[Translation]

June 17, 2015

Nomura Real Estate Holdings, Inc.
1-26-2, Nishi-Shinjuku, Shinjuku-ku, Tokyo
(Stock code: 3231, TSE First Section)
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Notice of Results of Tender Offer for Share Certificates, etc. of Megalos Co., Ltd. (Stock Code: 2165)

Nomura Real Estate Holdings, Inc. (the "**Offeror**" or the "**Company**") resolved at the meeting of the Board of Directors held on April 30, 2015 to acquire the share certificates, etc. of Megalos Co., Ltd. (the "**Target Company**") through a tender offer (the "**Tender Offer**") and conducted the Tender Offer from May 1, 2015, and hereby announces that the Tender Offer was completed on June 16, 2015 as follows.

1. Outline of Tender Offer

(1) Name and Address of the Tender Offeror

1-26-2, Nishi-Shinjuku, Shinjuku-ku, Tokyo
Nomura Real Estate Holdings, Inc.

(2) Name of the Target Company

Megalos Co., Ltd.

(3) Types of Share Certificates, etc. to be Purchased

(i) Common stock

(ii) Stock acquisition rights

(a) Stock acquisition rights (Series No. 2) for the 2008 business year (the "**Series No. 1 Stock Acquisition Rights**") issued pursuant to the resolution of the general shareholders' meeting of the Target Company held on November 13, 2008

(b) Stock acquisition rights (Series No. 2) for the 2009 business year (the "**Series No. 2 Stock Acquisition Rights**") issued pursuant to the resolution of the general shareholders' meeting of the Target Company held on July 16, 2009

(c) Stock acquisition rights (Series No. 2) for the 2010 business year (the "**Series No. 3 Stock Acquisition Rights**") issued pursuant to the resolution of the general shareholders' meeting of the Target Company held on July 28, 2010

(d) Stock acquisition rights (Series No. 2) for the 2011 business year (the "**Series No. 4 Stock Acquisition Rights**") issued pursuant to the resolution of the general shareholders' meeting of the Target Company held on July 27, 2011

(e) Stock acquisition rights (Series No. 2) for the 2012 business year (the "**Series No. 5 Stock Acquisition Rights**") issued pursuant to the resolution of the general shareholders' meeting of the Target Company held on July 25, 2012

(f) Stock acquisition rights (Series No. 2) for the 2013 business year (the "**Series No. 6 Stock Acquisition Rights**") issued pursuant to the resolution of the general shareholders' meeting of the Target Company held on July 24, 2013

(g) Stock acquisition rights (Series No. 1) for the 2014 business year (the "**Series No. 7 Stock Acquisition Rights**") issued pursuant to the resolution of the general shareholders' meeting of the Target Company held on July 23, 2014

(h) Stock acquisition rights (Series No. 2) for the 2014 business year (the "**Series No. 8 Stock Acquisition Rights**") issued pursuant to the resolution of the general shareholders' meeting of the Target Company held on July 23, 2014

(The Series No. 1 Stock Acquisition Rights, the Series No. 2 Stock Acquisition Rights, the Series No. 3 Stock Acquisition Rights, the Series No. 4 Stock Acquisition Rights, the Series No. 5 Stock Acquisition Rights, the Series No. 6 Stock Acquisition Rights, the Series No. 7 Stock Acquisition Rights and the Series No. 8 Stock Acquisition Rights are hereinafter collectively referred to as the "**Stock Acquisition Rights**.")

(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
1,929,192 shares	—shares	—shares

(Note 1) Because the Offeror has not set a maximum number or minimum number of shares to be purchased in the Tender Offer, the Offeror will purchase all of the Tendered Share Certificates, Etc. The column of the "Number of shares to be purchased" above indicates the maximum number of share certificates, etc. to be acquired by the Offeror in the Tender Offer. Such maximum number is the total number of shares (i.e., 1,929,192 shares) obtained by (a) deducting (i) the number of treasury shares held by the Target Company as of March 31, 2015 (208 shares) as set forth in the "Summary of Financial Results [Japanese Accounting Standards] (on a Non-consolidated Basis) for the Business Year Ended March 2015" (the "**Summary of Target Company Financial Results**") announced by the Target Company on April 30, 2015 and (ii) the number of the Target Company Shares held by the Company as of the filing date of the tender offer registration statement in relation to the Tender Offer (2,103,600 shares), from the total number of issued shares of the Target Company as of March 31, 2015 (3,905,100 shares) as set forth in the Summary of Target Company Financial Results, and (b) adding thereto the number of the Target Company Shares (127,900 shares) which are the object of the Stock Acquisition Rights as of March 31, 2015 (1,279 options) as set forth in the Summary of Target Company Financial Results.

