



Presentation Materials for the Earnings Briefing
for the Six Months Ended March 2023

April 28th, 2023

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Net sales and ordinary income achieved record highs in the first half of FY09/23

Despite the closing of multiple highly profitable large deals leading to a temporary decrease in contract liabilities, the number of active deals increased

Net sales

13,003 (million yen)

(+44.9% year on year)

Ordinary income

5,474 (million yen)

(+27.3% year on year)

Contract liabilities
(previously "advances received")

686 (million yen)

(-20.3% vs. end FY09/22)

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

Number of Deals

79 (deals) ▶▶

(-9.2% year on year)

Large deals

17 (deals)

(-22.7% year on year)



Number of consultants

171 Persons

(+17 year on year)

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Due to the boost provided by large deals that are highly profitable on stand-alone basis, net sales and ordinary income achieved record highs in the first half

	 M&A CAPITAL PARTNERS M&A Capital Partners Co., Ltd.		 RECOF RECOF	
	Result	Year-on-year Change	Result	Year-on-year Change
Net sales	12,390 million yen	+49.8%	373 million yen	-25.7%
Ordinary income	5,797 million yen	+28.4%	-208 million yen	-
Number of Deals	72 deals	-8.9%	7 deals	-12.5%
Large deals	17 deals	-19.0%	0 deals	-100.0%
Number of consultants	136	+18	35	-1

*Because non-consolidated information is shown, amortization (113 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 9 years since listing (year ended September 2013), sales have increased by more than 17x

Units: Millions of yen

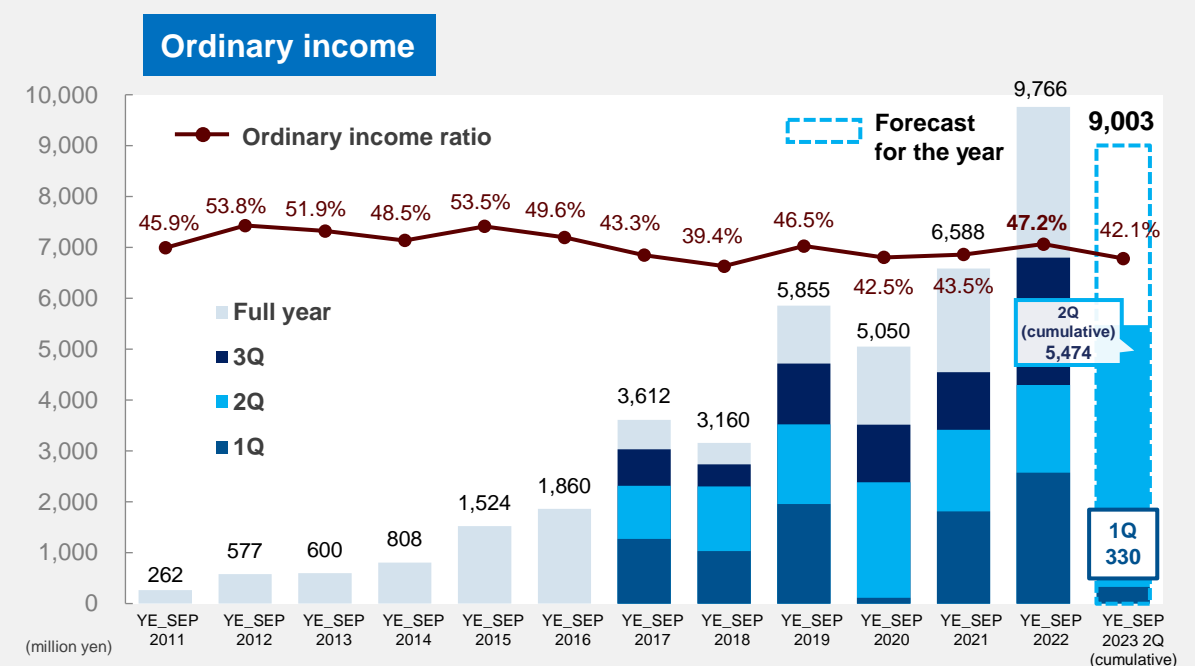
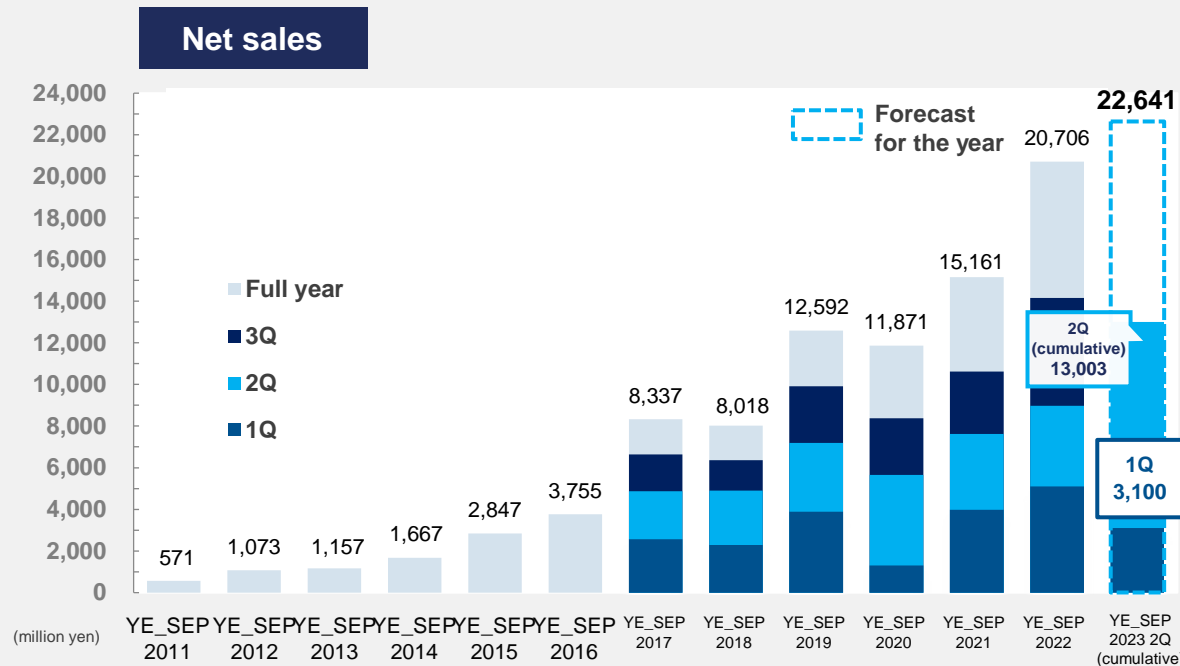
□ Net sales (consolidated)

□ Ordinary income (consolidated)

2Q (cumulative)	
Net sales (consolidated)	13,003
Ordinary income (consolidated)	5,474

Forecast for the year	
Net sales (consolidated)	22,641
Ordinary income (consolidated)	9,003

Progress for Entire Year	
Net sales (consolidated)	57.4%
Ordinary income (consolidated)	60.8%



Net sales and ordinary income achieved record highs in the first half of FY09/23

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

	2Q FY09/22 (Consolidated)	2Q FY09/23 (Consolidated)		
			Year-on-year Change	Main Factors Causing Change
Net sales	8,972 (100%)	13,003 (100%)	+44.9%	• Boost provided by highly profitable large deals
Gross profit	5,817 (64.8%)	9,472 (72.8%)	+62.8%	• Impact of higher revenue
SG&A	1,550 (17.3%)	4,000 (30.8%)	+158.0%	• Increase caused by relocation and growth in sales
Operating income	4,266 (47.5%)	5,471 (42.1%)	+28.2%	• Impact of higher revenue
Ordinary income	4,299 (47.9%)	5,474 (42.1%)	+27.3%	
Net income	2,887 (32.2%)	3,053 (23.5%)	+5.8%	

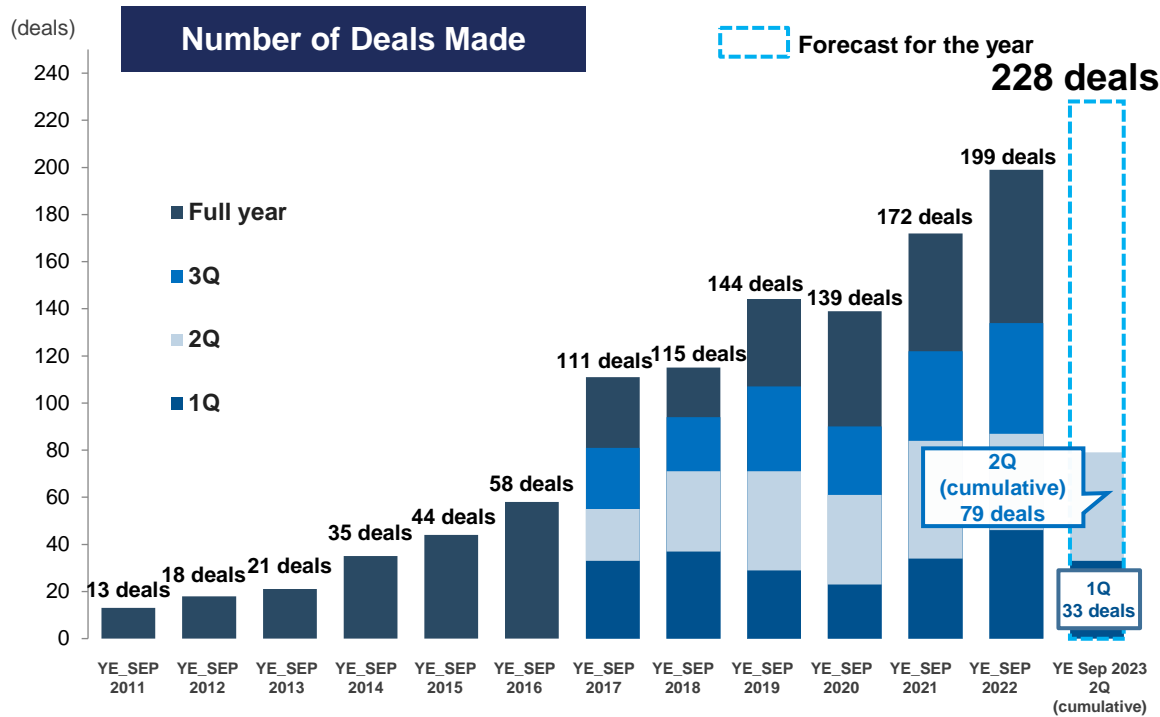
Solid financial condition backed by stable shareholders equity

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

	September 30, 2022 (Consolidated)	FY09/23 2Q-end (Consolidated)		
			Change	Main Factors Causing Change
Current assets	36,717 (92.0%)	39,852 (90.5%)	+3,135	• Cash and deposits +3,554
Noncurrent assets	3,196 (8.0%)	4,191 (9.5%)	+995	• Facilities attached to buildings +942
Total assets	39,913 (100.0%)	44,044 (100.0%)	+4,131	
Current liabilities	6,422 (16.1%)	6,730 (15.3%)	+307	• Provision for bonuses +318
Noncurrent liabilities	892 (2.2%)	1,379 (3.1%)	+487	• Provision for directors' bonuses +363 • Provision for bonuses +189
Total liabilities	7,314 (18.3%)	8,109 (18.4%)	+794	
Total net assets	32,598 (81.7%)	35,934 (81.6%)	+3,336	• Retained earnings +3,053
Total liabilities and net assets	39,913 (100.0%)	44,044 (100.0%)	+4,131	

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

Impact of one-off costs associated with relocation, etc. is expected to fade in FY09/24 and beyond



Number of deals (consolidated)

2Q (Cumulative)
79 deals

Forecast for full year (Revised)
228 deals

Vs. full-year forecast
34.6%

Number of deals (non-consolidated)

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

72 deals closed (-8.9% year on year), with 17 large deals

- Slight undershoot of previous-year level

RECOF RECOF

7 deals closed (-12.5% year on year), with 0 large deals

- 1Q and 2Q were the trough in quarterly terms

* Deals with a commission of 100 million yen or more

Non-consolidated
 M&A CAPITAL PARTNERS

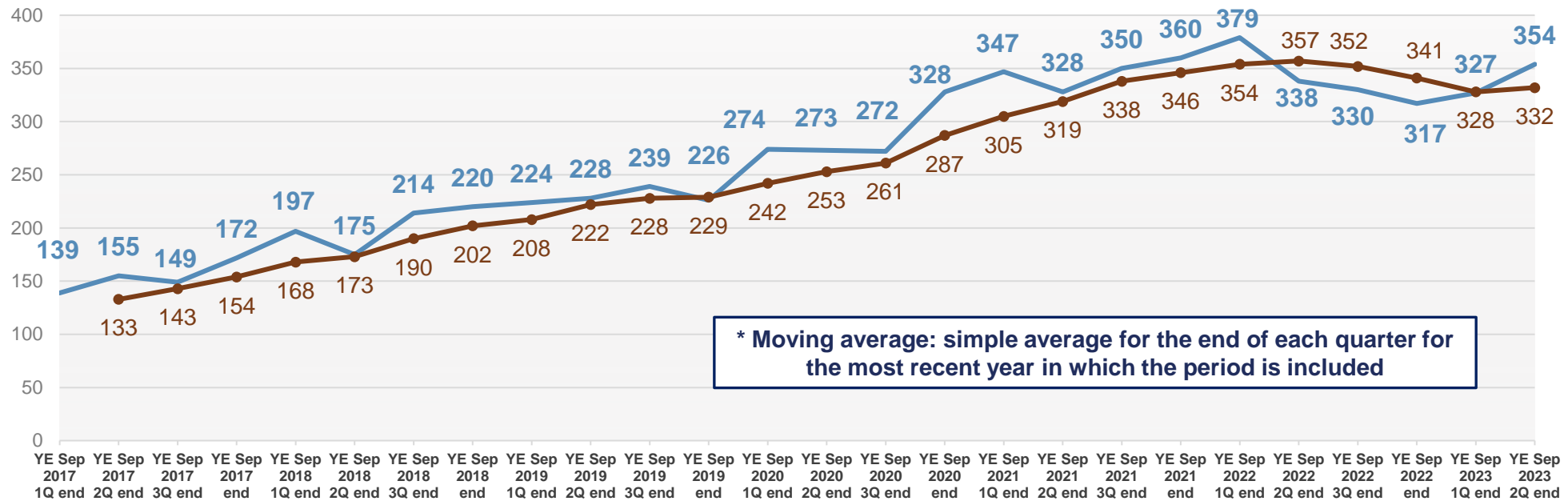
Consolidated
 M&A CAPITAL PARTNERS RECOF

