Research Institute M&A総研HD

FY2024/9 3Q Financial Results Presentation

July 30, 2024 M&A Research Institute Holdings Inc. (TSE Prime: 9552)

1 FY2024/9 3Q Earnings Results

- 2 FY2024/9 Earnings Forecast
- 3 Medium- to Long-term Growth Strategy
- 4 Q&A
- 5 Company Overview
- 6 Competitive Advantages of M&A Research Institute
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1. FY2024/9 3Q Earnings Results **Earnings Summary**



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1. FY2024/9 3Q Earnings Results **Executive Summary**

Performance

Net sales of ¥12,771 million (up 101.5% YoY), Operating profit of ¥7,019 million (up 94.4% YoY), and Operating margin of 55.0% (57.0% a year earlier) were recorded. The fees per deal closed in the FY24/9 3Q ¥65 million¹.

- → Both net sales and operating profit have been performing well. Thorough cost management has enabled us to maintain an operating profit margin on par with the same period last year.
- → Maintain the same contracted unit price of around 60 million yen as before. We will continue to prioritize the maximization of net sale per capita.

The average time to M&A conclusion was 6.9 months², maintaining the standard of 6~7months. \rightarrow Maintained short time to M&A conclusion by simultaneously promoting scale expansion and efficiency.

Recruitment

Notes:

At the end of Q3, the number of M&A advisors increased by +108 (181 \rightarrow 289). Including those who accepted offers as of April, the total number of M&A advisors increased by +139 (320 in total). The progress rate against the current year's plan of +139 additions (320 in total) is currently at 100.0%.

 \rightarrow The success is attributed to the effective promotion of our company's appeal and data-driven recruitment efforts.

 \rightarrow Extensively expanding to regional and overseas bases.

(A new office is scheduled to open in Okinawa in August and another in Sapporo in October. Overseas, a local subsidiary in Singapore is planned to be established in September.)

1. To enable comparison with industry peers, the calculation method for transaction unit prices has been changed from FY24/9 1Q, now determined by "Revenue in M&A brokerage business ÷ Number of transactions concluded (excluding FA cases).".

2. Average of all deals signed since inception (excluding FA cases).

1. FY2024/9 3Q Earnings Results Financial Highlights

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| | FY21/9 3Q | FY22/9 3Q | FY23/9 3Q | FY24/9 3Q ¹ | ΥοΥ |
|----------------------------|--------------|----------------|----------------|------------------------|---------|
| Net sales | ¥788 million | ¥2,817 million | ¥6,336 million | ¥12,771 million | +101.5% |
| M&A Brokerage | ¥788 million | ¥2,817 million | ¥6,336 million | ¥12,672 million | +100.0% |
| Others | - | - | - | ¥98 million | - |
| Gross profit | ¥589 million | ¥2,345 million | ¥5,055 million | ¥9,610 million | +90.1% |
| Gross profit margin | 74.7% | 83.2% | 79.8% | 75.3% | -4.5Pt |
| SGA | ¥315 million | ¥655 million | ¥1,444 million | ¥2,590 million | +79.3% |
| Operating profit | ¥273 million | ¥1,680 million | ¥3,610 million | ¥7,019 million | +94.4% |
| M&A Brokerage ² | ¥273 million | ¥1,680 million | ¥3,610 million | ¥7,239 million | +100.5% |
| Others ² | - | - | - | ¥-215 million | - |
| Operating margin | 34.6% | 59.6% | 57.0% | 55.0% | -2.0Pt |
| Ordinary profit | ¥271 million | ¥1,662 million | ¥3,538 million | ¥7,020 million | +98.4% |
| Ordinary income margin | 34.3% | 58.9% | 55.8% | 55.0% | -0.8Pt |
| Profit | ¥187 million | ¥1,140 million | ¥2,427 million | ¥4,498 million | + 85.3% |
| Net income margin | 23.7% | 40.4% | 38.3% | 35.2% | -3.1Pt |

Notes:

1. Consolidated financial statements have been implemented since the FY23/9 2Q

2. In addition to these, unallocated corporate expenses amounting to 5 million yen have been incurred across various segments, and the total of these corresponds to the operating profit in the consolidated income statement.

1. FY2024/9 3Q Earnings Results Financial Highlights(only for M&A Business)

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| | FY21/9 3Q | FY22/9 3Q | FY23/9 3Q | FY24/9 3Q | YoY |
|--|--------------|----------------|----------------|-----------------|---------|
| Net sales | ¥788 million | ¥2,817 million | ¥6,336 million | ¥12,672 million | +100.0% |
| Operating profit | ¥273 million | ¥1,680 million | ¥3,610 million | ¥7,239 million | +100.5% |
| Operating margin | 34.6% | 59.6% | 57.0% | 57.1% | +0.1Pt |
| Number of M&A advisors | 27 | 57 | 154 | 289 | +87.7% |
| Closed M&A deals ¹ (large-scale deals ²) | 15 (0) | 43 (6) | 105 (11) | 187 (19) | +78.1% |
| Fees per deal ³ | ¥46 million | ¥63 million | ¥58 million | ¥65 million | _ |
| Average time to M&A conclusion ⁴ | 6.8 months | 6.2 months | 6.8 months | 6.9 months | _ |

Notes:

1. Non-facilitated advisory (FA) cases are excluded from the count of concluded transactions.

2. Cases with a total commission fee exceeding 100 million yen are defined as large-scale transactions.

3. To enable comparison with industry peers, the calculation method for transaction unit prices has been changed from FY24/9 1Q, now determined by "Revenue in M&A brokerage business ÷ Number of transactions concluded (excluding FA cases)". The average value of closed M&A deals during the quarterly accounting period.

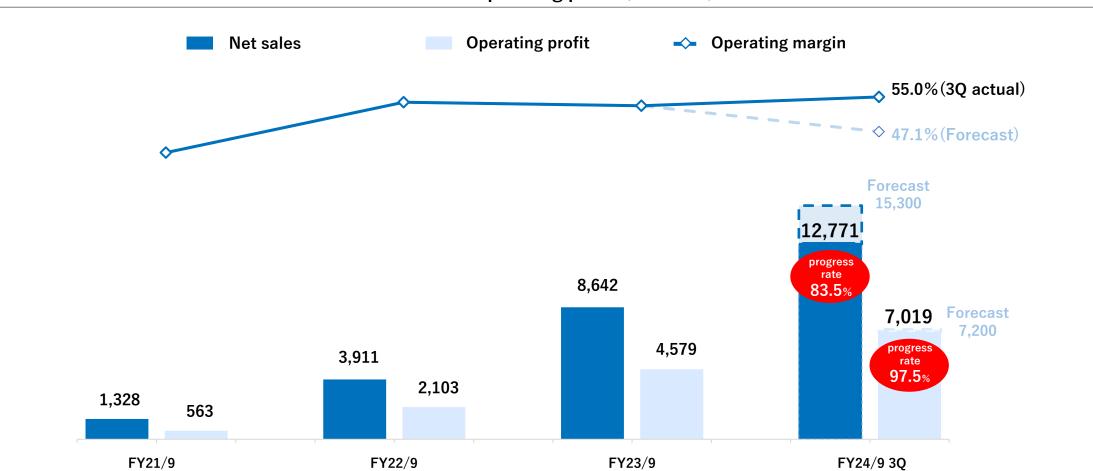
4. The average value of all concluded cases since inception (excluding FA cases).

1. FY2024/9 3Q Earnings Results Net Sales and Operating Profit

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The net sales progress rate is at 83.5% compared to the full-year plan, and the operating profit progress rate is 97.5%.

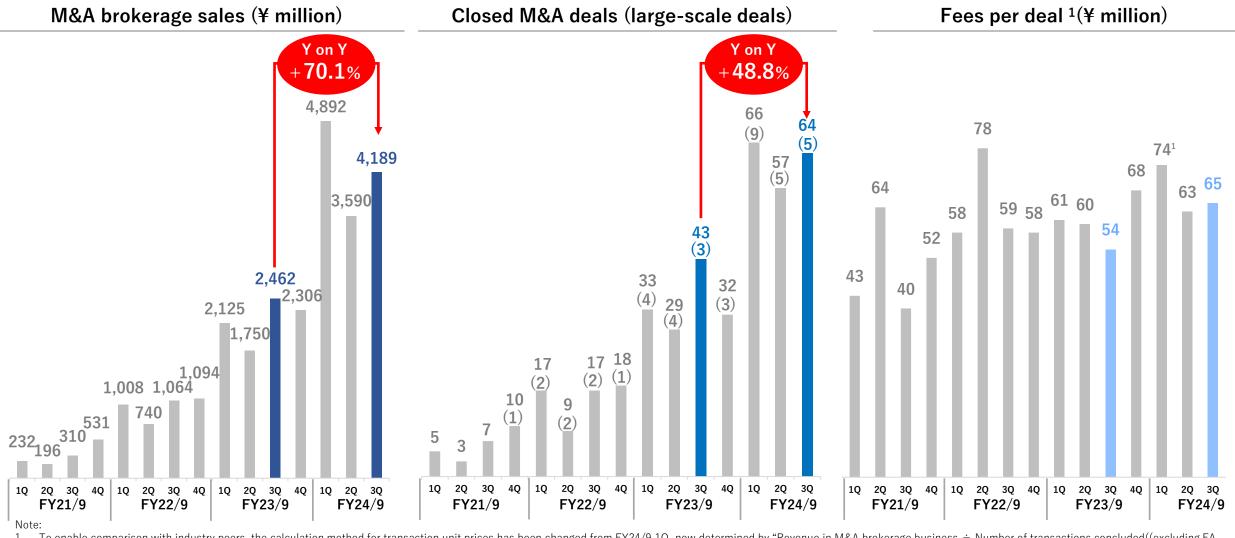
The revision of the performance forecast is determined by whether it is highly likely to meet the revision criteria (10% fluctuation in net sales, 30% fluctuation in operating profit), and no revision has been made as of the end of the third quarter.





1. FY2024/9 3Q Earnings Results Sales, Closed M&A Deals, and Fees Per Deal (only for M&A Business) M&A総研HD

In the second quarter, the net sales was 4,189 million yen (an increase 70.1% YoY), and the number of transactions was 64 (an increase of 48.8% YoY). As for large-scale deals, while there were 14 closed M&A deals by the end of FY09/2023, this fiscal year has already achieved 19 closed M&A deals as of the 3Q.



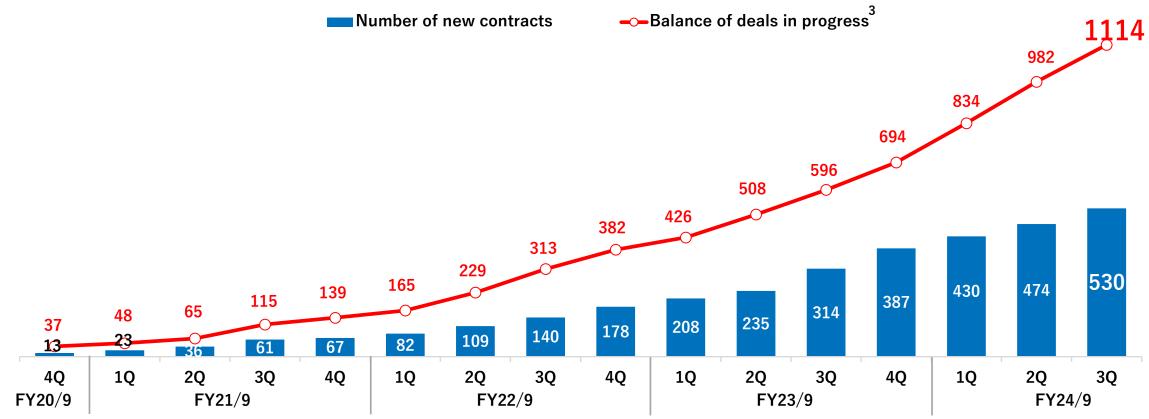
. To enable comparison with industry peers, the calculation method for transaction unit prices has been changed from FY24/9 1Q, now determined by "Revenue in M&A brokerage business ÷ Number of transactions concluded((excluding FA cases)". The transaction unit price for 3Q based on the traditional calculation method was 65 million yen.

1. FY2024/9 3Q Earnings Results Number of New Advisory Contracts¹ and Deals in Progress

The accumulation of contracted balances, which forms the foundation for future revenue, continues to progress smoothly. Newly recruited advisors are also steadily securing contracts.

Regarding the increase in contracted FA M&A cases and overseas M&A cases, FA M&A cases are excluded from the count, and for overseas M&A cases, only a portion is counted.²

Quarterly number of new advisory contracts and number of deals in progress at the end of each quarter³



Notes:

1. M&A advisory contracts concluded with the selling company

2. FA M&A cases are excluded from the count. In addition, for overseas M&A cases, due to differences in business customs, active projects that do not have an advisory contract are excluded from the count.

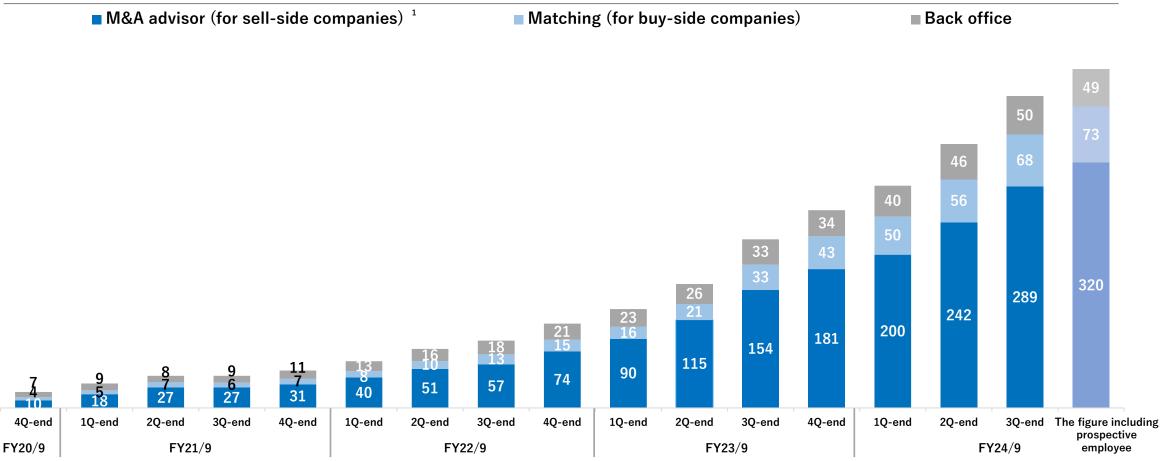
3. Only active deals, excluding pending deals, are counted. Cases in which the progress of an Item has stopped once and may progress again after a period of time have been conservatively pended and excluded from the number of cases.