(Note 2) The Tender Offer also targets the shares less than one unit. In the event that any shareholder exercises his/her right to demand purchase of shares less than one unit pursuant to the applicable provisions of the Companies Act, the Target Company may purchase its own shares during the tender offer period in accordance with the relevant procedures under the applicable laws and regulations.

(Note 3) The Offeror does not intend to acquire the treasury shares owned by the Target Company through the Tender Offer.

(Note 4) While the Stock Acquisition Rights may be exercised before the last day of the tender offer period, the Tender Offer also targets the Target Company Shares to be issued or disposed upon such exercise.

(5) Tender Offer Period

(i) Initial tender offer period at time of filing of registration statement

From May 1, 2015 (Friday) through June 16, 2015 (Tuesday) (30 business days)

(ii) Possibility of extension of tender offer period upon request of Target Company

Not applicable.

(6) Tender Offer Price

Common stock	2,000 yen per share of common stock
Series No. 1 Stock Acquisition Rights	126,000 yen per stock acquisition right
Series No. 2 Stock Acquisition Rights	99,000 yen per stock acquisition right
Series No. 3 Stock Acquisition Rights	90,700 yen per stock acquisition right
Series No. 4 Stock Acquisition Rights	89,500 yen per stock acquisition right
Series No. 5 Stock Acquisition Rights	80,400 yen per stock acquisition right
Series No. 6 Stock Acquisition Rights	51,200 yen per stock acquisition right
Series No. 7 Stock Acquisition Rights	199,900 yen per stock acquisition right
Series No. 8 Stock Acquisition Rights	41,000 yen per stock acquisition right

2. Results of Tender Offer

(1) Success or Failure of Tender Offer

The Offeror has not set a maximum number or minimum number of shares to be purchased in the Tender Offer. Therefore, the Offeror will purchase all of the Tendered Share Certificates, Etc.

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

Under the provisions of Article 27-13, Paragraph 1 of the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the "**Act**"), the Offeror made an announcement to the press at the Tokyo Stock Exchange, Inc. on June 17, 2015 pursuant to Article 9-4 of the Enforcement Order of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965, as amended) and Article 30-2 of the Cabinet Office Ordinance on Disclosure Required for Tender Offer for Share Certificates, etc. by Person Other than Issuer (Ordinance of the Ministry of Finance No. 38 of 1990, as amended; the "**Cabinet Ordinance**").

(3) Number of Share Certificates, etc. Purchased

Types of share certificates, etc.	(i) Number tendered, as converted into shares	(ii) Number purchased, as converted into shares
Share certificates	1,626,503 shares	1,626,503 shares
Certificates of stock acquisition rights	73,900 shares	73,900 shares
Certificates of bonds with stock acquisition rights	－shares	－shares
Beneficiary certificates in trust for share certificates, etc. ( )	－shares	－shares
Depositary receipts of share certificates, etc. ( )	－shares	－shares
Total	1,700,403 shares	1,700,403 shares
(Total number of residual share certificates, etc.)	(73,900 shares)	(73,900 shares)

(4) Ownership Ratio of Share Certificates, etc. after Tender Offer

Number of voting rights represented by share certificates, etc. held by Offeror before tender offer	21,036 units	(Ownership ratio of share certificates, etc. before tender offer 52.16%)

Number of voting rights represented by share certificates, etc. held by special related parties before tender offer	917 units	(Ownership ratio of share certificates, etc. before tender offer 2.27%)
Number of voting rights represented by share certificates, etc. held by Offeror after tender offer	38,040 units	(Ownership ratio of share certificates, etc. after tender offer 94.33%)
Number of voting rights represented by share certificates, etc. held by special related parties after tender offer	－units	(Ownership ratio of share certificates, etc. after tender offer －%)
Total number of voting rights of all shareholders of Target Company	39,045 units	

(Note 1) "Number of voting rights represented by share certificates, etc. held by special related parties before tender offer" is the total number of voting rights represented by the share certificates, etc. held by the special related parties (other than those excluded from being considered special related parties in accordance with Article 3, Paragraph 2, Item 1 of the Cabinet Ordinance with respect to the calculation of ownership ratio of shares certificates, etc. under each Item of Article 27-2, Paragraph 1 of the Act).

