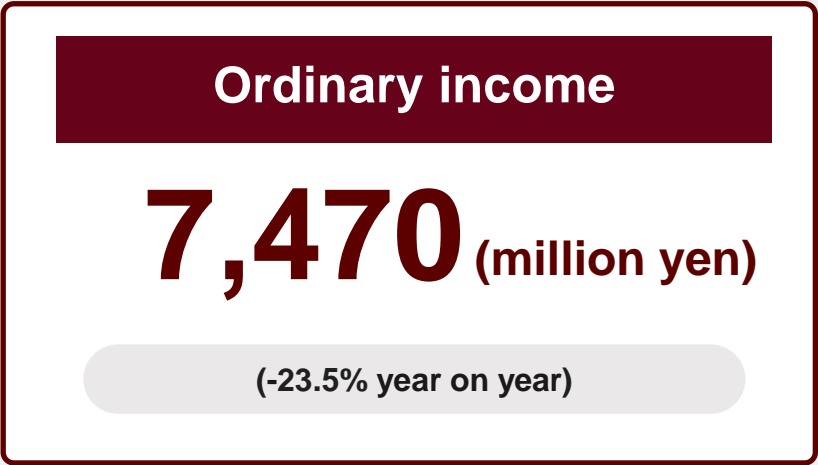
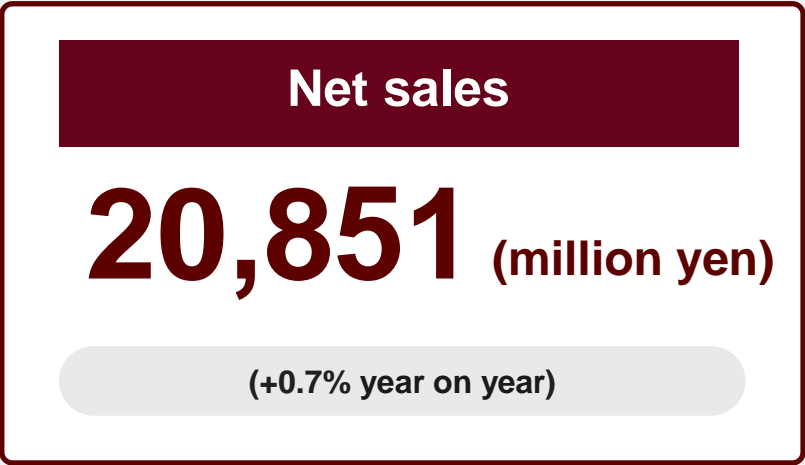
Presentation Materials for the Earnings Briefing for the
Year Ended September 2023

Oct 31st, 2023

1	Results	P3
2	Growth Strategy	P16
3	Company Overview	P33
4	Characteristics and Strengths of M&A Capital Partners	P39
5	Social Significance of M&A Capital Partners	P55
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Net sales achieved record high for FY09/23

Despite the low number of deals closed, we made steady progress in the number of active deals and in the hiring of consultants



*The change in presentation from “advances received” to “contract liabilities” is due to revision of accounting policies.





*Large deals : Deals with a commission of 100 million yen or more

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Non-consolidated Financial Highlights for the Fiscal Year Ended September 30, 2023

Due to the boost provided by large deals that are highly profitable on stand-alone basis, net sales achieved a record high

Lack of progress in winning new clients led to weakness at RECOF

	 M&A CAPITAL PARTNERS M&A Capital Partners Co., Ltd.		 RECOF RECOF	
	Result	Year-on-year Change	Result	Year-on-year Change
Net sales	19,666 million yen	+10.4%	674 million yen	-73.2%
Ordinary income	8,227 million yen	-9.4%	-543 million yen	—
Number of Deals	158 deals	-7.6%	13 deals	-53.6%
Large deals	34 deals	-22.7%	0 deals	-100.0%
Number of consultants	153	+29	27	-11

*Because non-consolidated information is shown, amortization (226 million yen) due to business integration is not included. *We have omitted listing Group companies of relatively low importance.

*The figures for RECOF are simple aggregate figures including RECOF Vietnam Co., Ltd.

In the 10 years since listing (year ended September 2013), sales have increased by approx. 18x

Units: Million of yens

- Net sales (consolidated)
- Ordinary income (consolidated)

Result for the year

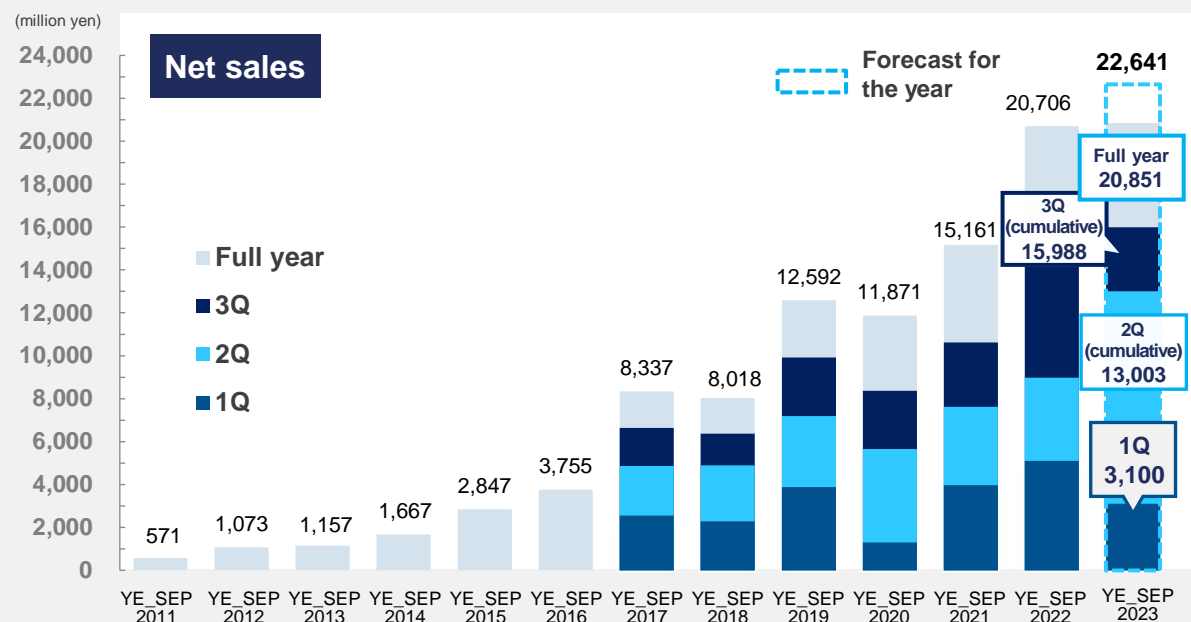
20,851
7,470

Forecast for the year

22,641
9,003

Progress for Entire Year

92.1%
83.0%



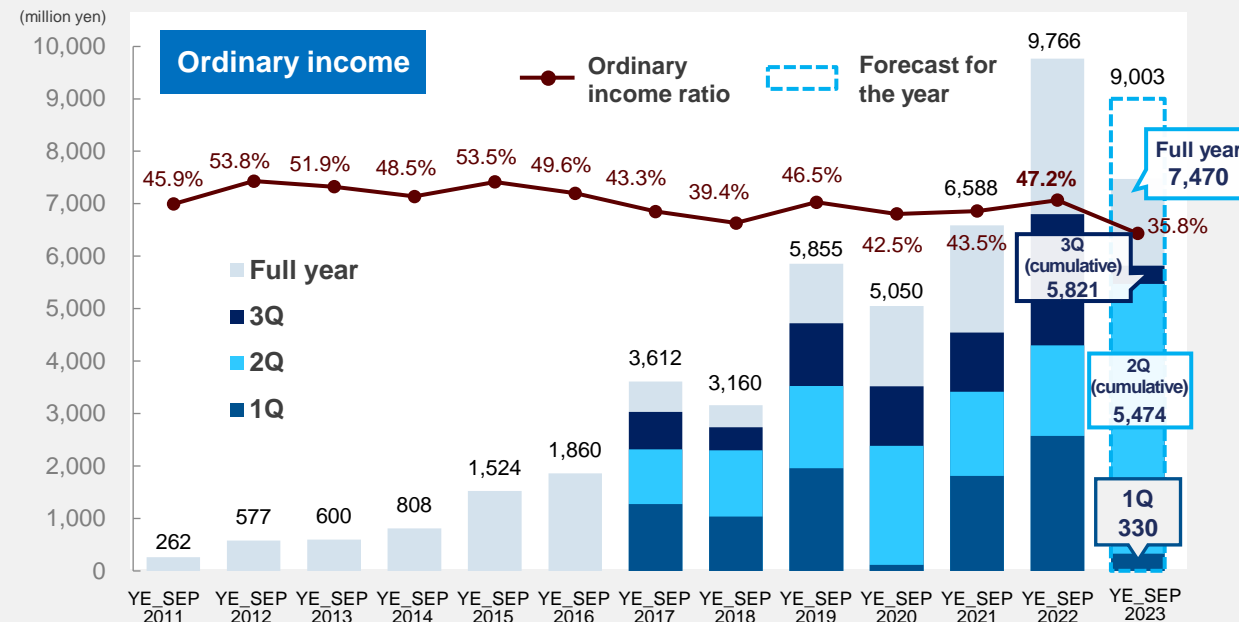
Non-consolidated

M&A CAPITAL PARTNERS

Consolidated

M&A CAPITAL PARTNERS

RECOF



Non-consolidated

M&A CAPITAL PARTNERS

Consolidated

M&A CAPITAL PARTNERS

RECOF

Net sales achieved record high

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

	FY09/22 (Consolidated)	FY09/23 (Consolidated)		
			Year-on-year Change	Main Factors Causing Change
Net sales	20,706 (100%)	20,851 (100%)	+0.7%	• Boost provided by highly profitable large deals
Gross profit	13,632 (65.8%)	14,279 (68.5%)	+4.7%	
SG&A	3,919 (18.9%)	6,829 (32.8%)	+74.2%	• Medium- to long-term strategic investments (relocation of head office, etc.)
Operating income	9,713 (46.9%)	7,449 (35.7%)	-23.3%	
Ordinary income	9,766 (47.2%)	7,470 (35.8%)	-23.5%	
Net income	6,794 (32.8%)	4,225 (20.3%)	-37.8%	

Solid financial condition backed by stable shareholders equity

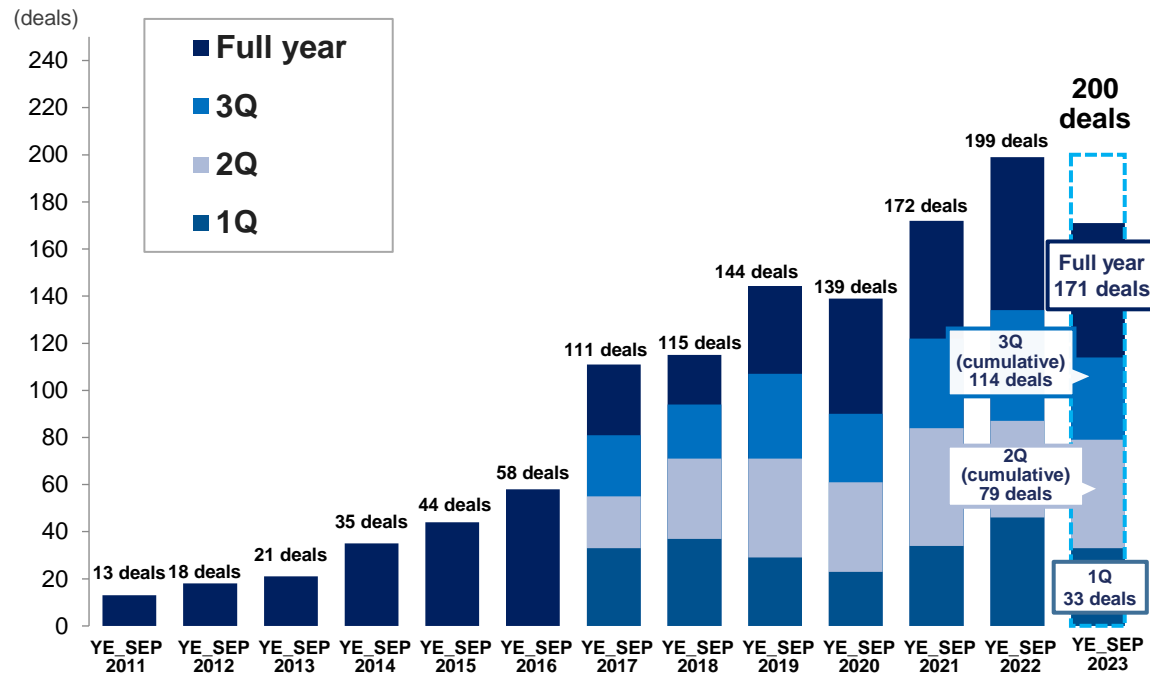
(Units: millions of yen, second line is composition ratio)

		September 30, 2022 (Consolidated)	September 30, 2023 (Consolidated)		
				Change	Main Factors Causing Change
	Current assets	36,717 (92.0%)	39,977 (91.1%)	+3,260	▪ Cash and deposits +3,586
	Noncurrent assets	3,196 (8.0%)	3,924 (8.9%)	+728	▪ Facilities attached to buildings +892 ▪ Goodwill -193
Total assets		39,913 (100.0%)	43,901 (100.0%)	+3,988	
	Current liabilities	6,422 (16.1%)	5,431 (12.4%)	-990	▪ Income taxes payable -545 ▪ Accrued consumption taxes -414
	Noncurrent liabilities	892 (2.2%)	1,308 (3.0%)	+416	▪ Provision for bonuses +321
Total liabilities		7,314 (18.3%)	6,740 (15.4%)	-574	
Total net assets		32,598 (81.7%)	37,161 (84.6%)	+4,562	▪ Retained earnings +4,225
Total liabilities and net assets		39,913 (100.0%)	43,901 (100.0%)	+3,988	

Despite number of deals closed falling slightly year on year, closing of large, highly profitable deals resulted in higher sales

Number of Deals Made

Forecast for the year



Non-consolidated
M&A CAPITAL PARTNERS

Consolidated
M&A CAPITAL PARTNERS RECOF

Number of deals (consolidated)

Result for the year
171 deals

Forecast for the year
200 deals

vs. Forecast for the year
85.5%

Number of deals (non-consolidated)

M&A CAPITAL PARTNERS M&A Capital Partners Co., Ltd.