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1. FY2024/9 3Q Earnings Results Number of Employees (only for M&A Business)

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The M&A brokerage business operates on a labor-intensive business model, and the increase in the number of M&A advisors is a key metric. Against the plan to increase M&A advisors by +139 for the current fiscal year, the number of M&A advisors, including those scheduled to join as of April, has increased by +139, showing a favorable progress rate of 100.0%.



Number of employees by division (as of the end of each quarter)

Note: 1. The number of M&A advisors is the number of those who have sales goals.

Net income / Shareholder's equity (average of at the beginning and ending of the period)

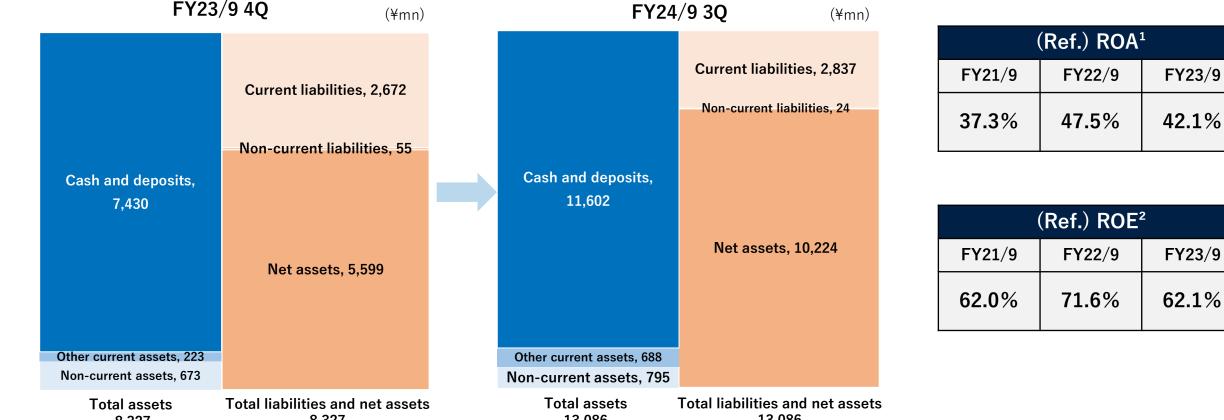
Cash and deposits, Cash and deposits, 11.602 7.430 Net assets, 10,224 Net assets, 5,599 Other current assets, 223 Other current assets, 688 Non-current assets, 673 Non-current assets, 795 Total assets Total liabilities and net assets **Total assets** Total liabilities and net assets 13,086 13.086 8,327 8,327

1. FY2024/9 3Q Earnings Results **Consolidated Balance Sheet**

The Company is highly financially sound with increased cash and deposits due to net cash provided by operating activities.

Despite the growth in net assets as profits are generated, ROE is very high owing to thorough and efficient management.

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Notes: Profit / Total assets (average of at the beginning and ending of the period). We do not calculate ROIC because our business invested assets and total assets are similar.

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The determination of whether to revise the earnings forecast is based on the likelihood of meeting the revision criteria (a 10% change in net sales and a 30% change in profit).

| | FY23/9(actual) | FY24/9(forecast) | YoY growth |
|--------------------|----------------|------------------|----------------|
| Net sales | ¥8,642 million | ¥15,300 million | +77.0% |
| M&A Brokerage | ¥8,642 million | ¥15,300 million | +77.0% |
| Others | - | - | - |
| Operating profit | ¥4,579 million | ¥7,200 million | +57.2% |
| M&A Brokerage | ¥4,579 million | ¥7,700 million | +68.2% |
| Others | - | ¥∆500 million | - |
| Operating margin | 53.0% | 47.1% | ▲ 5.9Pt |
| Profit | ¥2,646 million | ¥4,677million | +76.8% |
| Earnings per share | ¥45.89 | ¥80.67 | +75.8% |

| | Others Considerations in Performance Forecasts |
|-----------|---|
| Net sales | For Asset Management Consulting Inc and Quants Consulting ,Inc., we plan to initiate services for net sales generation starting from the fiscal year ending September 2024. However, <u>as the net sales figures are yet to be confirmed, we</u> <u>have conservatively included only costs in our performance forecasts.</u> |
| SGA | The main components are recruiting and personnel expenses at Asset Management Consulting Inc. and Quants Consulting ,Inc. |

The number of M&A advisors has been updated to include those who accepted offers as of July, but other figures have not changed since the previous announcement.

| | FY23/9 (actual) | FY24/9 (forecast) | YoY growth |
|--|------------------------|------------------------|------------|
| Net sales | ¥8,642 million | ¥15,300 million | +77.0% |
| Operating profit | ¥4,579 million | ¥7,700 million | +68.2% |
| Operating margin | 53.0% | 50.3% | -2.7Pt |
| Number of M&A advisors | 181 | 320 | +76.8% |
| Sales per advisor (Average number of advisors during the term) | ¥67 million (127.5) | ¥61 million (250.5) | _ |
| Closed M&A deals | 137 | 255~275 | |
| Fees per deal | ¥61 million | ¥55~60 million | _ |
| Average time to M&A conclusion | 6.6 months | $6{\sim}7$ months | _ |

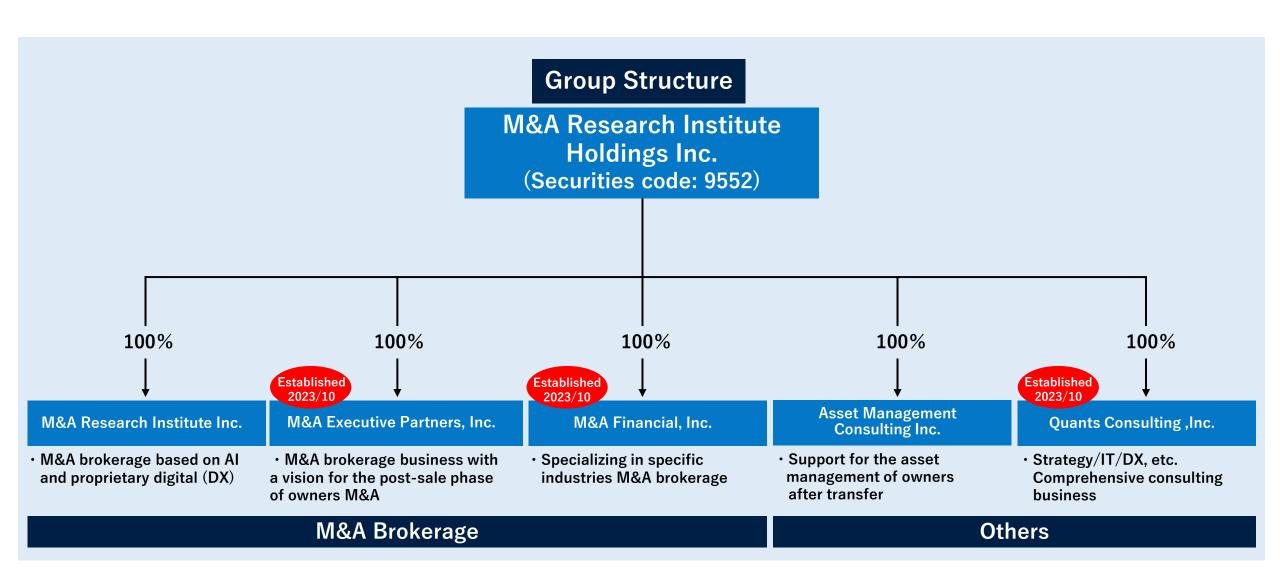
2. FY2024/9 Earnings Forecast Assumption of Earnings Forecasts in the M&A Brokerage

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| | Assumption of earnings forecast |
|--|---|
| Net sales | Calculated based on the possibility of closing each deal in progress and each expected closing fee. |
| Operating margin | Fluctuations in net sales may change the operating margin in the future. (<u>See next page for details.)</u> It should be noted that hiring more M&A advisors than planned can increase hiring costs and affect operating income. |
| Number of M&A advisors | As of FY23/9, the number of M&A advisors was 181, meeting the planned target. While maintaining the target of 320 advisors for FY24/9 (as per the plan announced in April 2023), there is also consideration for exceeding the planned value through additional hiring. |
| Sales per advisor (calculated based on the average number of employees during the period) | The actual amount for FY9/2023 is ¥67 million, but the plan is set at ¥61 million as a conservative figure. |
| Closed M&A deals | Expected to increase proportionally as the number of advisors increases. |
| Fees per deal | Expect to maintain the current price level. While emphasizing the maximization of sales per M&A advisor, we will also implement measures aimed at improving fees per deal. |
| Average time to M&A conclusion ¹ | Expected to remain at 6~7 months. This level has been reached as a result of continuous improvement of efficiency in the four years since our inception. Important to maintain this short period while rapidly expanding our scale in the future. |

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Establish three new companies in October 2023 to further accelerate growth

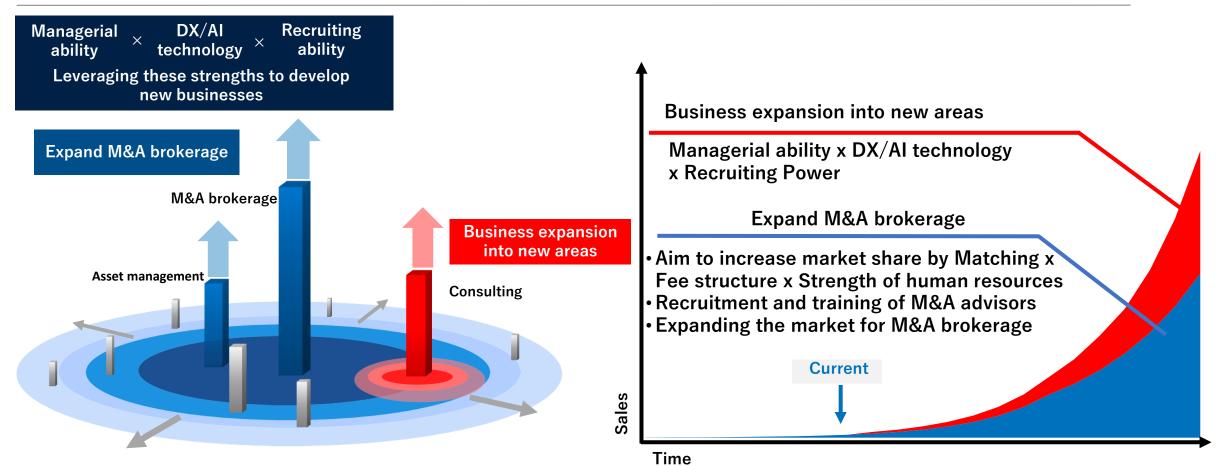


3. Medium- to Long-term Growth Strategy New Business Development

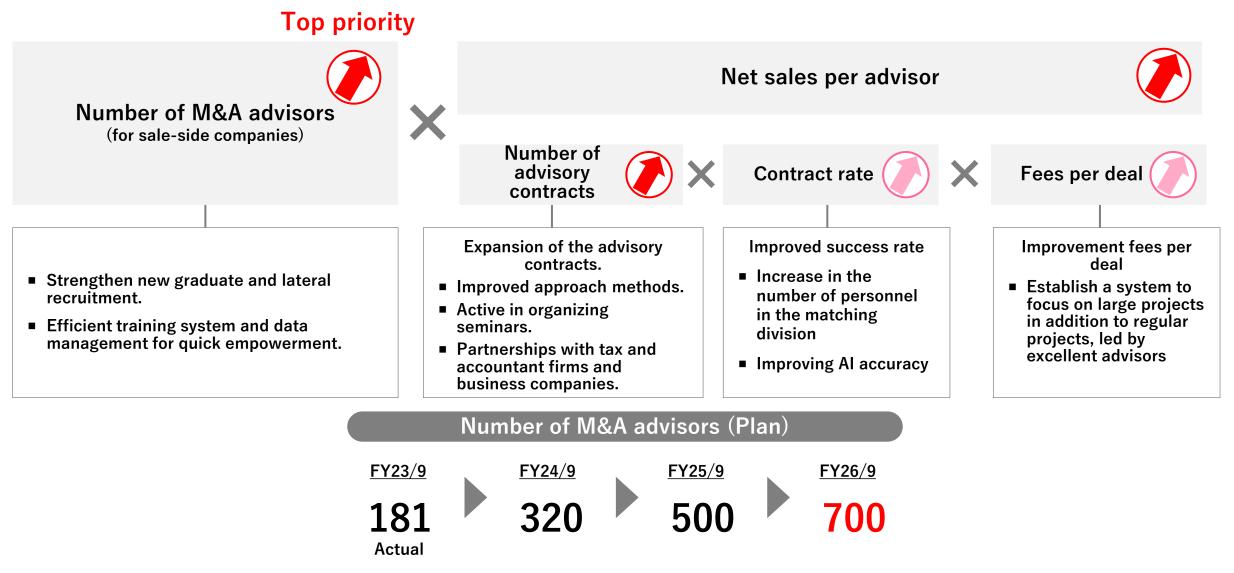
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While continuing to grow the M&A brokerage business in order to increase the amount of profit for the group as a whole, entering the consulting industry, which is expected to have a large enough market and high growth potential.

The Company's growth vision



Aim for significant growth by increasing the number of M&A advisors hired and increasing net sales per advisor.

