

Corporate Mission

Assisting companies to continue and prosper through M&A









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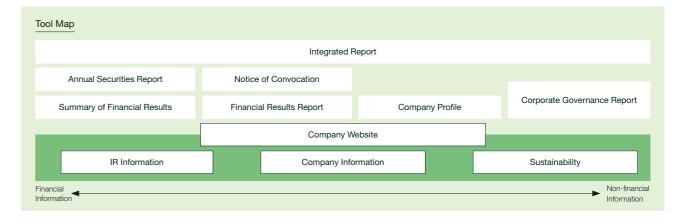
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Editorial Policy

This Integrated Report is designed to convey information to our shareholders, investors, and other stakeholders about the Nihon M&A Center Group's medium- to long-term visions, strategies and initiatives as well as progress made and issues encountered. We hope that this report will serve as an information disclosure tool that conveys Group initiatives in a readily understandable way.

We will continue to improve the standard of our activities and make the report easier to understand, heeding stakeholder opinions on this report.



Disclaimer

Any statements made in this report regarding industry trends and analysis, future plans and expectations, etc. are based on currently available information. We acknowledge the existence of risks and uncertainties that could significantly alter our future business environment. Therefore, those statements do not constitute a guarantee that any future plans and expectations will be achieved.

Referenced Guidelines

- "International Integrated Reporting Framework," International Integrated Reporting Council (IIRC)
- "Guidance for Collaborative Value Creation 2.0", Ministry of Economy, Trade and Industry

Scope of Report

Nihon M&A Center Holdings Inc. and its Group companies *The reporting period and organization may differ depending on the topic.

Report Publication Date

November 2023



To access a broader range of relevant information https://www.nihon-ma.co.jp/en/



Challenges Facing Japanese Companies Business Environment

Small- and medium-sized enterprises (SMEs) comprise 99.7% of all companies in Japan.

SMEs play a key role in supporting the stability of the local economy and the livelihood of the local community.

Meanwhile, the environment surrounding SMEs is severe due to the dearth of successors and the diminishing domestic market. As a means of resolving these challenges M&A is growing in importance and is on the rise in many industries.

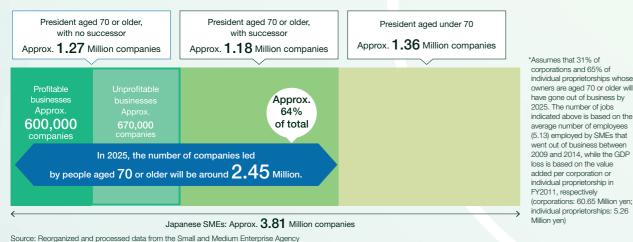
Here we consider M&A in terms of on three major challenges.

Aging of SMEs' management and lack of successors

It is said that by 2025, the average retirement age of the owners of about 2.45 Million SMEs, or 64% of all small- and medium-sized businesses, will be over 70. In addition, about half of them, or 1.27 Million firms, do not have a successor in place, of which about 0.6 Million risk going out of business despite being profitable.

If action is not taken to remedy the current situation, the number of SMEs closing due to lack of successors will continue to increase. Some data show that there is a risk of a cumulative loss of around 6.5 Million jobs and about 22 Trillion yen in GDP during the decade from 2016 to 2025*.

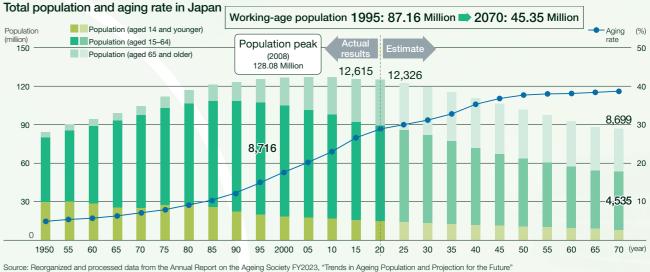
Age composition of SME owners



Challenges Facing Japanese Companies

Declining population and diminishing domestic market

The total population in Japan is in the process of long-term decline as the birthrate falls and the population ages. According to estimates by Japan's Cabinet Office, the total population in 2070 will fall below 90 Million, and the working-age population will be in the neighborhood of 45 Million. This situation continues to heighten concerns over the labor market and the resulting contraction in the size of the economy and potential contraction decline in GDP.