158 deals closed (-7.6% year on year), with 34 large deals

• Year-on-year decline

RECOF RECOF

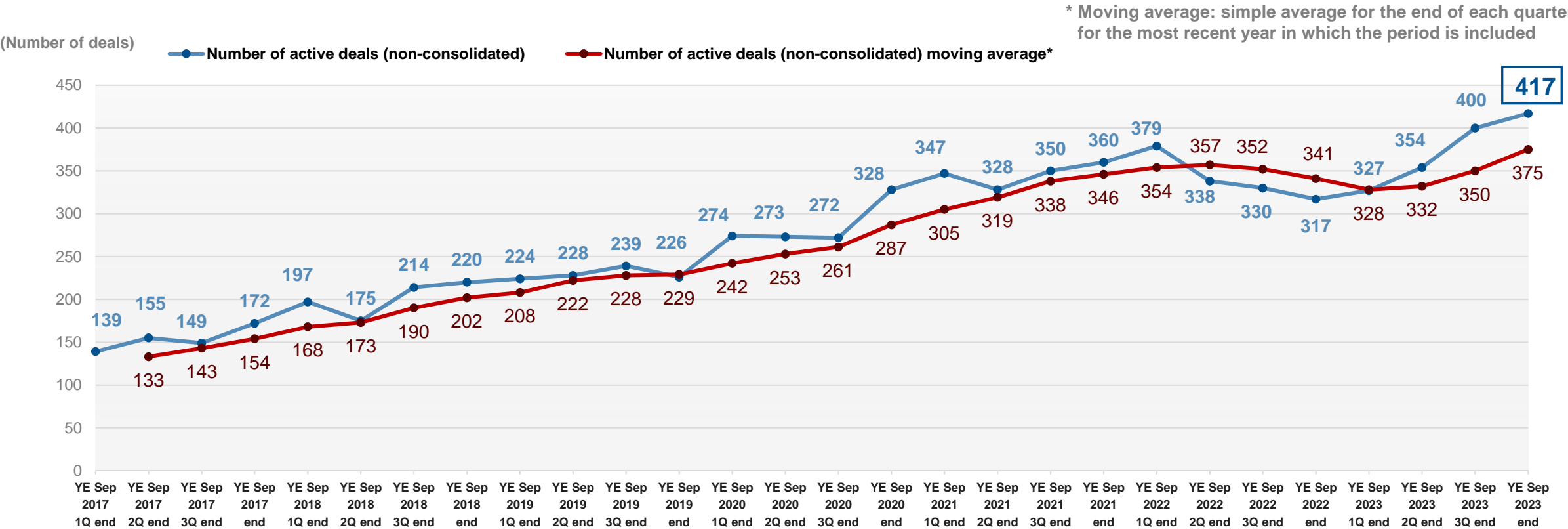
13 deals closed (-53.6% year on year), with 0 large deals

- Result of not making progress in winning new deals at start of period, and delays in moving forward with existing deals
- Most recent data shows increase in overseas deals and upward trend in number of active deals

* Deals with a commission of 100 million yen or more

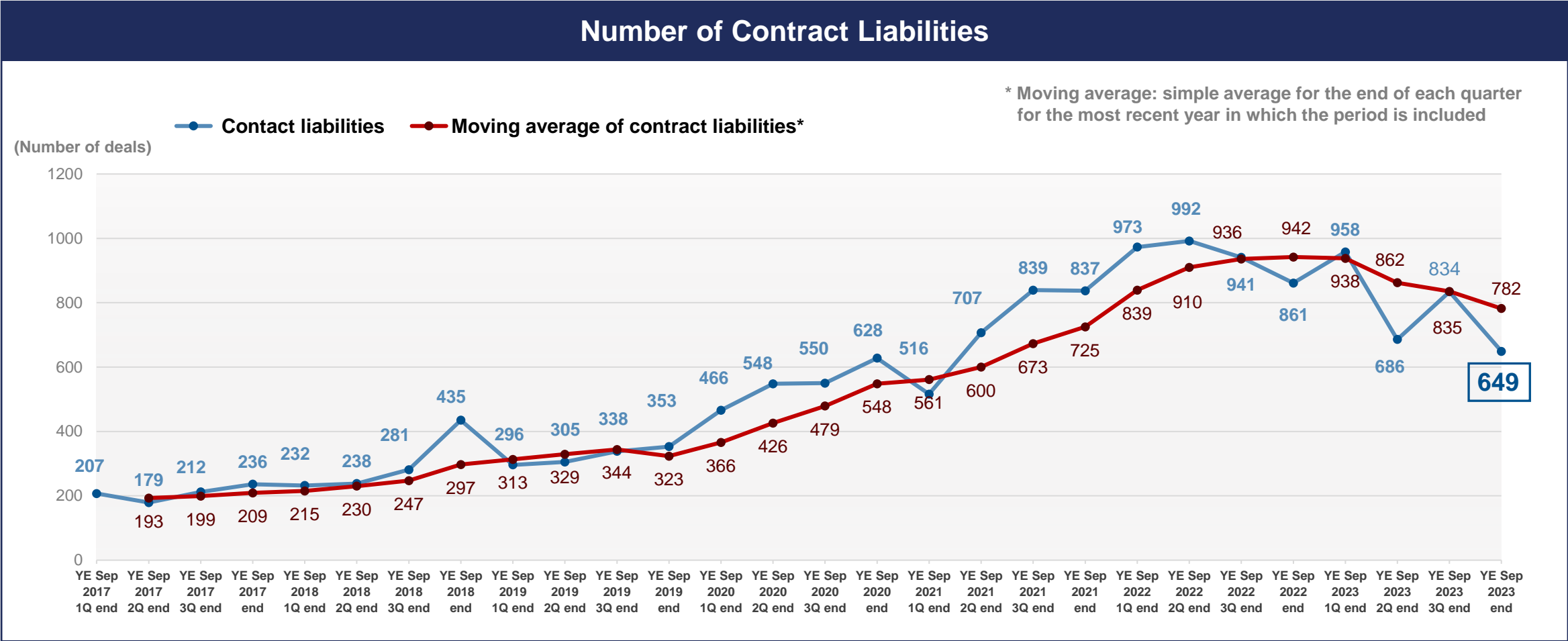
Active deals hit record of 417 (+31.5% year on year)
Highly profitable large deals are on a rising trend

Number of Active Deals (Non-consolidated)



649 million yen contract liabilities (-24.7% year on year)

Declined to the deals closed at the end of the fiscal year, but active deals are trending upward



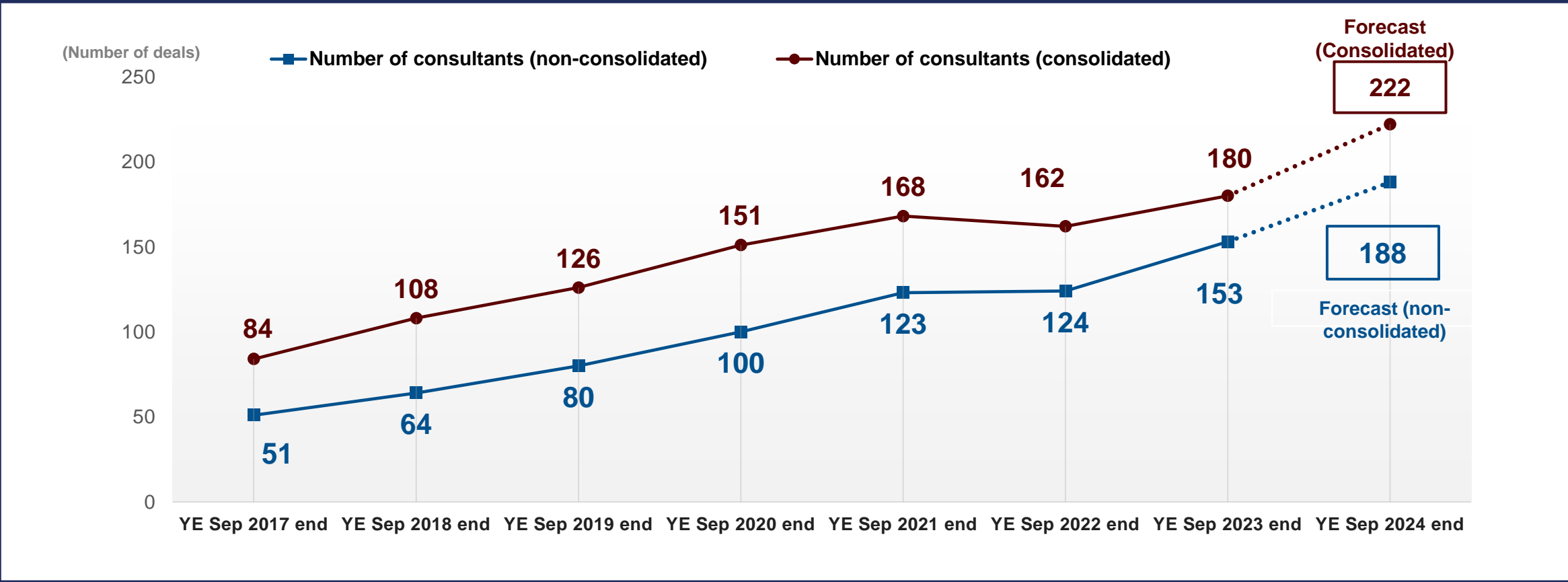
Record high of 180 at the consolidated level (+18 year on year)

Achieved continuously strong progress in terms of provisional offer acceptance of 34.2%

vs. plan for recruitment in FY09/24 (25% increase for full year, to 188 persons on non-consolidated basis)

*As of September 30, 2023

Number of Consultants



Earnings
Forecasts

At non-consolidated level we anticipate the increase in active deals driving record highs in the number of deals closed and in sales, while we expect productivity improvements at RECOF to lead to a recovery in sales and profits

Net sales

22,835 million yen

(+9.5% year on year)

Ordinary income

8,104 million yen

(+8.5% year on year)

Number of deals

220 deals

(+28.7% year on year)

Large deals

47 deals

(+38.2% year on year)

Number of consultants

222 Persons

(+42 year on year)

Non-consolidated Earnings Forecasts for the Fiscal Year Ending September 30, 2024



Background to earnings forecasts

- Recent recruitment of consultants has been going well
- Increase in number of large deals in the pipeline
- Number of active deals secured is at record levels
- Strengthening organizational structure for growth over the medium to long term

Increase in active deals projected to achieve record highs in number of deals closed and in sales

● Year-on-year Change

Net sales	20,675 million yen	+5.1%
Ordinary income	8,162 million yen	-0.8%
Number of deals	200 deals	+26.6%
Large deals	45 deals	+32.4%
Number of consultants	188	+35

*Because non-consolidated information is shown, amortization (226 million yen) due to business integration is not included.



Background to earnings forecasts

- Strengthening recruitment and rejuvenating the organization
- Enhancing KPI management and revising remuneration structure
- Hideaki Okamura, formerly General Manager of the M&A Advisory Department and now MACP director in charge of sales planning area, will serve concurrently as RECOF director
- Will promote deal-development capabilities and improvements in productivity

Expect drastic increase in sharing of MACP know-how with RECOF to raise productivity and lead to recovery in sales and profits

●Year-on-year Change

Net sales	1,508 million yen	+123.4%
Ordinary income	111 million yen	—
Number of deals	20 deals	+53.8%
Large deals	2 deals	—
Number of consultants	34	+7

*The figures for RECOF are simple aggregate figures including RECOF Vietnam Co., Ltd.

**Based on a policy of balancing growth investments with fair shareholder returns,
we plan to begin paying a dividend from the end of September 2023**

Basic policy on distribution of profit

Implement shareholder returns based on dividends as a stable and consistent approach to rewarding shareholders

We aim to achieve continuous increases in dividend per share through growth in profits, and are **targeting a payout ratio of 20%**

FY09/2023

Dividend forecasts

In accordance with the above-mentioned basic policy, we plan to implement dividends as shown to the right

Record date	September 30, 2023
Dividend per share	40.0 yen
Total dividend amount	1,270 million yen

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To be the world's leading investment bank

To be the world's leading investment bank

One of the world's leading M&A groups

Flagship group that supports the Japanese economy



Now

2023-2024

Becoming the outright industry

No.1

Leading M&A group, ranked No.1 in Japan



M&A CAPITAL PARTNERS



RECOF



RECOF DATA



M&A Financial Planning Co., Ltd.
みらいエフビー株式会社

FY09/24 MACP Group

Using MACP's dominant brand to become a presence that drives the industry forward, as we work to become a leading M&A group that is ranked No.1 in Japan

- An important phase for putting in place the Group's business infrastructure before becoming the outright No.1 in the industry -

Establishing the leading brand with a dominant presence that surpasses all others in the M&A intermediary industry

M&A Capital Partners
has been ranked as No.1 in 10 major categories
within M&A intermediary industry.

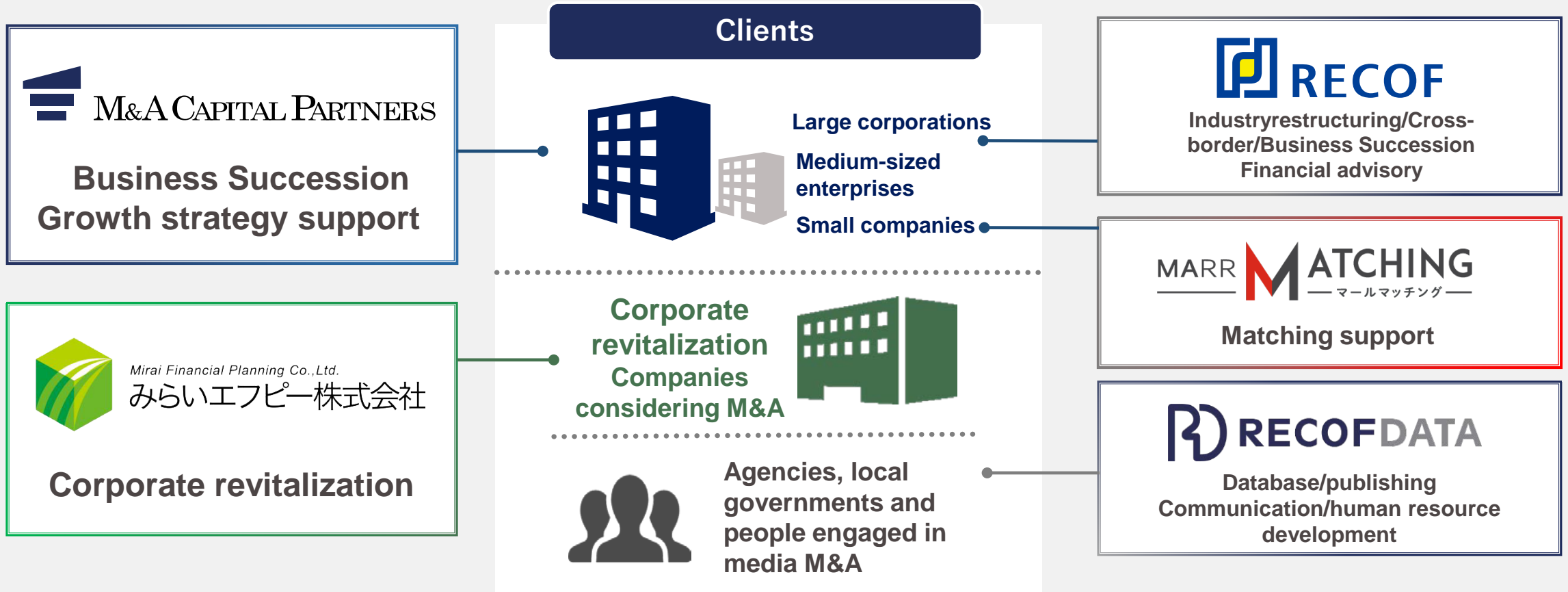
10 titles*
Achievement



- Brand awareness
- Low commission rate
- Average share value of completed transactions
- Good impression for compliance
- Sales per consultant
- Ordinary profit per consultant
- Ratio of certified professionals among consultants