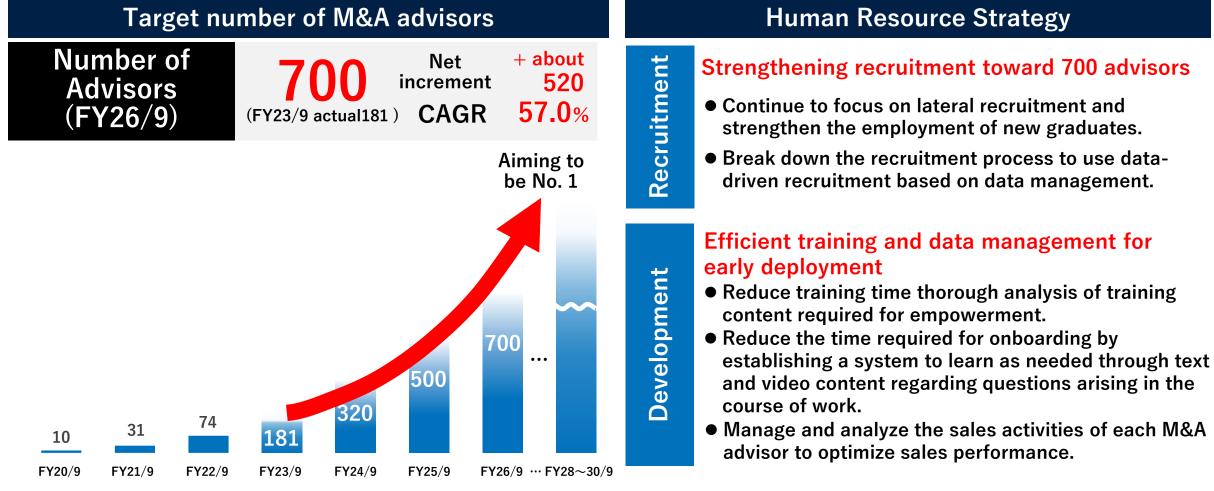


3. Medium- to Long-term Growth Strategy Medium- to Long-Term Plan for Human Resources Strategy

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M&A intermediary business operates on a labor-intensive business model, with the increasing number of M&A advisors being a key indicator. Will continue to advance data-driven hiring and strive to achieve staffing goals.

Given the rapid growth and business model, we must be overly conservative in providing a sales plan for the next three years, and disclose only the human resource plan to avoid being misleading. The Company intends to disclose sales as soon as the probability of sales increases.



3. Medium- to Long-term Growth Strategy Human Resource Training System

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In the three years since our founding, we have created a system and environment that enable recruited personnel to achieve results quickly and withstand organizational expansion.

Rapid expansion of the organization has been made possible by shortening the time to M&A conclusion and bringing recruited personnel into the instructional side at an early stage

Bringing human resources into the workforce at an early stage

- Policy for early practical experience through unique and streamlined training programs
- Use DX and AI to streamline operations and reduce the average time to M&A conclusion
- Maintain and improve productivity even as the number of employees increases

Efficient education to achieve results in a short period of time

(1) Constantly improving training content for each business process

| Sourcing | Matching | > Execution | |
|---|---|---|--|
| Role playing Material preparation training | Matching case training Study session sponsored by a buyer | OJT guidance Support by in-house lawyers | |

Establish an environment for sharing knowledge and learning efficiently through in-house systems



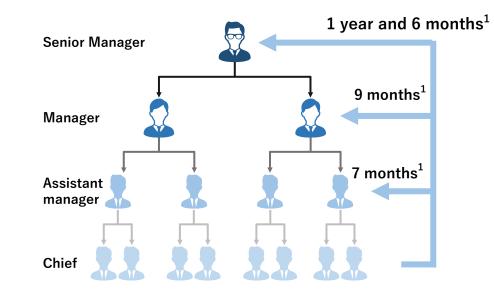


Organizational expansion

- Bringing new employees into the workforce within a year has enabled them to have subordinates on the instructional side at an early stage.
- One person can instruct more than one person, so rapid expansion of the organization is possible.
- An organizational culture of teamwork in support of bringing personnel into the workforce has taken root

Education and guidance system

Organizational structure in which employees are promoted within a short period of time after joining the Company to provide guidance to their subordinates



Note: 1. Results of employees Joined in and after FY2020/9

3. Medium- to Long-term Growth Strategy Sales Strategy

In addition to outbound sales and inbound sales, we will focus on acquiring additional advisory contracts through partnership with each external entity.

We will actively hold various seminars to raise awareness and find new contacts in the inbound sales.

Sales strategy to expand the number of contracted projects

Outbound sales

Develop a large number of sell- side candidates through identification of companies with high transfer needs and improvement of approaches to lead to the acquisition of contracts.

Inbound sales

Increase brand recognition through further expansion of the website advertising and holding of various seminars to lead to the acquisition of contracts.

Partnership

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Promote partnerships with community-based tax accountant firms, accounting firms, and business companies to lead to the acquisition of contracts through referrals.

3. Medium- to Long-term Growth Strategy Initiatives: M&A Insight Seminars

無料オンラインセミナー

アーカイブ視聴

M&A総合研究所

地域密着型の介護サービス

M&Aで事業拡大と

地域貢献を実現

地域の実情に応じた

サービスを提供



Free monthly online M&A seminars for owners of sell-side companies. Various seminars such as "Co-sponsored seminars" and "Industry-specific seminars."

無料オンラインセミナー

アーカイブ視聴



経営者の出口戦略

事業譲渡を活用した

経営者の ライフプランを考える

複数事業を展開されている

経営者様のためのM&Aスキーム

M&A総合研究所

Cumulative number of seminars held¹





M&A総合研究所

消費者ニーズの

多様化に向き合い

持続可能な成長を実現

化粧品業界

M&Aを活用した戦略的

無料

オンライン セミナー

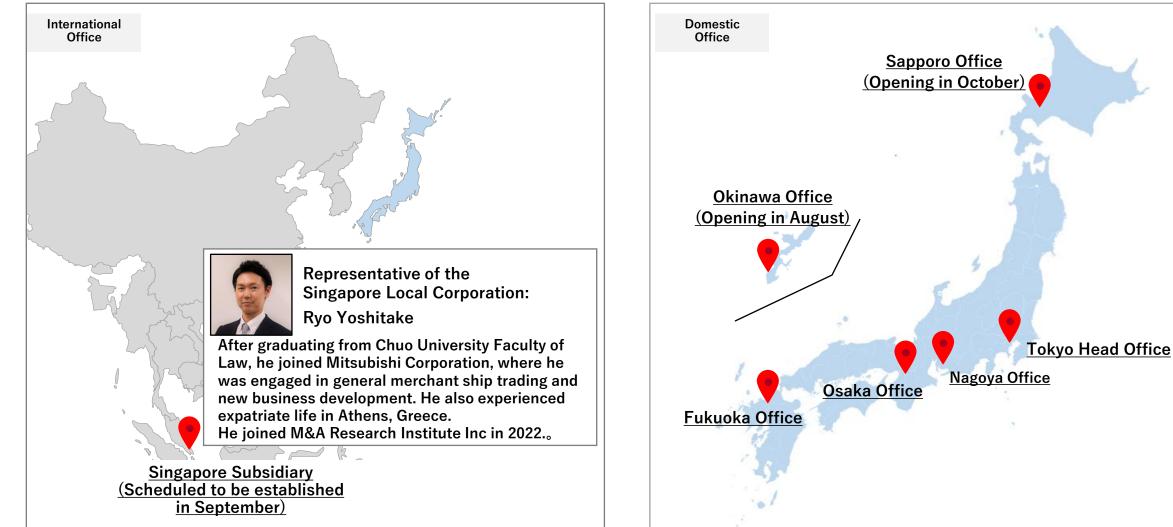
アーカイブ 視聴

3. Medium- to Long-term Growth Strategy Expansion of Offices



Expanding domestic and international offices to strengthen the sales structure.

Creating new market opportunities in overseas markets, enhancing competitiveness, and pursuing further growth opportunities.



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3. Medium- to Long-term Growth Strategy Participation in M&A Brokerage Associations

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As a director of the M&A Intermediaries Association(MAIA), efforts are being made to improve the reliability of the entire M&A intermediary industry, formulate regulations, and establish rules for its healthy development, contributing to the sustainable growth of medium-sized and small enterprises



| | Association Overview | | |
|---------------|---|--|--|
| Japanese name | 一般財団法人M&A仲介協会 | | |
| English name | M&A Intermediaries Association(MAIA) | | |
| Established | October 1, 2021 | | |
| Board Member | <representative director=""> Kunihiko Arai (Strike Co., Ltd.) <director> Ryosuke Kubo (Ondeck Co., Ltd.) Shunsaku Sagami (M&A Research Institute Inc.) Yasuhito Shinoda (Meinan M&A Co., Ltd.) Satoru Nakamura (M&A Capital Partners Co.,Ltd.) Suguru Miyake (Nihon M&A Center Inc.) <auditor> Lawyer Kikuchi Yutaro(KIKUCHI SOGO LAW OFFICE)</auditor></director></representative> | | |
| Activities | Promoting fair and smooth transactions in M&A brokerage Adherence to Appropriate Transaction Rules, Including M&A Guidelines Support for M&A support personnel development Operation of a complaint and consultation service for M&A intermediaries Other related businesses incidental to the preceding items | | |

3. Medium- to Long-term Growth Strategy Strengthened Governance



Independence and diversity have been emphasized in the governance framework, which has been further refined. Through rigorous risk management and compliance, along with transparent and proactive information disclosure, we seek to strengthen the foundation

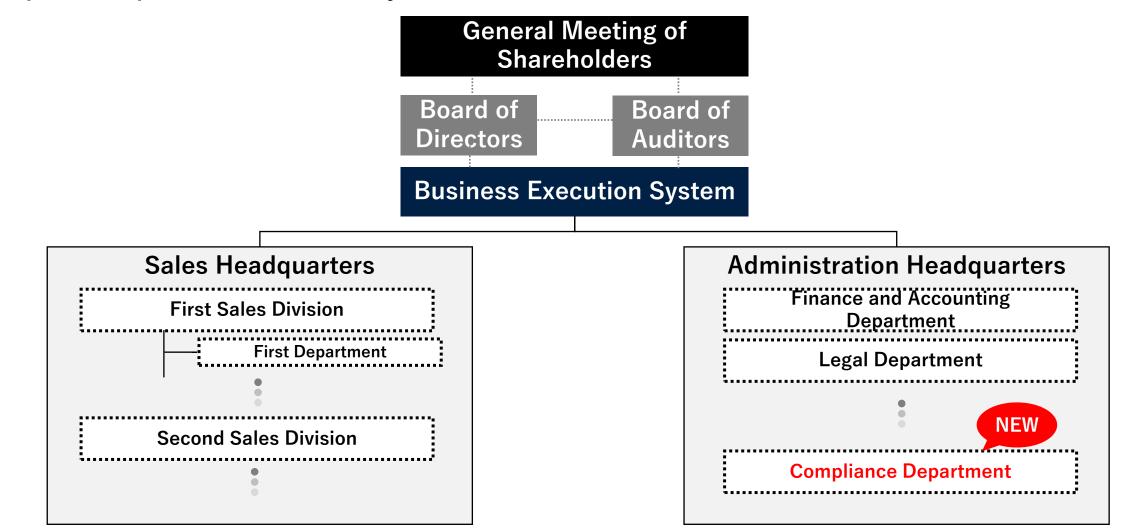
of management and drive the creation of new value.

| | | | dent | Expertise and experience | | | | | | | |
|------------------------------------|------------------------------|--------------------|------------------------------|--------------------------|----------------------------|---|-------------------------|--------------------------------------|-----|---------------------------------------|-------|
| Annual General | Meeting | Name | Position | Independent | Business managem ent | | Accounting & Finance | Compliance and Risk Management | M&A | Human Resources Developm ent | Legal |
| Appointment Dismissal | Appointment Dismissal | Shunsaku Sagami | Director &CEO | | • | • | | • | • | • | |
| Board of directors' meeting | udit & Supervisory Board | Akihiro Yabuki | Director &COO | | | • | | | • | • | |
| Director | Executive Auditor | Hikaru Ogino | Director &CFO | | | | • | • | | | |
| Outside Board Director | External Auditor | Ryo Mizutani | Outside Board Director | • | • | | • | | • | • | |
| | | Toru Kamiyama | Outside Board Director | | • | | • | | • | | |
| Selection | | Mika Aoki | Outside Board Director | • | | | | • | | | • |
| Dismissal Reporting Supervision | Audit | Naoki Okamoto | Executive Auditor | • | | | • | • | | | |
| | | Makoto Kumazawa | External Auditor | | | | | • | • | | • |
| Business Execution | Business Execution Structure | | External Auditor | | | | • | • | • | | |

7. Reference: Shareholder Composition Strengthening Internal Management Systems

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To further enhance compliance, including adherence to the SME M&A guidelines and industry self-regulation, a Compliance Department has been newly established.



3. Medium- to Long-term Growth Strategy Shareholder Return Policy

At this point, the possibility and timing of dividend payments and share buybacks have not yet been determined. We are continuing to examine the ROE level to be achieved over the medium to long term and the level of cash and cash equivalents to be retained, We will disclose our dividend and share buyback policy as soon as it is finalized, while always keeping them in mind.



We are actively considering the launch of new businesses, including consulting businesses, as well as investments in existing businesses to increase corporate value over the medium to long term. New businesses will be launched both by the company itself, such as the consulting business announced this time, and by acquiring existing companies through M&A. We will continue to work on accumulating funds for future M&A activities.