Low labor productivity and profitability

Labor productivity of SMEs remains flat at a low level. Profitability of large corporations is low as well, compared with that in other countries.

A reason for this is inefficient business portfolios of companies that have expanded their business scale through diversification. While large-scale, diversified U.S. companies have higher operating profit margins, Japanese companies' operating profit margins tend to decline as they expand and diversify.

Operating profit margin of Japanese and U.S. companies by business scale and degree of diversification

(2000–2012 average)					(Unit: %)	
Degree of diversification	Business scale		Medium	Large	Mega	Degree of diversification Specialized: -10%
Specialized -	Japan	8.8	5.9	6.5	7.0	Specialized: =10% Semi-specialized: 10%-30% Semi-diversified: 30%-50% Diversified: 50%- Business scale (sales) Small: -¥50 Billion Medium: ¥50 Billion ¥500 Billion Large: ¥500 Billion-¥2 Trillion
	U.S.	-0.5	11.4	7.7	10.4	
Semi- specialized	Japan	7.4	5.3	6.2	6.2	
	U.S.	4.7	11.5	10.7	7.8	
Semi-diversified -	Japan	6.2	5.7	5.2	4.7	
	U.S.	9.9	9.2	8.3	8.6	
Diversified -	Japan	5.1	5.4	5.4	3.0	Mega: ¥2 Trillion-
	U.S.	-15.2	9.0	11.0	13.7	

"The survey covers companies on TOPIX index for Japan and NYSE Composite Index components for the U.S. "Degree of diversification" indicates the proportion in total sales of sales in businesses othe than the business with the highest sales composition ratio. For the classification, "business scale (sales)" of U.S. companies was converted to Japanese ven, based on the exchange rate of 1 USD = 100

Source: Survey commissioned by the Ministry of Economy, Trade and Industry (Prepared by Deloitte Tohmatsu Consulting LLC based on Bloomberg data

through M&A

Propose to address and resolve issues



Business Environment How We Can Address the Challenges **Business**

Having outlined three major challenges facing Japanese SMEs, Nihon M&A Center Group proposes 1) M&A for business succession, 2) M&A as growth strategy, and 3) M&A resulting in the centralization of management resources. Such ways to address and resolve issues through M&A are described in a specific manner on the right side right side.

To resolve the aging of successors

Solutions to a lack of successors are appointment of family members, appointment of employees or M&A. While the appointment of family members is the most commonly chosen option in Japan, it has been decreasing sharply since 2021, after the COVID-19 pandemic. On the other hand, more and more companies are appointing employees or choosing M&A, moving away from business succession by family members.

Under such circumstances, the Group aims to close as many M&A deals as possible, so that about 0.6 Million profitable companies that could go out of business by 2025 will continue and prosper. Our mission is to save such companies from going out of business. We will ensure the future of employees and their families, and pass on the cultivated technologies to the next generation.

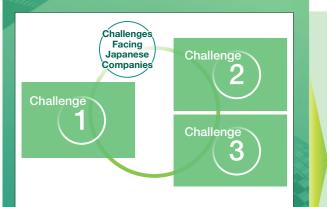
of management and lack

To achieve this, the growth of the Group and the SME M&A support industry is essential.

Through recruitment and development of human resources, as well as utilization of digital transformation to expand the business scale and improve productivity, we will collaborate with our business partners to deliver M&A deals to a greater number of companies.

MANihon M&A Center HD

SEARCH FUND APAN



Propose to address and resolve issues through M&A

To address declining domestic market

Many large corporations have been accelerating overseas expansion in search of workers scarce in Japan or in preparation for the contraction of the domestic market. Meanwhile, many SMEs dependent on the domestic market are unable to see where they are going and concerned about the future.

SMEs are more likely to face labor shortages and other limitations in terms of management resources. For them to develop new businesses and expand business scale, an effective way is to take advantage of M&A as a growth strategy.

For example, coming under the umbrella of a major company through M&A and taking advantage of the parent company's management resources accelerates SMEs' growth on the back of business integration, or enables them to embark on new businesses with an eye

population and diminishing

on expansion to other regions, including overseas, or in search of new, growing markets.

In addition, M&A can broaden business fields by complementing value chains or improve productivity by facilitating insourcing and streamlining.

