

Translation

November 12, 2021

For Immediate Release

Company name: Space Value Holdings Co., Ltd.
Name of representative: Naoki Morioka, CEO,
Representative Director and
President
(First Section of Tokyo Stock Exchange; Code No. 1448)
Contact: Junya Kikuchi, Director and
Manager of Corporate Division
Telephone number: 03-5439-6070

Company name: PTCJ-2 Holdings Inc.
Name of representative: Naohiko Ohno, Representative
Director and President
Contact: (03)5223-6780 (main)

**Notice regarding Commencement of the Tender Offer for Share Certificates, Etc. of
Space Value Holdings Co., Ltd. (Securities Code 1448) by PTCJ-2 Holdings Inc.**

PTCJ-2 Holdings Inc. hereby announces that it decided today to commence a tender offer for share certificates, etc. of Space Value Holdings Co., Ltd. as detailed in the Attachment.

End

This document is released by Space Value Holdings Co., Ltd. (the Target Company in the Tender Offer) upon request by PTCJ-2 Holdings Inc. (the Tender Offeror) in accordance with Article 30, Paragraph 1, Item (4) of the Financial Instruments and Exchange Act Enforcement Order.

(Attachment)

“Notice regarding Commencement of the Tender Offer for Share Certificates, Etc. of Space Value Holdings Co., Ltd. (Securities Code 1448)” dated November 12, 2021

November 12, 2021

For Immediate Release

Company name: PTCJ-2 Holdings Inc.
Name of representative: Naohiko Ohno, Representative Director
Contact: Same as above
03-5223-6780 (main)

**Notice regarding Commencement of the Tender Offer for Share Certificates, Etc. of
Space Value Holdings Co., Ltd. (Securities Code 1448)**

PTCJ-2 Holdings Inc. (the “**Tender Offeror**”) hereby announces that it decided on November 12, 2021 to acquire shares of common stock in Space Value Holdings Co., Ltd. (securities code: 1448; listed on the First Section of the Tokyo Stock Exchange, Inc. (the “**TSE**”); the “**Target Company**”) (including common stock of the Target Company delivered through the exercise of the Stock Acquisition Rights (defined below; the same applies hereinafter); the “**Target Company Shares**”) and the stock acquisition rights described in “(2) Stock Acquisition Rights” of “2. Type of Share Certificates, Etc. Subject to Tender Offer” below through a tender offer under the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended) (the “**Tender Offer**”).

The Tender Offeror is a stock company established on October 13, 2021 for the principal purpose of acquiring and holding all of the Target Company Shares and the Stock Acquisition Rights through the Tender Offer. Polaris Capital Group Co., Ltd. (“**Polaris**”) holds all of the issued shares of the Tender Offeror as of the date hereof. Polaris is a private equity fund management firm founded in September 2004, which has established investment funds totaling approximately 350 billion yen through five rounds of domestic and foreign capital financing. Over the past 17 years, Polaris has invested in a total of 38 companies, including SOGO MEDICAL HOLDINGS CO., LTD., HITOWA Holdings Co., Ltd., Panasonic i-PRO Sensing Solutions Co., Ltd., FUJITSU CONNECTED TECHNOLOGIES LIMITED, and INCREMENT P CORPORATION, under its investment concept of “revival of venture spirit and promotion of business model innovation for revitalizing the Japanese economy.”

The Tender Offeror has determined to conduct the Tender Offer as part of a series of transactions (the “**Transactions**”) intended to make the Tender Offeror the sole shareholder of the Target Company by acquiring all of the Target Company Shares and the Stock Acquisition Rights (including Target Company Shares delivered through the exercise of the Stock Acquisition Rights (defined below), and excluding the Target Company Shares Held by the Tender Offeror and treasury shares held by the Target Company) and delist the Target Company Shares. As of the date hereof, the Tender Offeror holds 100 shares (the “**Target Company Shares Held by the Tender Offeror**”; see Note 1) of the Target Company Shares (ownership ratio: 0.00%; see Note 2). As of the date hereof, the Tender Offeror’s parent company Polaris does not hold any Target Company Shares.

Note 1: The Tender Offeror acquired 100 shares of the Target Company Shares at a price of 841 yen per share (the closing price of the Target Company Shares on the First

Section of the Tokyo Stock Exchange (“TSE”) on October November 5, 2021) through an off-market transfer with Mr. Naoki Morioka, the President, CEO & Representative Director of the Target Company, conducted on November 8, 2021 pursuant to a share purchase agreement entered into with Mr. Morioka as of November 2, 2021, for the purpose of enabling the Tender Offeror to exercise its right to view or request an extract of the shareholder register in order to send information about the Tender Offer to the shareholders of the Target Company during the Tender Offer Period.