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4. Q&A

Frequently Asked and Assumed Questions (Other Q&A are listed in the Appendix)

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| 項目 | Q | A |
|------------------------|--|---|
| Performance | What are your thoughts on the upward revision of the full-year guidance? | As before, the decision to revise the earnings forecast is based on the likelihood of meeting the revision criteria (a 10% change in net sales and a 30% change in profit). |
| Consulting Business | Please tell me about the current status of the establishment of Quants Consulting Inc. | We are progressing with the recruitment of consultants while gradually acquiring projects. Additionally, the revenue from 'Other Businesses' listed on page P4 (98 million yen) is entirely attributable to Quants Consulting Inc. |

4. Q&A

Frequently Asked and Assumed Questions (Other Q&A are listed in the Appendix)

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| 項目 | Q | Α |
|--------------------------|---|--|
| M&A | Regarding the articles about the 'regulations' reported in the media: • What are the rules of the announced regulations? • Will there be any impact on your company's performance? | In the Basic Policy on Economic and Fiscal Management and Reform (Honebuto Policy) 2024, it is stated that 'in order to facilitate M&A, intermediary business operators should disclose their fee structures.' Our company has already been disclosing the fee structure on our website, so we consider the impact of the above-mentioned rule on our company's performance to be minimal. |
| Intermediary Business | What is your company's internal response to the revision of the SME M&A guidelines and the self-regulatory rules of the M&A Intermediaries Association(MAIA)? | Operations are being established to comply with the rules, and as stated on page P26, a Compliance Department has been newly established. The additional costs and human resources required for these measures are minimal, and we believe there will be little impact on our performance. |

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5. Company Profile Company Overview

| Company name | M&A Research Institute Holdings Inc. | | | | |
|-------------------------|--|--|--|--|--|
| Established | October 12, 2018 | | | | |
| Representative: | Shunsaku Sagami | | | | |
| Address | 1-8-1 Marunouchi, Chiyoda-ku, Tokyo | | | | |
| Business description | M&A brokerage business, asset management business, Consulting business | | | | |
| Offices | Tokyo (head office), Nagoya, Osaka and Fukuoka | | | | |
| Executive Officers | DirectorAkihiro YabukiDirectorHikaru Ogino (Certified Public Accountant)Outside Board DirectorRyo MizutaniOutside Board DirectorToru KamiyamaOutside Board DirectorMika Aoki (Lawyer)Executive AuditorNaoki Okamoto (Certified Public Accountant)External AuditorYosuke Azuma (Certified Public Accountant)External AuditorMakoto Kumazawa (Lawyer) | | | | |



Vision

Representative

Director & CEO

Shunsaku

Sagami

Transforming the M&A brokerage sector by fully leveraging AI and DX

Graduated from the Faculty of Agriculture, Kobe University. In 2016, he established his first company, Alpaca, and subsequently sold all shares to VECTOR INC. in 2017.

As a serial entrepreneur, he founded M&A Research Institute (currently M&A Research Institute Holdings Inc.), his second company, in 2018.

| | M&A Research Institute Holdings |
|------|--|
| 2013 | Joined MicroAd, Inc. Inc.), his second company, in 2018. |
| 1 | - Worked on the development of an advertisement system algorithm |
| 2016 | Established Alpaca |
| | - Founded the company as Engineer and CEO at the age of 25, and |
| | launched a fashion and make-up media business for women |
| 2017 | Sold Alpaca's shares to VECTOR INC. (TSE Prime 6058) |
| | Continued working to expand the business as a management |
| | member following the stock transfer |
| | Noticed inefficiencies of the M&A brokerage market through |
| | experience in multiple M&As |
| 2018 | Established M&A Research Institute |
| | - Having faced the closing of his grandfather's company, decided to |
| | run a M&A brokerage company that works closely with SMEs |
| 2022 | Listed on the Japan Exchange Group Growth Market |
| | - Listed in June 2022, 3 years and 9 months after its founding |
| 2023 | Listed on the Japan Exchange Group Prime Market |
| | - Listed in August 2023, 4 years and 11 months after its founding |

5. Company Profile Management

Management



Akihiro Yabuki, Director and COO

Graduated from Meiji University. Joined Keyence Corporation in 2010. Engaged in consulting sales for the manufacturing industry Joined Nihon M&A Center Inc. in 2015, completing many successful transactions centered around manufacturers. Joined M&A Research Institute in 2019, where he leads the Sales Division. Appointed as Director in 2020.

Outside Board Director Ryo Mizutani



Graduated from Keio University. Joined Daiwa Securities SMBC Co., Ltd. (currently Daiwa Securities Co., Ltd.) in 2007 and worked in investment banking. Involved in the founding of and factory, inc. in 2014 and appointed as Director. The company succeeded in an IPO on TSE Mothers 4 years after its founding. Founded Beyond X, Inc. in 2019, becoming Representative Director. Appointed as an Outside Director for M&A Research Institute in 2020.

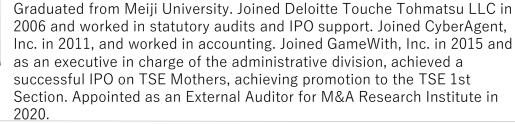
Outside Board Director Mika Aoki(Lawyer)



Graduated from Waseda University. Joined USEN Corporation in 2004. Worked as a freelance announcer in news programs and other media since 2007. Joined the law firm Yamazaki, Akiyama, Yamashita in 2016. Involved in various tasks related to mass media and corporate legal affairs. Appointed as an Outside Board Director of M&A Research Institute in 2023.



External Auditor Yosuke Azuma (CPA)





Hikaru Ogino, Director and CFO (CPA)

Graduated from Rikkyo University. Joined KPMG AZSA LLC in 2014 and worked in statutory audits and IPO support, primarily for startups. Joined M&A Research Institute in 2020, where he leads the Administrative Division. Appointed as Director in 2020.



Outside Board Director Toru Kamiyama

Graduated from Keio University. Joined Nomura Securities Co., Ltd. in 2000 and worked in investment banking. He became independent in 2017 and has served as an outside director of HEROZ (TSE: 4382), B-Platz (TSE: 4381), and Itsumo (TSE: 7694), Inc. Appointed as an Outside Director for M&A Research Institute in 2022.



Executive Auditor Naoki Okamoto (CPA)

Graduated from Rikkyo University. Joined Asahi & Co. (currently KPMG AZSA LLC) in 1999, working in both statutory audits and IPO support as well as the Digital Innovation department where he focused on promoting the digitalization of auditing operations. Became a Full-time Auditor for M&A Research Institute in 2020.



External Auditor Makoto Kumazawa (Lawyer)

Graduated from Waseda University. Joined Mori Hamada & Matsumoto in 2007. Founded Kumazawa Law Office (currently Shin Saiwai Law Office) in 2011 and worked in legal affairs for many M&As and other transactions as co-representative. Appointed as an External Auditor for M&A Research Institute in 2020.

5. Company Profile

Two Advantages of the Company Based on Strong Organizational Capabilities

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Advantages in services

- The only prime market listing company to adopt a pricing system with only success fees¹
- Average time of 6.9 months to M&A completion²
- **3** Industry-leading matching capability

Advantages in recruitment



Efficient working environment



Incentive plan at an industry top level

Underlying structure and philosophy of the Company

Develop and implement optimal strategies through thorough industry analysis and improvement



Notes

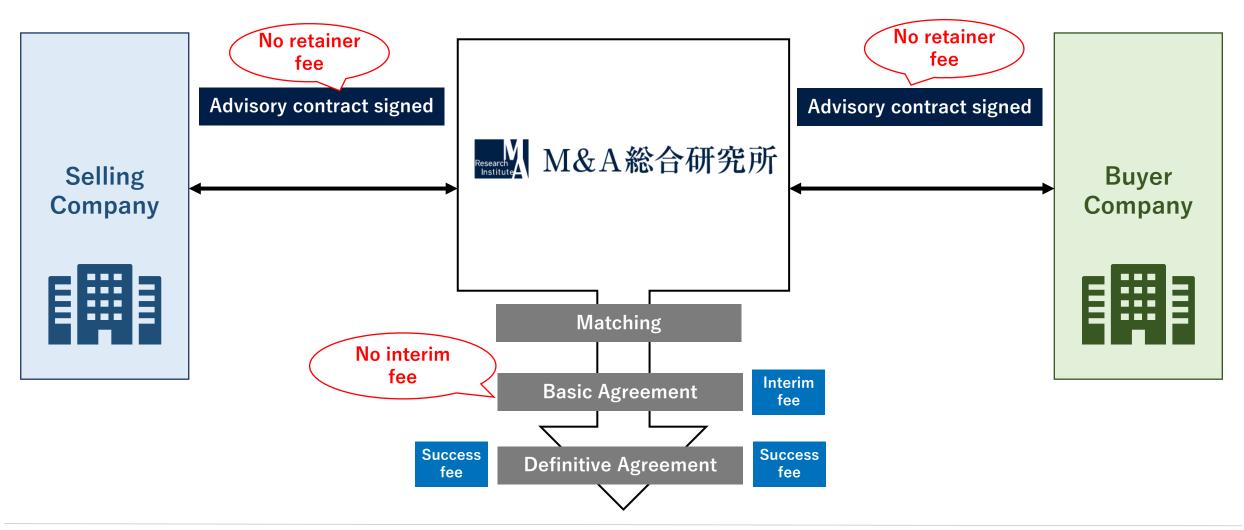
- Data driven and rational management and organizational capabilities
- 2 Self-development of all in-house systems, efficiency through Al and DX
- **3** Ability to recruit excellent human resources

1. Market Research in Designated Areas - October 2022 Research Institution: Japan Marketing Research Organization

2. Average of all deals signed since inception (excluding financial advisor deals)

5. Company Profile Business model

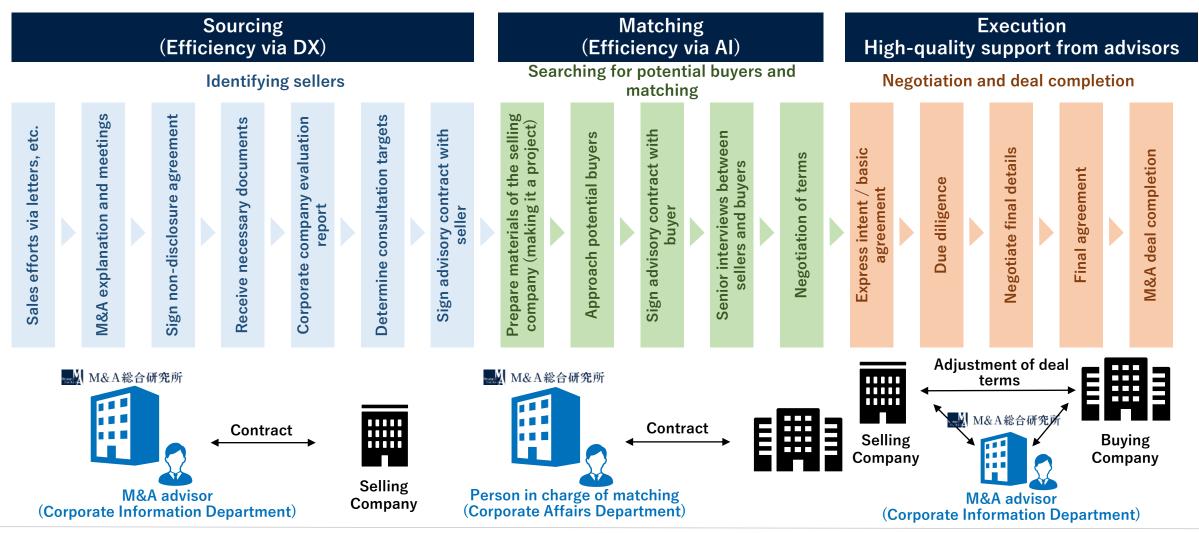
The brokerage business model charges fees from both the selling and acquiring companies. Succeeded in reducing costs through streamlining and introduced a system with no start-up or interim fees. Only contingency fees for selling companies.



5. Company Profile M&A Brokerage Deal Flow by Step

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The M&A process is divided into three phases. We respond to the phases by dividing operations between two departments: the Corporate Information Department (M&A advisor) and the Corporate Affairs Department (matching). DX/AI technologies simplify the two phases of sourcing and matching, allowing advisors to spend more time in execution to support, leading to providing quality services.

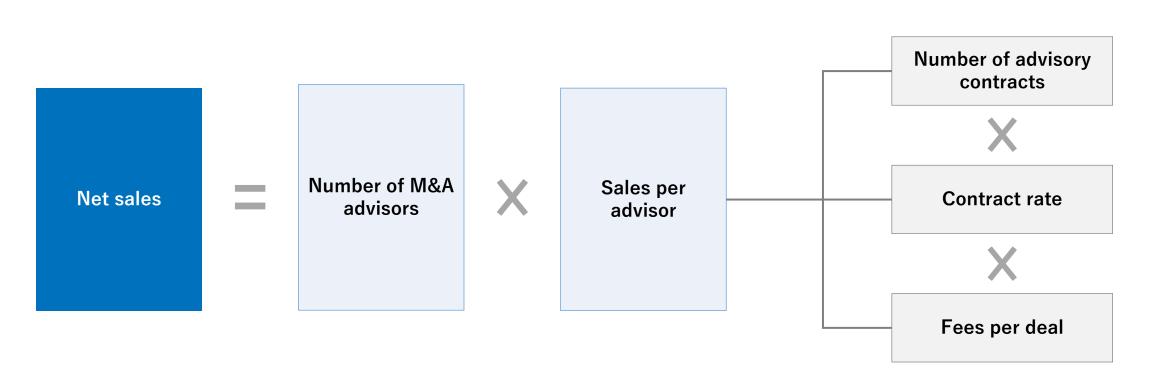


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5. Company Profile Earnings structure

M&A brokerage earnings are structured as follows: Sales = number of M&A advisors x sales per advisor. Keys to further accelerate the increase in sales are the number of M&A advisors and increase in sales per advisor.