With a leveraging strategy that takes advantage of M&A, SME companies could grow further to medium-sized companies or aim to enhance global competitiveness. The Group supports SMEs' achievement of growth strategies and overseas expansion.



To resolve low labor

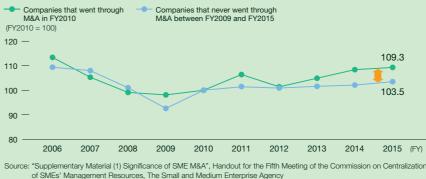
More companies are choosing M&A as a means of business succession. In addition, an increasing number of SMEs are taking advantage of M&A as a growth strategy. Companies that went through M&A expanded their business areas and the range of products and services, which in turn boosted their sales and profits. They thus improved added value they provide, as well as productivity.

We believe that matching sellers in need of a successor with buyers considering M&A as a growth strategy may improve the productivity of SMEs and ultimately the local and Japanese economies. We find the best match using the database based on knowledge and experience accumulated in our 32-year history, as well as on over 8,000 deals closed.

We also help large corporations review their inefficient business portfolios.

productivity and profitability

Labor productivity of companies that went through M&A and those that did not



/BATONZ

M&A for **business** succession retains employment and technologies

109.3 103.5

2015 (FY)

M&A as growth strategy enhances competitiveness

M&A for centralization of management resources improves productivity

Our Purpose

To connect hopes and dreams for the **best M&A experience** in Japan and then the world

Many companies face tough challenges in management succession. Others struggle to realize organic growth. Our mission is to connect both parties and support them thrive and prosper through M&A. We work hard to sustain traditional brands and protect unique technologies, help them grow, and revive regional communities.

With this aspiration, we have been a pioneer in M&A matching business. Understanding and trust towards M&A as a business alternative, however, are not yet very strong. Hence hereby we commit to build communities in which M&A is a friendly business means. We connect ideas and thoughts of management, employees and their family members by bringing the best M&A to our clients for them to succeed.

We take pride in leading the industry, strive to perfect our services, and make a better world via top-class M&A in Japan and around the world.

Three **Ultimate's**

Ultimate Compliance Ultimate Client Satisfaction Ultimate Service Quality

Three

Connects

Connecting Companies

Connecting Regions and

Communities

Connecting People

Three Thoughts

Thoughts of Our Clients Thoughts of Employees of Companies Involved and Their Family Members Our Thoughts

Philosophy (How We Act)

The philosophy statement forms the basis for the corporate culture reflecting the purpose statement for adoption by each and every employee in their code of conduct and decision-making criteria. We will work together as a team to achieve our purpose.

1. Utmost respect for our clients

With the utmost respect for our clients' lives, history and management, we act as their professional partner with sense of mission.

2. High viewpoint, broad field of view We strive to take a bird's-eye view always looking into the future and considering overall optimization.

3. Challenge without fear of mistakes

We are challengers. We will generate many innovations and make them market standards.

4. Swing the pendulum in full

We will not settle for easy compromises. We will take a full swing, expand our horizon, and simultaneously realize what seems contradictory.

5. Best decisions upon free and open discussion

We value diverse opinions and hold thorough discussions, we unite and move forward.

6. Never give up until the result is achieved

Every one of us takes ownership in what we do. We do what it takes to accomplish our goals.

7. Be humble, learn and grow

We make efforts to better ourselves with vigorous curiosity. We encourage each other to grow as individuals as well as a company.

8. The right things in the right way

We are part of society. As individuals and as a company we shall take pride in doing the right things in the right way for our clients.



Please visit our website for more details https://www.nihon-ma.co.jp/en/ sustainability/philosophy.html



About Nihon M&A Center Holdings

As the leader of Japan's SME M&A support industry, Nihon M&A Center Holdings has established industry standards.

From M&A information services to strategy development, optimal company valuation and post-merger integration (PMI), we offer a successful M&A process with a seamless structure.

Largest nationwide network in the industry and unparalleled matching capability

Awareness-raising activities and information services

We provide M&A information to company owners across Japan by various means, so that they can consider M&A as part of their management strategy.