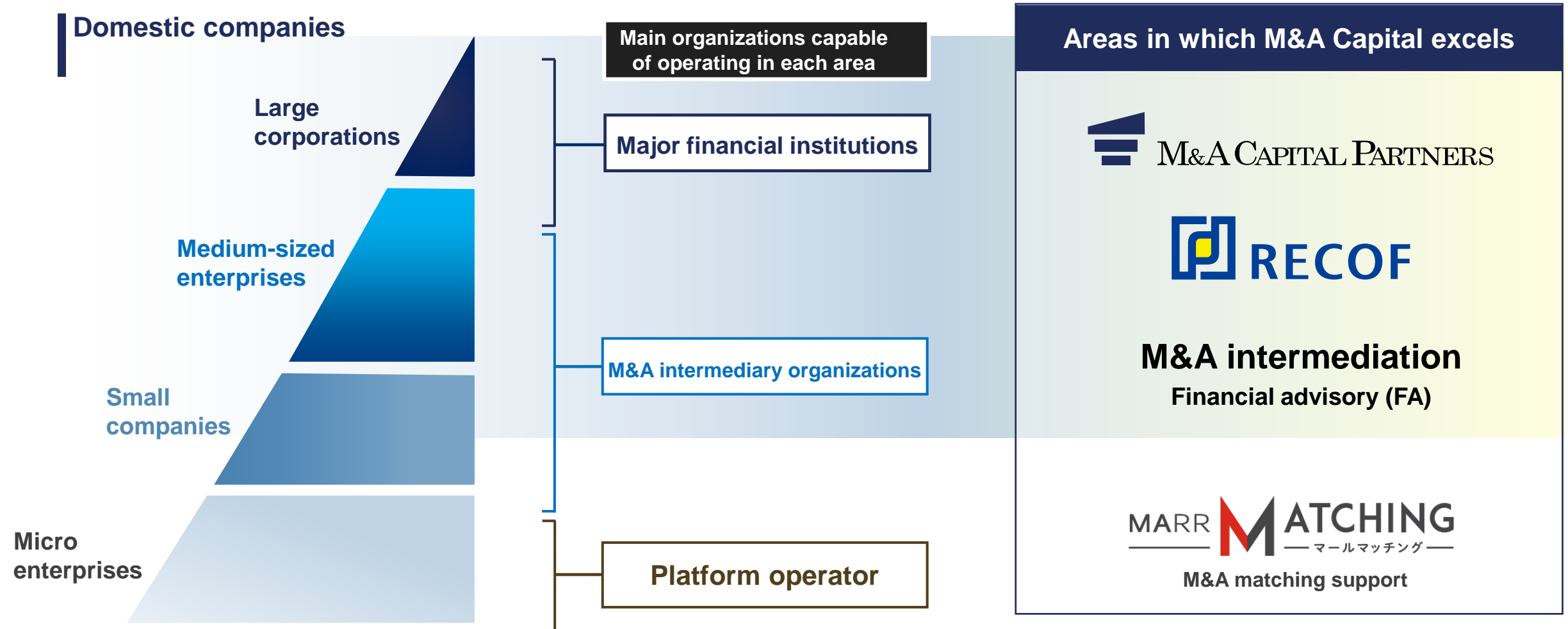
※Research conducted by TOKYO SHOKO RESEARCH, LTD.
Survey overview: Competitive survey for specified area of companies listed on TSE Prime and major unlisted M&A intermediary companies, and others, as of March 31, 2023

Providing the optimal M&A for every client Japan's most professional M&A group

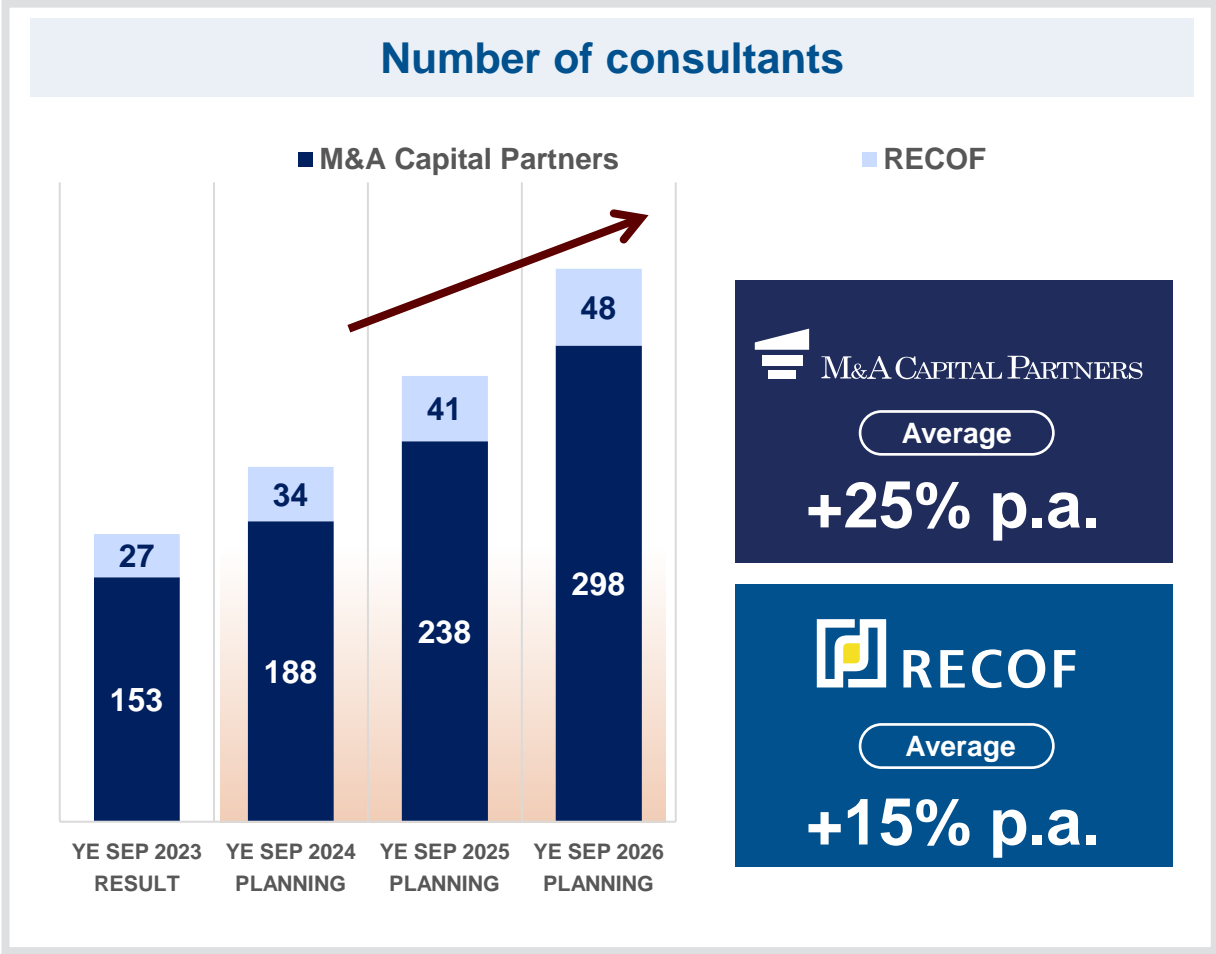
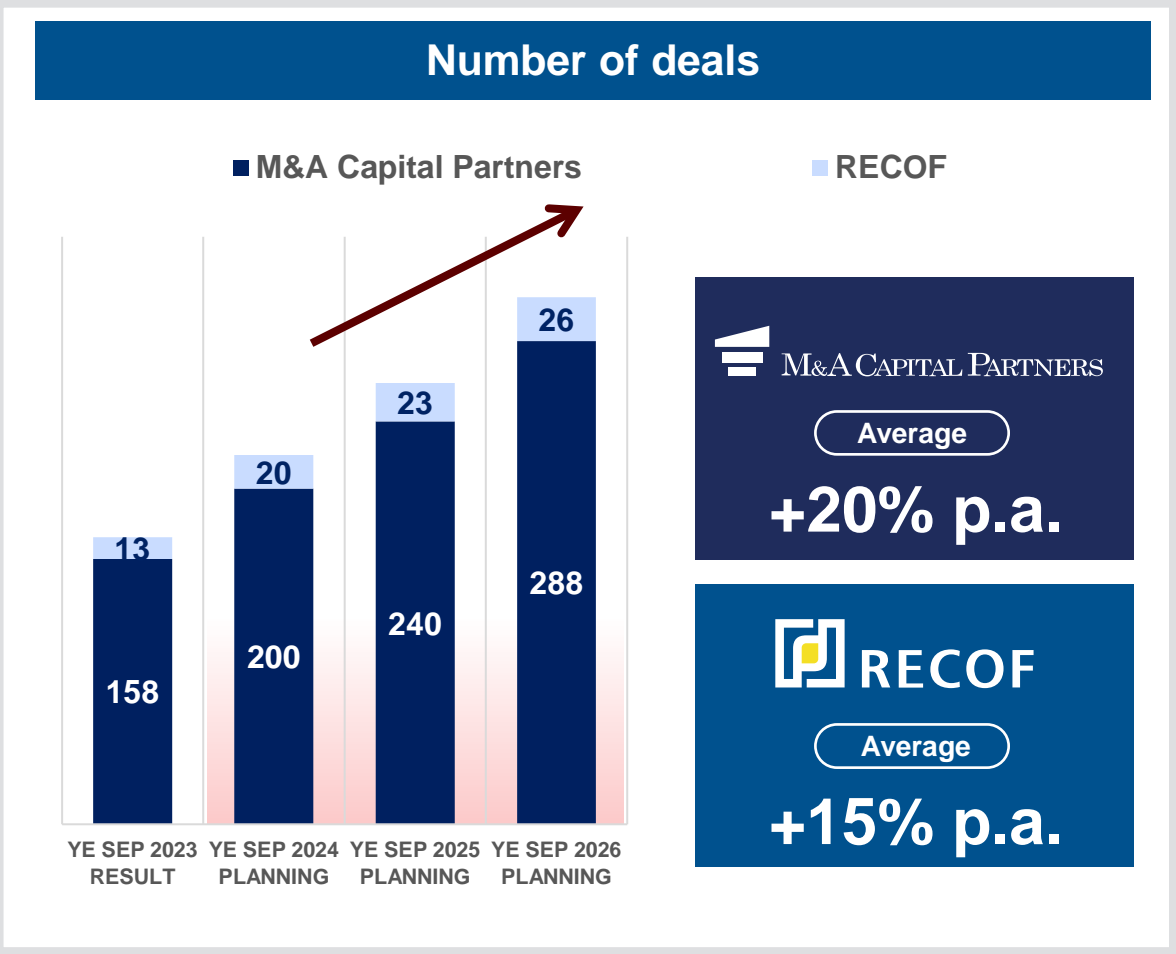


Coverage of all service areas related to a variety of forms of M&A by 4 group companies

We **support every client** from small to large corporations with group synergy



Three-year plan for the number of deals closed and the number of consultants required to achieve further growth
FY09/2024 - FY09/2026



Rolling out “Options for Business Succession and Growth” initiative in cooperation with newspapers nationwide

Launching a project to strengthen dissemination of information in all regions, and to earn referrals to transferor companies



MACP Group + Newspapers
all over Japan

Rolling out “Options for Business Succession and Growth” initiative in cooperation with newspapers nationwide.

1st business alliance

San-in Chuo Shimpo Newspaper has the highest circulation in the San-in region



The MACP brand, which has a dominant presence in the M&A intermediary industry, is highly rated by the media, and our initiative has already been endorsed by several dozen companies, with announcements planned as soon as those alliances have been completed

We are establishing professional teams specializing in industries with a high level of M&A demand

At the request of clients, we will establish a structure that maximizes the leverage of MACP's track record and expertise

IT 業界の
M&Aを支援する
プロフェッショナル
チーム設立



建設 業界の
M&Aを支援する
プロフェッショナル
チーム設立



食品 業界の
M&Aを支援する
プロフェッショナル
チーム設立



ヘルスケア 業界の
M&Aを支援する
プロフェッショナル
チーム設立



物流 業界の
M&Aを支援する
プロフェッショナル
チーム設立



不動産 業界の
M&Aを支援する
プロフェッショナル
チーム設立



Since the founding of the company we have supported the reorganization of the dispensing pharmacy industry, and have gone on to play a leading role in providing support for the reorganization of other industries

Start of “Harebare,” the industry-first campaign that portrays the determination of wives of company owners, and the turning points of their lives

By interviewing the wives of former company owners who achieved the transfer of the company through M&A, this initiative seeks to further raise awareness of M&A



晴ればれ 社長夫人たちの決心と転機。
M&Aご成約オーナー様の奥様インタビュー企画

事例 1




「正確、迅速、美しく」。
創業社長夫人として支え続けた会社の誕生からM&Aまでの軌跡。

事例 2



「3代続く家業への挑戦。」
家族と歩んだM&Aまでの道のり。

Questionnaire survey of the wives of company owners also implemented



会社を譲渡をした社長の夫を持つ
“奥様”から見たM&Aとは!?

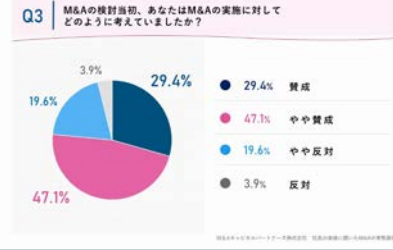
M&Aって
実際どう?

Point 1 社長の奥様 約4人に1人が、
最初は「M&Aに反対」していた!?

Point 2 最初は反対だったとしても
奥様目線で見ても、**82%**が、
「M&Aを実施して良かった」と回答

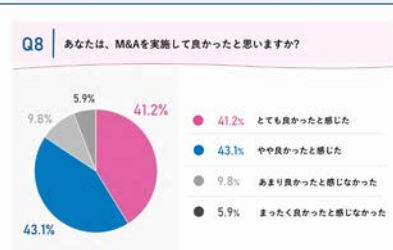
ぜひ、今後の経営のご参考に。

Q3 M&Aの検討当初、あなたはM&Aの実施に対して
どのように考えていましたか?



回答	割合
賛成	29.4%
やや賛成	47.1%
やや反対	19.6%
反対	3.9%

Q8 あなたは、M&Aを実施して良かったと思いますか?



回答	割合
とても良かったと感じた	41.2%
やや良かったと感じた	43.1%
あまり良かったと感じなかった	9.8%
まったく良かったと感じなかった	5.9%

60% of the wives of business owners were aware of M&A, and it appears that they recognize the importance of M&A as an option for protecting the future of the family.

The new “Harebare” content can be accessed here ▶



The results of the questionnaire survey of the wives of company owners can be accessed here ▶



Four new versions of the popular “lion president” television commercial have been launched



From October 2023, a new “lion president” has been appearing on screen

[Programs during which the commercial is shown]

- TV Asahi Network HODO STATION
(Monday to Friday every week, 9:54 PM onward)
- TV TOKYO World Business Satellite
(Monday to Friday every week, 10:00 PM onward)
- TV TOKYO Morning Satellite
(Monday to Friday every week, 5:45 AM onward)
- TV TOKYO Cambrian Palace
(Every Thursday, 11:06 PM onward)
- TV TOKYO the daybreak of Gaia
(Every Friday, 10:00 PM onward)



All 14 “lion president” television commercials, including the new versions, can be found here ►

Activities aimed at raising awareness of “Business Succession” as a leading company in the M&A intermediary industry

Nationwide broadcast of television program discussing case studies of M&A deals in which M&A Capital Partners were involved

September 3,
2023

“Do not turn off THE business
succession light!”
4th broadcast

Continues to win large audiences
Also broadcast by TV stations in Chugoku
and Shikoku regions, receiving a strong
response.

**The next and 5th broadcast will be on
November 5**

TV TOKYO Network THE Business Succession

その灯を消すな!