Earnings structure

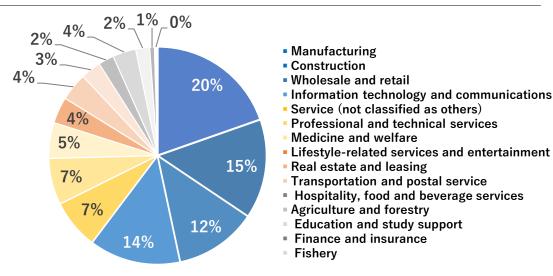


5. Company Profile **M&A Conclusion**

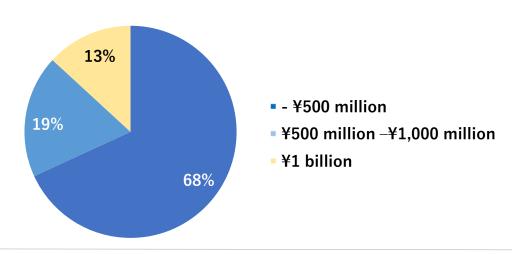
We have successfully brokered M&As with companies in various industries, sectors, and regions. Examples

| | Selling company | | Buyer | | | | |
|-----|---|----------|---|----------|--|--|--|
| | Business description | Region | Business description | Region | | | |
| 1 | Construction | Kyushu | Service | Hokkaido | | | |
| 2 | Hospitality, food and beverage services | Chugoku | Transportation and postal service | Chugoku | | | |
| 3 | Agriculture and forestry | Tokai | Service | Kanto | | | |
| 4 | Medicine and welfare | Kanto | Agriculture and forestry | Hokkaido | | | |
| 5 | Manufacturing | Kanto | Service | Kanto | | | |
| 6 | Lifestyle-related services and entertainment | Chugoku | Hospitality, food and beverage services | Kanto | | | |
| 7 | Lifestyle-related services and entertainment | Kanto | Real estate and leasing | Kanto | | | |
| 8 | Information technology and communications | Kanto | Lifestyle-related services and entertainment | Kinki | | | |
| 9 | Manufacturing | Hokuriku | Wholesale and retail | Kinki | | | |
| 10 | Real estate and leasing | Kinki | Service | Kanto | | | |
| 26 | Hospitality, food and beverage services | Kanto | Wholesale and retail | Kyusyu | | | |
| 27 | Information technology and communications | Kanto | Professional and technical services | Kanto | | | |
| 28 | Medicine and welfare | Hokkaido | Professional and technical services | Hokkaido | | | |
| 29 | Construction | Kinki | Information technology and communications | Kanto | | | |
| 130 | Manufacturing | Hokuriku | Medicine and welfare | Kinki | | | |
| 31 | Construction | Hokuriku | Construction | Tokai | | | |
| 32 | Medicine and welfare | Kanto | Service | Kanto | | | |
| 133 | Professional and technical services | Kanto | Information technology and communications | Kanto | | | |

Business of selling companies¹



Size of selling companies¹



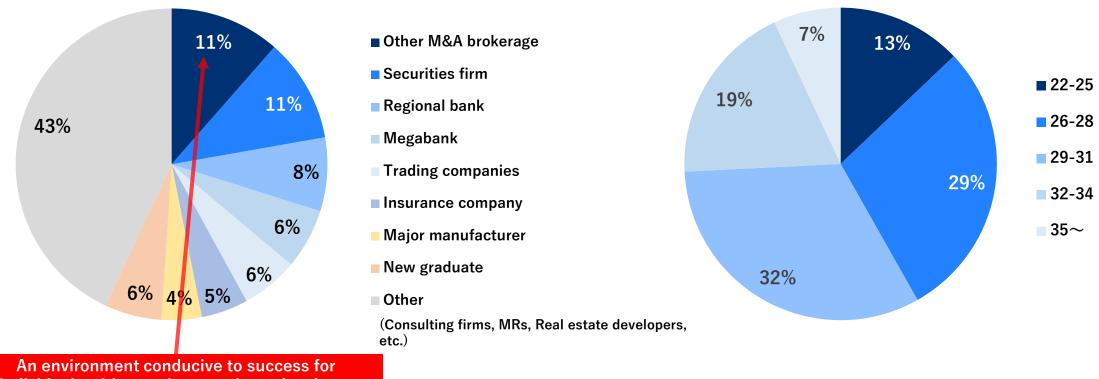
Note 1: Aggregated based on all deals concluded by the end of June 2024

5. Company Profile Background of Our M&A Advisors

Breakdown by age of M&A advisors

M&A Research Institute's M&A advisors come from various industries and companies. The creation of a work environment enabling younger employees to succeed has gradually lowered the average age of advisors to 29.3 years old.

Former employers of M&A advisors



An environment conducive to success for individuals without prior experience has been established, resulting in a low percentage of job applicants from competing companies at our firm.

Note: Based on our employee data (including those scheduled to join us) as of June 30, 2024

Table of Contents

- 1 FY2024/9 3Q Earnings Results
- 2 FY2024/9 Earnings Forecast
- 3 Medium- to Long-term Growth Strategy
- 4 Q&A
- 5 Company Overview
- 6 Competitive Advantages of M&A Research Institute
- 7 Reference

Pricing, speed to completing M&A transactions, and matching capability, creating a competitive advantage



The only prime market listing company to adopt a pricing system with only success fees¹ Selling companies are charged with only a success fee No. 1 for successful deals among M&A brokerage companies with a pricing system charging only success fees¹



Average time of 6.9 months² to M&A completion

Shorter time to M&A completion versus the industry average through streamlined operations



Industry-leading matching capability

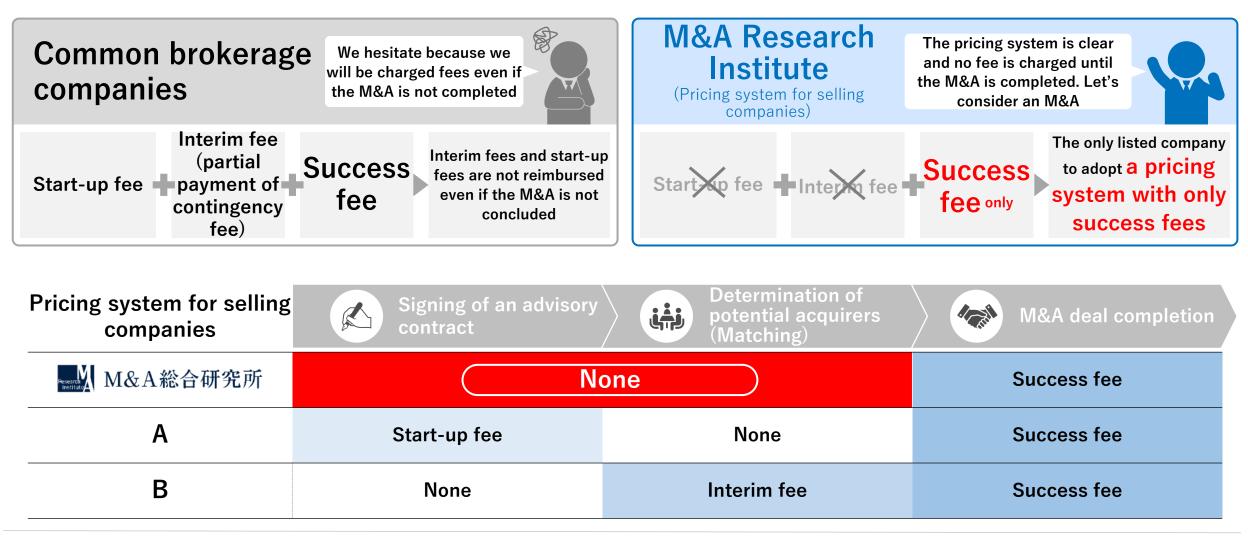
Al utilization and an efficient buyer development system improve the possibility of closing deals

Notes:

- . Market Research in Designated Areas October 2022
- Research Institution: Japan Marketing Research Organization
- 2. Average of all deals signed since inception (excluding financial advisor deals)

6. Competitive Advantages of M&A Research Institute Pricing System with Only Success Fees

M&A Research Institute is the only prime market listing M&A brokerage company which adopts a pricing system charging only success fees, thereby lowering fee-related hurdles for M&As. The pricing system provides an advantage to win competitive bids.



6. Competitive Advantages of M&A Research Institute

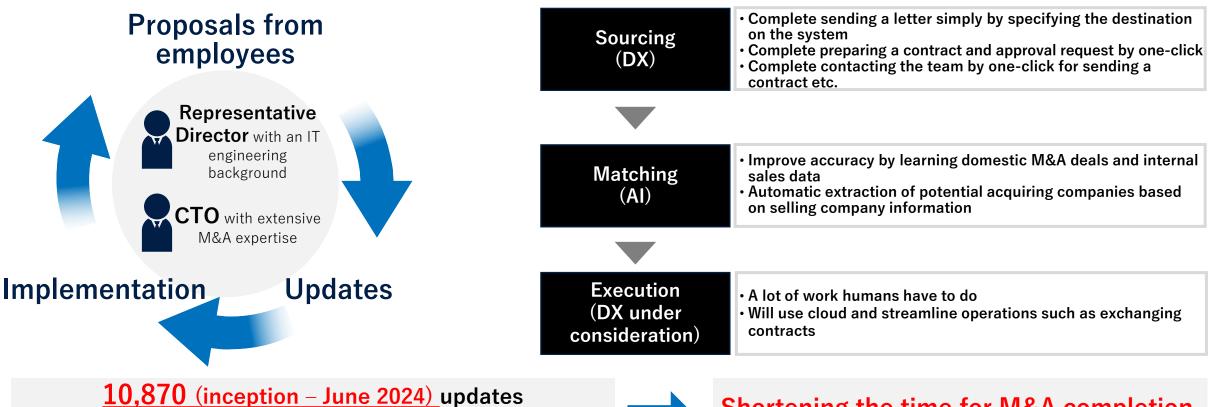
In-House Development of Transformational System



We have developed a sales management system specialized in M&A and have already updated it 10,870 times We have also reduced working hours and shortened the time required to complete M&A deals to about 6.9 months by streamlining inefficient activities through digital transformation (DX) and AI technology, giving us an advantage.

In-house development cycle for the specialized M&A IT system

Three steps of M&A brokerage business and details of efficiency improvement



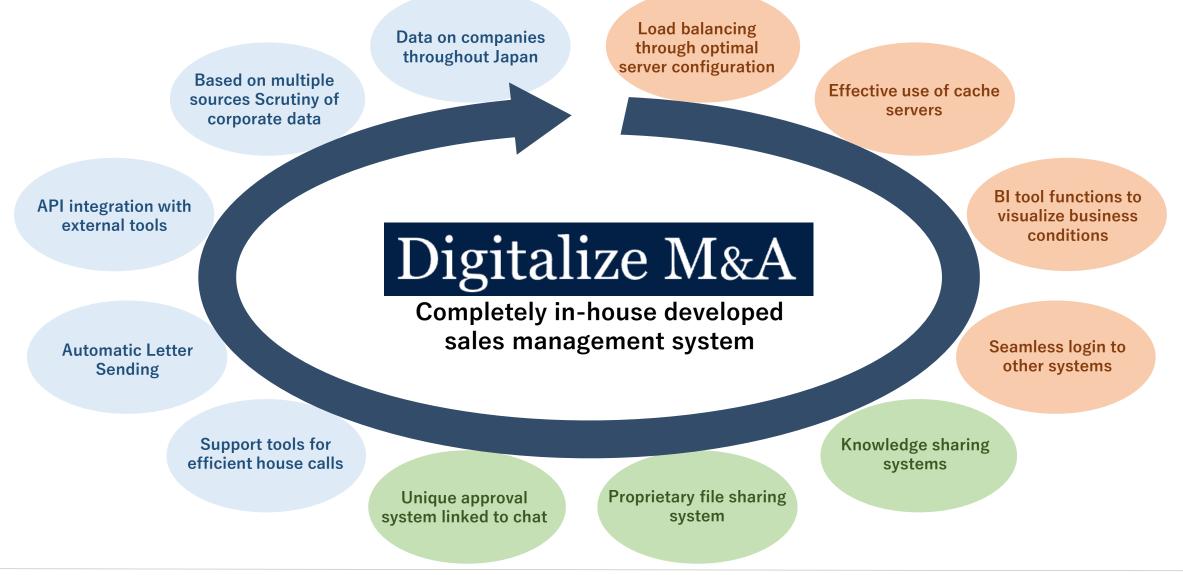
In-house development of a specialized M&A IT system beyond what is available in the market

Shortening the time for M&A completion and reduction of operation time

6. Competitive Advantages of M&A Research Institute

Unparalleled In-House Developed System: Technological Advantages

Our company has developed a variety of systems in-house that can be used seamlessly. This allows them to work efficiently.



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History of developing in-house system and our advantages

History of Development: We realized the disadvantages of an off-the-shelf system and switched to in-house development early on

- In the inception stage of the company, we used an off-the-shelf system, but switched to in-house development due to the disadvantages such as slow development and inability to create specific functions.
- Building the better system than the off-the shelf from scratch meant that we needed to repeatedly improve the system and deal with many caveats in the beginning with cooperation of all the employees and It took about a year for the system to be fully usable.
- → It's <u>realistically difficult</u> to imagine a company discarding an off-the-shelf system for an internally developed one.
- In-house development currently enables smooth and speedy development of various functions.
- Many functions specialized in shortening the <u>M&A brokerage times have been developed.</u>
- → Since it can be connected to multiple external systems, it has made operations other than sales more convenient.

Advantages: Development by engineers with extensive M&A knowledge

- Representative Director Sagami is a former engineer, and the CTO is also a M&A expert.
- There is no separation between M&A experts and engineers, where people familiar with both areas have developed the system.
- We can develop <u>a system responsive to user needs</u> and with true value in streamlining M&A brokerage.

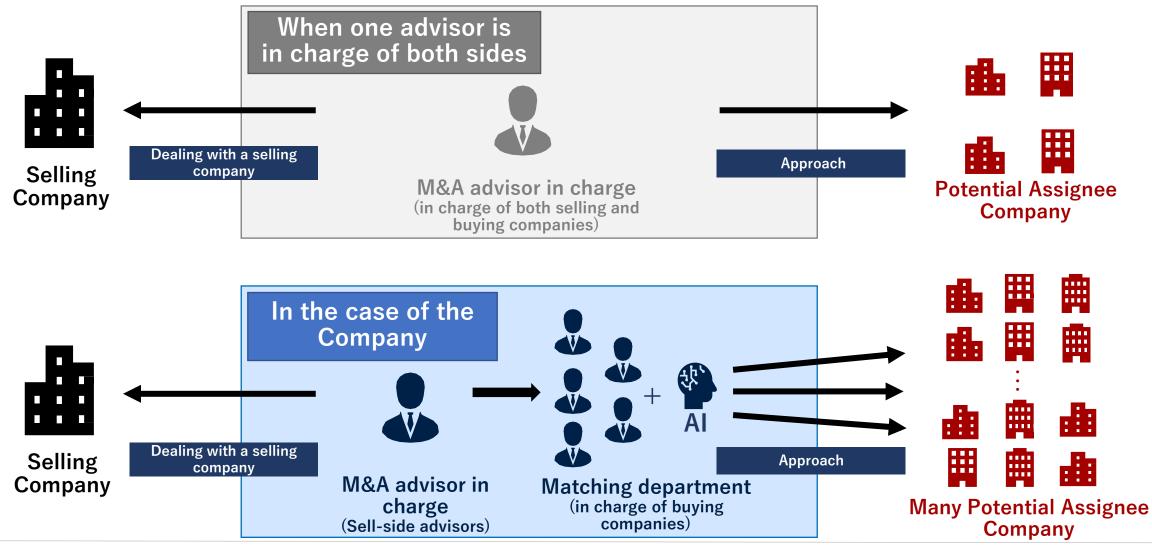
Difficulty of imitation due to our improvement speed: Seamless development for continuous function improvements

- We always listen to employees' needs and they can casually request system development.
- In-house engineers' development without outsourcing enables us to directly discuss the improvement plan and to implement it immediately.
- We provide ideas for streamlining everyday and continuous efficiency improvements has become our corporate culture.