354 active deals (+4.7% year on year)

The number of highly profitable large deals continues to trend upward

Number of Active Deals (Non-consolidated)

(Number of deals)



* Moving average: simple average for the end of each quarter for the most recent year in which the period is included

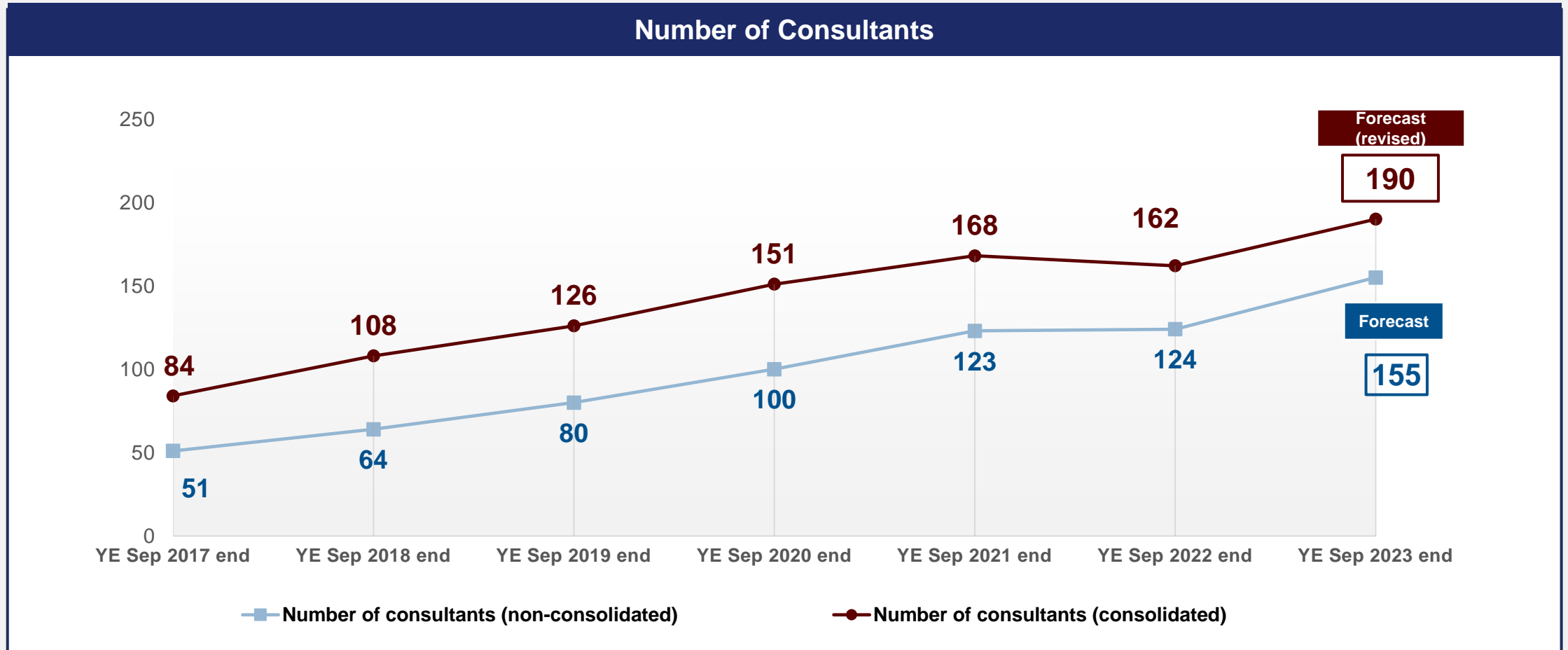
— Number of active deals (non-consolidated)

— Number of active deals (non-consolidated) moving average*

Actively strengthening recruitment to expand earnings further. Number of deals is also rising, driven by increase in headcount

Achieved progress in terms of provisional offer acceptance of **73.7% vs. plan to raise recruitment by 25% (to 155 persons) at non-consolidated level**

*As of March 31, 2023



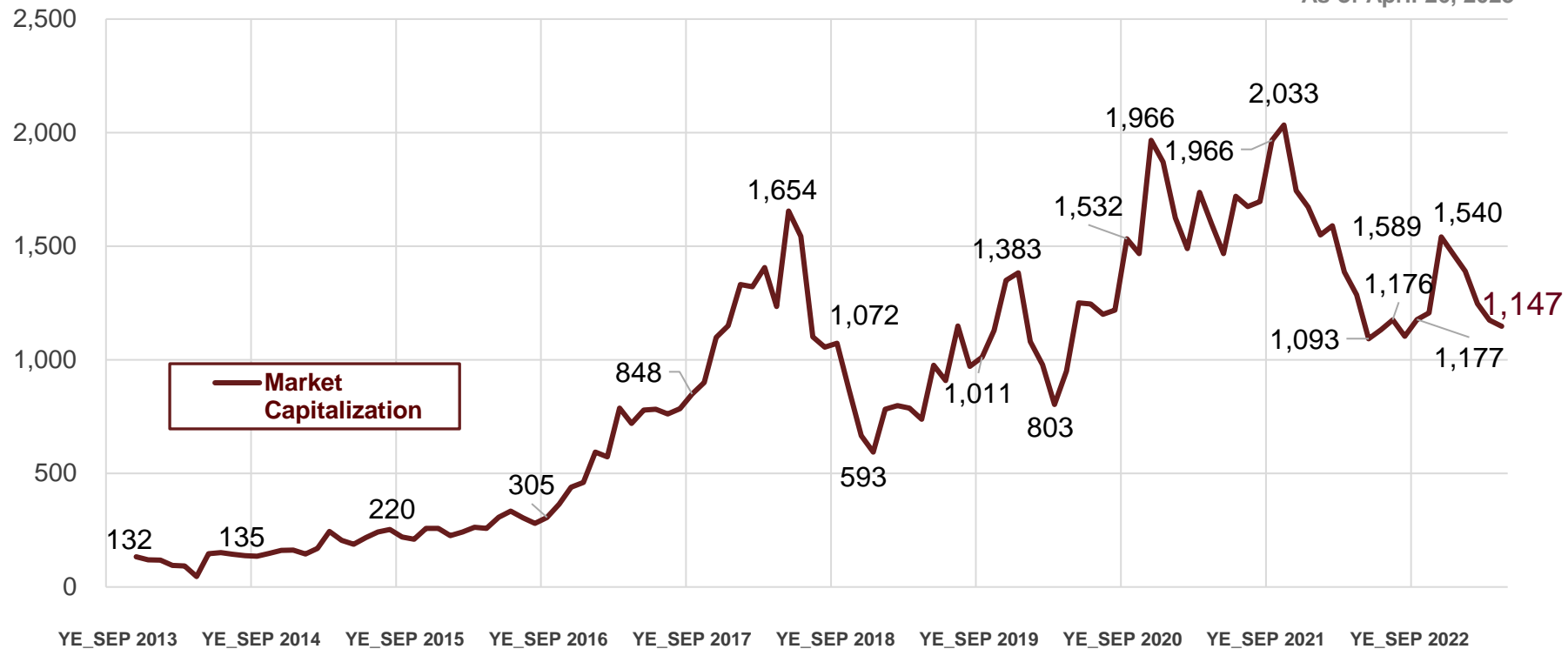
Highest rate of growth among M&A intermediary industry companies listed on TSE Prime

Market capitalization has increased about 9 times over the 9 years since listing

Market Capitalization

Units: 100 million yen

*As of April 26, 2023



Consolidated earnings forecasts

Increase in large deals led to continuation of robust performance, and non-consolidated recruitment also strong

Despite the cutting forecasts for the number of deals and consultants at RECOF, we are maintaining consolidated sales and profits

Net sales

22,641 (million yen)

(+9.3% year on year)

Ordinary income

9,003 (million yen)

(-7.8% year on year)

Number of deals (revised)

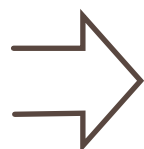
228 (deals)

(+14.6% year on year)

Large deals (revised)

47 (deals)

(-2.1% year on year)



Number of consultants (revised)



190 Persons

(+28 year on year)

Non-consolidated Earnings Forecasts for the Fiscal Year Ending September 30, 2023

Non-consolidated earnings forecasts (revised)

Non-consolidated revised up due to strong performance. Despite downward revision at RECOF, we are maintaining consolidated forecasts

	 M&A CAPITAL PARTNERS M&A Capital Partners Co., Ltd.		 RECOF	
		Year-on-year Change		Year-on-year Change
Net sales	20,861 million yen	+17.1%	1,519 million yen	-39.6%
Ordinary income	9,117 million yen	+0.5%	162 million yen	-83.0%
Number of Deals	205 deals	+19.9%	23 deals	-17.9%
Large deals	45 deals	+2.3%	2 deals	-50.0%
Number of consultants	155	+31	35	-3

*Because non-consolidated information is shown, amortization (235 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.

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M&A CAPITAL PARTNERS

To be the world's leading investment bank

To be the world's leading investment bank

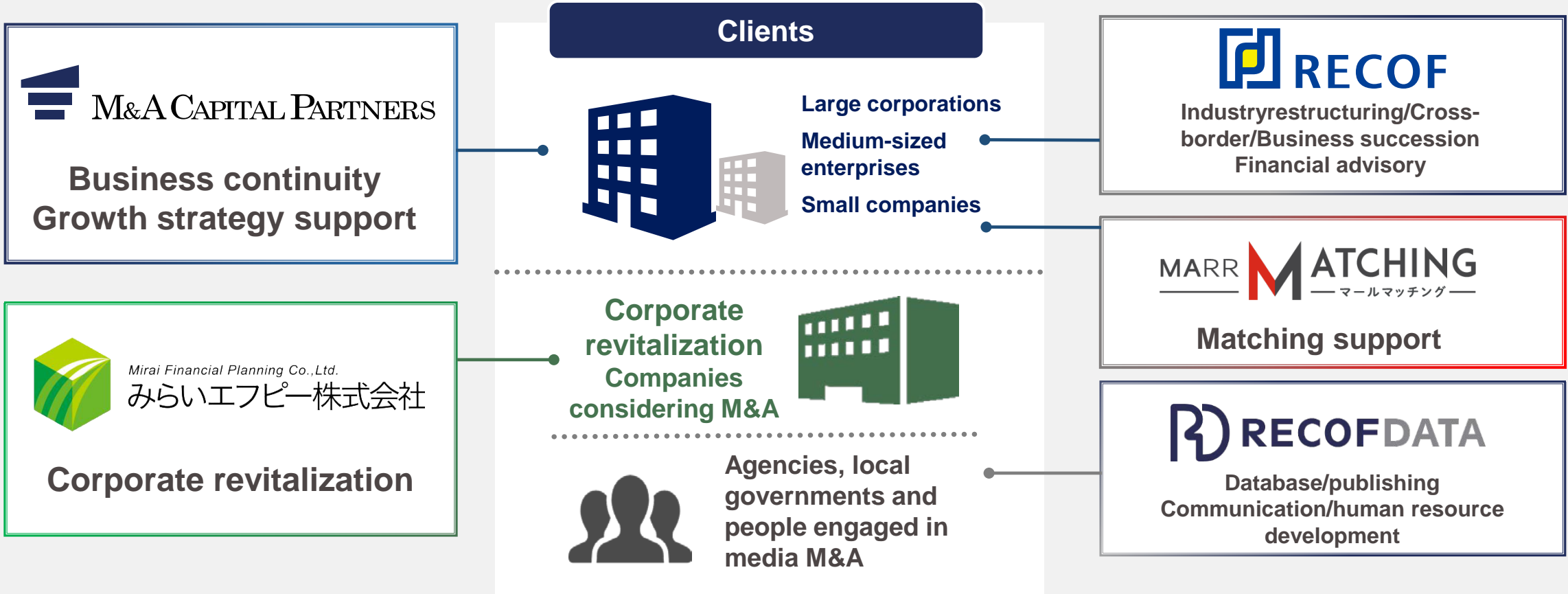


FY09/23 MACP Group

An important phase in our development, marking a powerful first step towards becoming a leading M&A group, ranked No.1 in Japan