We hold in-person and online seminars across Japan on various themes, and our subsidiary ZUUM-A CO., Ltd. runs THE OWNER, a media platform for SME owners. In addition, we offer the Proactive Search® service, where we proactively look for and reach out to prospective sellers based on the needs of buyers. *Proactive Search is a registered trademark (no. 65557253) of Nihon M&A Center Holdings

ZUUM-A **HOWNER**

M&A operation systems that incorporate expertise

Taking advantage of an enormous amount of data accumulated in the Company, including data on the largest number of closed deals in the industry, and knowledge of in-house experts who are well-versed in M&A and have a wealth of experience, we have been working to digitalize each stage of the M&A process.

Corporate Value Laboratory Inc., our subsidiary specialized in company valuation (stock valuation/business analysis) in M&A for SMEs, develops and offers M&A operation systems. V-Compass, a private company valuation system, has been adopted by regional banks and accounting firms with which we are closely allied. In addition, D-Compass, which evaluates project risks, has automated risk identification and highlighting of red flags, contributing to the reduction of M&A lead time.

CORPORATE VALUE LABORATORY

Fine-tuned support by experts with a wealth of experience

Largest manpower in the industry and well-organized matching based on data

Over 600 consultants

Consultants in charge of the seller and the buyer support negotiations from a neutral and objective standpoint, based on the understanding of both sides' intentions. We create information sharing opportunities within the Company. For example, consultants present mandates they are in charge of at Matching Event. We find approximately 20,000 matches a month.

Development and operation of our own systems with data from hundreds of thousands of matches in the past We take advantage of systems and manage an enormous amount of information. Prospective buyers are proposed to sellers. based on deals concluded in the past and accumulated data on desired conditions for buyers. Systems allow us to explore every possibility and reduce the time needed for matching.

M COMPASS

A system that lists prospective buyers based on deals concluded in the past and data on desired conditions for buyers.

Information services/Business succession, growth strategy consulting/Proactive search

Mandate of project

Industry research

Valuation/Project evaluation/ Preparation of teaser

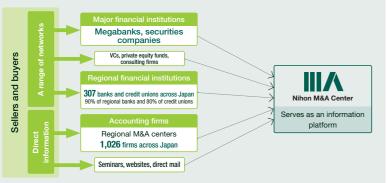
Matching, management meeting

Negotiation, definitive agreement

Our own nationwide information network

Cooperating with financial institutions, accounting firms and other business partners across Japan allows us to possess abundant information on projects.

We can offer options to sellers and buyers without being bounded by region, industry and company size. Approximately 60% of deals closed by us materialize based on information from business partners.



Industry research and analysis based on the latest information

Industry research reviews characteristics, as well as opportunities and threats, of the seller's industry. Fully understanding the seller's operational process, as well as strengths and weaknesses, leads to a more attractive corporate profile and higher matching precision.

V COMPASS D COMPASS

By leveraging resources provided by our affiliate Yano Research Institute Ltd., a pioneer of market research, enables us to understand market trends accurately.

Yano Research Institute Ltd.

Support by a specialized team with over 40 lawyers, certified public accountants, and other experts, covering a series of procedures from mandate of project to definitive agreement

Our specialized department, which has experts well-versed in legal affairs, accounting, tax affairs, and finance, such as lawyers, certified public accountants, notaries, and tax accountants, forms a support team for each deal and joins forces with consultants to proceed with the deal. Part of the execution process uses systems to both improve the quality of work and reduce M&A lead times.



Support for success after deal conclusion

Defining a successful M&A as "achievement of both the seller and buyer's growth", Japan PMI Consulting Inc., a specialized subsidiary, supports post-merger integration (PMI), which is the key to successful M&A.

In addition, we jointly established Next-Navi Inc. with Aoyama Zaisan Networks Co., Ltd. The comprehensive consulting firm focuses on business succession, asset management, and life planning and supports prior owners after M&A.

加 Japan PMI Consulting



Closure

PMI/Prior owner support

Deal Closing Ceremony organized by the M&A ceremony team

Our employees include hospitality service professionals who have experience working in the bridal or aviation industry. They organize ceremonies that include reading surprise letters from family members and presenting gifts, backing up a successful completion by celebrating a new start for business owners.