6. Competitive Advantages of M&A Research Institute Industry-leading Matching Capability

We have established a system that enables us to quickly make proposals to a large number of companies through a matching-specific department.

Al utilization enables a speedy approach with no omissions.



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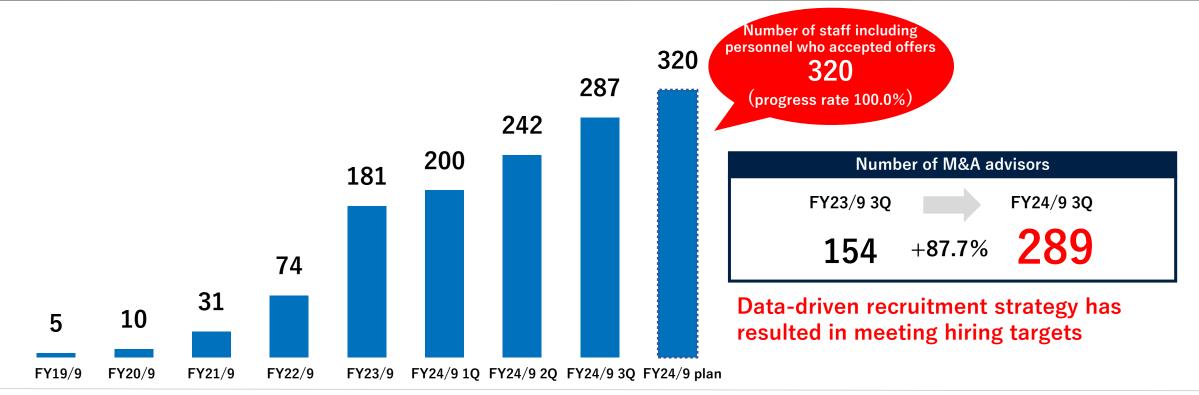
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M&A Research Institute is quickly expanding advisor headcount through its extensive data-driven recruitment strategy

Training system focused on OJT enables employees to become immediately work-ready, and retention remains high.

Recruitmen
t strategy(i) Thorough Data Management of
Recruitment Processes(ii) Our attractiveness and culture clearly
differentiated from competitors

Number of M&A advisors (sell-side advisors)



6. Competitive Advantages of M&A Research Institute Thorough Data Management of Recruitment Processes

Recruitment is conducted based on data for each recruitment channel.



Detail of KPI management¹

Channel (1) Number of applications via headhunters

Understand the number of applications via headhunters. Conduct joint seminars, etc. to increase the number of applications via headhunters

| | Oct | Nov | Dec | Jan | Feb | Mar | Apr | May | Jun | July | Aug | Sept | Total |
|---------|-----|-----|-----|-----|-----|-----|-----|-----|-----|------|-----|------|-------|
| Total | 50 | 30 | 40 | 40 | 30 | 50 | 40 | 30 | 40 | 50 | 40 | 40 | 480 |
| Agent A | 2 | 1 | 2 | 3 | 2 | 1 | 3 | 2 | 1 | 1 | 2 | 1 | 21 |
| Agent B | 3 | 2 | 1 | 0 | 2 | 3 | 2 | 1 | 1 | 0 | 3 | 2 | 20 |
| Agent C | 1 | 1 | 1 | 2 | 2 | 1 | 2 | 3 | 0 | 0 | 2 | 1 | 16 |
| Agent D | 2 | 1 | 2 | 3 | 2 | 1 | 3 | 2 | 1 | 1 | 2 | 1 | 21 |
| Agent E | 3 | 2 | 1 | 0 | 2 | 3 | 2 | 1 | 1 | 0 | 3 | 2 | 20 |
| Agent F | 1 | 1 | 1 | 2 | 2 | 1 | 2 | 3 | 0 | 0 | 2 | 1 | 16 |
| Agent G | 2 | 1 | 2 | 3 | 2 | 1 | 3 | 2 | 1 | 1 | 2 | 1 | 21 |
| Agent H | 3 | 2 | 1 | 0 | 2 | 3 | 2 | 1 | 1 | 0 | 3 | 2 | 20 |
| Agent I | 1 | 1 | 1 | 2 | 2 | 1 | 2 | 3 | 0 | 0 | 2 | 1 | 16 |
| | | | | | | | | | | | | | |

Channel (2) Number of scouting messages sent and replies

Check the ratio of successful recruitments to the number of scouting messages sent monthly and adjust the number of scouting based on planned figures

| | | Target | May | Jun | July | Aug | Sept | Total |
|-----------------|--------------|--------|-----|-----|------|-----|------|-------|
| | Scouting | 300 | 300 | 300 | 300 | 400 | 400 | 2,000 |
| Total | Applications | 150 | 150 | 150 | 150 | 200 | 200 | 1,000 |
| | Recruitment | 3 | 3 | 3 | 3 | 3 | 3 | 20 |
| | Scouting | 100 | 100 | 100 | 100 | 150 | 150 | 1,000 |
| Headhunter A | Applications | 50 | 50 | 50 | 50 | 60 | 60 | 500 |
| | Recruitment | 1 | 1 | 1 | 1 | 1 | 1 | 10 |
| | Scouting | 100 | 100 | 100 | 100 | 150 | 150 | 1,000 |
| Headhunter B | Applications | 50 | 50 | 50 | 50 | 60 | 60 | 500 |
| D | Recruitment | 1 | 1 | 1 | 1 | 1 | 1 | 10 |
| | | | | • | | | | |

Note: 1. Figures in the table are hypothetical and not actual figures

6. Competitive Advantages of M&A Research Institute Competitive advantages (2) Advantages in Recruitment

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We have created a working environment where M&A advisors can work efficiently concentrating on essential work by promoting systemization of other work with DX and AI technology. We also try to differentiate from other companies by creating a salary structure that makes it easier to earn money.

Simplify sales activities

<u>The only prime market</u> <u>listing company to adopt a</u> <u>pricing system with only</u> <u>success fees</u>

The only listed company to adopt a pricing system with only success fees.

<u>A short M&A closing period</u> of 6.9 months, below the

industry average

2

3

Shorter time for M&A completion below industry average through streamlined operations

Industry-leading matching capability

By using AI to identify potential buyers, and through an efficient buyer development system by a department specialized in matching, it is possible to focus on activities other than matching.

Efficient working environment

Efficient office work through DX and AI

We provide an environment where M&A advisors can concentrate on essential work by using DX and AI to improve the efficiency of office work or by entrusting such work to office clerks.

<u>Growth Rate of M&A</u> <u>Advisors</u>

2

Shorter contracting periods are directly related to the rate of growth. Become an advisor with a lot of M&A experience in a short period of time

experience in a short period of time after joining the company.

Incentive plan at a high level

Incentive plan at a high level

We have uniquely designed a balance between work content and incentives. The company has designed a unique balance between work duties and incentives to efficiently target high annual incomes.

Evaluation based on merit rather than the years of employment

2

1

We have designed a system in which M&A advisors are evaluated equally according to their performance regardless of the years of employment.

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6. Competitive Advantages of M&A Research Institute Various measures in recruitment activities

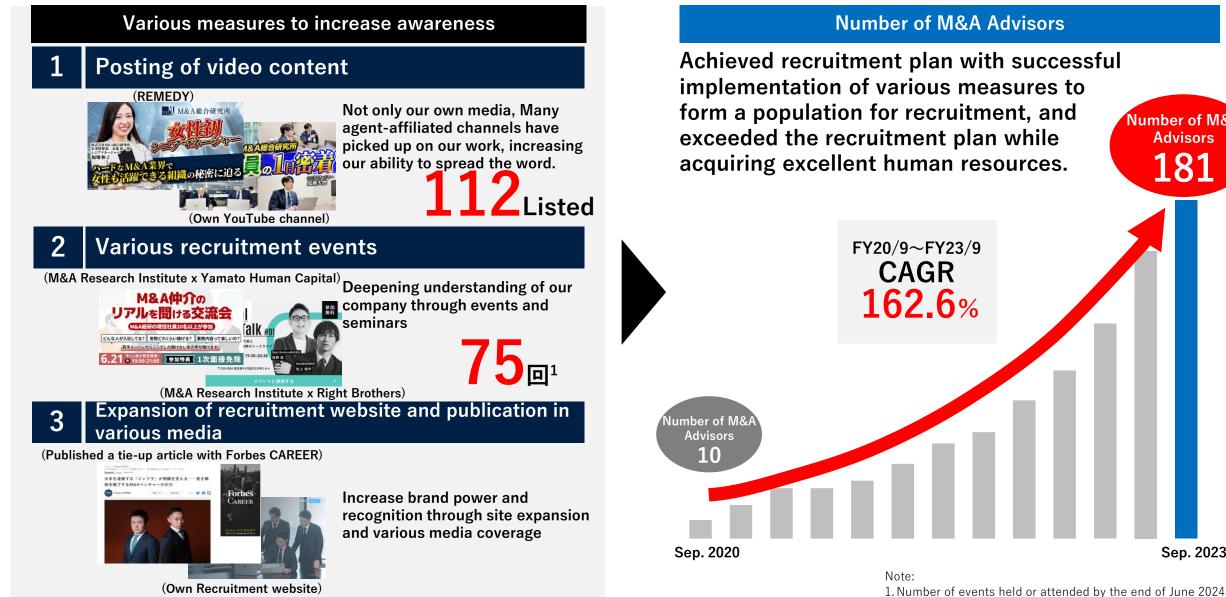
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Number of M&A

Advisors

181

Increase exposure and awareness in recruitment by sending out information through a variety of media.



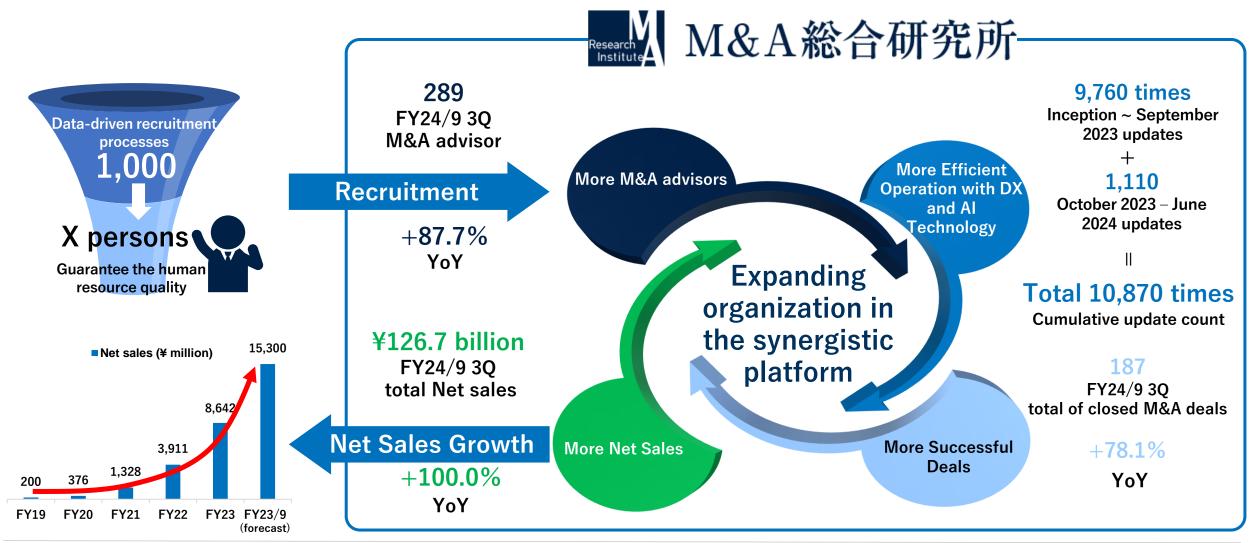
Sep. 2023

6. Competitive Advantages of M&A Research Institute Recruitment leads to Continuous Synergistic Growth



In the four years since our founding, we have created a system and environment in which employees make full use of DX and AI technology to quickly produce results.

We are continuing synergistic growth, and the acceleration of recruitment leads to the sales expansion.



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6. Competitive Advantages of M&A Research Institute

In-house development of data-driven management methods and systems

Get real-time KPIs for sales and recruitment activities. The entire process is data-managed and data-driven. It has developed its own BI tools for managing and visualizing data and is constantly improving its capabilities.