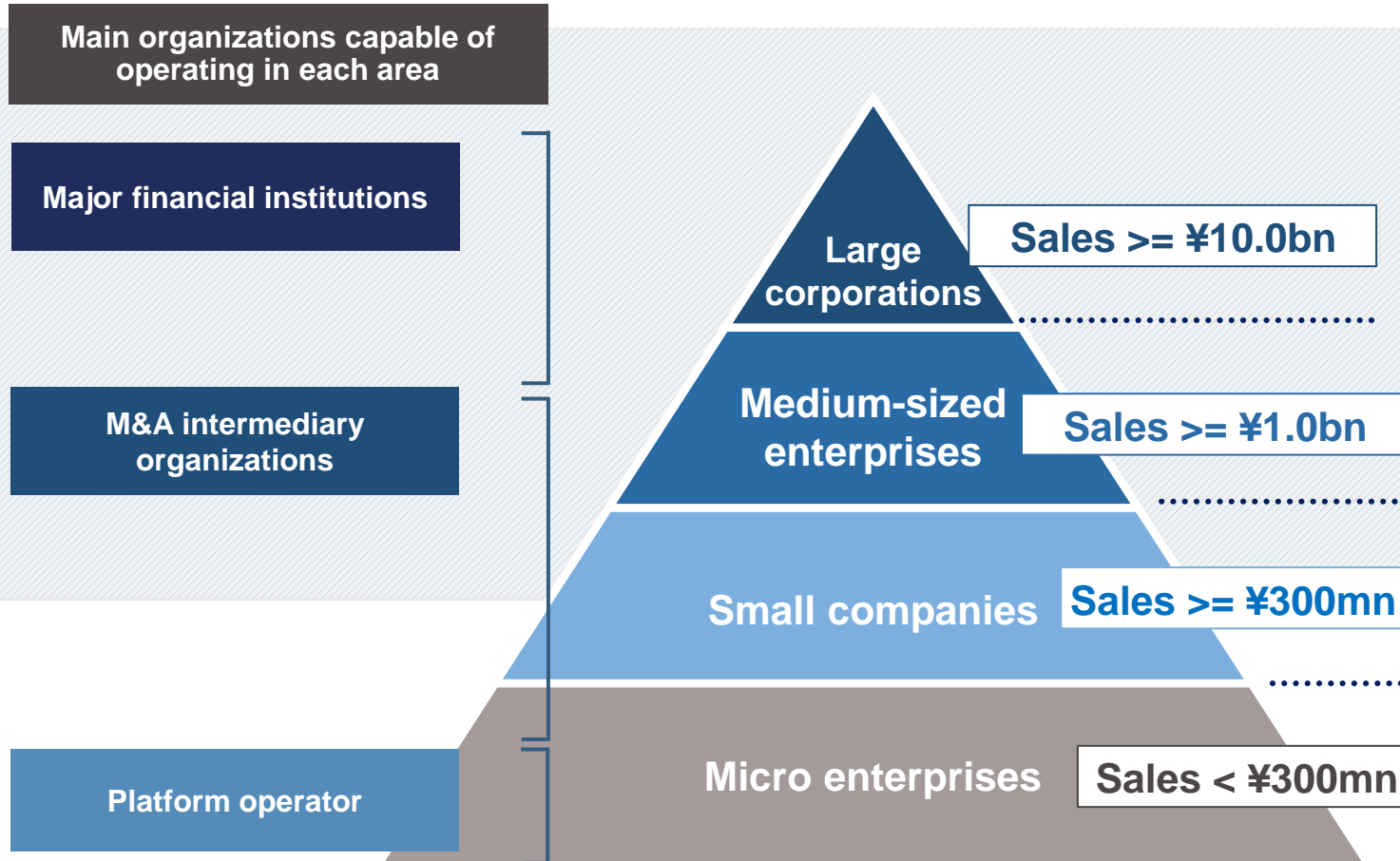
-Concentrating the Group operating base, and leveraging the strengths of each company to create new challenges -

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 5 group companies

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



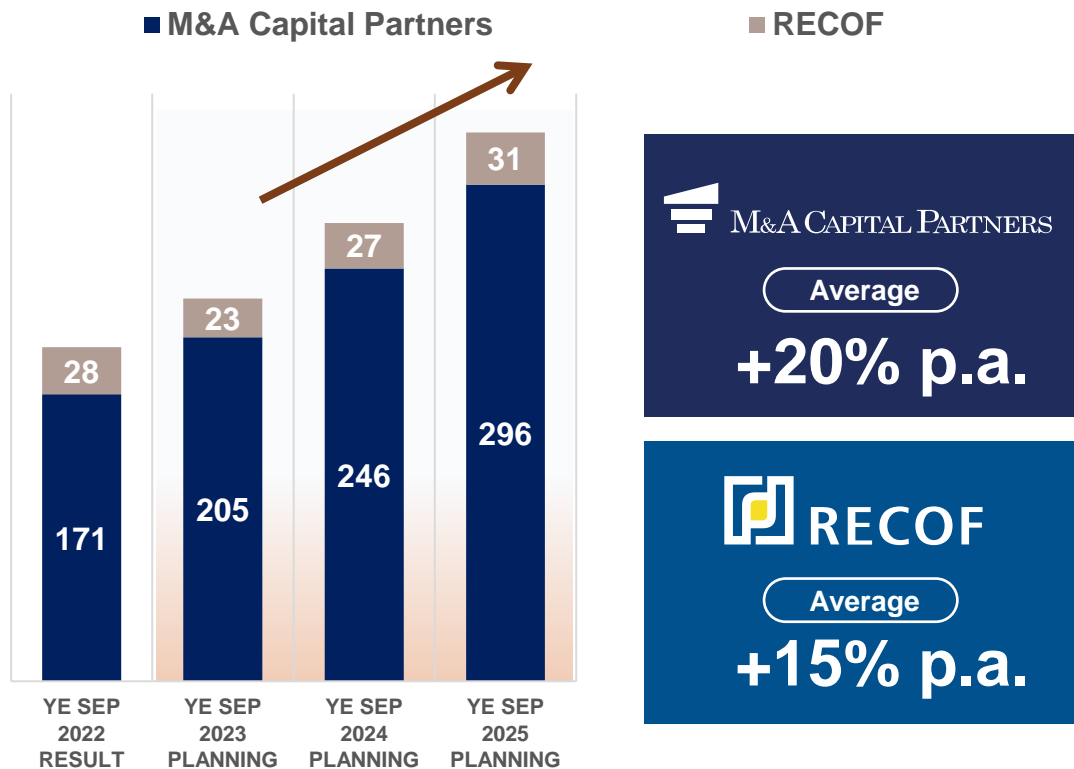
Areas in which M&A Capital excels

M&A intermediation
Financial advisory (FA)

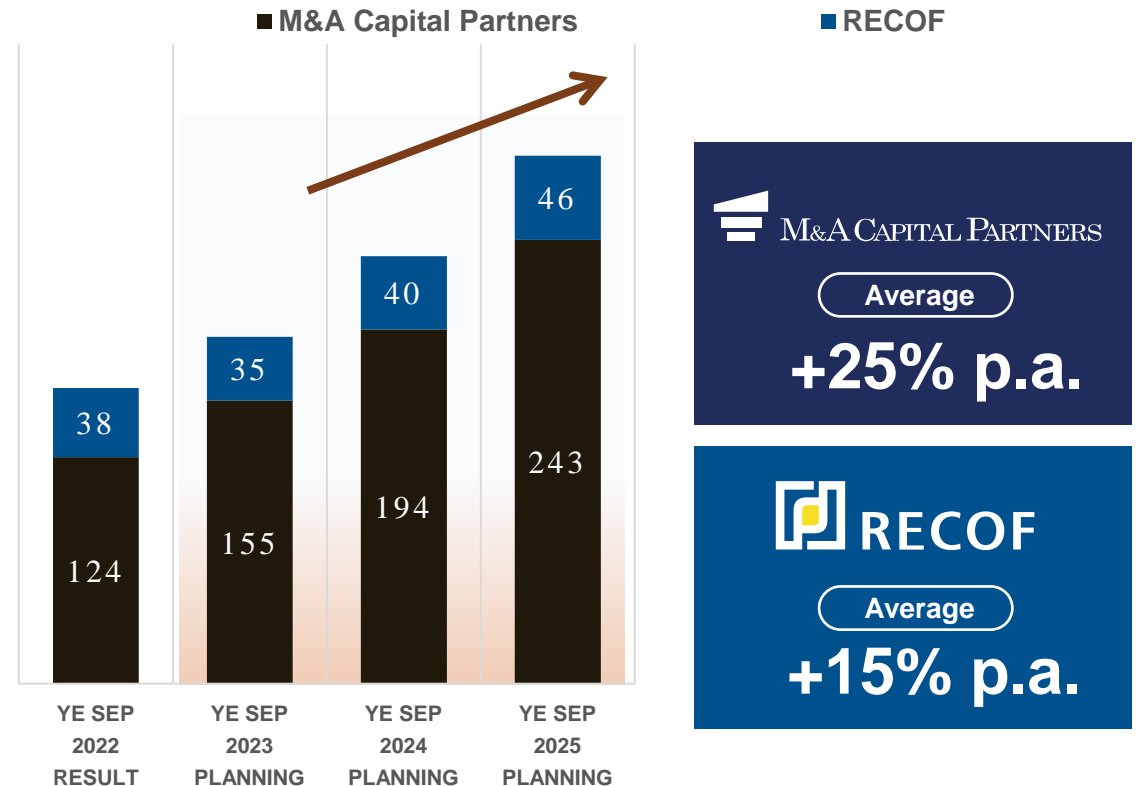
M&A matching support

Three-year plan for the number of deals closed and the number of consultants required to achieve further growth FY09/2023 - FY09/2025

Number of Deals



Number of consultants



TOPICS 1. Establishing the leading brand in the M&A intermediary industry

Seizing the No.1 position in the 10 main categories in the industry in preparation for becoming Japan's No. 1 M&A group
Establishing the leading brand with a dominant presence that surpasses all others in the M&A intermediary industry

M&Aキャピタルパートナーズは、
M&A仲介業界 **10**冠^{*}達成!



認知度

支払
手数料率の
低さ

成約案件の
平均譲渡
価格

法令遵守
イメージ

コンサルタント
士業資格
保有者率

コンサルタント
1人あたり
売上高

コンサルタント
1人あたり
経常利益

*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

*The above is referenced from MACP website

TOPICS 2. Execute head office integration strategy to further strengthen Group collaboration

In 2Q of FY09/23, the entire MACP Group completed the relocation of the head office
Putting robust infrastructure in place as the first step towards becoming Japan's No. 1 M&A group



Relocated in March 2023

RECOF DATA

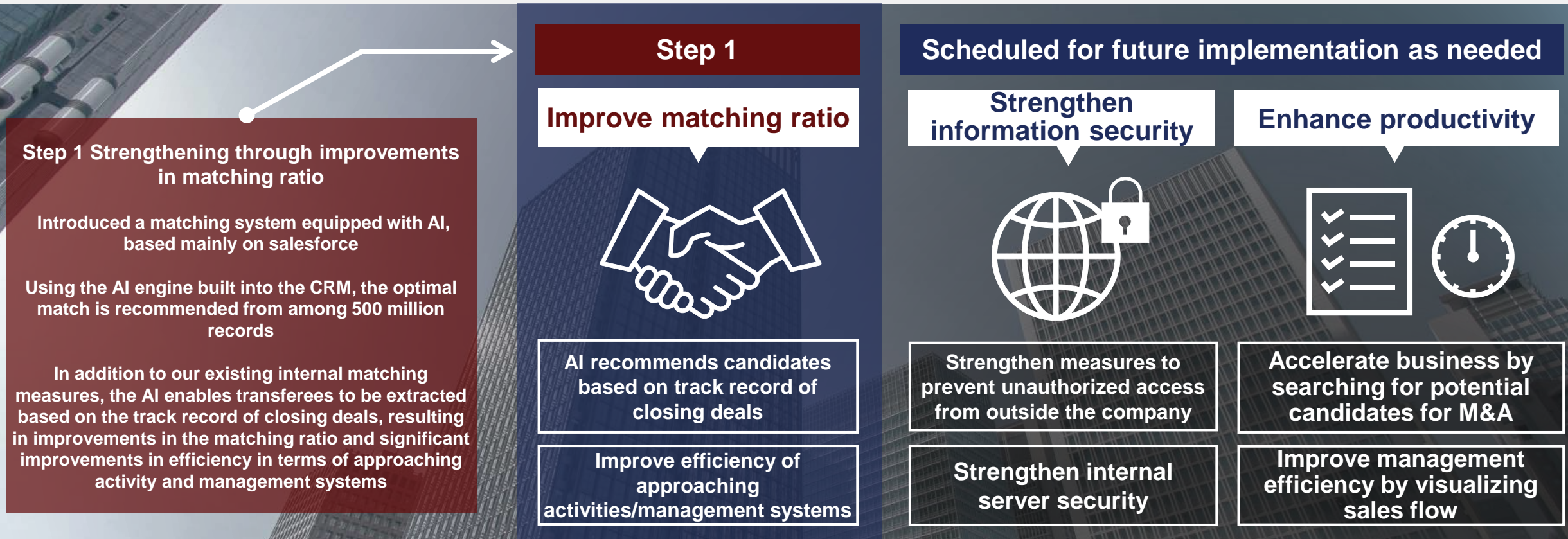
MARR MATCHING
— マールマッチング —

RECOF DATA and MARR MATCHING have completed relocation to Kanda-Sudacho

TOPICS 3. Completed measures to improve matching ratio as the first step in the DX strategy

Use AI to establish matching system by extracting from one of largest group customer bases in Japan with approx. 50,000 companies

DX investment has achieved improvements in matching ratio and significant reduction in man-hours



