Tokyo Venture Capital
Be Global, Make Innovation

TCG Tokyo Consulting Group

Merger & Acquisition

Opportunities Brochure
Buyers Edition

About Us & Our Scale

Established over 26 Countries

Covering in 39 Cities

Extensive Industry Experience

Partnership With More Than **"200"** Companies In the world

Empowering Global Ambitions Through Expert **"Mergers & Acquisitions"**

In today's fast-paced M&A landscape, Tokyo Venture Capital (TVC) is dedicated to helping companies strategically divest shares through carefully crafted mergers and acquisitions. We specialize in providing tailored strategies that help our clients define their goals, assess market opportunities, and maximize value through strategic M&A transactions.

By leveraging advanced automation, analytics, and machine learning, we deliver valuable insights that empower clients to make smarter, data-driven decisions. With our comprehensive resources and expertise, TVC ensures a seamless journey through the M&A process, providing clients with strategic guidance at every stage.

As your trusted partner, TVC is focused on unlocking new growth opportunities through strategic M&A transactions, aligning every deal with your strategic objectives and helping you confidently navigate the complexities to achieve success.

Shaping the Future with Our "Core Values"

Philosophy

- WHAT WE GIVE IS WHAT WE GET
- EVERYTHING ISSUE COME FROM ME
- EXPAND OUR RESPONSIBILITY
- GRATITUDE

Mission

"As our customers' best Partner, Contributing to Society through customer Growth

Purpose

- Striving to Become a Globally Trusted Company
- Constant Consideration For the Best Services
- To Work with the Best Members
- Adaptable to dynamic changes
- We Spare No Effort

A leading expert in "Capital Raising & Mergers & Acquisitions" (M&A) service

Capital Raising Process

In challenging times, many companies face barriers due to investment crises that hinder their growth and sustainability. At TVC, we specialize in helping businesses navigate these obstacles through strategic capital-raising solutions. Our approach enables companies to sell a portion of their shares to international investors, expanding their reach and unlocking new opportunities for growth. Here's how we guide you through this process:

01

Consultation

We begin with an in-depth consultation to understand your company's unique situation and goals. This allows us to craft a tailored strategy that aligns with your needs.

02

Provision of Materials

Our team provides essential resources to prepare your business for a successful transaction. This includes the documents and data required to present your company effectively.

03

Signing of Advisory Agreement

After agreeing on the approach, we formalize our partnership by signing an advisory agreement. This ensures a clear framework for our collaboration

04

Company Analysis & Research

We conduct comprehensive company analysis, market research, and sector benchmarking to identify potential buyers. Our valuation methods ensure that your company's value is accurately reflected.

05

Preparation of Teaser (Anonymous)

A teaser document is prepared to generate initial interest while maintaining confidentiality. This document highlights your company's key strengths and market potential.

06

Information Memorandum Setup

An information memorandum is then prepared, providing detailed insights into the business model, financial, and market opportunities of the company involved in the M&A process. This document is crucial for potential buyers to fully assess the value and potential of the company, ensuring they have all the information needed to make informed decisions.