Director and COO, Head of Sales Division Akihiro Yabuki Graduate of Meiji University 2010 Joined Keyence Corporation - Engaged in consulting sales for the manufacturing industry

2015 Joined Nihon M&A Center Inc.

- Concluded many M & As, mainly in the manufacturing industry, as an advisor

2019 Joined M&A Research Institute

 Leveraging data-driven sales activities cultivated at Keyence Corporation and my experience at the Japan M&A Center to improve the efficiency of M&A intermediation

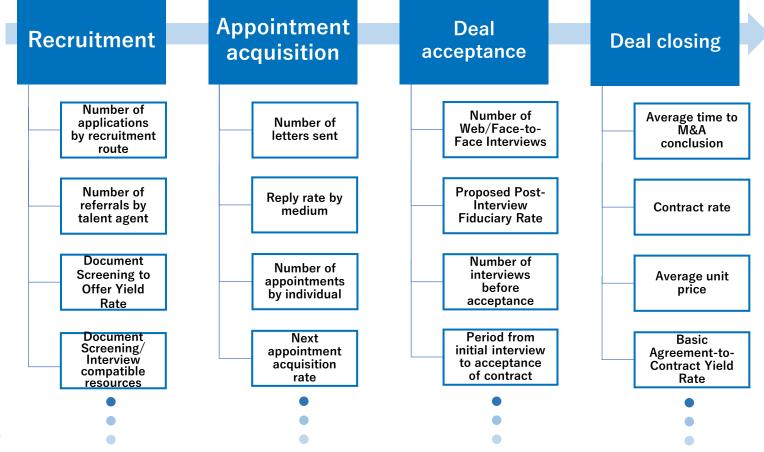


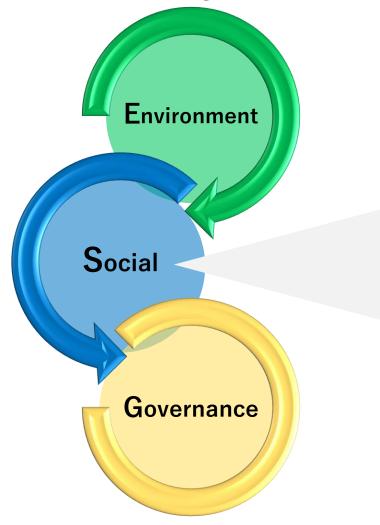
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7 Reference

7. Reference: Shareholder Composition **ESG Initiatives**

Towards the realization of a sustainable society, we aim to solve the "Social" issues facing Japan, where the declining birthrate and aging population are becoming more serious, tackling the business closure issues due to the lack of successors through our M&A brokerage business.



To solve Social issues through M&A brokerage

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More than 99% companies in Japan are SMEs. According to Teikoku Databank, "National Survey of Companies Without a Successor (2021)," about two-thirds (61.5%) of the companies had no successors.

Termination of business due to lack of successor not only leads to the loss of proprietary technology and know-how but also disrupts the livelihood of employees and their families.

Moreover, the successor issue is not only for SMEs, but also a factor that worsens the Japanese economy as a whole.

M&A Research Institute will continue to focus on social issues by resolving successor issues through ESG initiatives in the M&A brokerage business.

7. Reference: Shareholder Composition **SDG Initiatives**

We aspire to create a sustainable work environment where employees can work in a healthy manner both physically and mentally.

We contribute to solving social issues arising from the lack of successors and realizing a sustainable society through the M&A brokerage business.

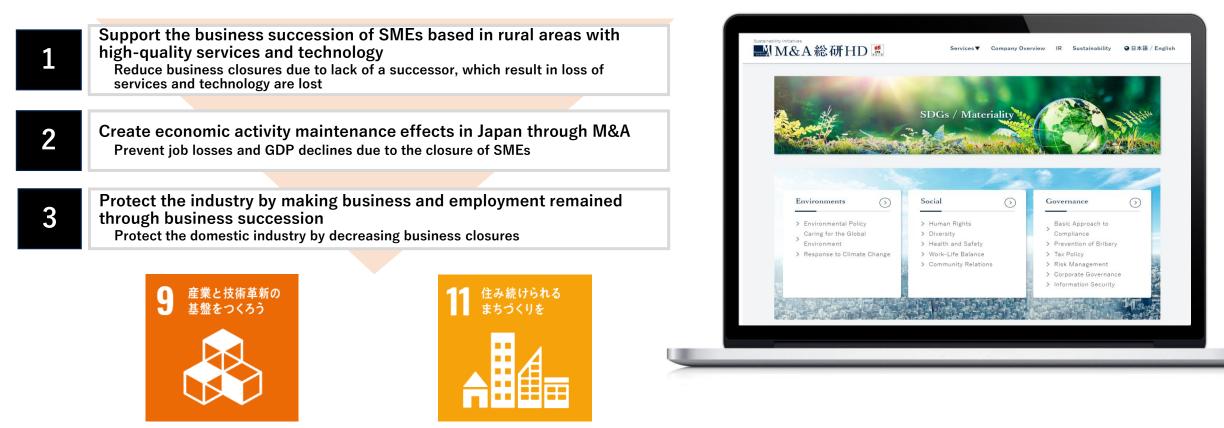


7. Reference: Shareholder Composition Focus Area in SDG Initiatives

We will contribute to the SDG Goal 9 and Goal 11 through our M&A brokerage business. We will also expand information disclosure on our corporate website.

We will contribute to creating a base for industry and technological innovation through the M&A brokerage business.

Opening of sustainability page (<u>https://masouken.com/holdings/sustainability</u>)



7. Reference: KPI Highlights Trends in key indicators: Year to date

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(¥mn)

| | | | | | | | | | | | (11111) |
|--|--------------|------------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| | FY22/9 1Q | FY22/9 2Q | FY22/9 3Q | FY22/9 4Q | FY23/9 1Q | FY23/9 2Q | FY23/9 3Q | FY23/9 4Q | FY24/9 1Q | FY24/9 2Q | FY24/9 3Q |
| Net sales | 1,010 | 1,752 | 2,817 | 3,911 | 2,125 | 3,874 | 6,336 | 8,642 | 4,900 | 8,526 | 12,771 |
| Gross profit | 867 | 1,463 | 2,345 | 3,123 | 1,788 | 3,116 | 5,055 | 6,617 | 4,045 | 6,556 | 9,610 |
| Gross profit margin | 85.8% | 83.5% | 83.2% | 79.8% | 84.2% | 80.4% | 79.8% | 76.6% | 82.6% | 76.9% | 75.3% |
| Operating profit | 711 | 1,066 | 1,680 | 2,103 | 1,398 | 2,287 | 3,610 | 4,579 | 3,353 | 4,938 | 7,019 |
| Operating margin | 70.4% | 60.9% | 59.6% | 53.8% | 65.8% | 59.0% | 57.0% | 53.0% | 68.4% | 57.9% | 55.0% |
| Profit | 486 | 728 | 1,140 | 1,326 | 958 | 1,567 | 2,427 | 2,646 | 2,175 | 3,173 | 4,498 |
| Net income margin | 48.1% | 41.5% | 40.4% | 33.9% | 45.1% | 40.4% | 38.3% | 30.6% | 44.4% | 37.2% | 35.2% |
| Number of M&A advisors | 40 | 51 | 57 | 74 | 90 | 115 | 154 | 181 | 200 | 242 | 289 |
| Deals in progress ¹ | 165 | 229 | 313 | 382 | 426 | 508 | 596 | 694 | 834 | 982 | 1,114 |
| Closed M&A deals ² (large-scale deals ³) | 17 (2) | 26 (4) | 43 (6) | 61 (7) | 33 (4) | 62 (8) | 105 (11) | 137 (14) | 66 (9) | 123 (14) | 187 (19) |

Notes:

1. Only active projects are counted, excluding suspended projects.

2. Non-brokerage FA deals are excluded from the number of contracts and unit price calculations.

3. Large deals are defined as those with total fees of ¥100 million or more.

(¥mn)

| | FY22/9 1Q | FY22/9 2Q | FY22/9 3Q | FY22/9 4Q | FY23/9 1Q | FY23/9 2Q | FY23/9 3Q | FY23/9 4Q | FY24/9 1Q | FY24/9 2Q | FY24/9 3Q |
|--|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| Net sales | 1,010 | 742 | 1,065 | 1,094 | 2,125 | 1,749 | 2,462 | 2,305 | 4,900 | 3,626 | 4,244 |
| Gross profit | 867 | 596 | 882 | 778 | 1,788 | 1,328 | 1,938 | 1,562 | 4,045 | 2,511 | 3,053 |
| Gross profit margin | 85.8% | 80.3% | 82.8% | 71.1% | 84.2% | 75.9% | 78.7% | 67.8% | 82.6% | 69.3% | 71.9% |
| Operating profit | 711 | 355 | 614 | 423 | 1,398 | 889 | 1,323 | 968 | 3,353 | 1,584 | 2,081 |
| Operating margin | 70.4% | 47.8% | 57.7% | 38.7% | 65.8% | 50.8% | 53.7% | 42.0% | 68.4% | 43.7% | 49.0% |
| Profit | 486 | 242 | 412 | 186 | 958 | 609 | 860 | 219 | 2,175 | 997 | 1,325 |
| Net income margin | 48.1% | 32.6% | 38.9% | 17.0% | 45.1% | 34.8% | 34.9% | 9.5% | 44.4% | 27.5% | 31.2% |
| Number of contracts | 82 | 109 | 140 | 178 | 208 | 235 | 314 | 387 | 430 | 474 | 530 |
| Closed M&A deals ¹ (large-scale deals ²) | 17 (2) | 9 (2) | 17 (2) | 18 (1) | 33 (4) | 29 (4) | 43 (3) | 32 (3) | 66 (9) | 57 (5) | 64 (5) |
| Fees per deal ³ | 58 | 78 | 59 | 58 | 61 | 60 | 54 | 68 | 74 | 63 | 65 |

Notes:

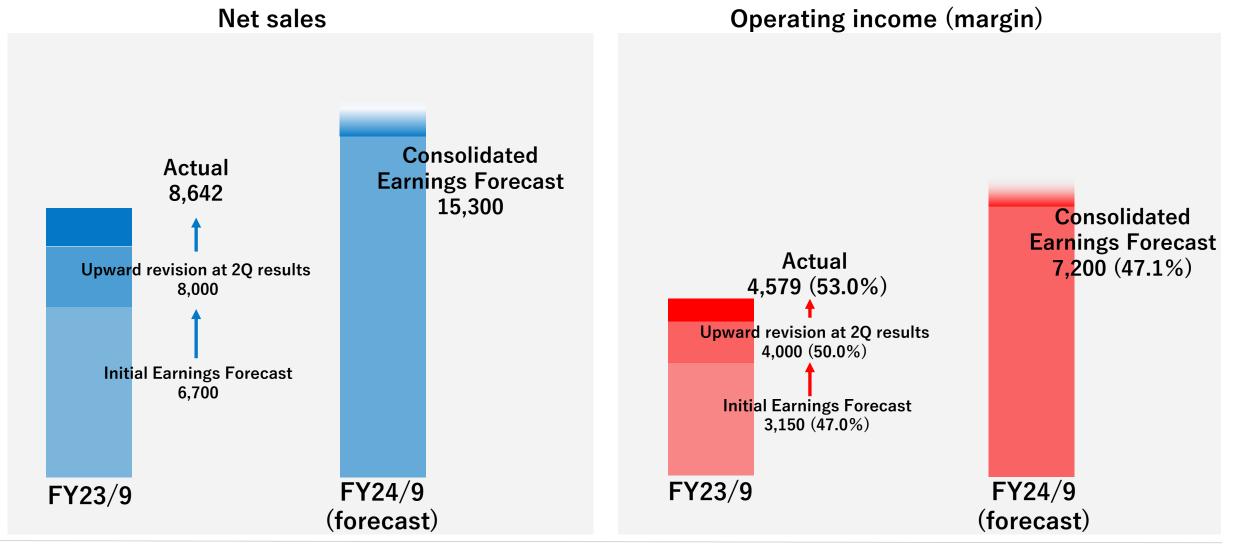
1. Non-brokerage FA deals are excluded from the number of contracts..

2. Large deals are defined as those with total fees of ¥100 million or more

3. To enable comparison with industry peers, the calculation method for transaction unit prices has been changed from FY24/9 1Q, now determined by "Revenue in M&A brokerage business ÷ Number of transactions concluded((excluding FA cases)".

7. Reference: Approach to Performance Forecasts Assumption of Operating Margin in Earnings Forecast (1)

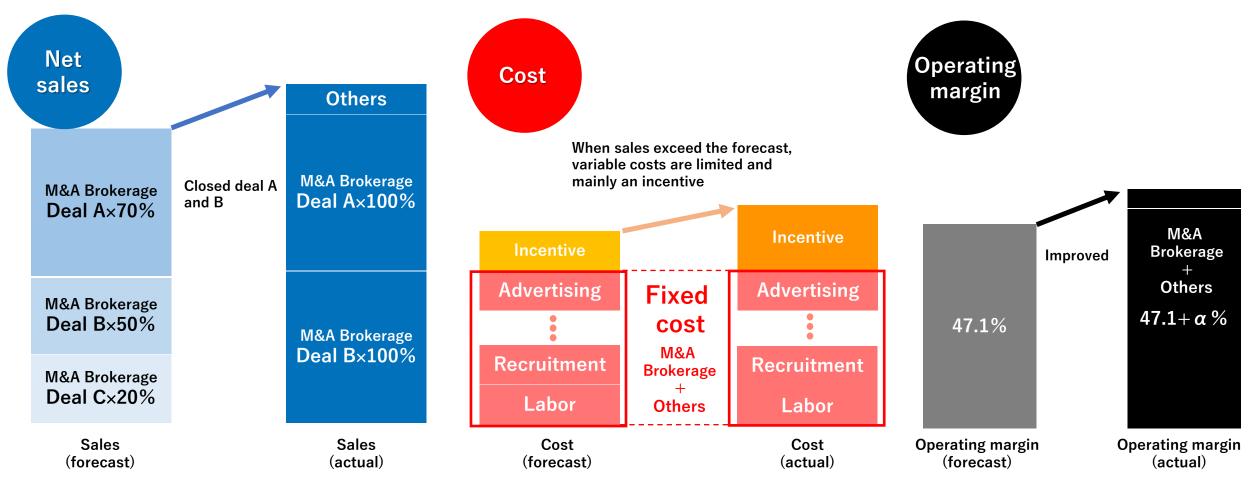
Operating margin improved in FY 22/9 due to actual results exceeding forecast figures. This is because the additional cost is limited when sales exceed its forecast, and it could be the same structure in FY2023/9.