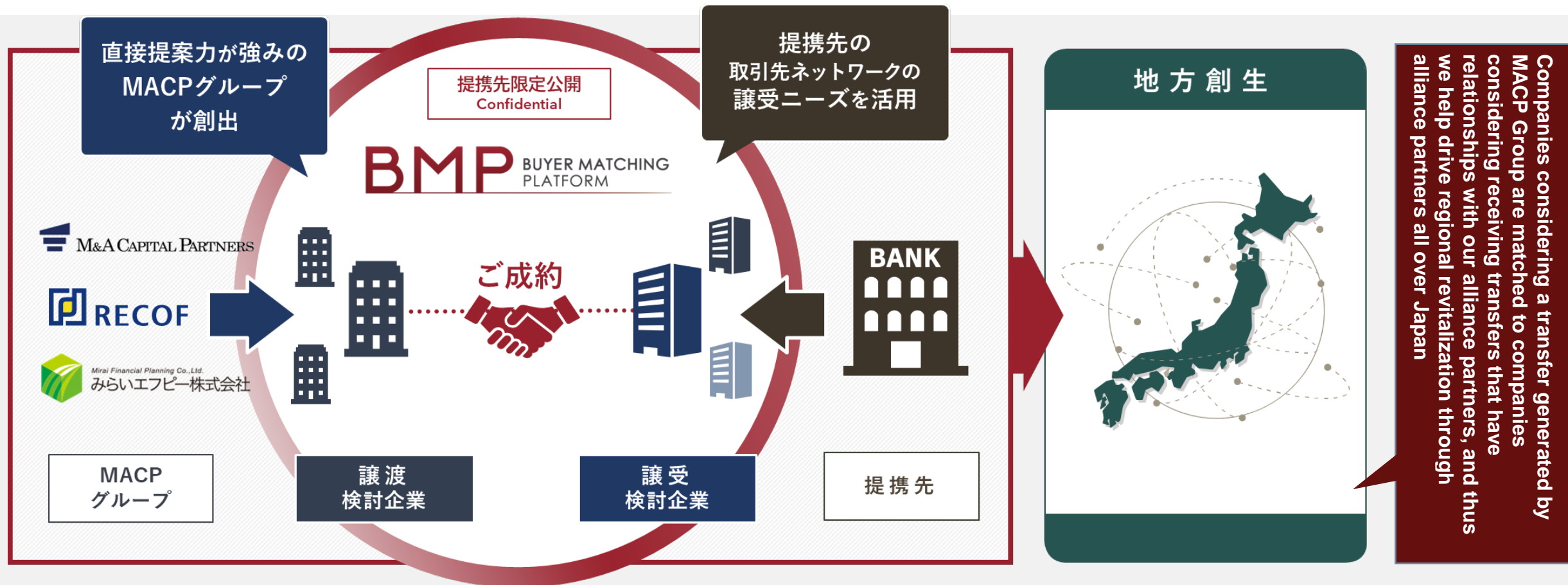
Approximately ¥110 million* in DX investment will be implemented in FY09/23 to enable us to provide M&A services to customers with confidence

*Rather than being restricted to non-current and other assets, this DX investment represents additional disbursements for the 18th term aimed at strengthening IT for greater efficiency and other measures.

TOPICS 4. Further strengthening our industry-leading matching abilities

The number of alliance partners who introduce us to transferee companies is growing steadily, and together we are contributing to regional revitalization

In the first half of FY09/23 alone, the number of alliance partner financial institutions grew from 22 to 26



26 alliance partner financial institutions (as of March 31, 2023)

TOPICS 5. Industry's first sole-sponsorship program broadcast nationwide on terrestrial television

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

Second broadcast on February 26, 2023 was well received, winning an even larger audience than for the first broadcast

Also broadcast by six broadcasting stations in Tohoku, receiving a strong response



THE Business Succession
“Don't Turn Out That Light!”



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

New sole-sponsorship broadcast on terrestrial television in Kansai region

Activities to make the idea of “business succession” more familiar and to raise awareness of it
Variety program that looks at the economy around us and the future from the perspective of business succession is broadcast in Kansai region

First broadcast on March 26, 2023

Popular presenters gave easily understood explanations of business succession, and received a strong response



“Abundantia’s Wind”
variety program
supporting business
succession

Program website is here 



In April 2023, MACP welcomed its first two new graduates to join the Company
As the leading company in the industry, we carefully selected top-level graduates who can personify
“Fair M&A”

After passing through our Industry-leading training, they will become first-rate consultants

“Training on company philosophy”

by M&A Capital Partners founding member and
Senior Executive Officer, Jun Tsuchiya



ROAD TO
THE WORLD'S
BEST INVESTMENT BANK

 M&A CAPITAL PARTNERS

共に世界最高峰へ。

Launch of dedicated site for recruitment of new
graduates

<https://www.ma-cp.com/recruit/>



We will continue to recruit new graduates who aspire to “getting to the top together”

TOPICS 7. Notification of change of representative at Mirai Financial Planning

Seeking to scale the business further as a pioneer in corporate revitalization, an area of high social impact
Change of representative in April 2023 constitutes the first “business succession” within the MACP Group

Impact of start of full-fledged repayments for “zero-zero loans” is becoming apparent, and inquiries have soared since April



Mirai Financial Planning Co., Ltd.

みらいエフピー株式会社

**Member of MACP Group
since October 2021**

Trade Name	Mirai Financial Planning Co., Ltd.
Head Office Location	9F Gran Tokyo South Tower, 1-9-2 Marunouchi, Chiyoda-ku, Tokyo
M&A business area	Corporate revitalization
Representative	Hiroki Kobayashi, President and Representative Director
Established	March 2002

Mirai Financial Planning’s website is here ►



**Mirai Financial Planning Co., Ltd.
President and Representative Director
Hiroki Kobayashi**

**Full member of the Japanese Association of
Turnaround Professionals**



Graduate of Yamagata University Faculty of Literature and Social Sciences, Department of Law, Economics and Public Policy. After joining a regional bank, he was involved in corporate sales, primarily consulting on management issues, at the new customer development group within the corporate sales department, which was responsible for a wide range of clients from small and medium enterprises to listed companies. Despite this being an area of intense competition, he helped achieve increases in market share. In 2016 he moved to M&A Capital Partners Co., Ltd., where he was engaged in M&A intermediary services, working on everything from business succession M&A to early stage turnaround M&A. Over the course of approximately five years he assisted in more than 20 deals, gaining experience in all stages from sourcing, through execution, to closing. In addition, as one of the team members responsible for launching the new regional bank cooperation project, he drove the project from zero to concluding alliances with around 20 of the most important regional banks. Following the entry of Mirai Financial Planning to the M&A Capital Partners Group, he began serving as Director of the former in October 2021, and was appointed President and Representative Director in April 2023.

Yasuo Nakatsu, who has one of the best track records in Japan, with involvement in more than 250 placements, has been appointed Chairman and Director

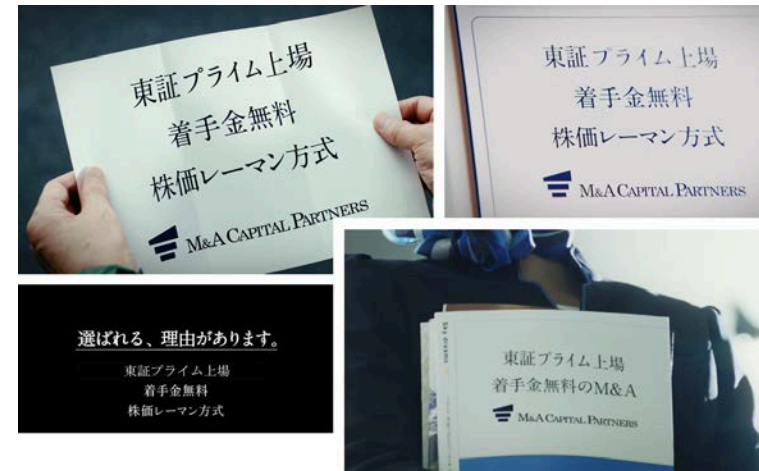
Our role in raising awareness of “M&A” as a leading company in the M&A intermediary industry Popular “lion president” commercials have won unparalleled brand awareness

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

- TV Asahi Network Hodo Station
- TV TOKYO World Business Satellite (WBS)
- TV TOKYO Cambria Kyuden
- TV Asahi Network Grand Prix of Figure Skating Final 2022
- Fuji Television Network Nichiyo Hodo THE PRIME
- TV TOKYO Morning Satellite
- TV TOKYO Gaia no Yoake



“TSE Prime” version, from April 2022 onward (excerpt)



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



Teaching people about the realities of
Although interviews, packed with
different emotions, conducted with
those who have completed deals



Examples of most recent deals



Hosted by MACP

Seminars providing information on “Fair M&A” will be held

経営戦略の
新たな思考

M&A CAPITAL PARTNERS
経営者フォーラム2023
in 東北6県

来場者満足度 **92%**

「大満足・満足」で
開催終了!

※来場者アンケート結果参照

Hosted “Tohoku Business Owner Forum 2023,”

split over **Six** different venues, attracting approximately **1,000** visitors, and earning a visitor satisfaction score of **92%**

Presenters (business owners)



Presenters (MACP advisors)



Hosted first recruitment event for MACP, with the aim of hiring some of the top talent in Japan

First event has been finalized for **May 10, 2023**, and is scheduled be held on the **10th** of every month thereafter

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

Event No.1



RECRUIT SEMINAR vol.1 

登壇 M&Aキャピタルパートナーズ株式会社
上席執行役員 土屋 淳

成約実績 No.1が語る
「群を抜く誠実さと高い情熱」

2023. 5/10 WED 19:30-20:30

Q&A 皆さまからのご質問にお答えします。

共に世界最高峰へ。

Event No.2



RECRUIT SEMINAR vol.2 

登壇 M&Aキャピタルパートナーズ株式会社
執行役員 企業情報部 部長 前川 勇慈

FA 経験者 執行役員(公認会計士)が語る
「M&Aアドバイザーの仕事」

2023. 6/10 SAT 15:00-16:00

Q&A 皆さまからのご質問にお答えします。

共に世界最高峰へ。



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 Guidelines

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	2.8 billion yen (as of March 31, 2023)
Employees	Consolidated: 249 Non-consolidated: 177 (as of March 31, 2023)
Affiliates	RECOF Corporation, RECOF DATA Corporation, Mirai Financial Planning Co., Ltd. MARR MATCHING Co., Ltd.

October 2005

Company established

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

February 2007

Relocation due to growth of company

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

November 2013

Listed on Tokyo Stock Exchange Mothers

- Listed on the Tokyo Stock Exchange Mothers market

March 2014

Relocation to current head office

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

December 2014

Listed on Tokyo Stock Exchange First Section

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

October 2016

M&A for business growth

- Business integration with RECOF Corporation and RECOF DATA Corporation
- Business integration with Mirai Financial Planning Co., Ltd.

October 2021

Industry Association set up

- Founding member of the M&A Intermediaries Association

April 2022 Transfer to Prime Market

December 2022 Relocation of head office



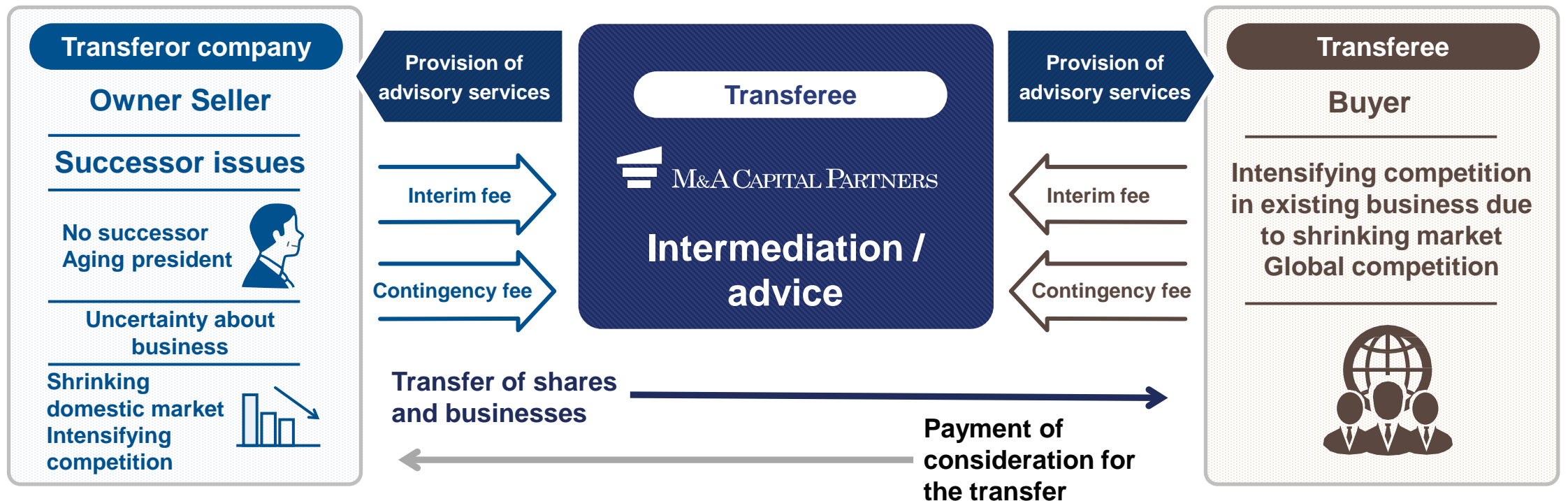
Business Content

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

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

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M&A CAPITAL PARTNERS CORPORATE IDENTITY