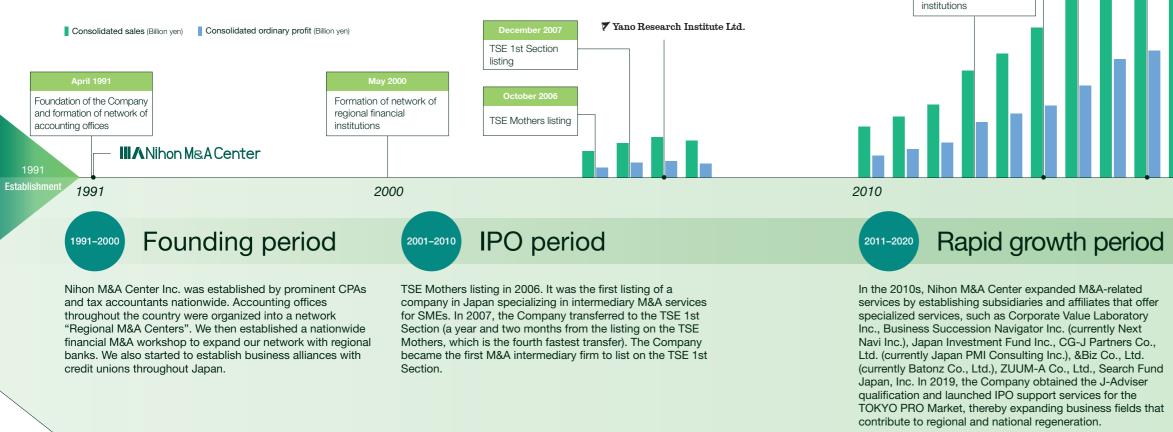
History of Value Creation

Aiming to Become the Top **Global Integrated M&A Company**

To achieve its corporate mission "assisting companies to continue and prosper through M&A", Nihon M&A Center Group strives daily to support SMEs.

We have over 600 consultants (as of September 30, 2023), the largest number in the industry, while vitalization of the industry has enabled business owners today to choose partners from many M&A support companies based on a variety of information. In addition, we support M&A in Japan and overseas by stepping up the expansion of overseas locations, as well as the development of group companies that offer services in all processes from company valuation to post-merger integration (PMI). We have closed over 8,000 transactions in cumulative total.

We will actively develop businesses to meet customer needs, continue to be the leader of the SME M&A support industry, and aim to become the top global integrated M&A company.



History of the M&A

- industry
- Against the backdrop of the bubble economy in the 1980s. many large corporations went through outbound crossborder M&A
- Due to the burst of the bubble economy in the 1990s, cross-border M&As involving large corporations decreased sharply. Meanwhile, SMEs faced challenges in the succession of management rights.
- Stock prices rose due to the IT bubble, and the number of M&A deals increased as well.
- While M&A became better known, it did not penetrate due to a negative impression associated with the Livedoor and Murakami Fund incidents.
- To facilitate smooth business succession to the next generation and invigorate SMEs' businesses, the Small and Medium Enterprise Agency drew up and published the Business Succession Guidelines in December 2006.
- The guidelines stated that M&A can be a means of business succession, which triggered a change in perception toward M&A.

- M&A started to take root as a method used in management strategy, and M&A by SMEs entered a rapid growth phase. The number of deals increased substantially from the previous decade.
- To promote SME owners' understanding of M&A, the Small and Medium Enterprise Agency published the Guidelines for Business Succession in 2015.
- The Small and Medium Enterprise Agency fully revised the Guidelines for Business Succession, and formulated the M&A Guidelines for SMEs in March 2020.
- Aging of business owners and lack of successors have become increasingly serious.

Vision of the Nihon M&A Center Group

/BATONZ

Opening of the Singapore office, the first overseas

location

:N

Next Nav

CORPORATE VALUE LABORATORY

Full-fledged cooperation

with major financial

Acquisition of the J-Adviser gualification and commencement of IPO support service for the

