

October 17, 2023

For Immediate Release

Company Name	INTAGE HOLDINGS Inc.
Name of Representative	Noriaki Ishizuka, President and Representative Director (Prime Market of the Tokyo Stock Exchange: 4326)
Contact Telephone	Toru Takeuchi, Director +81-3-5294-7411 (main)

Notice Regarding Results of the Tender Offer for the Company Shares by NTT DOCOMO, INC. and Change in the Parent Company, the Largest Shareholder as a Major Shareholder

INTAGE HOLDINGS Inc. (the “**Company**”) hereby announces that the tender offer for the Company’s common shares (the “**Company Shares**”), which had been conducted by NTT DOCOMO, INC. (the “**Tender Offeror**”) since September 7, 2023 (the “**Tender Offer**”), was completed on October 16, 2023, as stated below.

Furthermore, the Company also announces that, as a result of the Tender Offer, there will be a change in the parent company, the largest shareholder as a major shareholder of the Company as of October 23, 2023 (the commencement date of the settlement for the Tender Offer), as stated below.

I. Results of the Tender Offer

Today, the Company received a report on the results of the Tender Offer from the Tender Offeror as stated in the attached material titled “Announcement of the Results of Tender Offer for INTAGE HOLDINGS Inc. (Securities Code: 4326)”

Since the total number of the share certificates, etc. tendered in the Tended Offer reached the minimum number of shares to be purchased (15,389,700 shares), the Tender Offer was successfully completed.

II. Change in the Parent Company and the Largest Shareholder as a Major Shareholder, etc.

1. Scheduled Change Date

October 23, 2023 (the commencement date of the settlement for the Tender Offer)

2. Circumstances Leading to the Change

Today, the Company received a report from the Tender Offeror to the effect that the Tender Offeror will acquire 19,621,921 Company Shares through the Tender Offer.

As a result, when the settlement for the Tender Offer is effected, the ratio of the number of voting rights held by the Tender Offeror to the number of voting rights held by all shareholders of the Company will become 51.00 % as of October 23, 2023 (the commencement date of the settlement for the Tender Offer); therefore, the Tender Offeror will newly become the parent company and the largest shareholder as a major shareholder of the Company. In addition, it is expected that Nippon Telegraph and Telephone Corporation will newly become the parent company of the Company because it owns more than 50% of the total number of voting rights of the Tender Offeror.

3. Outline of the Shareholders Whose Status Will Change

(1) Outline of the Shareholder Who Will Newly Become the Parent Company and the Largest Shareholder as a Major Shareholder

(1)	Name	NTT DOCOMO, INC.	
(2)	Location	11-1, Nagatacho 2-chome, Chiyoda-ku, Tokyo	
(3)	Name and title of representative	Motoyuki Ii, President and Representative Director	
(4)	Description of business	The communications business, smart life business and other businesses	
(5)	Capital	949,680 million yen (as of March 31, 2023)	
(6)	Date of incorporation	August, 1991	
(7)	Total net assets	6,294,359 million yen (as of March 31, 2023)	
(8)	Total assets	9,367,638 million yen (as of March 31, 2023)	
(9)	Major shareholders and share holding ratios (as of March 31, 2023)	Nippon Telegraph and Telephone Corporation	100.00%
(10)	Relationship between the Company and the Tender Offeror		
	Capital relationship	The Tender Offeror holds 100 Company Shares (Ownership Ratio (Note 1): 0.00%) as of today.	
	Personnel relationship	One statutory auditor is dispatched by the Company, and two directors and 30 secondees are dispatched by INTAGE Inc., a subsidiary of the Company, to DOCOMO InsightMarketing, Inc. (“DIM”), a subsidiary of the Tender Offeror established in April 2012 as a joint venture company between the Company and the Tender Offeror. After the successful completion of the Tender Offer, the Tender Offeror plans to dispatch two directors (one director who is not an audit and supervisory committee member and one director who is an audit and supervisory committee member) to the Company, and one director to INTAGE Inc. pursuant to the Capital and Business Alliance Agreement executed with the Company	
	Business relationship	The Company and the Tender Offeror have the following business relationships. <ul style="list-style-type: none"> – The Company and the Tender Offeror established in April 2012, and jointly manage and operate, DIM, a joint venture company engaged in the marketing support business. DIM is a subsidiary of the 	