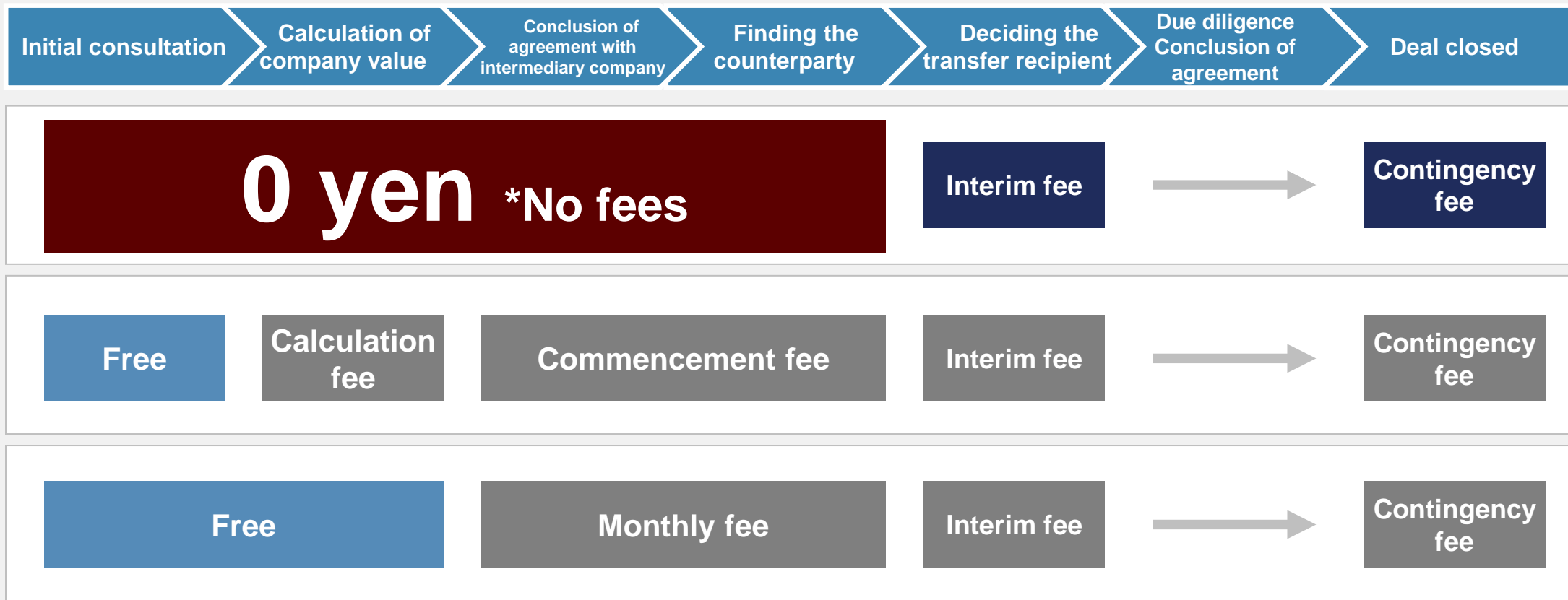
Aiming to be the world's leading investment bank seeking
maximum contributions to clients and the
happiness of all employees

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 and which gives customers peace of mind when consulting with M&A Capital Partners



← Time is required to find the counterparty →

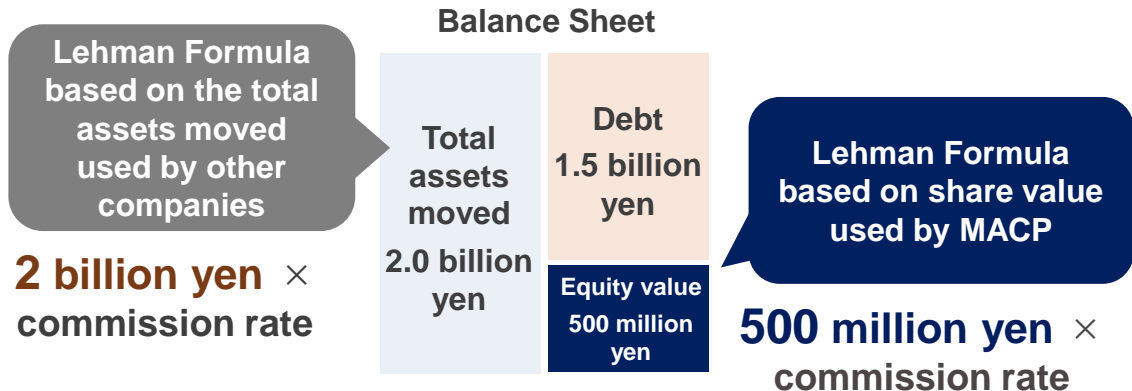
Ever since the founding of the company, we have used the **“Lehman Formula based on share value,”** which leads to overwhelmingly lower costs, as the formula for calculating fees in a way that convinces customers

What is the Lehman Formula?

- ✓ A general calculation formula used for M&A intermediary contingency fees. Calculating fees according to a fixed commission rate against the value of the transaction
- ✓ Typical examples are the “Lehman formula based on the total assets moved” multiplying the total assets moved by a commission rate and the “Lehman Formula based on share value” multiplying the share value by a commission rate

* It is a calculation formula created by referring to the fee structure used by the U.S. investment bank Lehman Brothers. The M&A team of the former Yamaichi Securities led by RECOF Corporation founder Masaaki Yoshida first adopted it in the Japanese market in 1974, and it has been widely used by RECOF Corporation to calculate contingency fees in the M&A industry since then. It is also referred to as the “Lehman Scale.”

MACP using the Lehman Formula based on share value

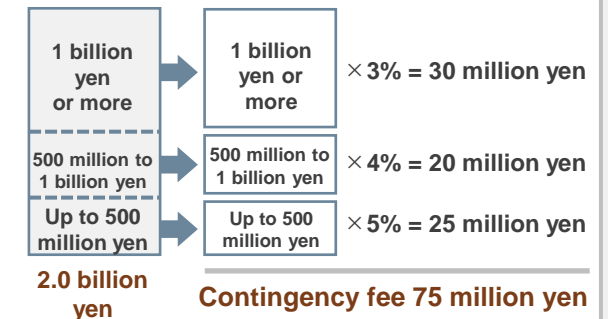


Examples of Lehman Formula rates

Transaction value, etc.	Commission rate
Over 10 billion yen	1%
5 billion yen up to 10 billion yen	2%
1 billion yen up to 5 billion yen	3%
500 million yen up to 1 billion yen	4%
Up to 500 million yen	5%

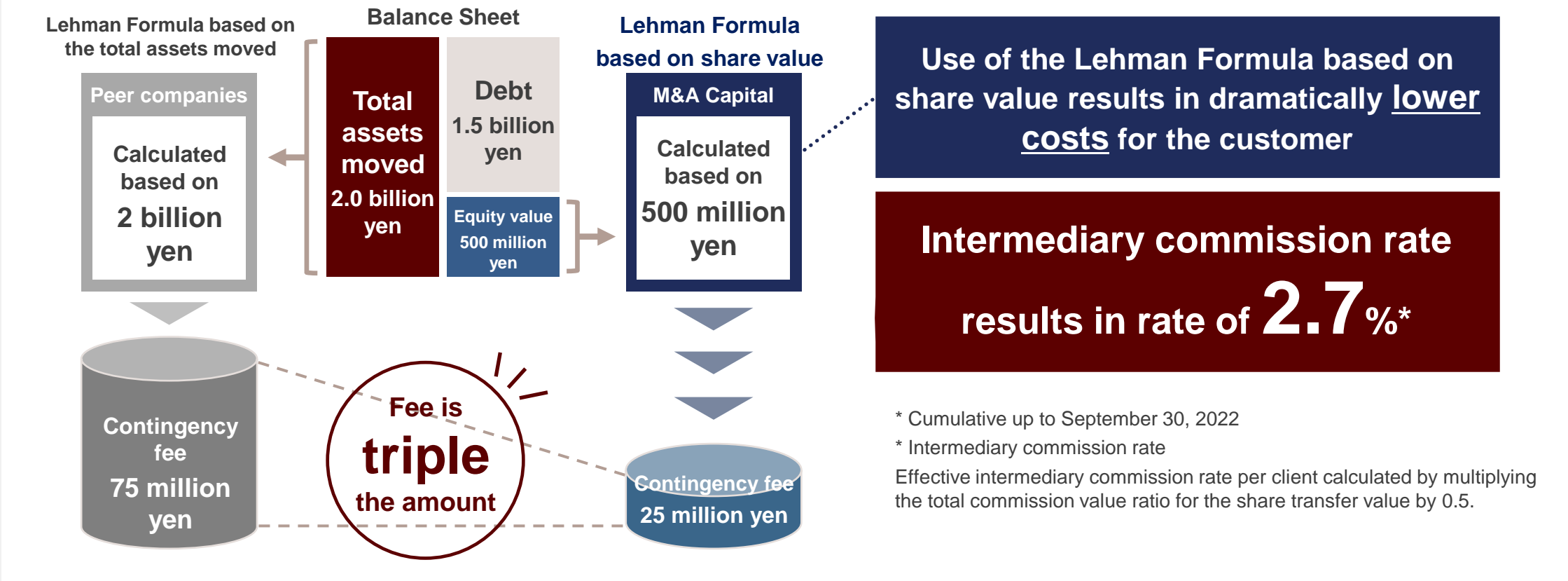
Calculation using the Lehman Formula

If a transaction value of 2 billion yen is estimated using the Lehman Formula based on the total assets moved...



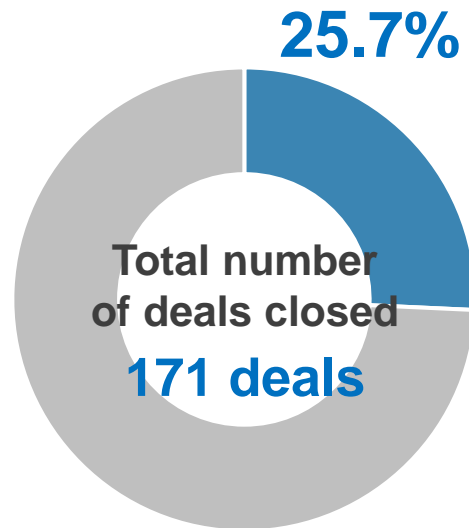
Since the founding of the company we have prioritized the needs of the customer, and charged the lowest intermediary commission rates in the M&A intermediary industry

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



Up by 10 deals year on year

44 large M&A deals



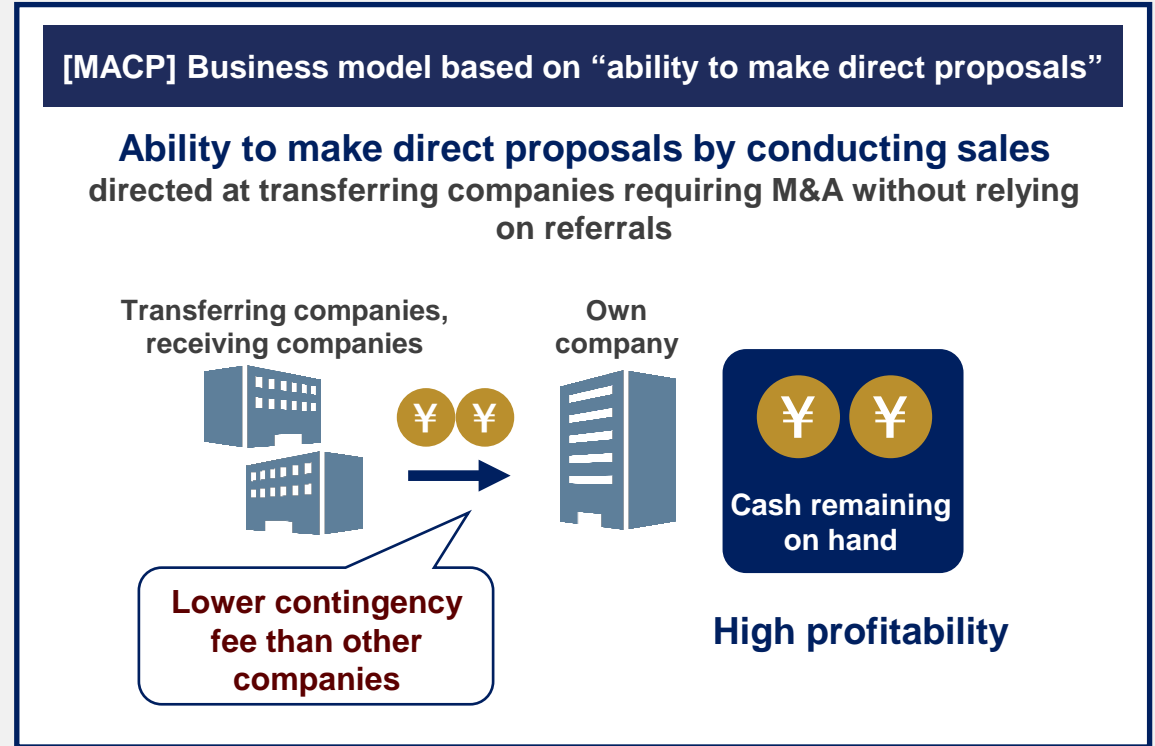
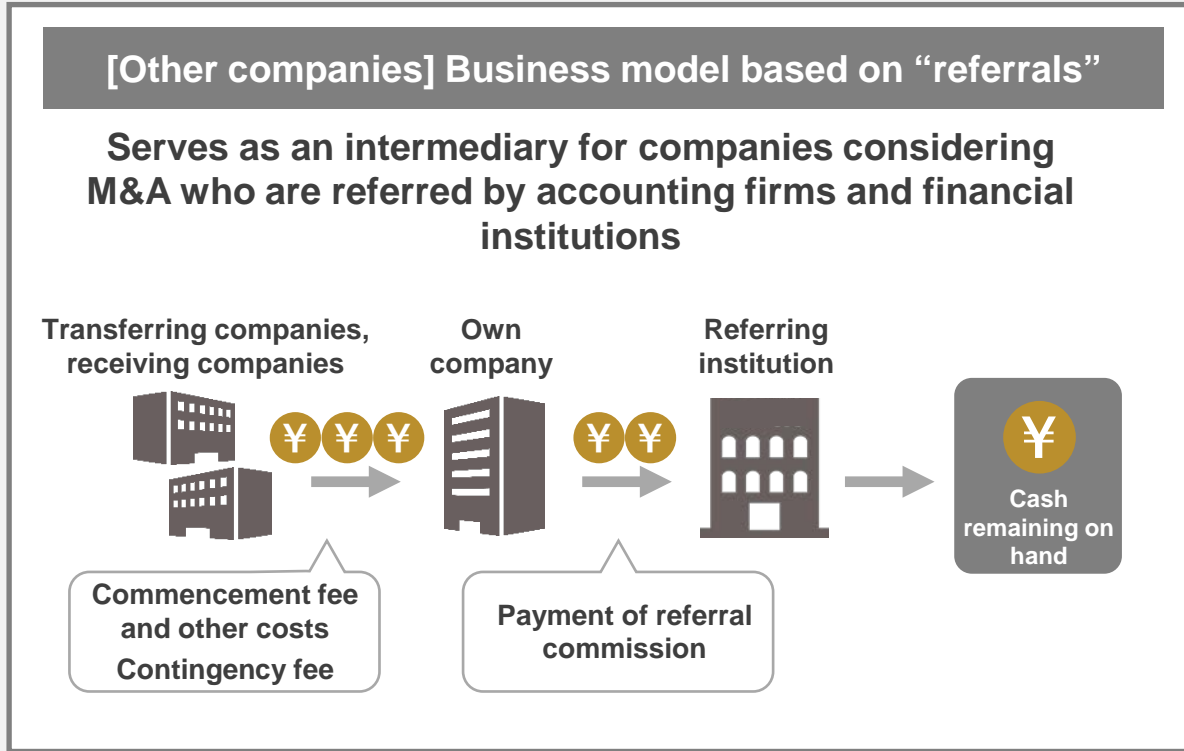
1 in 4 deals are large deals with commission of 100 million yen or more