Mergers & Acquisitions
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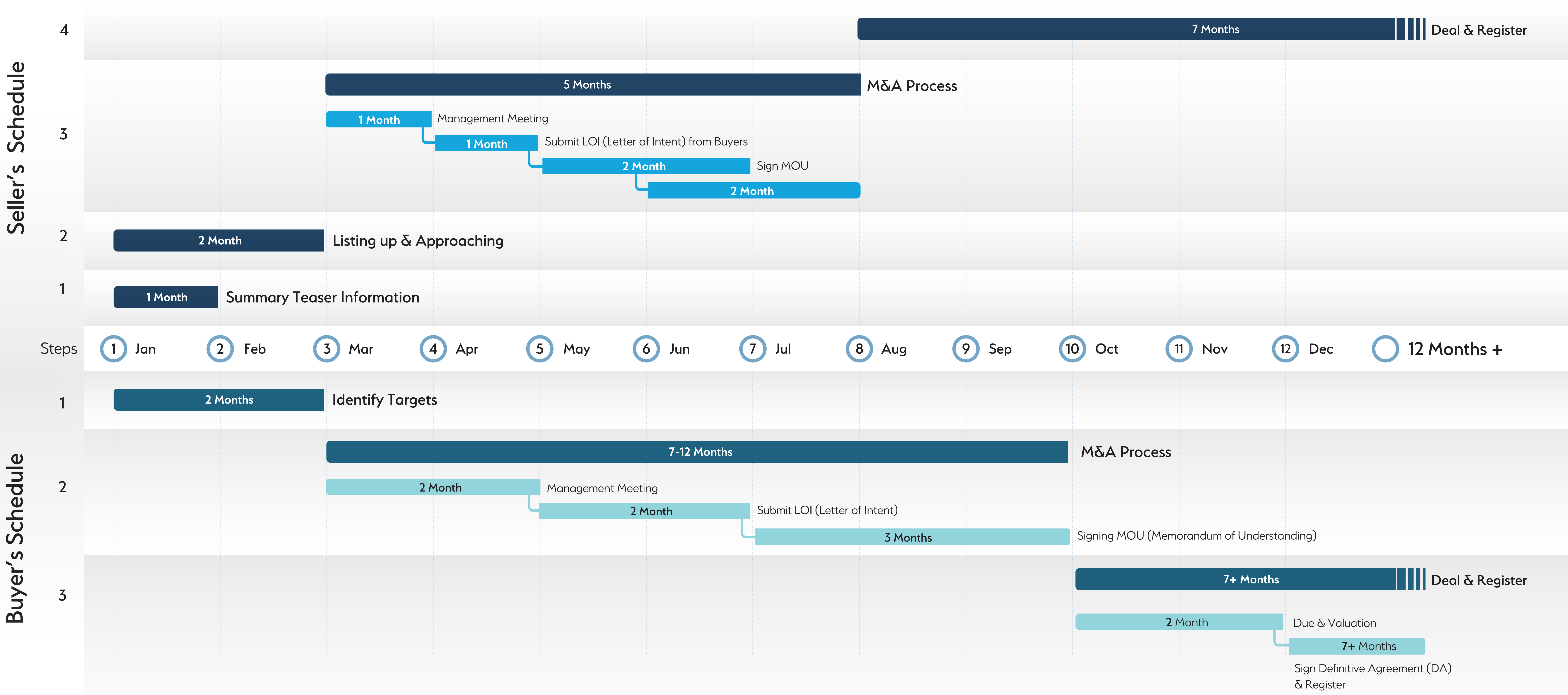
Standard Project
"Process & Timeline"



Mergers & Acquisitions
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Delivering Expert "M&A Services" for Successful Outcomes

Seller Side

- Consultation
- Signing of Advisory Agreement
- Provision of Materials
  - Company Analysis
  - Sector Research
  - Selection of Potential Buyer & Valuation
- Preparation of Teaser (Anonymous)
- Preparation of Information Memorandum

Mediator Support

- Management Meetings, Site Visits
- Negotiation of Price & Term
- Signing of Letter of Intent
- Due Diligence
- Negotiation Of Final Terms
- Signing Of Definitive Agreement
  - Announcement
  - Settlement
  - Completion

Buyer Side

- Teaser & Presentation
- Signing of Non-disclosure Agreement
- Provision of Detail Information

Comprehensive Add-On Advisory
"Services for Strategic M&A Success"

TVC streamlines M&A transactions with comprehensive services, focusing on thorough financial and tax due diligence to identify risks and tailor solutions. We prioritize the client's demands and needs, ensuring the most beneficial approach. Valuation is a key focus, utilizing various specialized methods to meet specific client requirements.

Expertise in Valuation Methods

- **EBITDA** Multiple Valuation
- Comparable Company Analysis **(CCA)**
- Net Asset Value Method **(NAV)**
- Discounted Cash Flow **(DCF)**
- Earnings Power Value **(EPV)**

01 In-Depth Legal Due Diligence

Conduct thorough assessments of contracts, regulatory compliance, intellectual property rights, and litigation history to uncover potential risks in your target companies.

02 Drafting Share Transfer Agreements

Develop meticulously structured share transfer agreements, considering shareholder rights, corporate governance, and jurisdictional regulations to ensure seamless ownership transfers.

03 Strategic Joint Venture Agreement Preparation

Formulate comprehensive joint venture agreements that clearly define financial commitments, profit-sharing mechanisms, and governance structures, aligning with industry standards.

04 Bilingual Translation Services

Provide accurate English-Japanese translation of financial, legal, and technical documents to facilitate effective communication and compliance across borders.

05 Multilingual Translation Services

Deliver professional translation services in multiple languages, including technical and industry-specific terminology, to support your global operations.

06 Specialized Legal Process Assistance

Navigate complex legal processes like registration, filing, and regulatory compliance with tailored support suited to the jurisdictional requirements of your sector.