	<p>Tender Offeror, and the Company is a shareholder of DIM.</p> <ul style="list-style-type: none"> – INTAGE Inc., a subsidiary of the Company, has transactions with DIM regarding sales support for services such as the “mobile space statistics,” and “di-PiNK,” which is DMP (Note 2), and provision of questionnaire survey monitor with a panel of d POINT CLUB members). – INTAGE Inc. has transactions with the Tender Offeror such as the building of the “mighty monitor,” a questionnaire survey monitor, and “di-PiNK,” and the provision of marketing support.
Status as related party	Not applicable.

(Note 1) **“Ownership Ratio”** means the percentage (rounded off to two decimal places) of the difference (38,474,529 shares) of (i) the total number of issued shares of the Company as of June 30, 2023 (40,426,000 shares) stated in the Financial Results for the 51st Fiscal Year (the **“Company’s Financial Results”**) submitted by the Company on September 28, 2023 less (ii) the number of treasury shares held by the Company as of June 30, 2023 (excluding 401,314 Company Shares held as a stock benefit trust for officers as of June 30, 2023; the same applies hereinafter) (1,951,471 shares); the same applies hereinafter.

(Note 2) DMP is an abbreviation for data management platform and refers to a platform that enables comprehensive management of various data accumulated on the internet that is useful for marketing.

(2) Outline of the Shareholder Who Will Newly Become the Parent Company

(1)	Name	Nippon Telegraph and Telephone Corporation		
(2)	Location	5-1, Otemachi 1-chome, Chiyoda-ku, Tokyo		
(3)	Name and title of representative	Akira Shimada, President and Chief Executive Officer		
(4)	Description of business	Formulation of management strategy and promotion of fundamental research and development for the whole NTT group		
(5)	Capital	937,950 million yen (as of June 30, 2023)		
(6)	Date of incorporation	April, 1985		
(7)	Total capital	9,787,366 million yen (as of June 30, 2023)		
(8)	Total assets	26,131,050 million yen (as of June 30, 2023)		
(9)	Major shareholders and share holding ratios (as of March 31, 2023)	The Minister of Finance	34.25%	
		The Master Trust Bank of Japan, Ltd. (Trust Account)	11.47%	
		Custody Bank of Japan, Ltd. (Trust Account)	5.05%	
		Toyota Motor Corporation	2.37%	
		JP Morgan Chase Bank 385632 (standing agent: Mizuho Bank, Ltd.)	1.64%	
		Moxley & Co. LLC (standing agent: MUFG Bank, Ltd.)	1.16%	
		Nippon Life Insurance Company (standing agent: The Master Trust Bank of Japan, Ltd.)	0.76%	
		State Street Bank and Trust Company (standing agent: Mizuho Bank, Ltd.)	0.75%	
		NTT Employee Share-Holding Association	0.73%	
		JP Morgan Chase Bank 380072 (standing agent: Mizuho Bank, Ltd.)	0.64%	
(10)	Relationship between the Company and the Tender Offeror			
	Capital relationship	Not applicable.		
	Personnel relationship	Not applicable.		
	Business relationship	Not applicable.		
	Status as related party	Not applicable.		

4. Number of Voting Rights and Ownership Ratio of Voting Rights (Before and After the Change) Held by the Shareholders Whose Status Will Change

(1) NTT DOCOMO, INC. (Tender Offeror)

	Status	Number of voting rights (ownership ratio of voting rights)			Rank as major shareholder
		Those directly held	Those subject to aggregation	Total	
Before Changes	-	1 voting right (0.00%)	-	1 voting right (0.00%)	-

After Changes	Parent company and the largest shareholder as a major shareholder	196,220 voting rights (51.00 %)	-	196,220 voting rights (51.00 %)	1st
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(2) Nippon Telegraph and Telephone Corporation (indirect ownership)