Average value of share transfer: Approx. **15.0 billion yen**

*Non-consolidated fiscal year ended September 30, 2022

A “true 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



Ratio of deals derived from a referring institution was 9.9% in FY9/22,
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 eight consecutive years, since the listing of the Company

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

■ FY2021 (April-March) Top 5 Ranking

Rank	Company name	Average annual income (10,000 yen)	Average age (years)
1	M&A Capital Partners Co., Ltd.	2,688.4	31.4
2	Company A	2,182.7	35.8
3	Company B	1,803.2	39.4
4	Company C	1,694.4	42.7
5	Company D	1,579.7	42

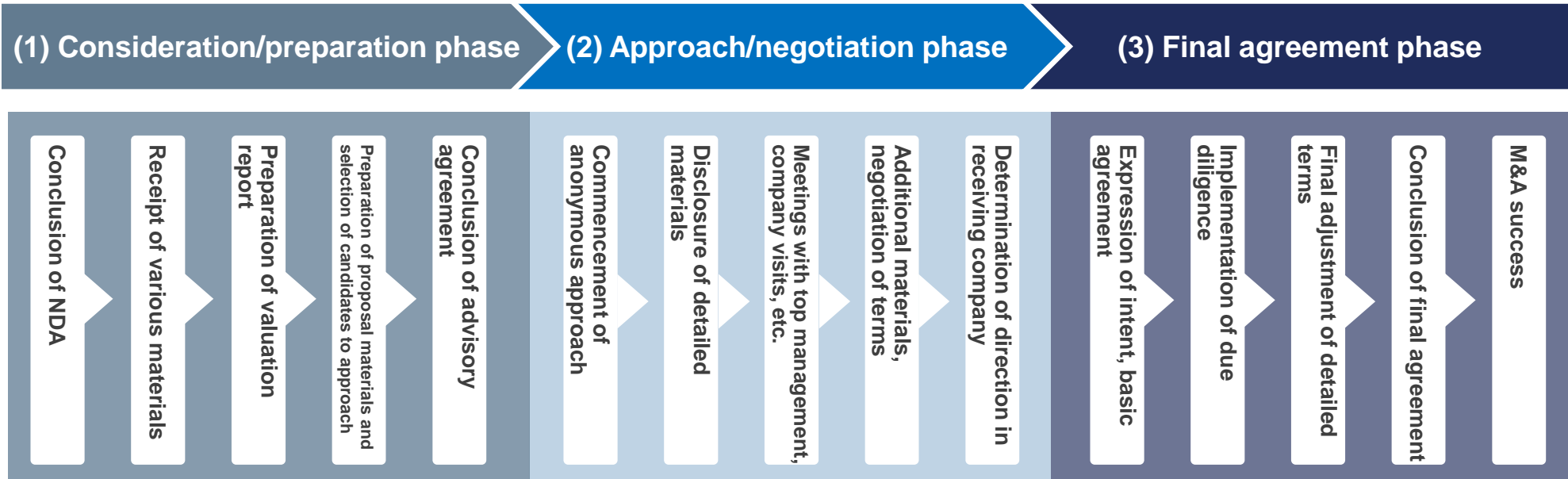
Source: TOKYO SHOKO RESEARCH, LTD., "FY2021 Average Annual Wage Survey" (August 9, 2022)

High-level M&A provided by Japan's leading consultants

Highly specialized and diverse M&A operations

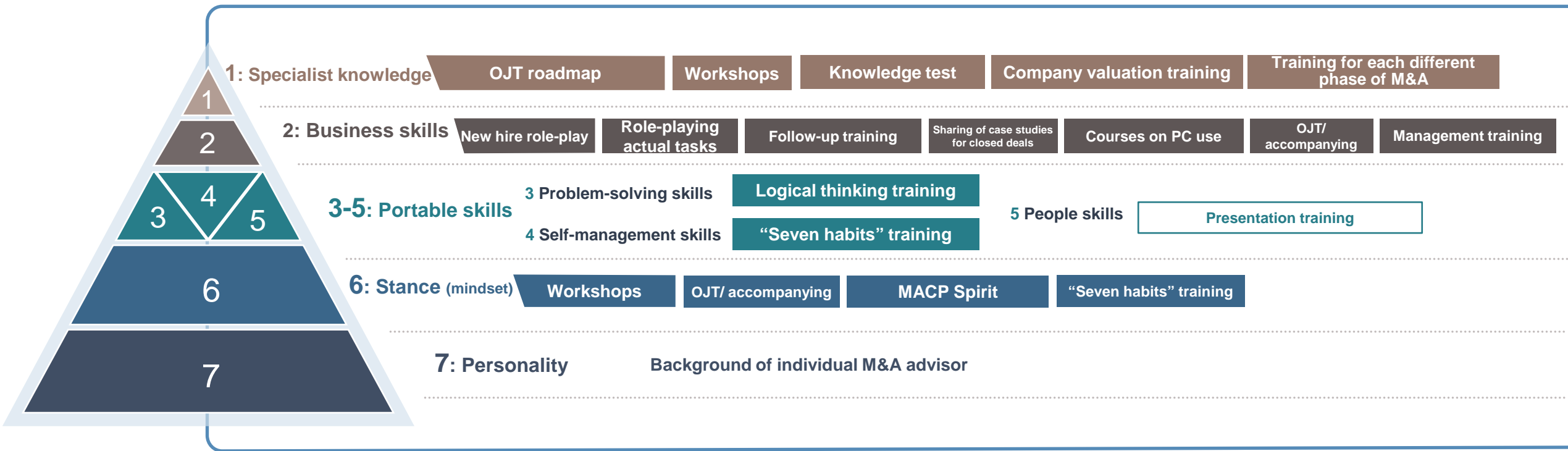
Importance of a sense of responsibility and mission to growth the Japanese economy

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

144.79 million yen

(+6.8% year on year)

Ordinary income per consultant

73.79 million yen

(+9.3% year on year)

* Non-consolidated fiscal year ended September 30, 2022
(number of consultants is based on the start of the fiscal year)

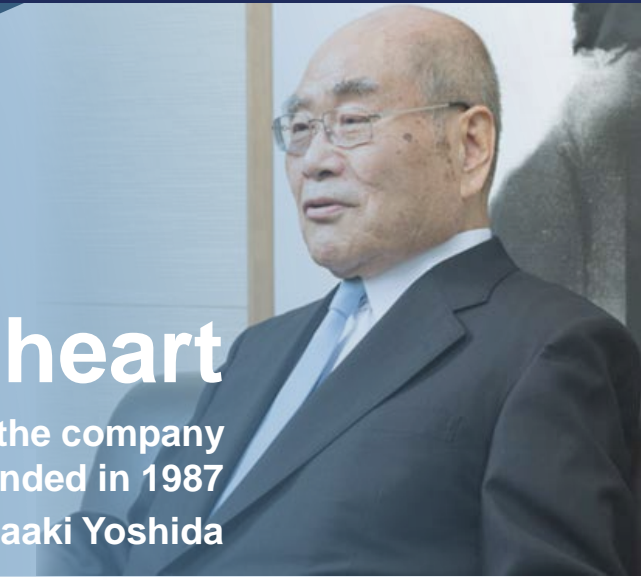
DNA Passed On from the Founders of M&A in Japan MACP Group Principles for Consultants to Abide by



Wholeheartedly responding to customers' resolutions.

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

Satoru Nakamura



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 the sustainability of the Japanese economy since the Company was founded is over 1.6551 trillion yen

In FY09/22, our contribution was 446.2 billion yen and 24,002 jobs in terms of sustainability of the Japanese economy and of jobs, respectively - the highest in the industry

Contribution to sustainability of Japanese economy since the Company was founded

Over
1.6551 trillion yen

(Total sales of transferred companies)

Contribution to sustainability of Japanese economy in FY09/22

446.2 billion yen

(Total sales of transferred companies)

Contribution to sustainability of jobs in FY09/22

24,002

(Total number of employees in transferred companies)

* Estimates based on internal research (as of September 30, 2022)

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**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.

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

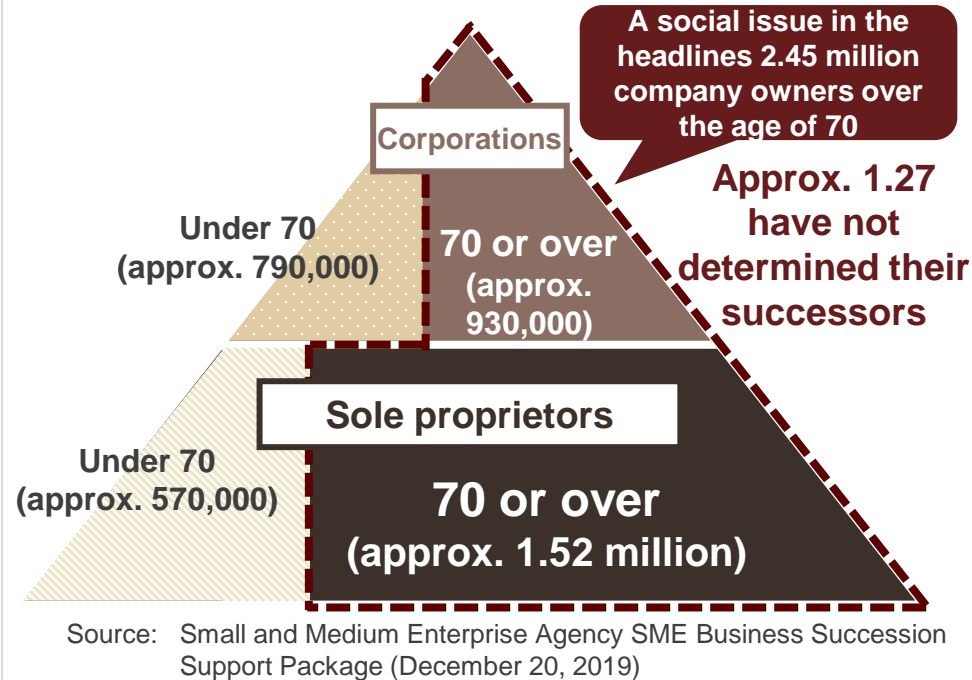
優良技術断絶も

「あつた年いじいじい」は自動車の社会... 中小企業の廃業増えている。後継者難から会社をたたきケースが多く、廃業する会社のおよそ半数が経営者として引退する。2019年16割以上の経営者が70歳を超えている。経済産業省の分析は現在中小企業の方で後継者不在のリスクは、優良技術の伝承・事業承継（MBO/MBO）が急がれている。日本の産業基盤は劣化する。「大廃業時代」を助けてあげよう。

1,000以上の中小企業の廃業... 東京府エッセイの調査は、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。

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)

Owners of SMEs need an environment in which they can utilize M&A with confidence

Toward the creation of a sound M&A intermediary industry to save approximately 60,000 business operators per year from bankruptcy or going out of business while they are in the black

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 related to COVID-19



5,639 businesses went bankrupt due to
COVID-19

Source: Survey of Trends in "Bankruptcies Related to COVID-19" (April 26, 2023, Teikoku Databank)

Owners of SMEs need an environment in which they can utilize M&A with confidence

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

The number of small and medium enterprises “giving up” on the continuation of the business due to external environmental factors such as high prices is increasing

Trend of suspensions, closures and dissolutions of SMEs			
	Incidents per year (deals)	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 (2021) (Teikoku Databank)