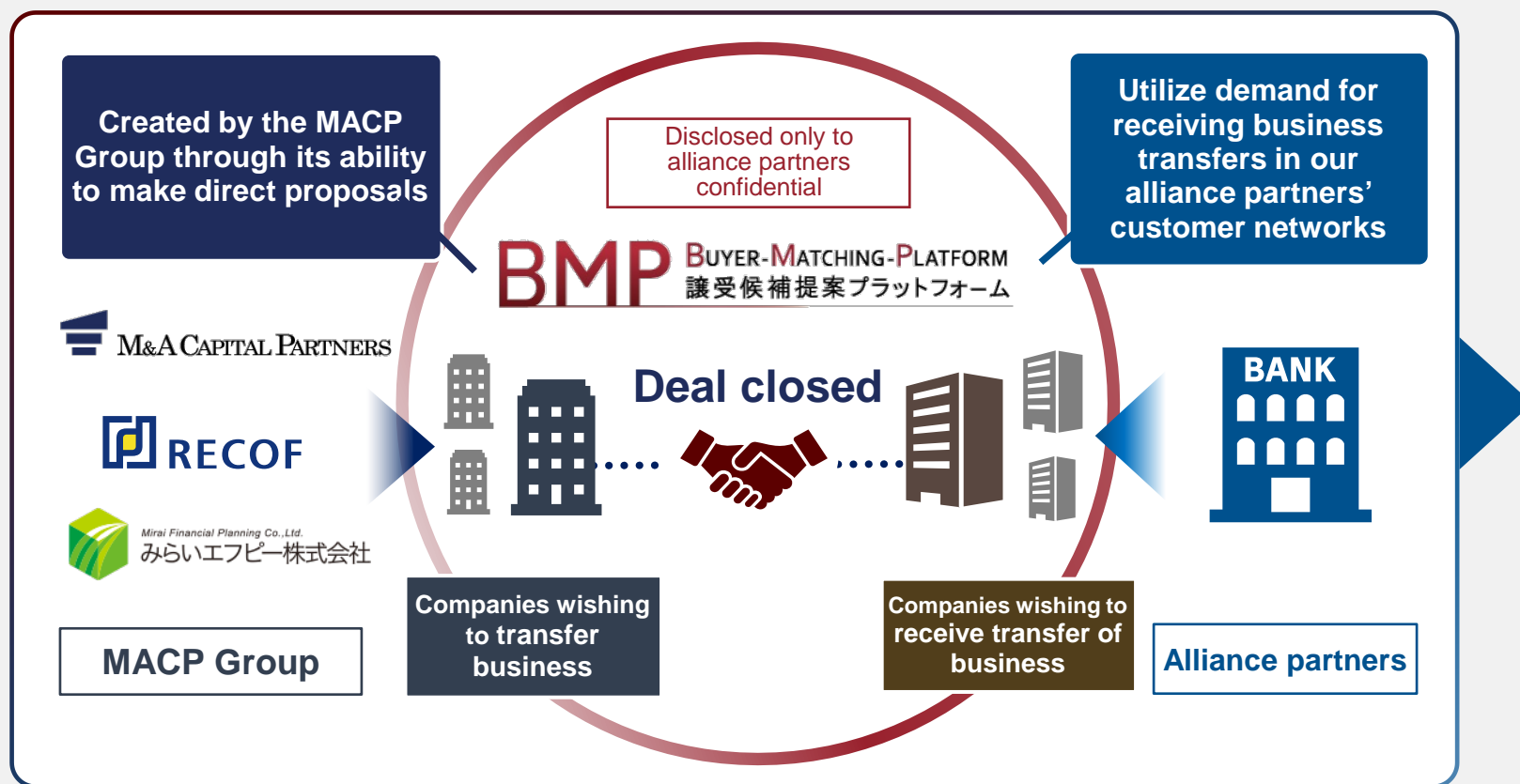
©テレビ東京

Currently being streamed on “TV TOKYO BIZ” (TV TOKYO Business on Demand) ▶

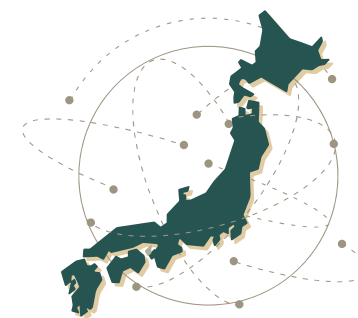


Having also been reported in the media, awareness of the MACP Group is permeating financial institutions, leading to steady increases in alliance partners introducing us to transferee companies

After commencing alliances with another four companies in the 4Q of FY09/23, the number of alliance partners has risen to 32



Achieving regional revitalization



Regional revitalization

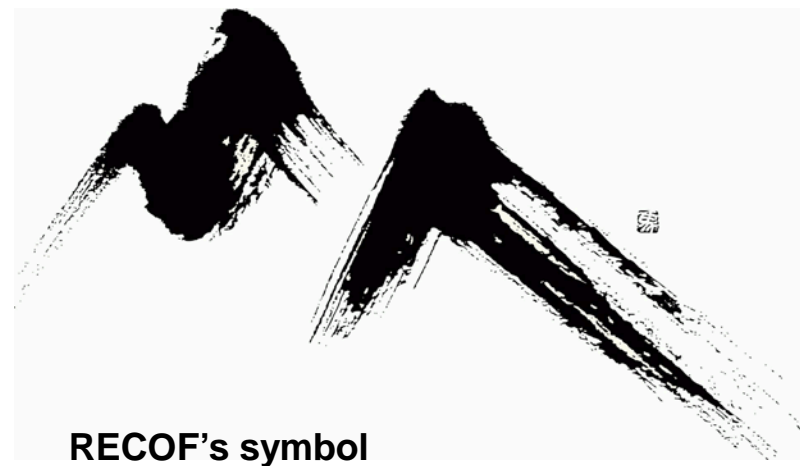
Companies considering a transfer generated by MACP Group are matched to companies considering receiving transfers that have relationships with our alliance partners, and thus we help **drive Local co-creation through alliance partners all over Japan**

32 alliance partner financial institutions (as of September 30, 2023)

TOPICS 7. Commemorating the day on which RECOF was founded as “M&A Day”

35 years after the founding of RECOF, the company that initiated M&A in Japan, the date of its establishment (December 10) has been designated “M&A Day”

This is the first time that MACP Group has received an official designation by the Japan Anniversary Association



RECOF history can be found here ▼



These brushstrokes are the symbol of RECOF, created at the time of the founding of the company, and incorporating the following three concepts.

1. M&A is work that requires considerable inner strength and steady effort to create new value, just like climbing to the mountain top step by step.
2. We lead our clients to their optimal goals by climbing to the top.
3. We work with full respect to client companies' own history and culture that are cherished by many Japanese companies.

Our role in raising awareness of “M&A” as a leading company in the M&A intermediary industry

Since their launch in 2018, the popular “lion president” commercials have won unparalleled brand awareness

Television commercial lineup - History of commercial slots since October 2022 -



14 patterns of “lion president” commercials

TV Asahi Network HODO STATION	Fuji Television Network Nichiyo Hodo THE PRIME
TV Asahi Network Grand Prix of Figure Skating Final 2022	
TV TOKYO World Business Satellite (WBS)┃	TV TOKYO Cambrian Palace
TV TOKYO Morning Satellite	TV TOKYO the daybreak of Gaia

Four new versions of the commercial were launched in October 2023

New

Vol.14 “Winning 10 laurel wreaths” version

New

Vol.13 “The sushi restaurant” version

New

Vol.12 “The luxury restaurant” version

New

Vol.11 “The Hospital director” version

Interviews with business owners who have actually experienced M&A: “owner’s choices” Web content that depicts the feelings of business owners as they come to a decision about M&A



Firsthand perspectives on the realities of M&A through interviews, packed with different emotions, conducted with those who have completed deals



Examples of most recent deals



MACP hosts seminars about its “Fair M&A” approach

Offline seminars held in all parts of Japan

Offline seminars are scheduled to be held in the Chugoku and Shikoku regions, beginning in August 2023

Sold out in the prefectures of Chugoku and Shikoku regions, with questionnaires showing that 97% of participants were satisfied

Completed events for
“Chugoku / Shikoku Business Owner Forum 2023”

Hiroshima/Okayama
Shimane/Tottori
Ehime/Kochi
prefectures



Seminars currently accepting bookings in the Kyushu area

Fukuoka/Kagoshima /Kumamoto prefectures



Discussion of M&A and Business Succession experiences

Apply here



Seminars tailored to specific industries

MACP’s top consultants talk about issues on hot industries



Nikkei XTECH Next Tokyo 2023

Seminar on resolving the management issues faced by the construction industry

Seminar held by the Light Cargo Logistics Association

The “2024 problem” looms closer
Business Succession and expansion through the use of friendly M&A



Monthly recruitment events held to hire the top talent in Japan

With an eye on further growth, this is an initiative implemented to attract outstanding people

Putting infrastructure in place to support future expansion, and further accelerating growth

Event 1

MACP employees who previously worked in different sectors talk about switching careers to the M&A industry



Event 2

We will also hold new events, including our first roundtable discussion and social gathering



We will continue to actively recruit outstanding personnel who aspire to “getting to the top together”

See here for details of recruitment events



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Management Philosophy

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

Action Guideliness

1

We will continually pursue higher knowledge, service levels, teamwork and new fields as one of the world's leading groups of professionals and, above all, will work to achieve the solutions and gains our customers expect with earnestness and passion that far exceeds our competitors.

2

Our employees will achieve personal growth, economic prosperity and happy family lives through work at a broader and higher level. We understand that our business results and future depend on the success of our employees.

3

We are not a small-scale boutique but will continually move forward and expand into an investment bank with the world's top brand, human resources and capabilities. We will maintain thorough confidentiality and legal compliance to protect our credibility and high profitability to strengthen our capital and attract the top human resources.

Trade Name	M&A Capital Partners Co., Ltd.
Listed Market	Tokyo Stock Exchange Prime Market (Securities Code: 6080)
Head Office Location	36F, Yaesu Central Tower, Tokyo Midtown Yaesu, Yaesu 2-2-1, Chuo-ku, Tokyo
Business Content	M&A-related services
Representative	Satoru Nakamura, President and Representative Director
Established	October 2005
Capital	2.9 billion yen (as of September 30, 2023)
Employees	Consolidated: 270 Non-consolidated: 206 (as of September 30, 2023)
Affiliates	RECOF Corporation, RECOF DATA Corporation, Mirai Financial Planning Co., Ltd. (as of September 30, 2023)

October 2005

February 2007

November 2013

March 2014

December 2014

October 2016

October 2021

**Company
established**

Relocation due to
growth of company

Listed on Tokyo Stock
Exchange Mothers

Relocation to current
head office

Listed on Tokyo Stock
Exchange First Section

M&A for business
growth

Industry
Association set up

- Company founded in Shinjuku-ku, Tokyo, for the purpose of carrying out M&A intermediary business

- Head office relocated to Kojimachi 3-chome, Chiyoda-ku, Tokyo

- Listed on the Tokyo Stock Exchange Mothers market

- Head office relocated to Marunouchi 1-chome, Chiyoda-ku, Tokyo

- Listing changed to Tokyo Stock Exchange First Section (now the TSE Prime)

- Business integration with RECOF Corporation and RECOF DATA Corporation

- Business integration with Mirai Financial Planning Co., Ltd.

- Founding member of the M&A Intermediaries Association

April 2022 Transfer to TSE Prime

December 2022 Relocation of head office

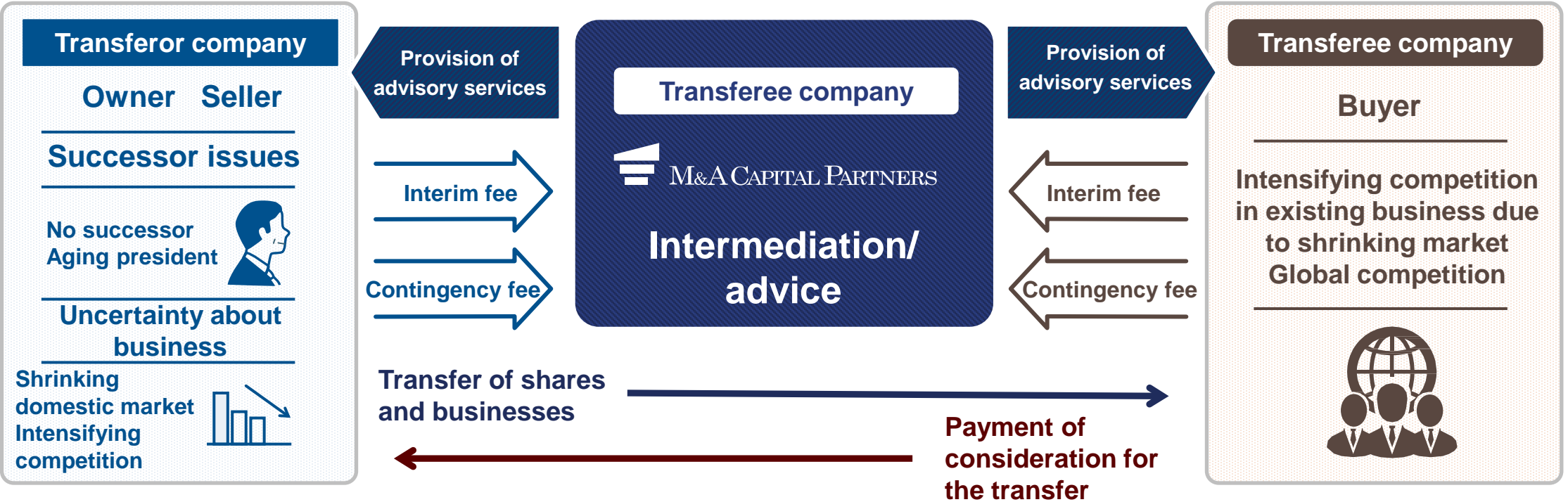


Business Content M&A-related services

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.

Characteristics

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



Pharmacy

Pharmacy

Construction/ engineering work

Air-conditioning facility construction
Water supply/drainage facility construction
Electrical facilities construction
Telecommunications construction
General contractor construction
Public works
Reinforcing steel construction
Building metal construction
Residential construction
Interior work
Construction-related surveys
Building structural design
Building structural diagnostics
Painting
Temporary material rental

Wholesaling

Building materials wholesaling
Wooden building materials wholesaling
Processed lumber products wholesaling
Chemicals wholesaling
Fuel 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
Food import wholesaling
Fishery product wholesaling
Agricultural and livestock 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/information services

Data mining
Information services
Outsourced software development
System development
Consulting
Research/analysis
AI development

Distribution

General freight transportation
Newspaper delivery
Distribution processing
Truck rental
Warehousing
Transportation of passengers

Eating out

Eating out
Home-delivered meals

Real estate

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

Nursing care/ healthcare/ welfare

Nursing care business
Clinical study support
Medical corporations
Dental clinic
Daycare
Veterinary hospital

Retail and distribution

Supermarkets
Discount stores
Mail order
Apparel
Supplements
Health food products
OA equipment
Interiors
Daily goods
Outdoor
Vehicle sales/servicing
Gas and fuel sales

Advertising/ printing/media

Advertising agency
Sales promotion
Printing
Paper bag manufacture
Event planning/preparation
Design
Video creation
Package software development
Game development

Other

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

M&A coverage spanning a wide range of industries and businesses

1	Results	P3
2	Growth Strategy	P16
3	Company Overview	P33
4	Characteristics and Strengths of M&A Capital Partners	P39
5	Social Significance of M&A Capital Partners	P55
6	M&A Capital Partners' Sustainability Initiatives	P69
7	Business Environment	P74