	Status	Number of voting rights (ownership ratio of voting rights)			Rank as major shareholder
		Those directly held	Those subject to aggregation	Total	
Before Changes	-	-	1 voting right (0.00%)	1 voting right (0.00%)	-
After Changes	Parent company (indirect ownership)	-	196,220 voting rights (51.00 %)	196,220 voting rights (51.00 %)	-

(Note) **“Ownership ratio of voting rights”** means the number of voting rights (384,745 voting rights) pertaining to the number of shares (38,474,529 shares), which is obtained by deducting the number of treasury shares (1,951,471 shares) held by the Company as of June 30, 2023, from the total number of issued shares of the Company as of June 30, 2023, stated in the Company’s Financial Results (40,426,000 shares), was used as the denominator. In addition, any fraction is rounded to the second decimal place.

5. Whether There is Any Change in an Unlisted Parent Company, etc. which is Subject to Disclosure

As a result of the Tender Offer, the Tender Offeror and Nippon Telegraph and Telephone Corporation will newly become parent companies of the Company, however, because the Tender Offeror is a wholly-owned subsidiary of Nippon Telegraph and Telephone Corporation, and the parent company that will have the most material impact on the Company will be Nippon Telegraph and Telephone Corporation, the Tender Offeror will not fall under an unlisted parent company, etc. subject to disclosure.

6. Outlook Going Forward

Although the Tender Offeror will become the parent company and the largest shareholder as a major shareholder of the Company upon the completion of the Tender Offer, as stated in the “Declaration of Opinion on the Tender Offer for the Company Shares by NTT DOCOMO, INC. and Execution of the Capital and Business Alliance Agreement with NTT DOCOMO, INC.” released by the Company on September 6, 2023, the Company Shares are expected to remain listed on the Tokyo Stock Exchange, Inc. even after the successful completion of the Tender Offer.

Please note that the Company's financial results will not be impacted by the change in a parent company and the largest shareholder as a major shareholder.

End.

(Attached material) "Announcement of the Results of Tender Offer for INTAGE HOLDINGS Inc. (Securities Code: 4326)" dated today.

October 17, 2023

To whom it may concern

Company Name: NTT DOCOMO, INC.
Motoyuki Ii, President and Chief Executive Officer
Contact detail: NAKAGAWA or HONDA, in charge of Business Planning, Business Alliance Department
TEL: 03-5156-1688

Announcement of the Results of Tender Offer for INTAGE HOLDINGS Inc. (Securities Code: 4326)

NTT DOCOMO, INC. (the “**Tender Offeror**”) announced on September 6, 2023 that it had decided to acquire common stock (the “**Target Company Stock**”) of INTAGE HOLDINGS Inc. (Securities code: 4326, Prime Market of Tokyo Stock Exchange, Inc.; the “**Tokyo Stock Exchange**”) (the “**Target Company**”) by way of tender offer (the “**Tender Offer**”) in accordance with the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended; the “**Act**”) and has been conducting the Tender Offer since September 7, 2023, and now it hereby announces the results of the Tender Offer, which has been completed on October 16, 2023, as described below.

1. Overview of the Tender Offer and other details

(1) Name and Address of the Tender Offeror

Company Name NTT DOCOMO, INC.
Address 11-1, Nagata-cho 2-chome, Chiyoda-ku, Tokyo

(2) Target Company Name

INTAGE HOLDINGS Inc.

(3) Class of Shares to be Purchased

Common shares

(4) Number of Shares to be Purchased

Number of shares to be purchased	Minimum number of shares to be purchased	Maximum number of shares to be purchased
19,621,900 shares	15,389,700 shares	19,621,900 shares

(Note 1) The Tender Offeror will not purchase any of the Tendered Shares if the aggregate number of the Tendered Shares is less than the minimum number of shares to be purchased (15,389,700 shares).

(Note 2) If the aggregate number of the Tendered Shares is greater than the maximum number of shares to be purchased (19,621,900 shares), the Tender Offeror will not purchase all or part of the portion in excess of such amount, and shall carry out the delivery or other settlement for the purchase of shares in accordance with the pro rata method specified by Article 27-13(5) of the Act and Article 32 of the Cabinet Office Order on Disclosure Required for Tender Offer for Share Certificates by Persons Other Than Issuers (Ministry of Finance Order No. 38 of 1990, as amended; the “**Cabinet Office Order**”).