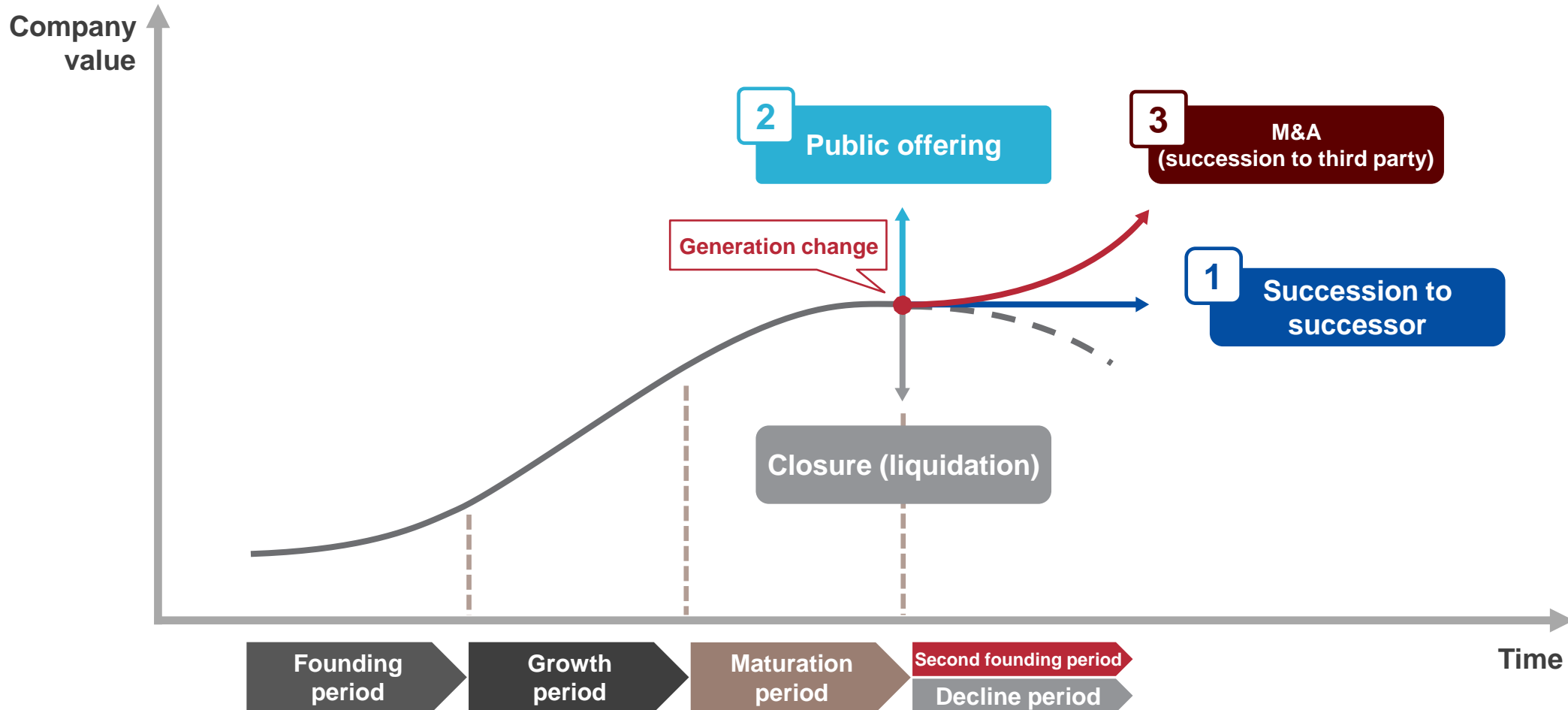
Economic loss caused by suspensions and closures in 2022

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**

Company owners are faced with three options when determining business succession



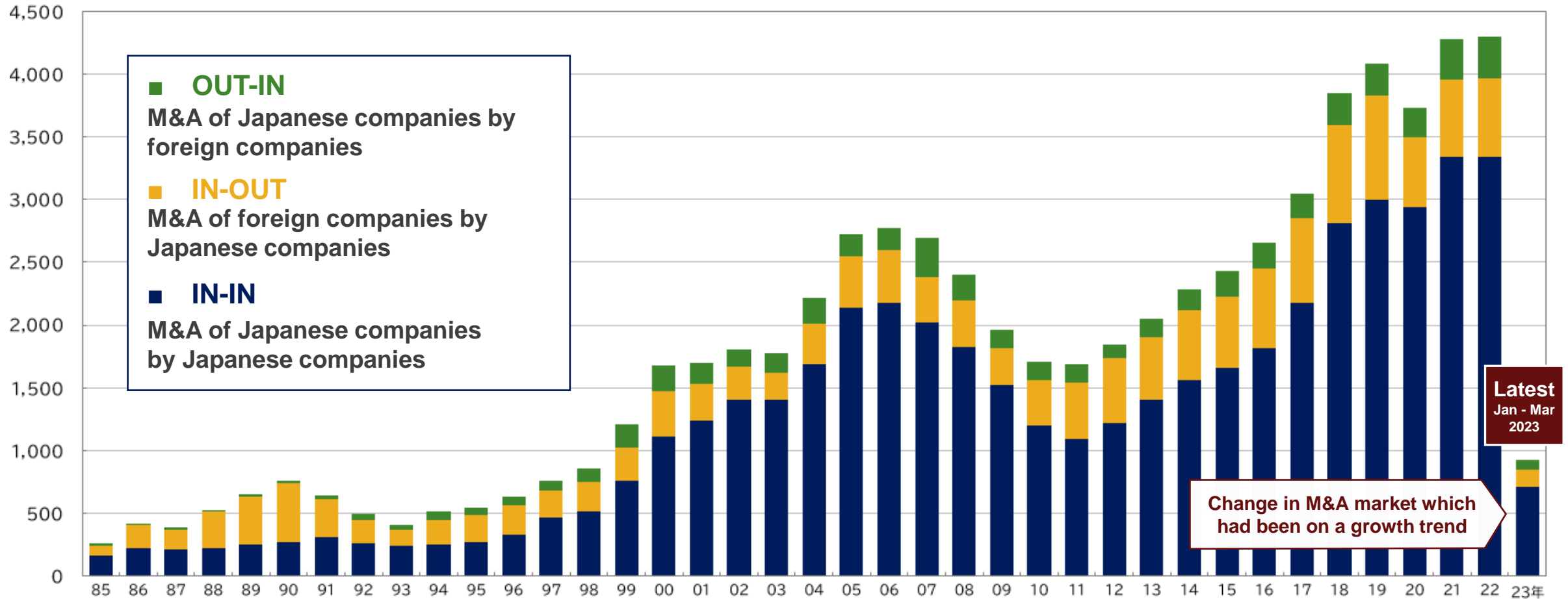
M&A maintains employees' jobs and relationships with business partners

The personal suretyship is also lifted, making it the optimal means of maximizing founder's profit

Option		● Advantages	▲ Disadvantages
1	Closure (liquidation)	Securing profit for founder (less than other options)	Termination of business (inconveniencing business partners) Dismissal of all employees Risk of being unable to repay debt during closure
2	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
3	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)
4	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

The number of M&A deals involving Japanese companies declined by 18% in January to March 2023, but rose 15.3% in value terms

By market, IN-IN, IN-OUT, and OUT-IN all decreased



Source: RECOF M&A Database

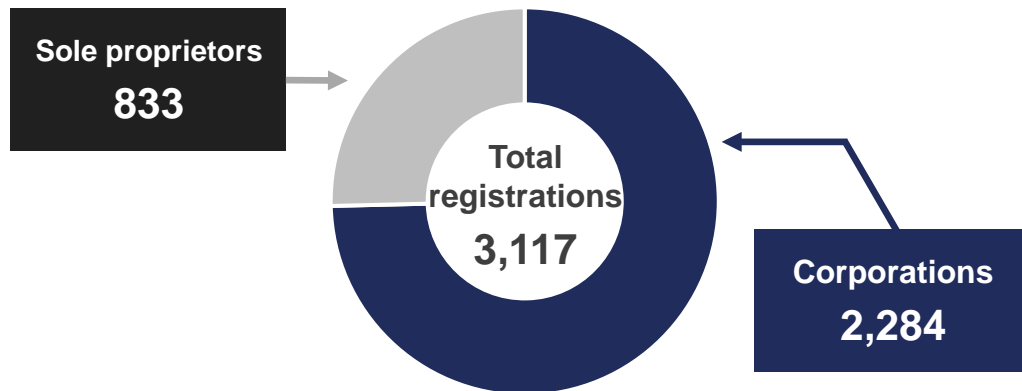
Change in M&A market which had been on a growth trend

Latest
Jan - Mar
2023

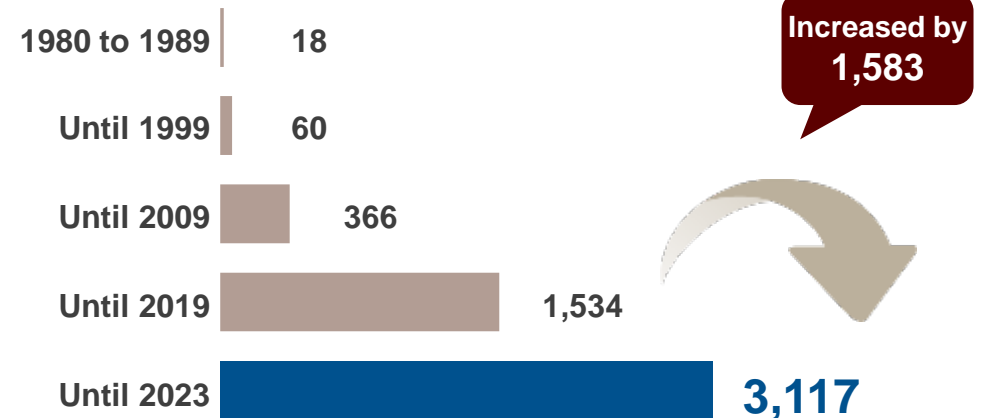
**Number of registered M&A advisory firms has ultimately exceeded 3,000
M&A advisory firms established since 2020 account for approximately half of the total**

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



1,583 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 2022 (February))" (March 17, 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 中小 M&A に向けた事業継承

3 レーマン方式

事業となる価額(円)	費負担割合(%)
6億円以下の部分	5
6億円超10億円以下の部分	4
10億円超50億円以下の部分	3
50億円超100億円以下の部分	2
100億円超の部分	1

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

“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)

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.

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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



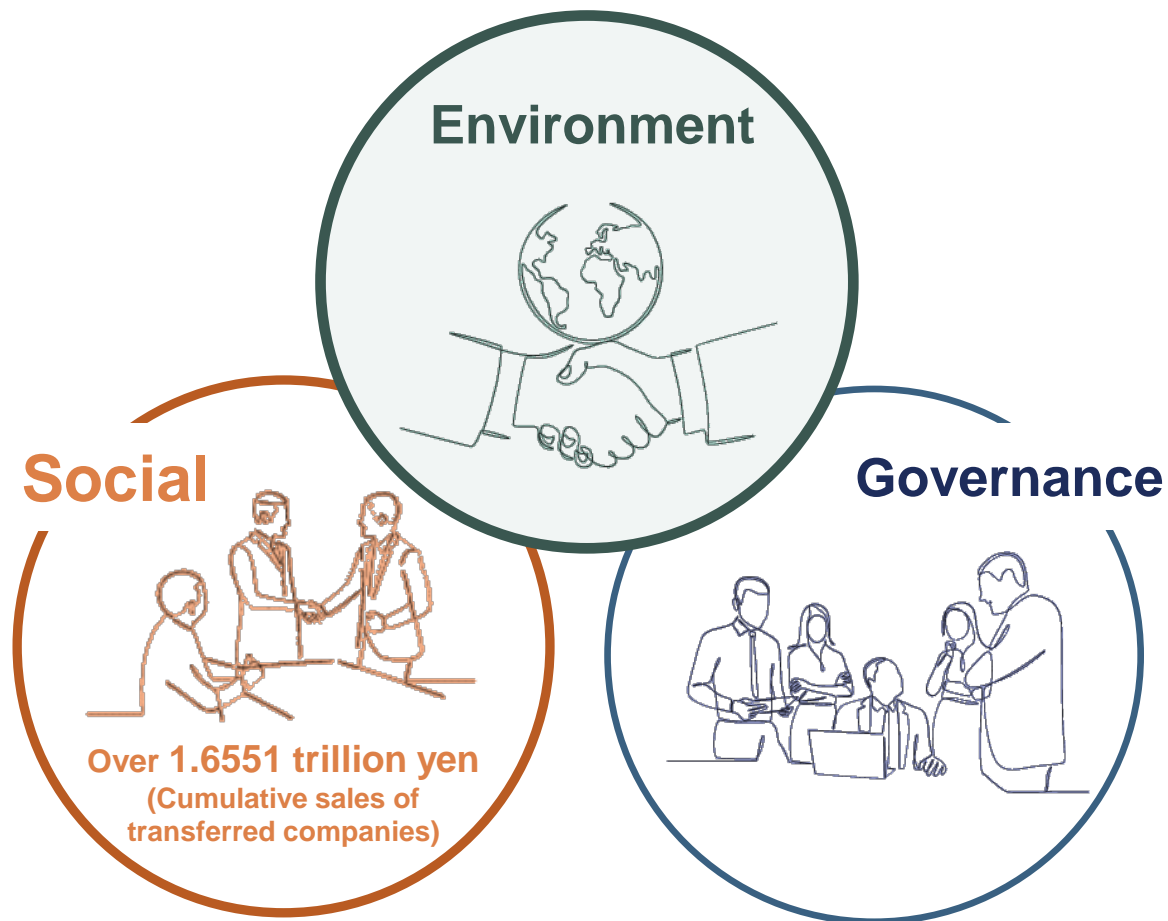
Work together in partnership to achieve goals

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 ¥1.6551 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.