07 Advanced Corporate Valuation Analysis

Utilize Comparable Company Analysis (CCA), Precedent Transactions Analysis (PTA), Discounted Cash Flow (DCF), Earnings Power Value (EPV), and Weighted Average Cost of Capital (WACC) to provide precise insights into market value, growth prospects, and strategic positioning.

08 Financial & Tax Due Diligence

Perform in-depth analysis of financial statements, tax filings, and compliance documentation to identify risks and craft solutions tailored to the unique requirements of your industry.

Empowering Your Business Journey with Full-Spectrum **"M&A Strategies"**

Unpredictable environment, the ability to navigate the intricacies of cross-border mergers and acquisitions requires a new level of precision. By introducing not only Japanese companies but also local and international buyers and sellers, we establish vital connections that pave the way for successful partnerships. Our comprehensive due diligence process integrates the expertise of CPAs, lawyers, and tax specialists to offer a one-stop solution that minimizes risks and ensures smooth deal conclusions.

01 Strategic Matching

Facilitate the introduction of Japanese, local, and foreign companies, both buyers and sellers, by establishing strong connections with independent businesses in each country.

02 Comprehensive Due Diligence

Provide one-stop services from initial research through to due diligence and deal closure, leveraging experts such as CPAs, lawyers, and tax specialists in each jurisdiction.

03 Efficient M&A Procedures

Introduction not only of Japanese, but also local and other foreign companies, both as buyer and seller, Via establishing local connection with independent company in each country.

04 Post-Merger Integration (PMI)

Address post-merger issues thoroughly, including corporate management of PMI, de-registration, and liquidation of acquired companies. Our one-stop service resolves any concerns that arise after the transaction concludes.

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Success Stories in "South Asia, China ASEAN Countries in M&A"

With an expansive network spanning over 10,000 companies, we hold a commanding presence in Asia and beyond. This gives us unparalleled access to both potential buyers and sellers actively seeking opportunities like yours. By partnering with us, you'll tap into our global network of member companies, enabling us to connect you with interested parties, whether you're looking to buy or sell. Our services are designed to facilitate seamless cross-border transactions, ensuring your journey towards success is swift and efficient.

Global Impact and Collaboration At a Glance

39	39+	26+	200+
Operation in 39 Cities in World	Project Portfolio	Global Presence	Strategic Partners

Success Story

Investment Scale

$22 Billion

Total investment scale across our Projects is around $1.965 billion.

Major Industries

- Manufacturer
- Trading
- Service
- Financing
- Retail
- Tech & IT
- Wholesale
- Chemical
- Advertisement
- Real Estate

Project Countries

20 Counties

Our projects span 20 countries, Including key regions in ASEAN And the EU

Supporting establish (M&A) in **"Japanese Market"**

We facilitate the acquisition of Japanese companies by international buyers, helping overseas businesses establish a solid presence in Japan. We provide comprehensive M&A support, assisting sellers in finding buyers and helping acquiring companies enter the Japanese market swiftly. From identifying targets to closing deals and managing post-acquisition operations, we ensure smooth business integration and continued success.

Why Japan?

The Japanese economy is emanating new appeal.
Now is the perfect time to invest Discover
5 Reasons to invest in JAPAN.

01 An Ever-growing Economy
02 An Innovation Hub
03 A Comfortable Living
04 A Sophisticated Market
05 Business-Friendly

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Supporting Services for M&A in **"Japanese Market"**

Custom Tailored Services

Market Entry Strategy Development

- Tailored market entry plans Based on in-depth analysis.
- Identification of lucrative opportunities.
- Strategic alignment with business goals.

M&A Target Identification & Evaluation

- Expert identification of potential M&A targets.
- Thorough due diligence and financial assessment.
- Strategic fit and growth potential analysis.

Negotiation & Deal Structuring

- Strategic and effective negotiation.
- Optimal deal structuring for favorable terms.
- Comprehensive handling of valuation and financing.

Operational Support & Expansion Cross-Culture Training

- Ongoing operational and business development support.
- Market analysis for sustainable growth.
- Operational optimization strategies.
- Specialized training for cultural competence.
- Enhanced communication with Japanese stakeholders.
- Effective collaboration across cultures.

Post-Acquisition Integration

- Seamless transition and integration.
- Culture alignment and operational synergy.
- Maximization of acquisition value.

Legal & Regulatory Compliance

- Full support for local legal and regulatory adherence.
- Risk mitigation and compliance assurance.
- Streamlined approval processes

Facts in Japan

$150 Billion
Over $150 billion annually from Cross-border M&A.