(Note 3) Shares less than one unit are subject to the Tender Offer. If a shareholder exercises its right to demand the purchase of shares less than one unit under the Companies Act of Japan, the Target Company may conduct a stock buyback during the tender offer period through the procedures provided for by law.

(Note 4) The Tender Offeror does not intend to acquire any treasury shares held by the Target Company in the Tender Offer.

(5) Period of Purchase

① Initial Period of Purchase Set at the Time of Submission of Registration Statement

From September 7, 2023 (Thursday) to October 16, 2023 (26 Business Days)

② Possibility of extension of period upon request of the Target Company

Pursuant to the provisions of Article 27-10(3) of the Act, if the Target Company had submitted a position statement stating that it will request an extension of the tender offer period, the tender offer period would have been 30 Business Days, ending on October 20, 2023 (Friday), but such event did not occur.

(6) Purchase Price

2,400 yen per common share

2. Results of the Tender Offer

(1) Outcome of the Tender Offer

Since the aggregate number of the shares (26,385,107 shares) tendered in the Tender Offer (the “**Tendered Shares**”) has exceeded the maximum number of shares to be purchased (19,621,900 shares), as stated in the Public Notice of Commencement of Tender Offer and the Tender Offer Registration Statement (including the items amended by the Public Notice of Amendment to the Public Notice of Commencement of Tender Offer and the Amendment to Tender Offer Registration Statement filed on September 28, 2023; the same applies hereinafter), in accordance with Article 27-13(4)(ii) of the Act, the Tender Offeror will not purchase all or part of the portion in excess of such amount, and shall carry out the delivery or other settlement for the purchase of shares in accordance with the pro rata method specified by Article 27-13(5) of the Act and Article 32 of the Cabinet Office Order.

(2) Date of Public Notice of the Results of the Tender Offer and the Name of the Newspaper for the Public Notice

Pursuant to the provisions of Article 27-13(1) of the Act, in accordance with the methods provided for in Article 9-4 of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965, as amended) and Article 30-2 of the Cabinet Office Order, the Tender Offeror announced the results of the Tender Offer to journalistic organizations on October 17, 2023 at the Tokyo Stock Exchange.

(3) Number of Purchased Shares

Class of Shares	Number of tenders converted into shares	Number of purchases converted into shares
Shares	26,385,107 shares	19,621,921 shares
Share option certificates	— shares	— shares
Bond certificates with share options	— shares	— shares
Beneficiary certificates for shares in trust ()	— shares	— shares
Depository receipts for shares ()	— shares	— shares
Total	26,385,107 shares	19,621,921 shares
(Total number of potentially dilutive shares held)	(— shares)	(— shares)

(4) Change in Ownership Ratio of Shares After the Purchase

Number of voting rights pertaining to shares held by the Tender Offeror before the purchase	1 voting rights	(Ownership ratio of shares before the purchase: 0.00%)
Number of voting rights pertaining to shares held by specially related parties before the purchase	— voting rights	(Ownership ratio of shares before the purchase: —%)
Number of voting rights pertaining to shares held by the Tender Offeror after the purchase	196,220 voting rights	(Ownership ratio of shares after the purchase: 51.00%)
Number of voting rights pertaining to shares held by specially related parties after the purchase	— voting rights	(Ownership ratio of shares after the purchase: —%)
Number of voting rights of all shareholders of the Target Company	384,023 voting rights	

(Note 2) The “number of voting rights of all shareholders of the Target Company” is the number of voting rights of all shareholders (in which one share unit is stated as 100 shares) as of June 30, 2023 as stated in the Financial Results for the 51st Fiscal Year submitted by the Target Company (the “**Target Company Financial Results**”) on September 28, 2023. However, because shares of less than one unit are also subject to the Tender Offer, the number of voting rights (384,745 voting rights) pertaining to the number of shares (38,474,529 shares), which is the (i) aggregate number of issued shares (40,426,000 shares) of the Target Company as of June 30, 2023, as stated in the Target Company Financial Results, less (ii) the number of treasury shares (1,951,471 shares) held by the Target Company as of June 30, 2023, as stated in the Target Company Financial Results (provided, however, that 401,314 shares of the Target Company Stock held as a stock benefit trust for officers as of the same date are excluded) is used as the denominator when calculating the “ownership ratio of shares after the purchase.”