February 2022 Forbes JAPAN

Selected in the potential ranking for “Growth stocks expected to improve performance due to promotion of SDGs/ESG”



COMPANIES WITH POTENTIAL RANKING

“Growth stocks expected to improve performance due to promotion of SDGs/ESG” published by Forbes JAPAN; ranked 8th in the Potential Ranking.

▼ About the Forbes JAPAN “Growth stocks expected to improve performance due to promotion of SDGs/ESG”

Identifies SDGs/ESG elements that may have an impact on results growth in n years. Selects companies expected to be likely to grow.

Covers all 2,189 companies listed on the First Section of the Tokyo Stock Exchange. Financial data, non-financial data and global indicators for ESG and SDGs are added into the calculation. Market capitalization is as of August 31, 2021.

Source: Forbes JAPAN news site

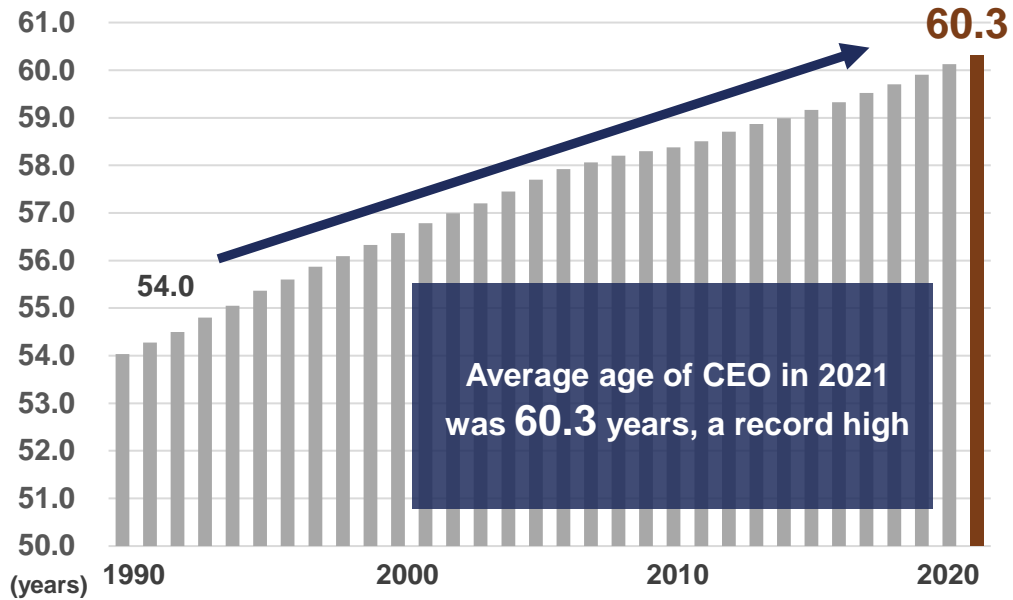
“Rated as a ‘Evaluated as a company expected to be likely to grow’”

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Ages of company presidents are higher than ever

The number of companies without successors also remains high

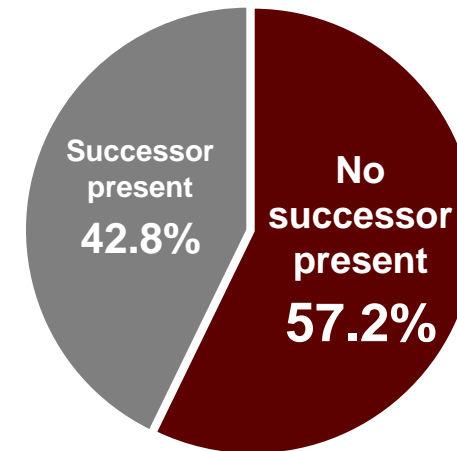
Average age of company presidents



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

57.2% of companies do not have a successor

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



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

Business succession by companies without a successor is a major key for the future growth of the Japanese economy

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)

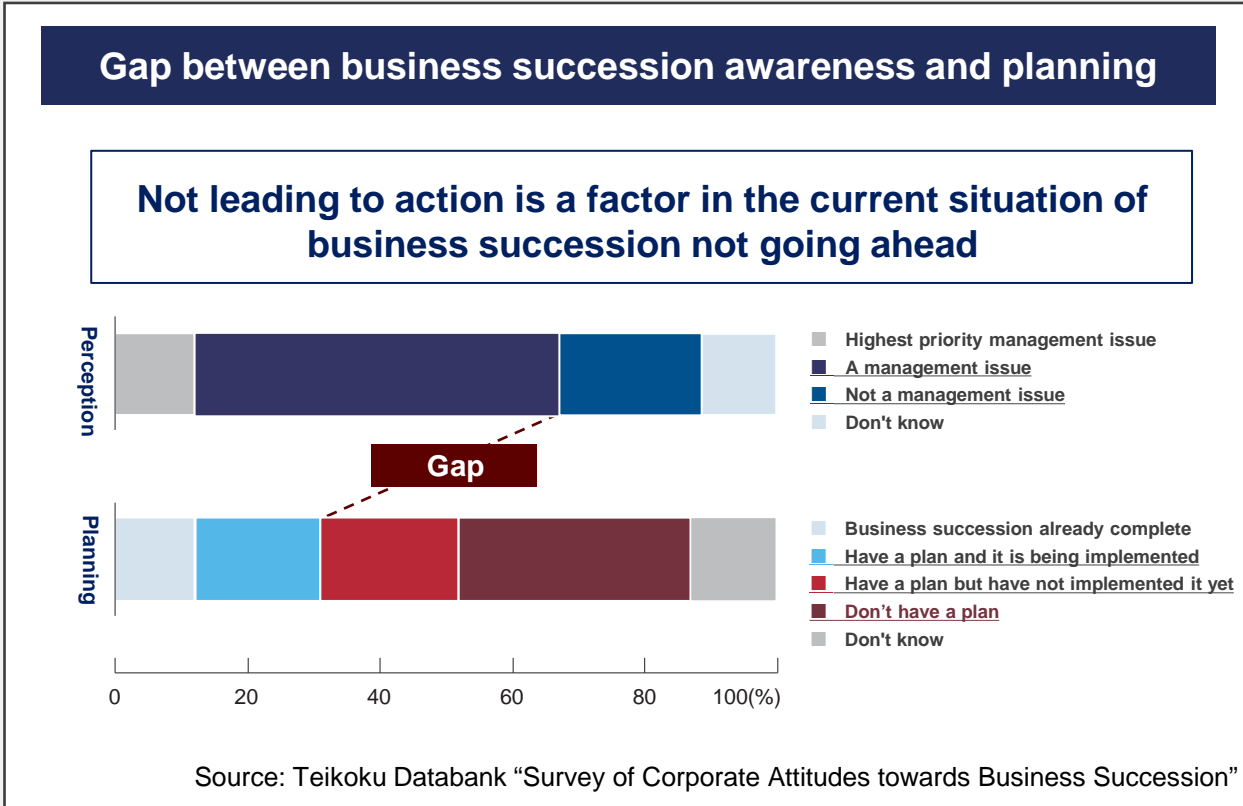
What is the “2025 problem”?

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

70% of company owners are conscious of business succession but have not reached the point of planning
It is necessary to dig up latent needs for M&A



Issues in implementation of business succession

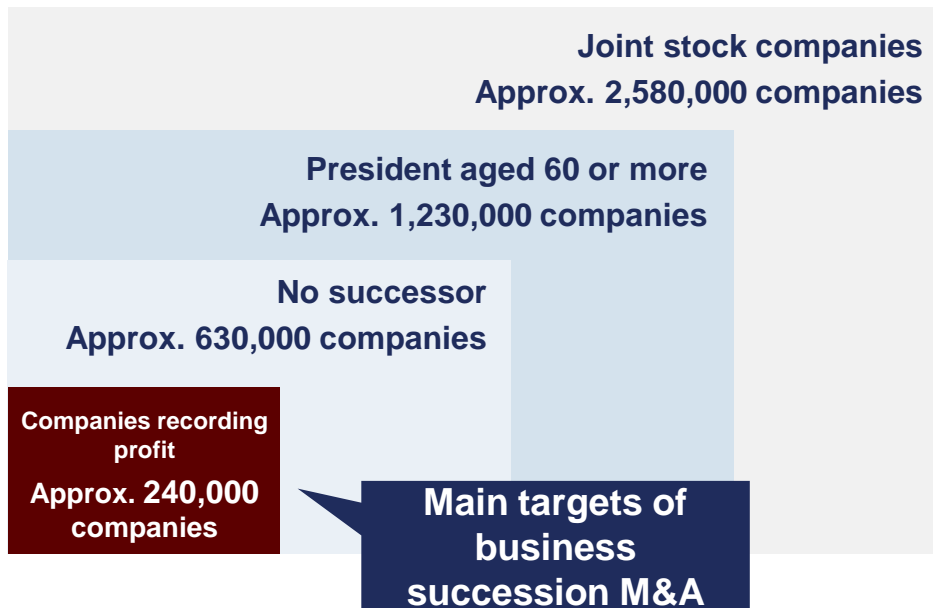
	Past difficulties	%		Potential difficulties	%
1	Development of successor	48.3	1	Development of successor	55.4
2	Tax measures such as inheritance tax and gift tax	31.7	2	Determination of successor	44.6
3	Handling of assets such as the company's shares	30.5	3	Understanding of employees	25.5
4	Determination of successor	28.2	4	Enhancement of future potential and appeal of business	22.3
5	Transfer of authority to successor	26.4	5	Handling of assets such as the company's shares	19.6

Source: Teikoku Databank "Survey of Corporate Attitudes towards Business Succession"

Latent needs can be approached through the ability to make direct proposals, which is MACP's strength

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 **240,000**

The Company has handled **199 business** succession M&A deals (per year)

The business succession **M&A market is extremely large**

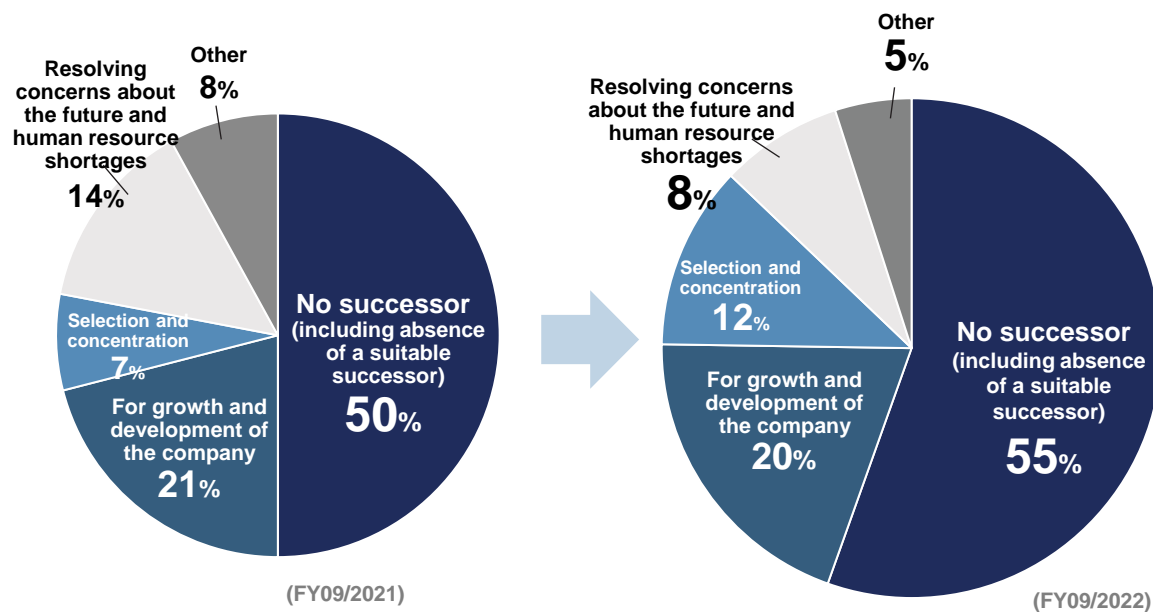
Able to grow steadily by continually hiring consultants

Focus on M&A intermediary business centered on business succession M&A

“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

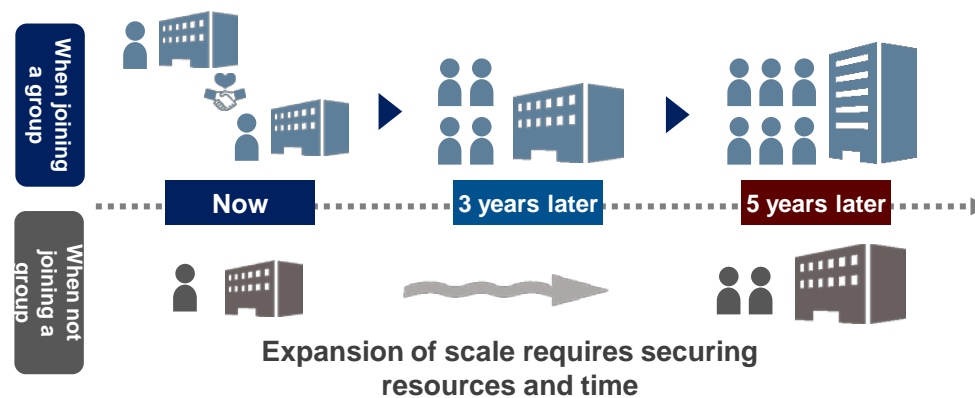
Management’s reasons for transferring the business

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

- Shortening of time required for company growth
- Strengthening of company’s base
- Creation of synergies

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.