30%
Increase in foreign investment With JETRO's aid.

$350 Billion
IT sector to hit $350 Billion by 2025.

8 Major
Eight (8) major outbound Deals in 2021.

M&A Services & "Contingent Fee Structure" for Buyer Side

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Listing Up Phase

STEP 01

0/- No Cost is Associated

Service & Features

Free of Charge

- Preparation of Long list / Short list
- Matching Work / Getting Appointment
- Setting Management meeting
- Accompanying
- Interpretation
- Preparation and Presentation of LOI

M&A Procedure Phase

STEP 02

$5,500/Month

Service & Features

Package by Contract — **Monthly**

- M&A Process Support
- Document Translation (Japanese)
- Japanese Interpreter Arrangement
- MOU Drafting
- Acquisition/Investment Scheme Planning
- M&A Schedule Management
- Pre-valuation (Corporate Value Calculation)
- Final Contract Template

One-shot Order — **Variable**

- Administrative Process for Registration

The registration process varies by country

MOU Signing Fee

STEP 03

$25,600/Case

Service & Features

Terms of Contingency — **Contingent**

- **$25,600** Upon reaching a Memorandum of Understanding (MOU) or equivalent understanding.
- For foreign currency acquisitions, TTS rate by Mitsubishi UFJ Bank on the date of the final agreement applies.
- Final contingent fee:
  [Total fee ($$$) - (25,600+5,500*Month)]

Pricing Terms & Conditions for Buyer Support

Monthly Service Fee:

- Monthly service provided for at least 3 months.
- Covers necessary support, including simple valuation, accompanying, interpretation, translation, preparation of LOI/MOU, scheme making for M&A, scheduling and management for the process, provision of template for DA, and practical advisory following local situations and compliance.

Notes:

- Service fee applies monthly, ensuring continuous support throughout the M&A process.
- The minimum service period is 3 months to guarantee comprehensive assistance.
- Our team handles all aspects of the M&A process, providing seamless and efficient support tailored to local conditions and regulatory compliance.

(Continued)

M&A Services and "Contingent Fee Structure" for Buyer Side

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Contingent Fee: Regressive Pricing

We use a regressive contingent fee structure, where the fee decreases as the acquisition price increases, making it cost-effective for higher-value transactions and aligning our interests with our clients for optimal outcomes.

Example Calculation

Contingent Fee for the acquisition whose price is **USD 2,800,000**

$ 1,300,000 × **10%**	$ 130,000
+	
$ 600,000 × **8%**	$ 48,000
+	
$ 900,000 × **6%**	$ 54,000

Total **$ 232,000**

*** The amount of accumulated monthly service fees shall also be Deducted from the Contingent Fee upon payment.

Contingent Partnership

Contingent Fee shall be charged upon conclusion of an agreement of partnership such as technical partnership, sales partnership, etc. For each case, even if there is no transaction in the form of share transfer, business transfer, etc. As a result of Cross-Border M&A Support.

Fee
$ 32,000

Acquisition Price (In Millions)	Regressive Contingent Fee
Minimum	$128,000 (Up to $ 1.3 Million the price is $128,000)
$ Up to 1.3	10%
$ 1.3 - 1.9	8%
$ 1.9 - 3.0	6%
$ 3.0 - 6.4	5%
$ 6.4 - 12.8	4%
$ 12.8 - 30.0	3%
$ 30.0 - 64.0	2%
$ 64.0 - Higher	1%

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Established

26 Years & Counting

We proudly stand upon a foundation built over 26 Years of unwavering commitment and collaboration With our valued clients.

1998

We founded our Organization in July 1998.

¥500M +

Capital As a group

26

Operating across a vast Geographical footprint.

39+

39 Cities covered

Growing Society

We are growing society through our clients And expanding their business.

Our Family

500+

As our family expanded, we surpassed 386 members by April 2023

Great Place to Work

We are proud to be recognized as a Great Place to Work, and we are continuously committed to fostering a supportive and dynamic work environment that empowers our team to grow and thrive.

1000+

Proudly served over 1,000 Clients worldwide.

171+

Japanese local employees are working at different points in the world

BANGLADESH BRAZIL CAMBODIA CHINA COLUMBIA HONG KONG INDIA INDONESIA KENYA JAPAN

LAOS MALAYSIA MEXICO MONGOLIA MOROCCO MYANMAR NIGERIA PERU PHILIPPINES RUSSIA

SOUTH AFRICA SINGAPORE SRI LANKA THAILAND TURKEY VIETNAM

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