M&A CAPITAL PARTNERS CORPORATE IDENTITY

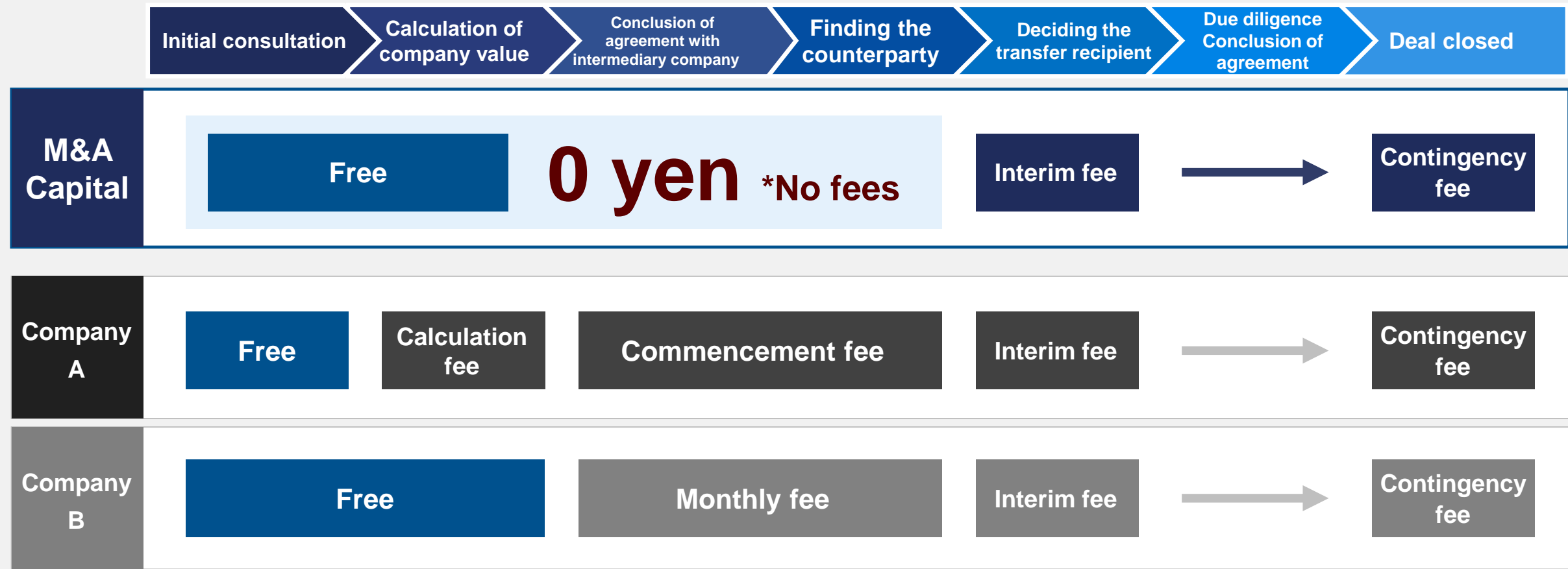
**Aiming to be the world's leading investment bank seeking
maximum contributions to clients and the happiness
of all employees**

**What has never changed since the founding of the company is our approach of always
prioritizing the needs of the customer.**

**Even within that management philosophy, we uphold “maximum contributions to clients”
as the most important concept**

**Below we discuss the characteristics and strengths of our team, which prioritizes the
needs of the customer.**

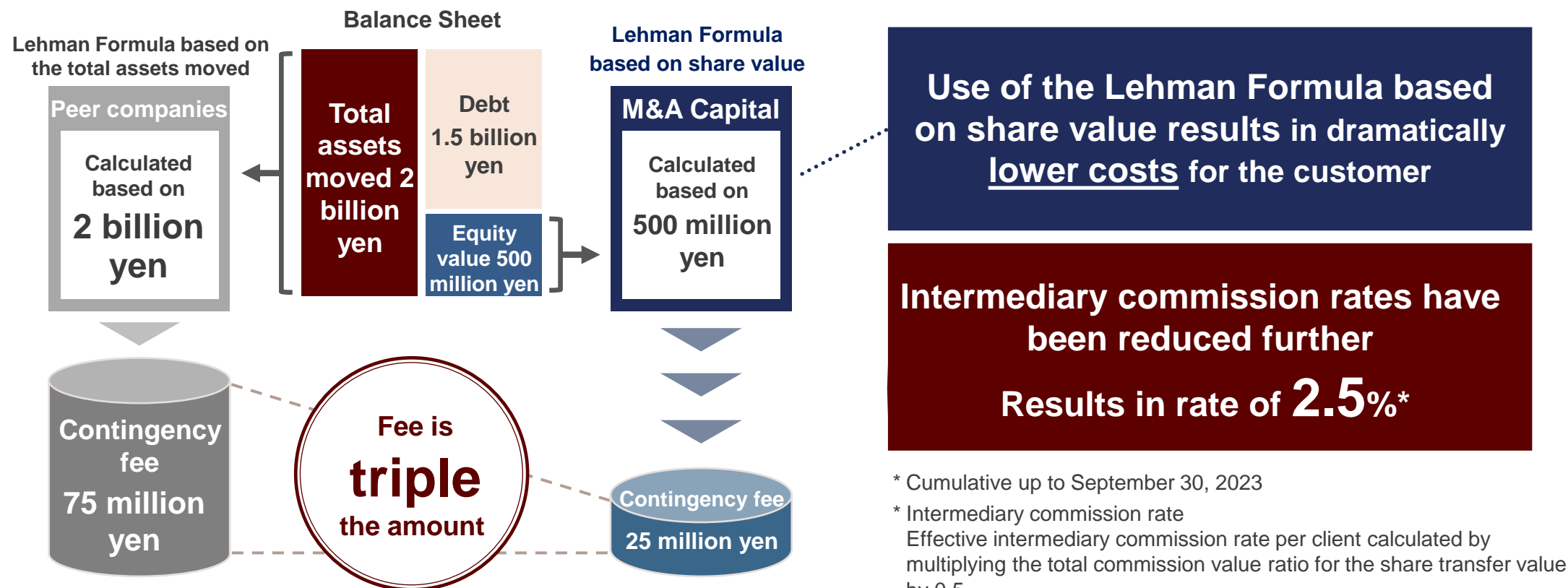
Ever since the founding of the company we have maintained a clear “no commencement fee” structure, which has become the de facto standard in the M&A intermediary industry



←Time is required to find the counterparty→

Since the founding of the company we have prioritized the needs of the customer, and charged the lowest intermediary commission rates in the M&A intermediary industry

How it differs from other fixed-fee systems (difference between usual Lehman Formula based on total assets moved and Lehman Formula based on share value)



Achieving an extraordinary average value of share transfer in the M&A intermediary industry by working on many difficult large deals

Handling difficult large deals



34 large M&A deals



1 in 5 deals
are large deals with
commission of
100 million yen or more

*Actual figure for FY09/23 (non-consolidated)

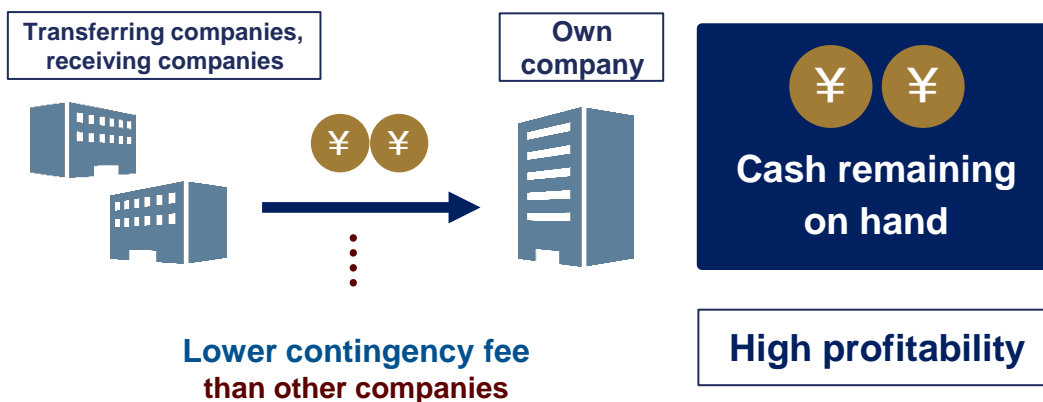
Average value of share transfer: Approx. **3.07 billion yen**

A “distinctive M&A intermediary” that does not rely on just referrals

A unique business model in the industry made possible by overwhelming ability to make direct proposals

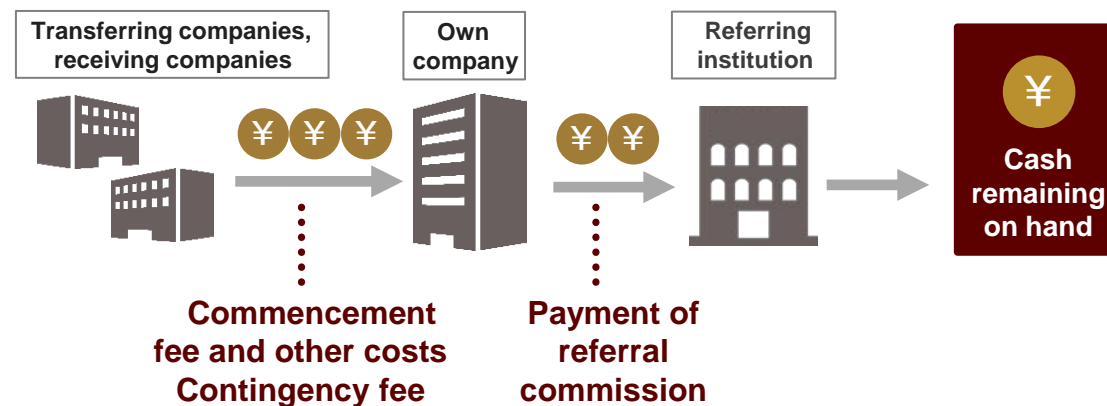
[MACP] Business model based on “ability to make direct proposals”

Ability to make direct proposals by conducting sales directed at transferring companies requiring M&A without relying on referrals



[Other companies] Business model based on “referrals”

Serves as an intermediary for companies considering M&A who are referred by accounting firms and financial institutions



*Actual figure for FY09/23 (non-consolidated)

Ratio of deals derived from a referring institution was 3.8% in FY9/23, the lowest among the industry’s major players
Realized high profitability

M&A CAPITAL PARTNERS CORPORATE IDENTITY

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

As well as being the driver of corporate growth, human resources are also the source of our unique brand.

Since the founding of the company, the management philosophy has placed great importance on the “happiness of all employees.”

The development of Japan's leading M&A consultants, who combine passion with the absolute sincerity that leads to the maximization of contribution to clients, is the source that will drive our transformation into the world's leading investment bank.

Average wages have been the highest in the industry for nine consecutive years, since the listing of the Company*

Average annual salary for 2022 was 31.613 million yen

■ FY2023 (April-March) Top 5 Ranking

Rank	Company name	Average annual income (10,000 yen)	Average age (years)
1	M&A Capital Partners Co., Ltd.	3,161.3	32.0
2	Company A	2,279.3	35.8
3	Company B	2,101.8	42.5
4	Company C	1,939.3	42.9
5	Company D	1,904.2	39.8

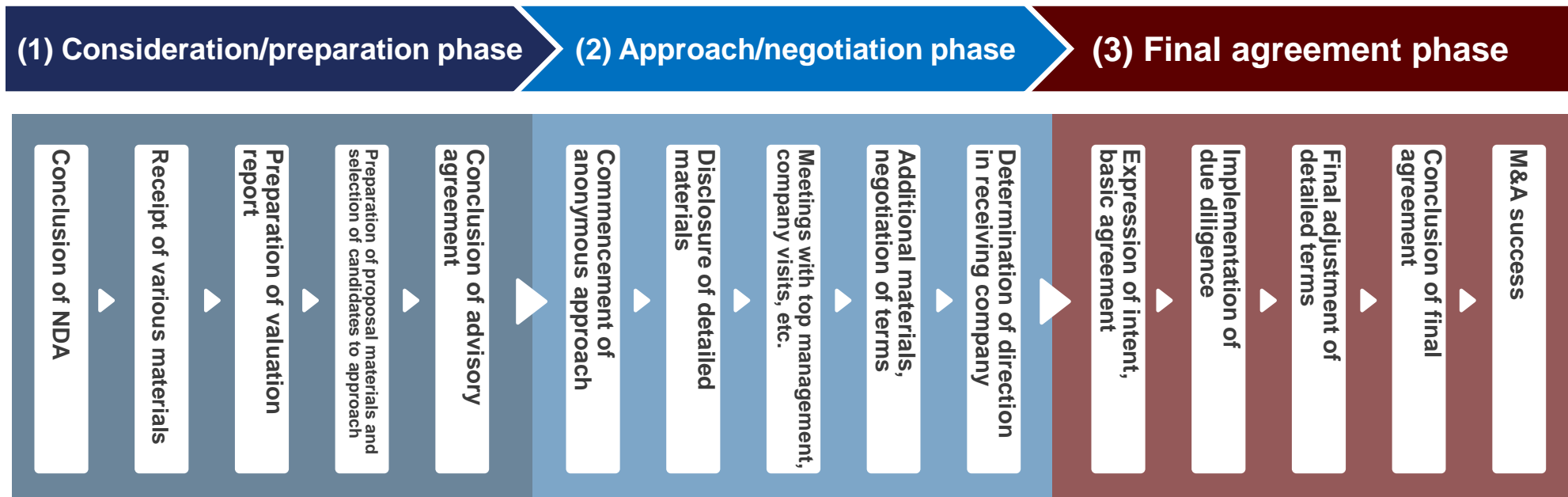
Source: TOKYO SHOKO RESEARCH, LTD., “FY2022 Average Annual Wage Survey” (August 16, 2023)
Extracted from the securities reports of the various companies

A structure offering the highest level of compensation in Japan has enabled us to assemble the country’s leading human resources

Highly specialized and diverse M&A operations

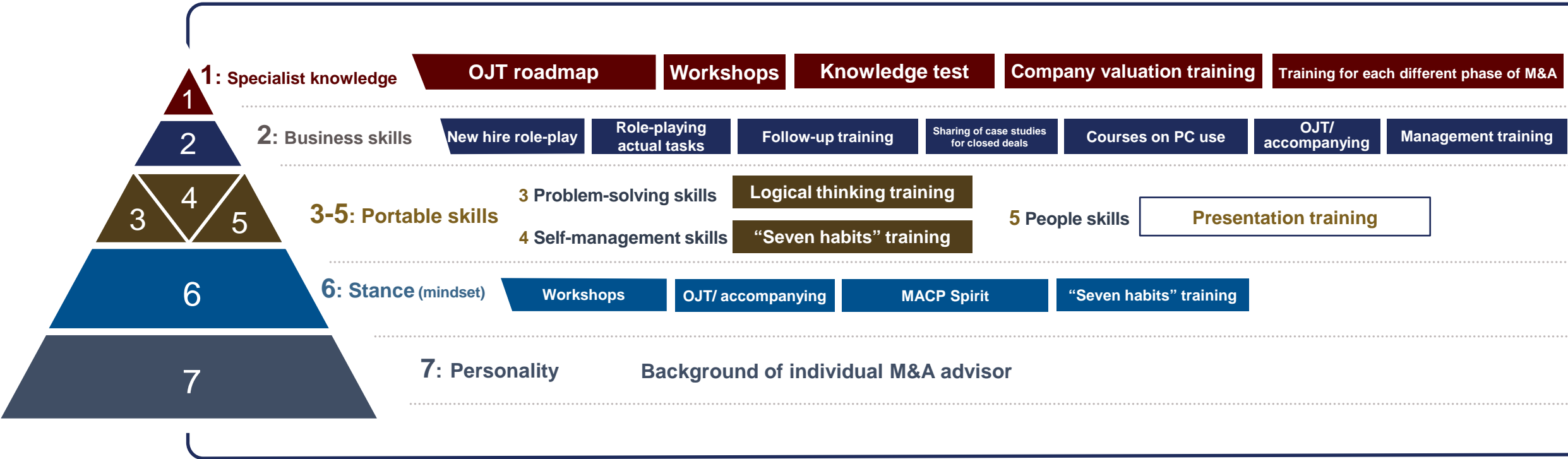
Importance of a sense of responsibility and mission to growth the Japanese economy

Content of highly specialized and diverse M&A operations



The most important skills required of an M&A consultant include not only a wide range of specialized knowledge on M&A but the absolute sincerity and passion required to make proposals that match the customer's feelings

We have created a training program for further developing the best talent in Japan into the best talent in the world



Through intensive development after joining the company, M&A advisors obtain the skills of the highest level in Japan
Individual growth leads to growth of the organization as a whole

Individual growth is a source of growth of the organization as a whole
Corporate culture that has emphasized teamwork, rooted in the management
philosophy, since the founding of the company

Point
1

We value not only individual performance, but human qualities expressed as leadership and the creation of an atmosphere that enables participation by everybody

360°Evaluation

Since it was founded the Company has used **360°evaluations** given by all employees including managers, subordinates, and co-workers

Point
2

A culture of sharing the joy with for all employees

Sharing the joy of closing with handshakes all round for the consultant that closes a deal with the customer

Point
3

Openness
that leads to mutual support for all employees

Openness in the form of sharing of various pieces of information, including weekly case studies and workshops

Based on the management philosophy of “maximum contributions to clients,” we foster a positive atmosphere in which all employees work together

**Unparalleled productivity per person in the M&A intermediary industry,
proving that we have the best consultants in Japan**

**Net sales
per consultant**

158.60 million yen

(+9.5% year on year)

**Ordinary income
per consultant**

66.34 million yen

(-10.1% year on year)

* Non-consolidated fiscal year ended September 30, 2023
(number of consultants is based on the start of the fiscal year)

Ratio of consultants holding professional qualifications easily surpasses competitors in M&A intermediary industry

13.7% of consultants hold professional qualifications

Ratio of consultants holding professional qualifications



By type	Number of persons	Ratio (%)
Total number of qualified persons	21	13.7%
Certified public accountants*	17	
Attorneys	1	
Tax accountants	1	
Scriveners	2	

*As of September 30, 2023, non-consolidated
*Including CPAs who qualified in the U.S.