TOKYO PRO Market

EIN 🛷 Japan PMI Consulting

Value Creation

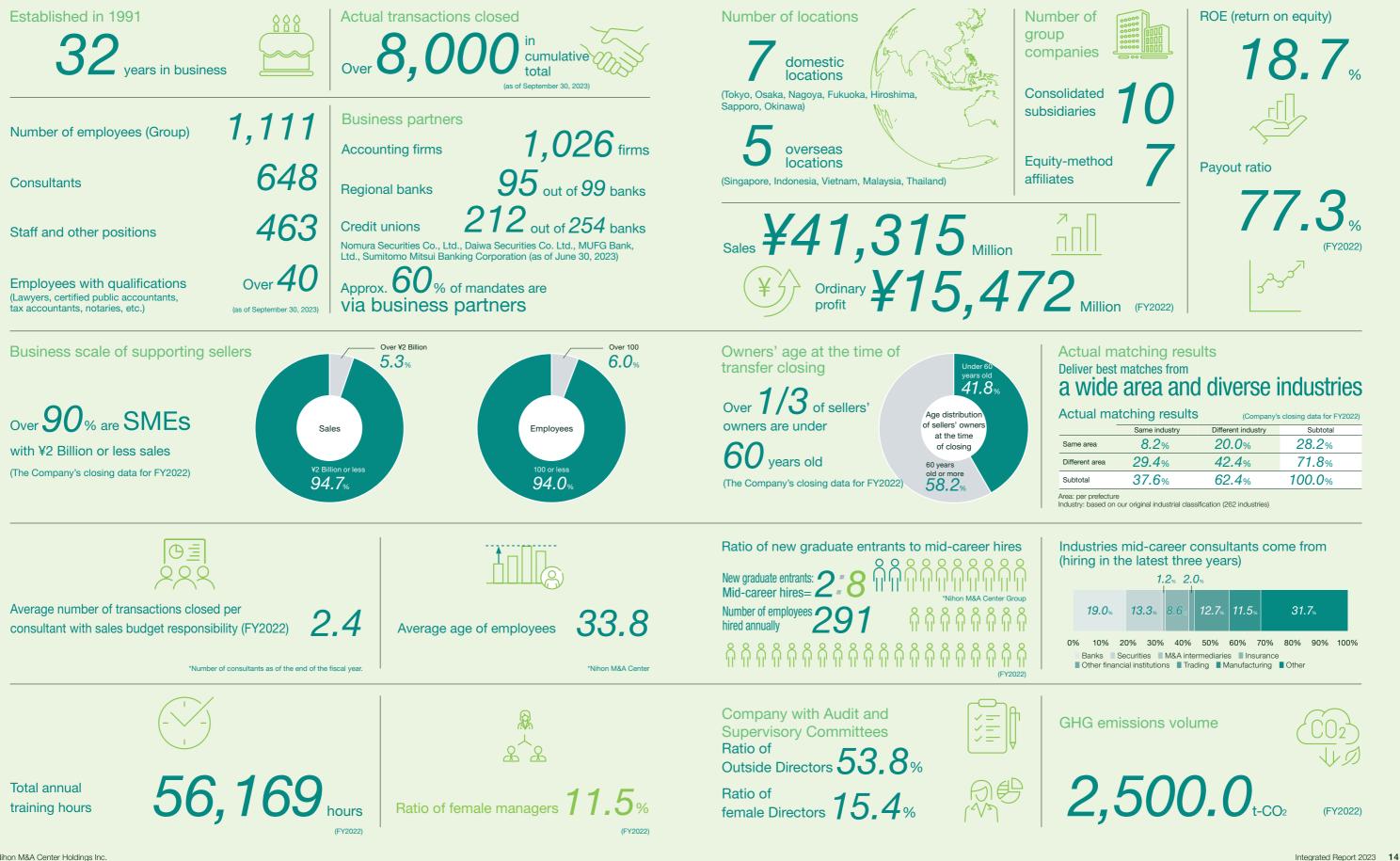




- In August 2021, the Small and Medium Enterprise Agency created a registration system for M&A support institutions.
- In October 2021, a self-regulatory industry body, the M&A Intermediaries Association, was established by M&A intermediaries.
- As SMEs M&A popularizes, challenges faced by support organizations have become apparent.
- The M&A guidelines for SMEs has been revised for the first Integrated Report 2023 12 time in three years.