(Note 2) "Total number of voting rights of all shareholders of Target Company" is the number of voting rights of all shareholders as of September 30, 2014 indicated in the third quarterly report of the 27th business year filed by the Target Company on February 13, 2015 (described as the share unit number of the Target Company is 100 shares). However, because the Tender Offer also targets the shares less than one unit and the Stock Acquisition Rights, for the purpose of calculation of "Ownership ratio of shares certificates, etc. before tender offer" and "Ownership ratio of shares certificates, etc. after tender offer", the number of voting rights (40,327 units) is used as the denominator which is equivalent to the number of the voting rights pertaining to the total number of shares (i.e., 4,032,792 shares) obtained by (a) deducting the number of treasury shares (208 shares) held by the Target Company from the total number of issued shares of the Target Company as of March 31, 2015 (3,905,100 shares) as set forth in the Summary of Target Company Financial Results and (b) adding thereto the number of the Target Company Shares (127,900 shares) which are the object of the Stock Acquisition Rights as of March 31, 2015 (1,279 options) as set forth in the Summary of Target Company Financial Results.

(Note 3) "Ownership ratio of shares before tender offer" and "Ownership ratio of shares after tender offer" are rounded off to two decimal places.

(5) Calculation in case of Tender Offer by the Pro-rata Method

Not applicable.

(6) Method of Settlement

(i) Name and address of head office of financial instruments firms or bank in charge of settlement of tender offer

Nomura Securities Co., Ltd. 1-9-1 Nihombashi, Chuo-ku, Tokyo

(ii) Commencement date of settlement

June 23, 2015 (Tuesday)

(iii) Method of settlement

A notice of purchase through the tender offer will be mailed to the address of the tendering shareholders, etc. (or to the address of their standing proxies for foreign shareholders) without delay after the expiration of the tender offer period. If electronic delivery of documents has been approved by tendering shareholders, etc. on Nomura Net & Call, the notice of purchase will be given to the shareholders electronically on Nomura Net &

Call's website (https://netcall.nomura.co.jp/).

The purchase price will be paid in cash. Tendering shareholders, etc. may receive the sales proceeds from the tender offer without delay after the commencement date of settlement in the manner they designate, including by way of remittance (a remittance fee might be charged).

3. Policy, etc. after Tender Offer and Future Outlook

For the policy, etc. after the Tender Offer, there is no change in the details set forth in the "Notice of Commencement of Tender Offer for Share Certificates, etc. of Megalos Co., Ltd. (Stock Code: 2165)" announced by the Company on April 30, 2015.

4. Place Where a Copy of Tender Offer Report is Made Available for Public Inspection

Nomura Real Estate Holdings, Inc.	1-26-2, Nishi-Shinjuku, Shinjuku-ku, Tokyo
Tokyo Stock Exchange, Inc.	2-1, Nihombashi Kabutocho, Chuo-ku, Tokyo

End.

The information in this press release may contain information regarding the future business of the Company and any other companies, etc. as well as forward-looking statements such as "expect," "assume," "intend," "plan," "believe" and "suppose." Those statements are based on the business outlook of the Company at present, and may change depending on future conditions. With respect to the information in this press release, the Company shall not be liable to update the forward-looking statements to reflect actual business results or any changes in various circumstances or conditions.

Unless otherwise provided for, all of the procedures relating to the Tender Offer will be conducted entirely in the Japanese language. Even though some of the documents regarding the Tender Offer are prepared in the English language, if there is any inconsistency between the English-language documents and the Japanese-language documents, the Japanese-language documents will prevail.