**Wholeheartedly responding to
customers' resolutions.**

M&A Capital Partners' passion for customers
since the company was founded



M&A with heart

Passion for customers that has continued
since the company was founded in 1987
RECOF founder Masaaki Yoshida

**Philosophy and
visual symbol of
RECOF since it was
founded in 1987**



**We hope every M&A deal we have
been involved in to be the best
M&A for our clients.**

M&A CAPITAL PARTNERS CORPORATE IDENTITY

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

Our Contribution to Sustainability of Japanese Economy through M&A

Our contribution to the sustainability of the Japanese economy since the Company was founded is
over 2 trillion yen

In FY09/23, our contribution was 348.9 billion yen and 17,506 jobs in terms of sustainability of the Japanese economy and of jobs, respectively – overwhelming figures in the industry

Contribution to sustainability of Japanese economy
since the Company was founded

Over
2.0040 trillion yen

(Total sales of transferred companies)

Contribution to sustainability of Japanese
economy in FY09/23

348.9 billion yen
(Total sales of transferred companies)

Contribution to sustainability of jobs in FY09/23

17,506
(Total number of employees in transferred companies)

* Estimates based on internal research (as of September 30, 2023)

1	Results	P3
2	Growth Strategy	P16
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7	Business Environment	P74



Drive “fair M&A” to realize a sound future
for the Japanese economy

Social significance (purpose)

Drive “fair M&A”

to realize a sound future for the Japanese economy.

Ever since the founding of the Company, our concept of “Fair M&A” has been that of a **“client-first M&A”** that prioritizes the interests of the customer.

Our role is to guide clients to the best option through high-quality M&A that addresses the issues and dreams that customers wish to resolve or achieve, such as Business Succession or corporate expansion, and that takes a serious approach to the new lives of business owners and employees both in the transferred company and the receiving company.

In addition, by engaging as a leading company in M&A that provides a model for the M&A intermediary industry, we hope to contribute to a sound future for the Japanese economy.

Through this “Fair M&A,” we will contribute to sustainability and fulfill our social responsibilities.

A new stage: from “succession” to “growth”

The priority for small and medium enterprises is shifting from preservation to transformation and from static to dynamic

Following on from our previous initiatives to resolve the problem of companies not having successors, we will use M&A to contribute to the growth of the Japanese economy by aiming to create companies with sales of 10 billion yen

Driving further growth in the Japanese economy through the role of supporting domestic companies in terms of both Business Succession and business growth

1

Business Succession

Saving as many SMEs from closure as possible

The so-called “2025 problem” for small and medium enterprises is that there are around 1.27 million business owners without successors, and roughly 600,000 companies at risk of “black-ink bankruptcy”

Source: Small and Medium Enterprise Agency SME Business Succession Support Package (December 20, 2019)

2

Business growth

Creating companies with sales of 10 billion yen

We should aim to create “10 billion yen companies” in the medium-sized enterprise class that have the equivalent to 10 billion yen in net sales

Source: Small and Medium Enterprise Agency “Interim Report of the Study Group for the Realization of Growth Management for Small and Medium Enterprises” (June 22, 2023)

MACP Group’s role in continuing to generate M&A that has a significant positive impact on the Japanese economy is also becoming increasingly important.



Promotion of M&A will play an important role in the Japanese economy going forward

Business Succession

Save as many SMEs as possible from closure, and contribute to growth of the Japanese economy through M&A

A social issue in the headlines

大廃業時代の足音
中小「後継未定」127万社

優良技術断絶も

「われわれは、中小企業の経営者増えている。後継者から会社をたたかすケースが多々、廃業する会社のおよそ2割に達している」という調査結果が、2022年にも明らかになった。経営者が高齢化が進む中、経済産業省の分析では現状で中小17万社で後継者不在の状態にある。優良技術の伝承へ事業承継（3割）の割合は、急がなければ、日本の産業基盤は危うくなる。『大廃業時代』を助けてほしい。

「われわれは、中小企業の経営者増えている。後継者から会社をたたかすケースが多々、廃業する会社のおよそ2割に達している」という調査結果が、2022年にも明らかになった。経営者が高齢化が進む中、経済産業省の分析では現状で中小17万社で後継者不在の状態にある。優良技術の伝承へ事業承継（3割）の割合は、急がなければ、日本の産業基盤は危うくなる。『大廃業時代』を助けてほしい。

「われわれは、中小企業の経営者増えている。後継者から会社をたたかすケースが多々、廃業する会社のおよそ2割に達している」という調査結果が、2022年にも明らかになった。経営者が高齢化が進む中、経済産業省の分析では現状で中小17万社で後継者不在の状態にある。優良技術の伝承へ事業承継（3割）の割合は、急がなければ、日本の産業基盤は危うくなる。『大廃業時代』を助けてほしい。

中小企業の経営者年齢の分布（法人）

1995年 2005年 15年

2015年～25年に新たに70歳に達する経営者 58.7万人

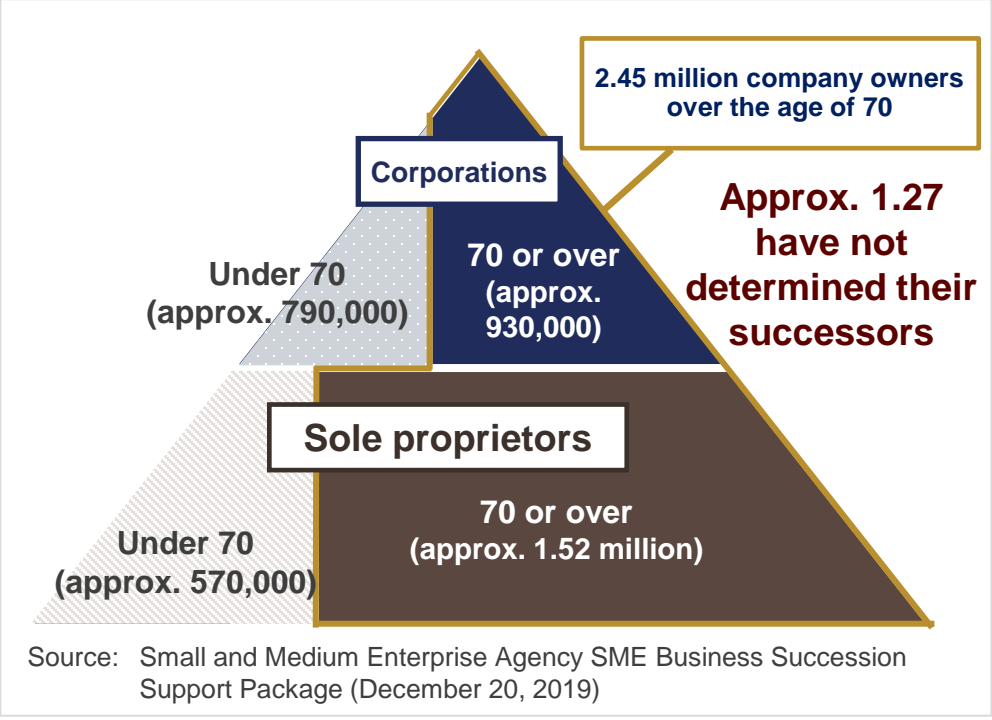
2015年で70歳に達している経営者 34.0万人

（出所）経済産業省のデータに基づき中小企業庁作成

Omitted

Source: The Nikkei (October 6, 2017)

Absence of approximately 1.27 million successors



Approx. 60,000 companies require support each year

Approx. 1.27 million have yet to determine their successors

600,000 companies 670,000 companies

Companies at risk of going out of business while they are in the black in the decade until 2025

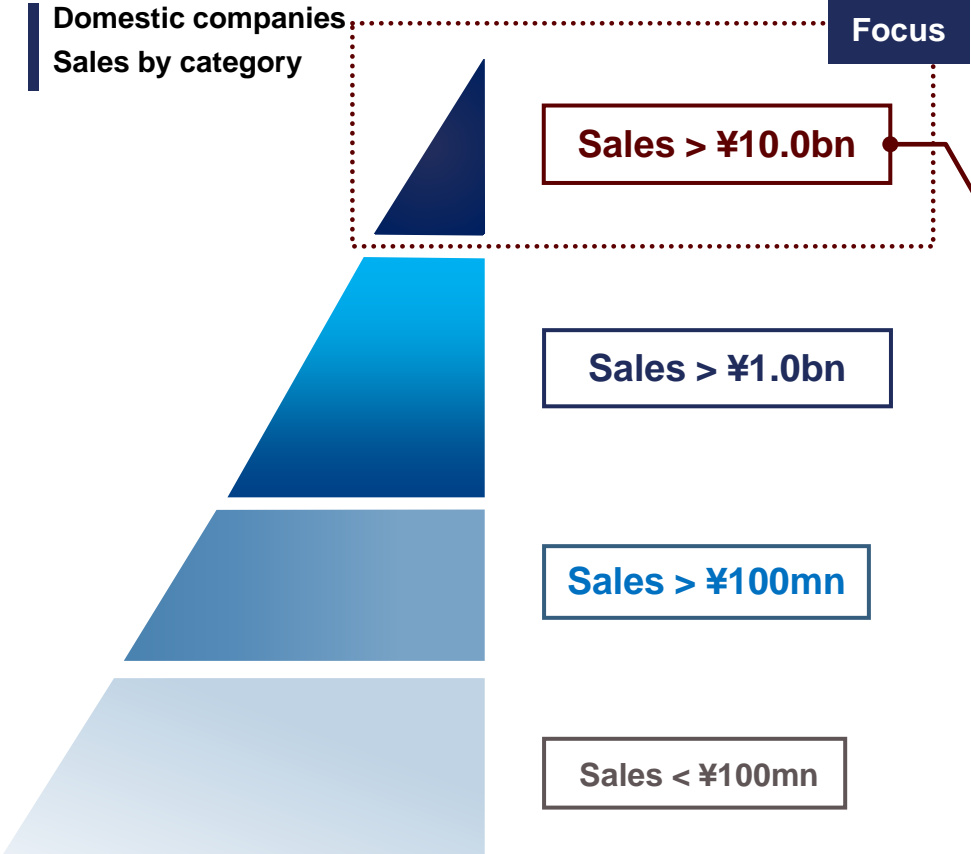
Approx. 60,000 business operators require M&A support each year

Source: Small and Medium Enterprise Agency (December 20, 2019)

For business growth, owners of SMEs need an environment in which they can utilize M&A with confidence

Business growth

Use M&A to create companies with sales of 10 billion yen and contribute to the growth of the Japanese economy



*The above classifications used to categorize companies from large to small are of MACP’s own devising

Ministry of Economy, Trade and Industry
Excerpts from “Interim Report of the Study Group for the Realization of Growth Management for Small and Medium Enterprises”

1

Innovation is a powerful means of generating growth, but it is not leading to profits for 75% of the companies working on it

2

The focus is on “10 billion yen companies” that play a particularly significant role in winning overseas demand, driving regional economies, and raising salaries

3

Going by previous examples, cases of explosive growth by small and medium enterprises can be categorized into three types, which include proactive use of M&A

*Small and medium enterprises that can grow to medium-sized companies with net sales of at least 10 billion yen

中小企業の飛躍的成長に向けた政策の方向性
— 「100億企業」への成長に向けて —
(中小企業の成長経営の実現に向けた研究会 中間報告書)

2023年6月22日
中小企業の成長経営の実現に向けた研究会

For business growth, owners of SMEs need an environment in which they can utilize M&A with confidence

Closures of small and medium enterprises that cause significant losses for the Japanese economy

Despite the number of small and medium enterprises choosing suspension or closure decreasing for three consecutive years, the economic losses are increasing

In the volatile external environment, the number of small and medium enterprises “giving up” on Business Succession and business growth is increasing

Trend of suspensions, closures and dissolutions of SMEs

	Incidents per year (cases)	Total net sales (100 million yen)	Employees (people)
2018	58,519	24,641	81,548
2019	59,225	25,934	88,810
2020	56,103	25,499	87,366
2021	54,709	22,325	78,411
2022	53,426	23,677	82,053

Source: Survey of Trends in “Suspensions, Closures and Dissolutions” of Companies Nationwide (2022)
(Teikoku Databank)

Economic loss caused by suspensions and closures in 2022

Loss in net sales

2.3677 trillion yen

Jobs lost

82,053

Closures have an extremely large impact on regional economies and the Japanese economy, such as the loss of employees’ jobs and the impact on business partners

M&A not only maintains employee jobs and relationships with business partners but also enables growth
Personal suretyships are also lifted, making it the optimal means of Business Succession and business growth while maximizing founder's profit

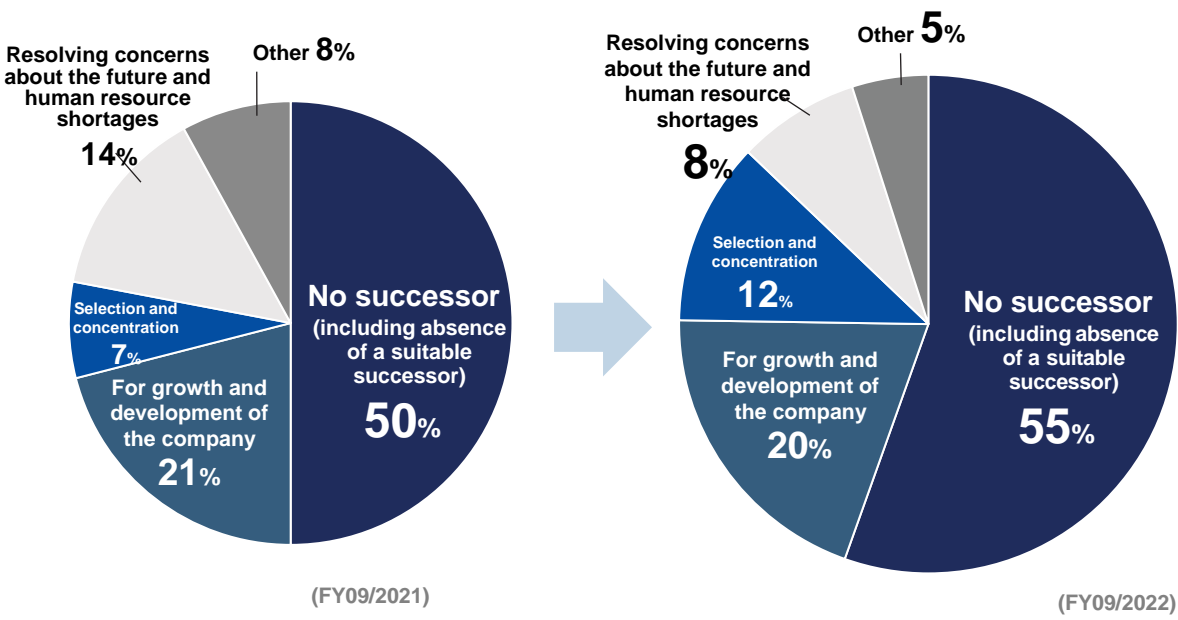
Option		Advantages	Points to bear in mind
1	Succession to successor		
	Relatives	Continue status as owner's family	Absence of successor Time required for share transfer Takes on risks including personal suretyship Need to consider suitability of successor
	Officers and employees	Passed on to officers and employee who understand the business	Lack of funds to purchase shares Risk of being unable to remove president's personal suretyship
2	Public offering	Separation of management and capital Improvement of recruiting and funding capabilities	Stricter listing criteria Requires years of time Does not lead to succession of capital (shares cannot be converted into cash)
3	M&A (succession to third party)	Company: Growth with stronger operating base Owner: Securing profit for the founder, removal of personal suretyship Employees: Stability of employment	Time may be required for consideration