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7. Reference: Approach to Performance Forecasts Assumption of Operating Margin in Earnings Forecast (2)

 (i) Sales: Forecast = Each deal fee x Expected value considering the possibility of closing the deal For other businesses, we plan to disclose net sales as and when the expectations rise
 (ii) Cost: Even if sales exceed the forecast, additional costs are limited
 (iii) Margin: Structure that improves the operating margin if sales exceed the forecast



7. Reference: Group Company Profile New Company Overview

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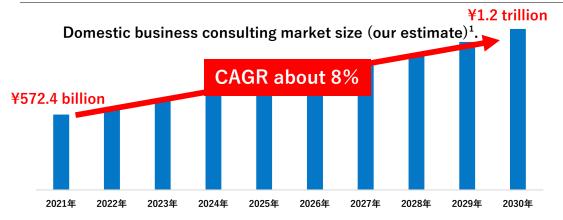
Established two M&A intermediary-related companies and one consulting firm.

Expand the scale of our M&A intermediary business to meet various needs in the M&A intermediary market, while entering the consulting business where our business model is similar and we can leverage our management assets.

| M&Aエグゼクティブパートナーズ | | <u> </u> | 4&Aファイナンシャル | | QUANTS CONSULTING |
|-------------------------|--|-------------------------|--|-------------------------|--|
| Company name | M&A Executive Partners, Inc. | Company name | M&A Financial, Inc. | Company name | Quants Consulting ,Inc. |
| Established | October 2, 2023 | Established | October 2, 2023 | Established | October 17, 2023 |
| Representative | Kengo Masuda | Representative | Yuta Kobayashi | Representative | Shunsaku Sagami |
| Address | 1-8-1 Marunouchi, Chiyoda-ku, Tokyo | Address | 1-8-1 Marunouchi, Chiyoda-ku, Tokyo | Address | 1-8-1 Marunouchi, Chiyoda-ku, Tokyo |
| Capital stock | 10 million | Capital stock | 10 million | Capital stock | 25 million |
| Business description | M&A brokerage business with a vision for the post-sale phase of owners M&A | Business description | M&A brokerage business specializing in specific industries | Business description | Consulting Business |
| Service Contents | In addition to M&A brokerage services, operate a membership- based community for owners after closing M&A | Service Contents | M&A brokerage business specializing in specific industries | Service Contents | Strategy/IT/DX, etc. Comprehensive consulting business |

7. Reference: Launch of new consulting business Launch of new consulting business

The consulting industry continues to expand, and the market size¹ is expected to reach ¥1.2 trillion by 2030. The business model is similar to the M&A intermediary business, and we aim to expand the business by leveraging our strengths. Consulting Industry Market

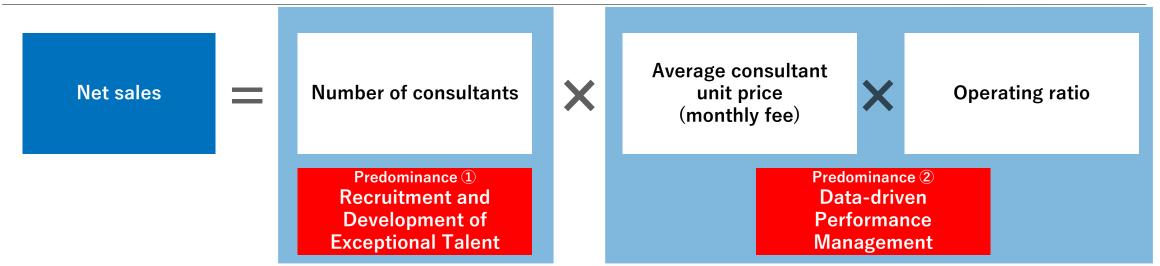


Business Model and Our Advantages

- ✓ Demand for DX support in the corporate sector continues to grow
- In a wide range of segments such as strategy, IT,
 ✓ and business improvement The consulting market is expanding

Note:

1. Our estimates based on the domestic business consulting market forecast (IDC Japan / May 23, 2022), etc.



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The company manages all business processes via data and monitors sales and recruitment KPIs in real time, monitors all processes using data via an in-house developed BI tool for daily improvement.

| | Uniqueness of M&A Market in Japan | | | | | | | |
|---|---|--|--|--|--|--|--|--|
| 1 | Growing Need for Business Succession due to Aging of Business Owners In Japan, the average age of management executives in SMEs is becoming high On the other hand, they lack successors and business succession issues are becoming more serious | | | | | | | |
| 2 | Japan's unique business practice: "M&A brokerage" service instead of FA Outside of Japan, it's common to execute M&A using a financial advisor (FA) In Japan, other than large-scale M&A, brokerage companies are used to intervene and support both parties | | | | | | | |
| 3 | There are few M&A brokerage companies against M&A needs While it is said that 620,000 profitable companies are at risk of closure due to the lack of successors, there are only 41 companies that provide M&A services with 20+ M&A advisors. M&A demand is highly exceeding its supply. | | | | | | | |

7. Reference: Market Environment Market Size of Domestic M&A Brokerage

Many profitable companies are at risk of closure and the market size is extremely large even in the domestic market. We expect M&A demand is highly exceeding its supply, and the M&A brokerage market size to be ¥553 to ¥653 bn annually, so it is a "Blue Ocean".



Notes:

1. Source: The Small and Medium Enterprise Agency "Current Situation and Challenges of M&A in SMEs and Micro Business Owners" 2. Source: Credit Risk Database Association "Outsourced project related to fact-finding survey of SMEs based on FY2018 financial information" 3. Actual figure in FY2023/9

4. The market size is what we estimated based on external statistical materials and published materials, and may differ from the actual market size

* Currently, there is a shortage of M&A intermediary firms, resulting in a situation where demand exceeds supply. Companies that cannot achieve business succession are carried over from year to year and accumulate in TAMs.

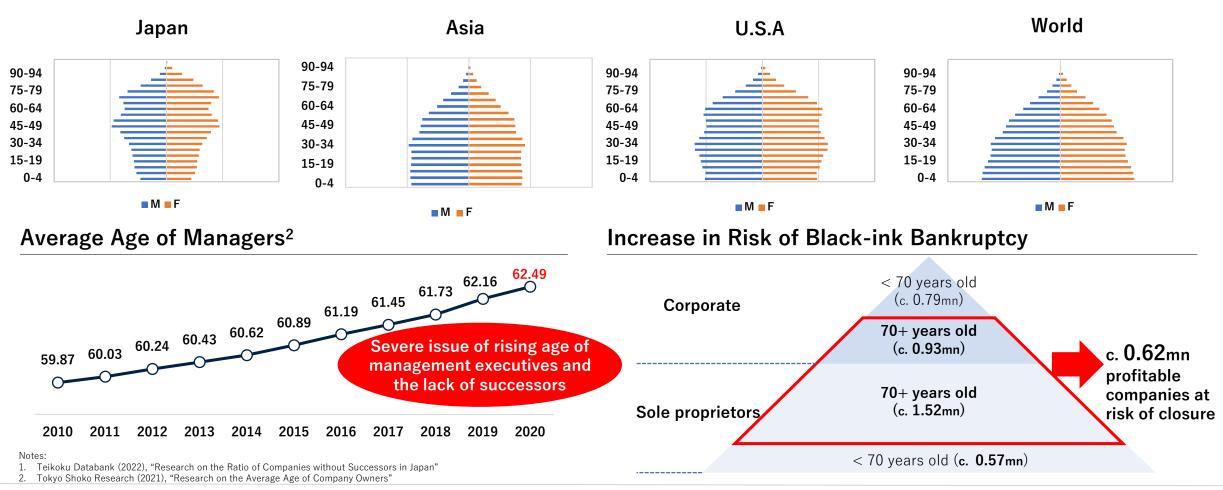
7. Reference: Market Environment

Growing Need for Business Succession due to Aging of Business Owners M&A総研HD

In Japan today, the number of young people continues to decline, and the birthrate is declining and the population is aging.

As a result, the ratio of companies without successors is 57.2%¹, and business succession through M&A is an issue.

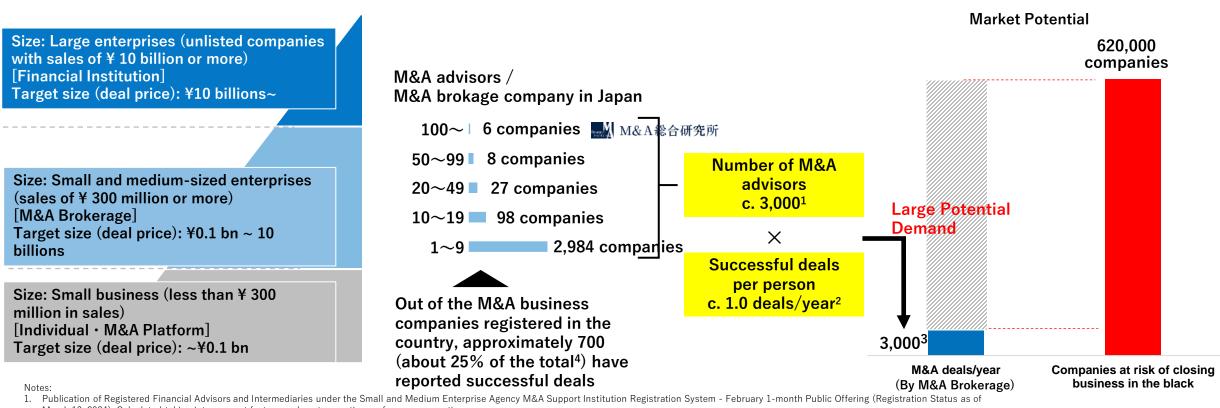
Population Pyramid: Japan's Declining Birthrate and Aging Population



7. Reference: Market Environment Imbalance between M&A Demand and M&A Brokerage Supply

There are three types of companies engaged in M&A intermediation, but in Japan, M&A intermediary firms hold a significant presence, with about 3,000 such companies operating nationwide. However, there is an overwhelming number of companies at risk of closure with a surplus of profitable M&A transactions that M&A advisors can handle in a year (3,000 cases ³). This has led to a disruption in the supply-demand balance.

M&A Brokerage Supply and Market Potential



March 13, 2024). Calculated taking into account factors such as transaction performance reporting.

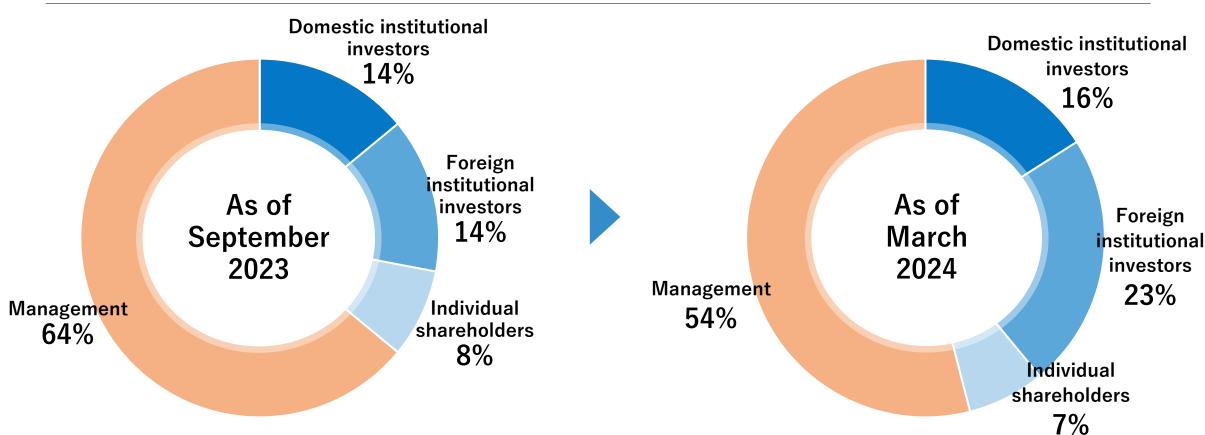
2. Calculated based on the number of the most recent closed deals published by the major listed M&A brokerage companies (excluding our company)

3. Note 1: Calculated assuming that each advisor signs 1.0 contract per person per year for the calculated number of advisors.

4. Estimated by M&A Research Institute based on the Small and Medium Enterprise Agency's "8th Study Group on Consolidation of Management Resources of Small and Medium Enterprises, etc.

7. Reference: Shareholder Composition Increase the ratio of overseas institutional investors

Due to the stock offering conducted in March 2024, the proportion of overseas institutional investors has increased. We will continue our efforts to attract more shareholders in the future.



Change in shareholder composition

M&A総研HD

7. Reference: Q&A

Q&A (Bold text indicates changes and additions made since the last version.)

| Items | Question | Answer |
|-------------------------------------|---|---|
| Asset Management Consulting Inc. | What services will be provided? What is the progress toward launching the services? | We are also actively recruiting professionals with experience in asset management, and we are currently in the process of expanding and refining our service offerings in this area. We plan to disclose information gradually in the future |
| | Is it a business model preceded by deficits? When will you monetize it? | Although this business involves costs in the early stage, they are mainly caused by personnel costs for a few staff involved in starting up the business, which is not expected to result in a large loss. The timing of monetization will be disclosed as soon as the service lineup is ready. |

7. Reference: Q&A

$\label{eq:Q&A} (Bold text indicates changes and additions made since the last version.)$

| Items | Question | Answer | | | |
|----------------------------|--|--|--|--|--|
| | What services will be the primary focus of your consulting services? | We will provide consulting services in strategy, IT, DX, and more. Our policy is to operate as a comprehensive consulting firm. | | | |
| | Will new consultants be hired? | We intends to hire new employees, mainly experienced and inexperienced workers. | | | |
| Quants Consulting ,Inc. | Do you develop your sales activities independently of M&A intermediaries? | In areas where there is relevance to our existing M&A brokerage business, we will expand our consulting services while leveraging synergies. | | | |
| | What is the expected impact of the launch of Quants Consulting ,Inc. Do you expect the launch of Quantitative Consulting to have an impact on your business performance? | For the fiscal year ending September 2024, we anticipate approximately ¥100 million in cost for Asset Management Consulting and around ¥400 million for Quants Consulting. The majority of these costs are related to personnel and recruitment expenses. Since the net sales figures are currently undetermined, we have conservatively included only costs in our performance forecasts. We plan to disclose revenue figures as soon as they become more certain after commencing operations. | | | |

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