Growth Strategies to Realize Value Creation

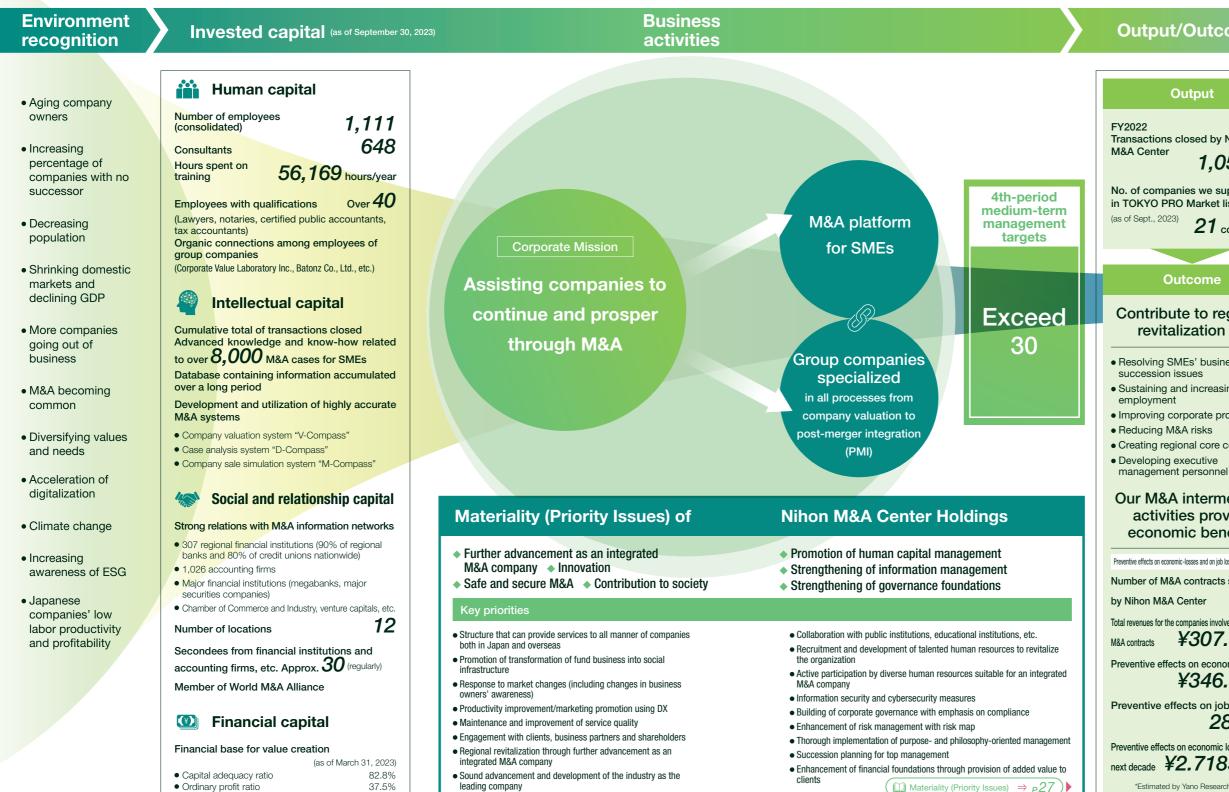
Nihon M&A Center Holdings in Data



ctual ma	atching results	(Company's closing data for FY2022)			
	Same industry	Different industry	Subtotal		
Same area	8.2%	20.0%	28.2%		
Different area	29.4%	42.4%	71.8%		
Subtotal	37.6%	62.4%	100.0%		

Value Creation Process

Nihon M&A Center Group will carry out management based on its purpose and take advantage of its strengths as a comprehensive M&A support company for SMEs that consists of its group companies specialized in all processes from company valuation to post-merger integration (PMI). By doing so, the Group will create value by resolving social issues.



Output/Outcome

Output

Transactions closed by Nihon

1,050/year

No. of companies we supported in TOKYO PRO Market listing

21 companies

Outcome

Contribute to regional revitalization by

 Resolving SMEs' business succession issues Sustaining and increasing

 Improving corporate productivity Reducing M&A risks

• Creating regional core companies • Developing executive

Our M&A intermediary activities provide economic benefits

Preventive effects on economic-losses and on job losses as of FY2022*

Number of M&A contracts supported 486

Total revenues for the companies involved in the above M&A contracts ¥307.1 Billion

Preventive effects on economic-losses ¥346.8 Billion

Preventive effects on job losses 28.805

Preventive effects on economic losses for the next decade ¥2.7185 Trillion

*Estimated by Yano Research Institute Ltd.

Our vision

To connect hopes and dreams for the best M&A experience in Japan and then the world