M&A is a credible option for Business Succession and business growth

“Business Succession M&A” resolving the absence of successor, which continues to be in demand
“Business growth M&A” leading to growth with an eye to the future that has been increasing in recent years

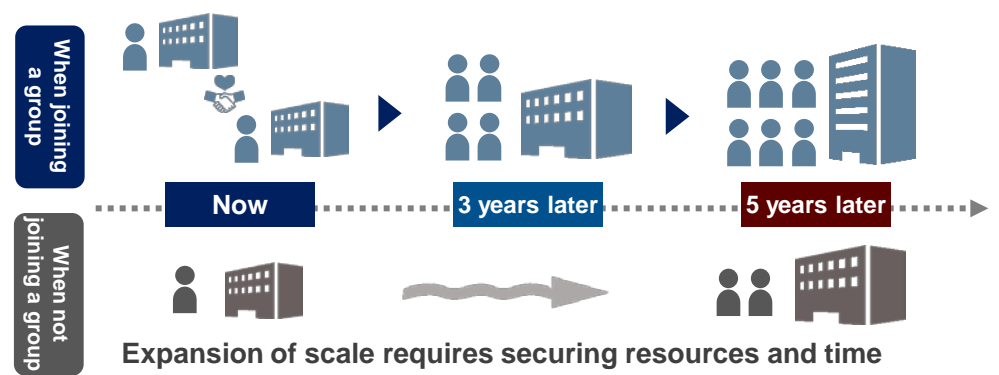
Management’s reasons for transferring the business

Number citing “No successor” as reason for transfer increased to 55%
Rising need for “Business Succession M&A”

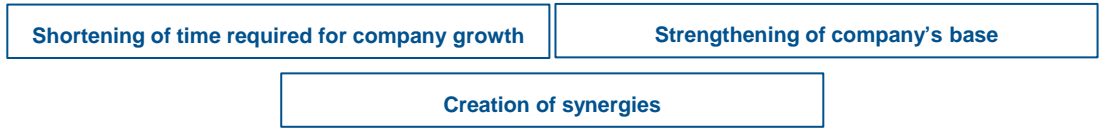


What is “business growth M&A”?

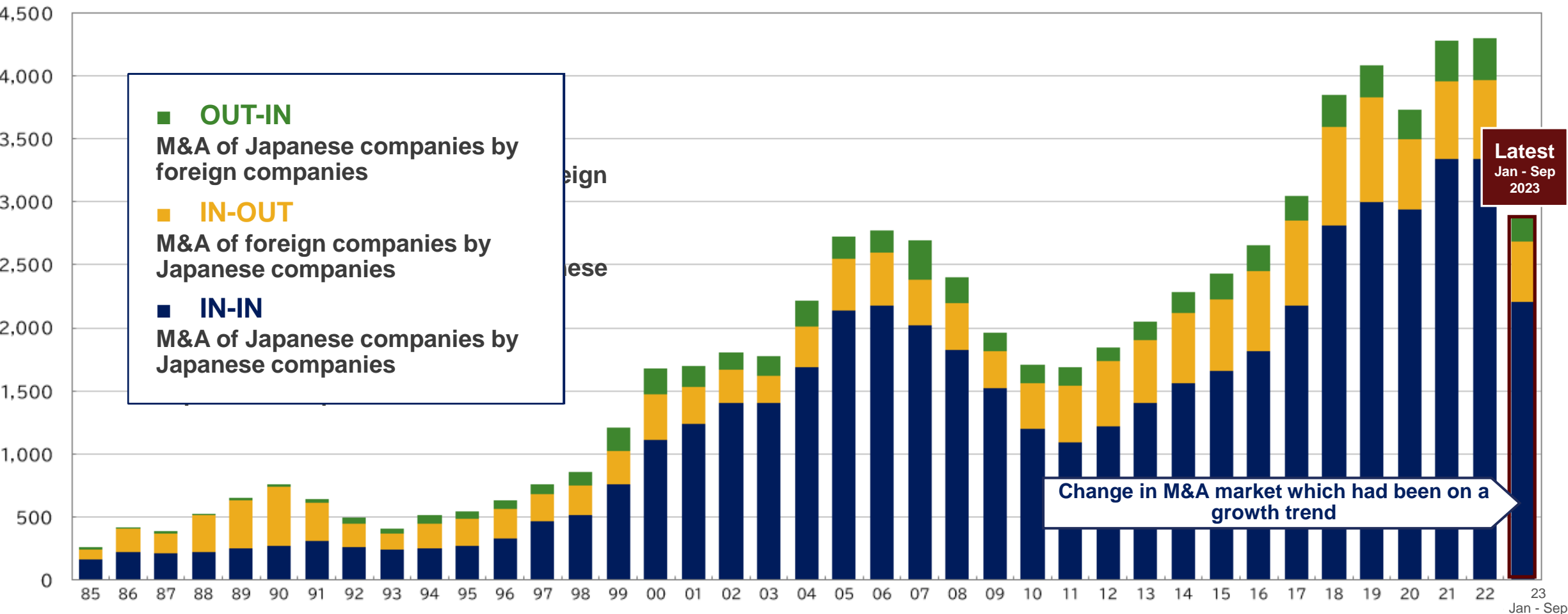
M&A utilizing the resources of the buyer company by joining the group of the buyer company with the aim of business growth



The seller company often survives without changing its name, and with the president continuing to manage the company



The number of M&A deals involving Japanese companies declined by 11.8% in January to September 2023, but rose 11.3% in value terms
By market, IN-IN and OUT-IN decreased, and IN-OUT increased



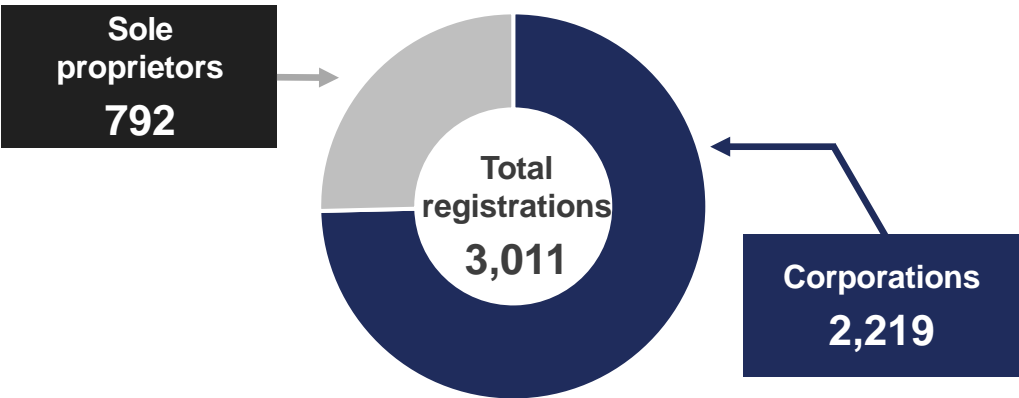
Source: RECOF M&A Database

Number of registered M&A advisory firms is 3,011

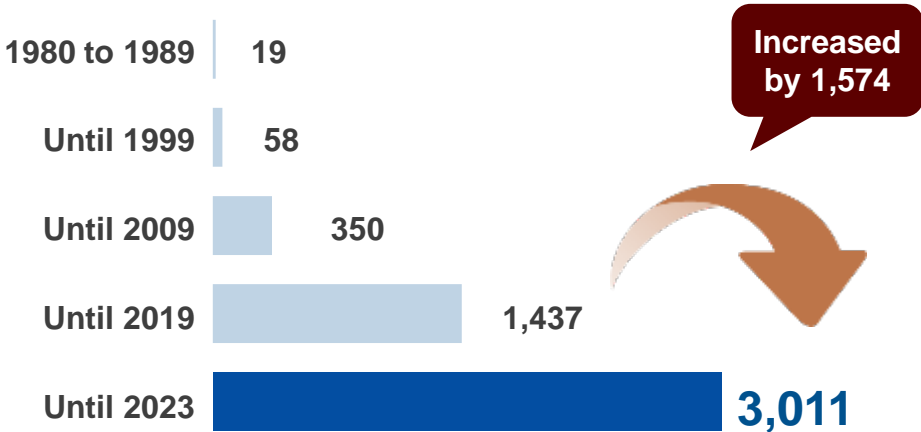
M&A advisory firms established since 2020 account for approximately half of the total

Number of M&A advisory firms registered with the Small and Medium Enterprise Agency

Number of M&A advisory firms registered with the Small and Medium Enterprise Agency’s “Registration System for M&A Advisory Firms”



Cumulative total registrations by decade of establishment



1,574 just for those established since 2020

Source: Small and Medium Enterprise Agency “Announcement of Registered Financial Advisors and Brokers for the M&A Support Institution Registration System (solicitations for 2023 (September))” (October 18, 2023)

We have begun working with the Small and Medium Enterprise Agency to provide managers of SMEs with understanding of M&A and enable M&A advisory firms to conduct appropriate M&A in order to resolve the Business Succession problem

SME M&A Guidelines established on March 31, 2020

中小 M&A ガイドライン

—第三者への円滑な事業引継ぎに向けて—

令和2年3月

中小企業庁

2 レーマン方式

以上の事項を基に報酬を算定する手法として、レーマン方式が採られることが多い。レーマン方式は、「基準となる報酬」に応じて変動する係数で算出される。各段階の「基準となる報酬」に該当する各段階にそれぞれ異なる係数を適用して、報酬を算定する手法であり、特に M&A 専門業者において広く用いられている。

例えば、下記のような表を用いて報酬を算定するが、採られた各段階における報酬は必ずしも下記の報酬に等しいとは限られない。各段階の M&A により異なる。そもそも、レーマン方式を採用せず、「基準となる報酬」による一律の割合を算定するケースや、定額とするケースもある。

また、報酬としてレーマン方式によるものとしても、譲り渡し側が小規模である場合には、「基準となる報酬」が小さく、十分な成功報酬を確保できないケースもあり得るため、これに準えて最低手数料を設けている中小企業 M&A は多い。最低手数料の金額は、各中小企業 M&A により異なるため、仲介費 M&A に記載したとする中小企業 M&A は、最低手数料を定め、手数料の算定方法を明記しているものがある。

基準となる報酬 (円)	算定率 (%)
5億円以下	5
5億円超10億円以下	4
10億円超50億円以下	3
50億円超100億円以下	2
100億円超	1

※あくまで一例であり、各段階における報酬は各中小企業 M&A により異なる。

3 異議申し立て

以下では、特に、M&A 専門業者が中小 M&A のマッチング支援等を行った場合に、譲り渡し側又は譲り受け側が異議を申し立てることが多い譲り渡し側が支払うことになる手数料について、具体的な事例を示す。なお、譲り受け側及び譲り受け側は合計10%は設定する。

“Business Succession Guidelines” Review Committee

Two people from the MACP Group participated in drafting

Toward resolution of (1) lack of knowledge and experience, (2) concerns about cost, and (3) distrust of M&A support that cause SMEs hesitate to engage in M&A

Other coordinated support activities by government and the private sector

- “SME and Small Business Operator Policy Study Group” (December 3, 2019)
- “Establishment of M&A Support Institution Registration System” (August 2, 2021)

Publication of basic matters to encourage understanding of M&A among SMEs without successors and ensure the appropriate execution of M&A by M&A advisory firms

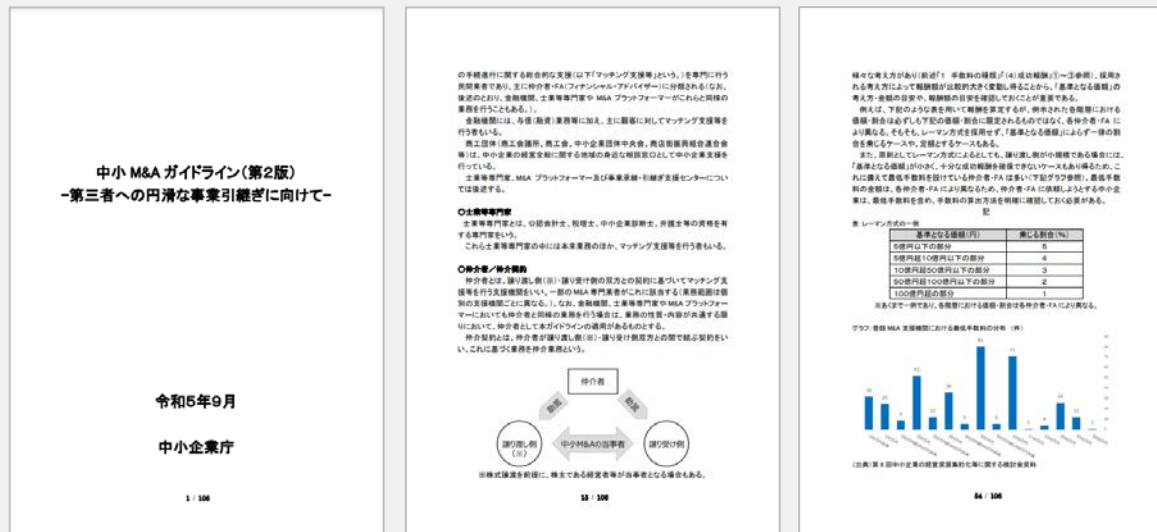
The M&A Intermediaries Association was established in October 2021 as an industry group aimed at the sound advancement of the M&A industry and developing and maintaining the Japanese economy

It began full-fledged operation in April 2022.

Going forward, close coordination between government and the private sector will be increasingly important when addressing the progressively serious problem of absence of successors

The SME M&A Guidelines were revised in September 2023 to address a variety of issues that had become apparent in the three years since it was originally formulated

SME M&A Guidelines revised on September 22, 2023



MACP Group personnel included in observers on the subcommittee considering revisions to the SME M&A Guidelines

Four key points of the revision

- (1) Organization of commissions for intermediaries/FA
- (2) Initiatives for ensuring and enhancing the quality of M&A professionals
- (3) Explanation of key points in written form before concluding intermediary agreements, etc.
- (4) Points to bear in mind about clauses related to restrictions on direct negotiations

Opinions on business growth from the Small and Medium Enterprise Agency

The interim report of the Small and Medium Enterprise Agency from June 2023, introduced various companies that have achieved explosive growth

Among these three patterns, it was suggested that the use of M&A is key

An analysis was conducted of 178 companies that had grown to 10 billion yen in sales in 2022 from a starting point of 100 million to 1 billion yen in net sales 10 years or 20 years earlier

[Explosive growth pattern A]

**Market growth type
(91 companies)**

Growth based on ascertaining expanding markets

Companies that operate in sectors or business categories in which it has been possible to confirm that the size of the market has grown in recent years, and that analysis suggests have centered their activities in growing markets, and have entered markets that they have ascertained to be growing.

[Explosive growth pattern B]

**Unique value creation type
(69 companies)**

Pursuit of distinctiveness and discovery of niche markets

Companies that operate in sectors or business categories in which it has not been possible to confirm that the size of the market has grown in recent years, but that, even in markets that are not growing, have focused on segments of expanding demand, have conceived and executed the creation of value that is different to that of other companies.