(Note 3) The “ownership ratio of shares after the purchase” are rounded to the nearest two decimal places.

(5) Calculation Where the Purchase is Made Using the Pro Rata Method

Since the aggregate number of the Tendered Shares (26,385,107 shares) has exceeded the maximum number of shares to be purchased (19,621,900 shares), as stated in the Public Notice of Commencement of Tender Offer and the Tender Offer Registration Statement, the Tender Offeror will not purchase all or part of the portion in excess of such amount in accordance with Article 27-13(4)(ii) of the Act, and shall carry out the delivery or other settlement for the purchase of shares in accordance with the pro rata method specified by Article 27-13(5) of the Act and Article 32 of the Cabinet Office Order (if there is a portion of the number of shares less than one unit (100 shares) in the number of the respective Tendered Shares, the number of shares to be purchased calculated by the pro rata method shall be limited to the number of the respective Tendered Shares).

Since the total number of shares purchased from each Tendering Shareholder, calculated by rounding the number of shares less than one unit using the pro rata method, exceeded the maximum number of shares to be purchased, the number of purchased shares has been reduced by one unit (if there was a portion of number of shares less than one unit in the number of purchased shares calculated by using the pro rata method, such number of shares less than one unit) for each Tendering Shareholder, starting with the Tendering Shareholder with the largest number of shares rounded up, to the extent the number of purchased shares does not fall below the maximum number of shares to be purchased. However, since the number of purchased shares would fall below the maximum number of shares to be purchased if the purchased shares were reduced in this way from multiple Tendering Shareholders that have the same number of shares rounded up, the Tender Offeror chose, by lottery, the shareholders from the Tendering Shareholders whose shares should be purchased, within a range that does not fall below the maximum number of shares to be purchased.

(6) Settlement Method

① Name and Head Office Location of the Financial Instruments Business Operator, Bank, and Any Other Institution Conducting Settlement of Purchase
Daiwa Securities Co., Ltd. 9-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo

② Commencement Date of Settlement
October 23, 2023 (Monday)

③ Settlement Method

Without delay after the Tender Offer Period ends, a notice of purchase, etc. pursuant to the Tender Offer will be sent to the address or location of the Tendering Shareholder (or to its standing proxy if it is a Foreign Resident Shareholder).

The purchase will be made in cash. The sales proceeds from the purchased shares will be remitted from the tender offer agent to the location designated by the Tendering Shareholder (in case of a Foreign Resident Shareholder, the standing proxy thereof) in accordance with the instructions of the Tendering Shareholder without delay after the commencement date of settlement (remittance fees may apply), or it will be paid to the account of the Tendering Shareholder whose tender was processed by the tender offer agent.

④ Method of Return of Shares

The shares that need to be returned will be returned without delay on or after the business day following the last day of the tender offer period. The shares will be returned by restoring the record of the account of the Tendering Shareholder at the tender offer agent to its state immediately before the tender (if it is desired to transfer the shares to an account of the Tendering Shareholder set up at another financial instruments business operator, please indicate such fact).

3. Post-Tender Offer Policies and Future Outlook

There are no changes to the statements regarding the post-Tender Offer policies that are made in the Public Notice of Commencement of Tender Offer and the Tender Offer Registration Statement pertaining to the Tender Offer.

4. Location Where the Copy of the Tender Offer Report is Offered for Public Inspection

NTT DOCOMO, INC.
(11-1, Nagata-cho 2-chome, Chiyoda-ku, Tokyo)

Tokyo Stock Exchange, Inc.
(2-1, Nihonbashikabutocho, Chuo-ku, Tokyo)

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