[Explosive growth pattern C]

**Growth-oriented M&A type
(18 companies)**

Proactive use of M&A

Companies where the use of reorganizations such as M&A are thought to have contributed to growth, and that analysis suggests have obtained synergies through M&A, etc. to achieve a competitive advantage versus other companies.

*Small and Medium Enterprise Agency “Results of Investigations into Policies Aimed at Creating Growth-oriented Small and Medium Enterprises, and Future Courses of Action” (June 22, 2023)

Creating an environment in which owners of SMEs can utilize M&A with confidence for business growth and Business Succession

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SDGs

SDGs (Sustainable Development Goals): shared goals for international society to create a more sustainable world, adopted at the United Nations Sustainable Development Summit held in September 2015.

We will contribute to a sustainable future by encouraging the development of the Japanese economy and working to solve social problems.

At a meeting held in November 2021, the Company's Board of Directors set Material ESG issues that incorporate an SDGs perspective.



**End poverty everywhere,
ensure healthy lives for all**

Implementing Business Succession
M&A to maintain employment based
on a stable platform by ensuring the
continuation of the business



**Build a base for infrastructure and
technological innovation, and
develop sustainable human
settlements**

Develop industry through synergistic
M&A, and create M&A nationwide to
contribute to local economies



**Decent work and
economic growth**

Workplace environment
that supports sustainable
growth and self-realization
for outstanding consultants



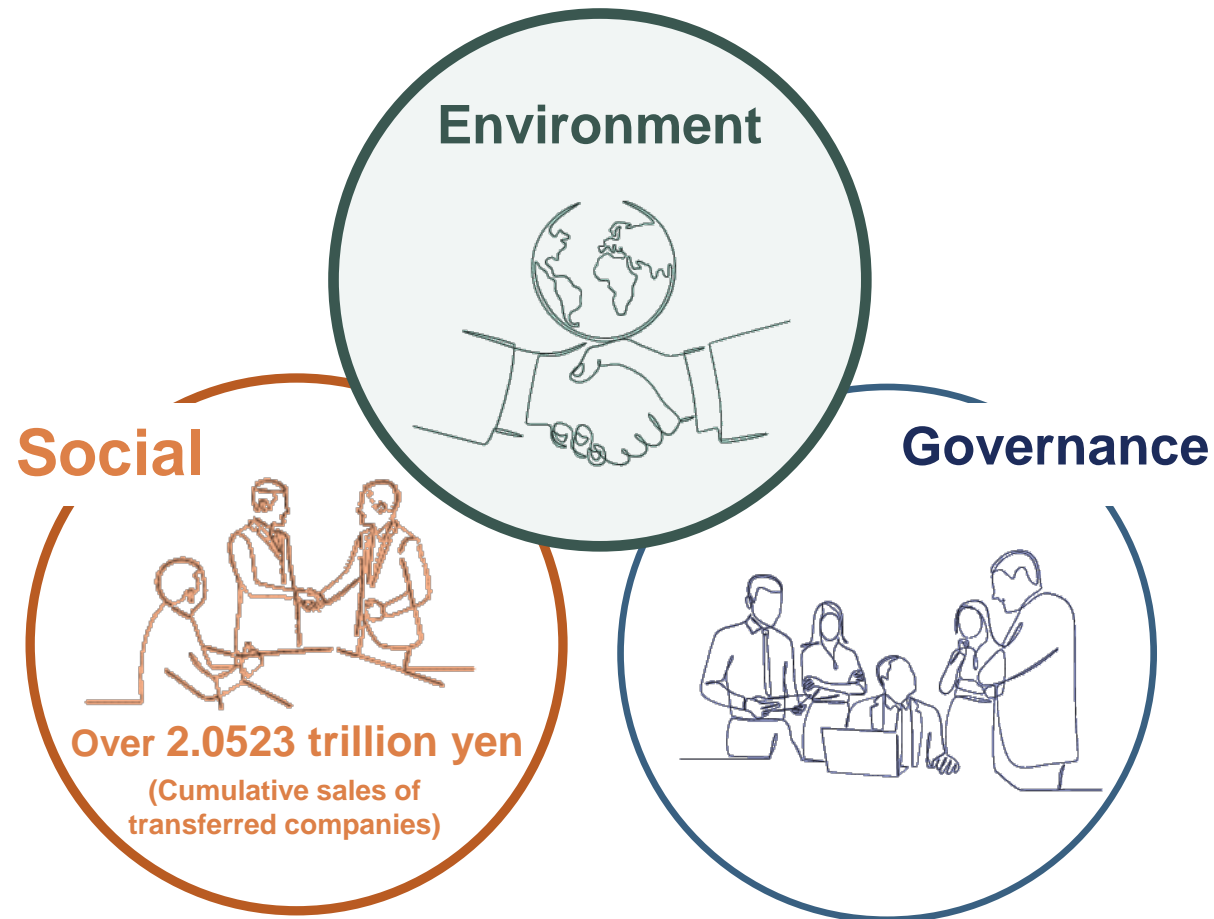
**Work together in
partnership to
achieve goals**

Fulfilling our social
responsibilities through
cooperation with government
agencies, and contributing to
sustainability by facilitating
Business Succession



**Maintaining a robust system of governance
as one of the industry's leading companies**

Implement ESG initiatives through M&A-related service business



Our approach to ESG

The sharp rise in suspensions and closures of SMEs in Japan is widely recognized to be an important issue.

According to calculations made by the Small and Medium Enterprise Agency, if it is left to continue it could lead to a loss of as much as ¥22 trillion in GDP by 2025. There is an urgent need for companies to contribute to resolving this serious social problem through the use of M&A for Business Succession.

Since the founding of the company, we at M&A Capital Partners have made contributions to the sustainability of the Japanese economy of more than ¥2.0040 trillion.

Going forward, by implementing ESG initiatives through our M&A-related service business, we will continue to help achieve a sustainable society.

Going forward, we will continue to help achieve a sustainable society.

Co-sponsored as supplementary materials for career education promoted by the Ministry of Education, Culture, Sports, Science and Technology

Provides explanations of the social significance of M&A and the content of M&A advisory work in a form that can easily be understood by elementary school students

Work and career booklet for elementary school students

Distributed to the following in Chuo-ku, Tokyo, where MACP has its head office:

20 elementary schools
Around 4,000 students



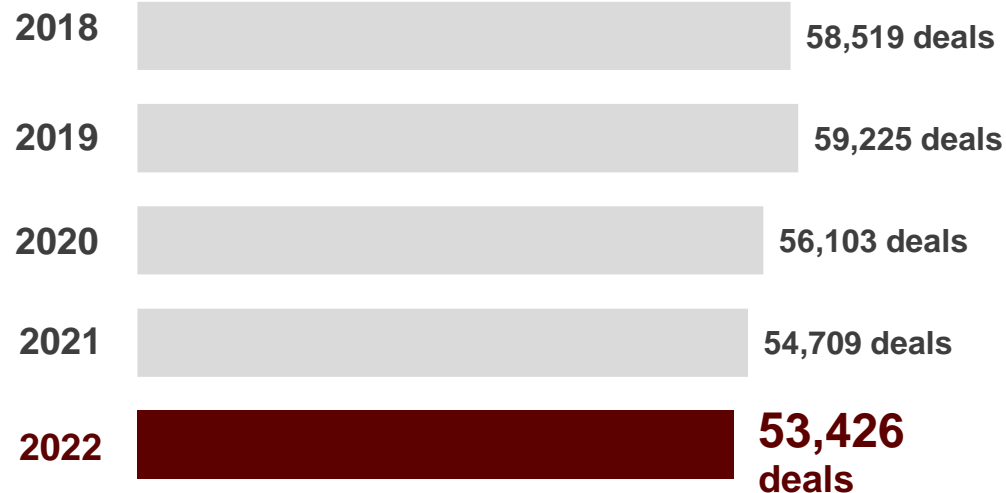
Implementing activities to promote the local use of M&A and M&A advisory work

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Continued high levels of closures, and bankruptcies that have begun to rise Highly volatile external environment is the cause

Number of suspensions, closures and dissolutions

Every year, more than **50,000** business owners opt to **suspend, close, or dissolve operations**



Source: Survey of Trends in “Suspensions, Closures and Dissolutions” of Companies Nationwide (2022, Teikoku Databank)

Number of bankruptcies

Total liabilities exceeded 2 trillion yen for first time in five years

Year	Number of deals	Year on year (%)
2018	8,064	-3.7
2019	8,354	3.6
2020	7,809	-6.5
2021	6,015	-23.0
2022	6,376	6.0

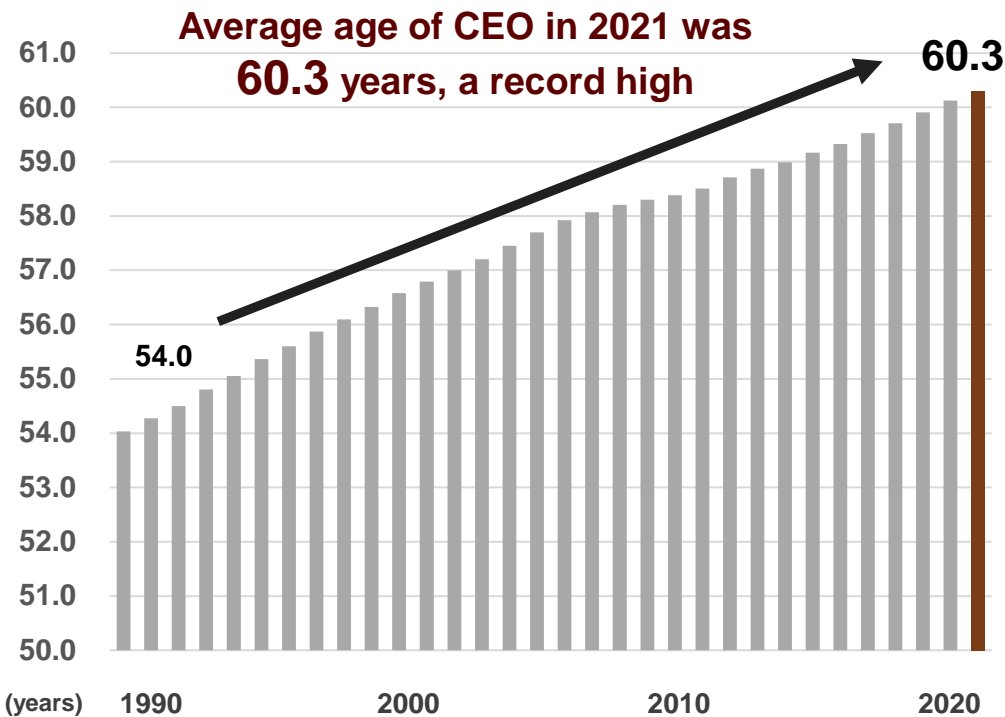
In 2022 **bankruptcies** grew by 361 year on year, to **6,376** cases

Source: Survey of Trends in “Annual Report Aggregating Business Failures Nationwide FY2022 ” (Teikoku Databank)

Ages of company presidents are higher than ever

The number of companies without successors also remains high

Average age of company presidents

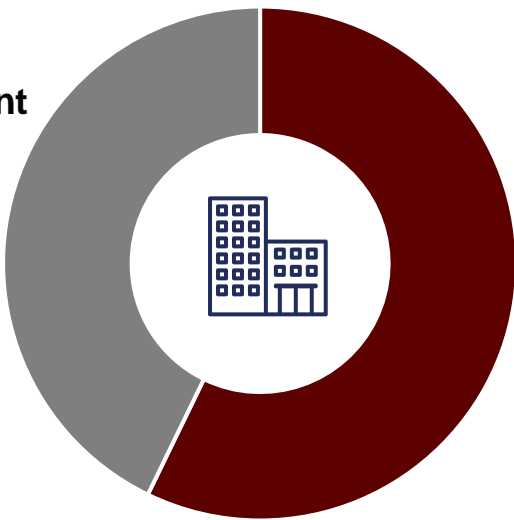


Source: Nationwide Analysis of Company Presidents' Age (March 4, 2022) (Teikoku Databank)

57.2% of companies do not have a successor

Two in three companies **do not have a successor**

Successor present
42.8%



No successor present
57.2%

Source: Survey of Trends in "Rate of Absence of Successor" of Companies Nationwide (November 16, 2022, Teikoku Databank)

So-called “2025 problem” approaching: concerns that businesses will collapse due to difficulties in finding successors to aging representatives

FY2022 recorded new highs

Number of bankruptcies caused by difficulties in finding successors

In FY2022 there were 487 such cases, showing a **clear upward trend**



Source: Annual Report Aggregating Business Failures Nationwide FY2022, Special Report “Bankruptcies caused by difficulties in finding successors (FY2022)” (Teikoku Databank)

What is the “2025 problem”?

The “2025 problem” refers to the point at which baby boomers will be become elderly, at 75 years of age or older, a development that is expected to cause various issues in healthcare, nursing, pensions, and other areas.

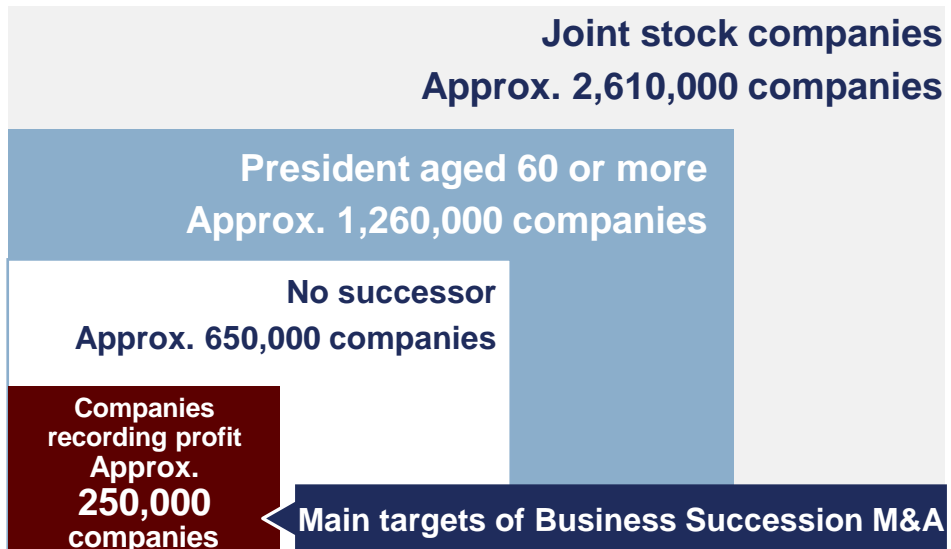
This is recognized as a serious problem both for the area of Business Succession and for small and medium enterprises, and there are concerns that approximately ¥22 trillion in GDP and employment of 6.5 million people could be lost by 2025 in a surge in closures involving the 1.27 million businesses that are estimated not to have a successor.

Source: Small and Medium Enterprise Agency, “State of M&A among SME and Small Business Operators, and Issues Faced” (December 20, 2019)

It is highly likely that bankruptcies caused by difficulties in finding successors will continue to occur, primarily among companies where the representative is elderly, a successor does not exist, and Business Succession is not proceeding smoothly

There is still a large Business Succession M&A market, and approaches will continue to be made to companies with business succession needs

Targets of Business Succession M&A



Sources: Estimated by M&A Capital Partners based on Teikoku Databank
“Nationwide Analysis of Company Presidents,” Teikoku Databank
“Nationwide Analysis of Owner-operated Companies” and National Tax Agency
“Results of Sample Survey of Companies”

It is estimated that the targets for Business Succession M&A number around **250,000**

The Company has handled **171** Business Succession M&A deals (FY09/23)

The Business Succession M&A market is **extremely large**

Able to grow steadily by continually hiring consultants

Focus on M&A intermediary business centered on Business Succession M&A

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.