Note 2: “Ownership ratio” means the proportion of the number of shares (35,597,198 shares; the “**Total Number of Shares After Considering Potential Shares**”) equal to the sum (35,767,284 shares) of the total number of issued shares of the Target Company as of September 30, 2021 (35,556,584 shares) as stated by the Target Company in the “Consolidated Financial Summary (Japanese GAAP) for the Second Quarter of the Fiscal Year Ended March 31, 2022” submitted on November 12, 2022 (the “**Target Company’s Quarterly Financial Results**”) plus the number of Target Company Shares (210,700 shares) underlying the total number of Stock Acquisition Rights remaining as of September 30, 2021 and exercisable as of the date hereof (691 stock acquisition rights) as reported by the Target Company to the Tender Offeror on November 4, 2021 (see Note 3) less the number of treasury shares held by the Target Company as of September 30, 2021 (170,086 shares) as stated in the Target Company’s Quarterly Financial Results. The ownership ratio is rounded to two decimal places, and the same applies hereinafter to statements of the ownership ratio, unless otherwise specified.

Note 3: The itemization of the Stock Acquisition Rights as of September 30, 2021 reported by the Target Company to the Tender Offeror on November 4, 2021 is as follows.

Name	Number of Stock Acquisition Rights as of September 30, 2021	Underlying Target Company Shares
Second Stock Acquisition Rights	14	7,000
Third Stock Acquisition Rights	10	5,000
Fourth Stock Acquisition Rights	5	2,500
Fifth Stock Acquisition Rights	5	2,500
First Stock Acquisition Rights (For Employees)	28	14,000
Second Stock Acquisition Rights (For Employees)	54	27,000
Third Stock Acquisition Rights (For Employees)	94	47,000
Fourth Stock Acquisition Rights (For Employees)	63	31,500
Fifth Stock Acquisition Rights (For Employees)	81	40,500
Sixth Stock Acquisition Rights (For Employees)	337	33,700

Employees)		
Total	691	210,700

The Tender Offeror has entered into an agreement to tender stock in the Tender Offer (the “**Tender Offer Agreement**”) dated November 12, 2021 with Aslead Capital Pte. Ltd (“**Aslead Capital**”). According to Aslead Capital, Aslead Capital manages assets for ASLEAD STRATEGIC VALUE FUND (shareholding: 5,497,000 shares; ownership ratio: 15.44%; the Target Company’s largest shareholder; see Note 4) and ASLEAD GROWTH IMPACT FUND (shareholding: 3,346,000 shares; ownership ratio: 9.40%; the Target Company’s 3rd-largest shareholder; ASLEAD STRATEGIC VALUE FUND and ASLEAD GROWTH IMPACT FUND collectively, the “**Prospective Tendering Shareholders**”) under a discretionary investment contract (see Note 5). Under the Tender Offer Agreement, the Prospective Tendering Shareholders agree to tender 6,845,100 shares (ownership ratio: 19.23%; the “**Prospective Tendered Shares**”) of the Target Company Shares that they hold (total shareholding: 8,843,000 shares; ownership ratio: 24.84%) in the Tender Offer and not to tender the remaining 1,997,900 shares (ownership ratio: 5.61%; the “**Prospective Shares not to be Tendered**”). The Prospective Shares not to be Tendered are to be acquired later by the Tender Offeror through the Squeeze-Out Procedure because they are held through credit transactions, and therefore Aslead Capital wishes to dispose of them through the Squeeze-Out Procedure. Aslead Capital is not anticipated to be a shareholder of the Target Company after the Transactions are completed.

Note 4: According to Aslead Capital, of ASLEAD STRATEGIC VALUE FUND’s shareholding of 5,497,000 shares, 2,051,600 shares (ownership ratio: 5.76%) are held through credit transactions, which means that ASLEAD STRATEGIC VALUE FUND does not constitute a major shareholder of the Target Company.

Note 5: According to Aslead Capital, while Aslead Capital is authorized to manage the shares held by ASLEAD STRATEGIC VALUE FUND and ASLEAD GROWTH IMPACT FUND under the above discretionary investment contract, Aslead Capital does not hold any shares of the Target Company on its own account.

The summary of the Tender Offer is as follows.

1. Name of the Target Company
Space Value Holdings Co., Ltd.
2. Type of Share Certificates, Etc. Subject to Tender Offer
 - (1) Common Shares
 - (2) Stock Acquisition Rights
 - (i) Second stock acquisition rights issued pursuant to the resolution at the board of directors meeting of Nissei Build Kogyo Co., Ltd. (“**Nissei Build Kogyo**”) held on June 28, 2018 (the “**Second Stock Acquisition Rights**”) (the exercise period is from October 1, 2018 to July 19, 2042)

- (ii) Third stock acquisition rights issued pursuant to the resolution at the board of directors meeting of Nissei Build Kogyo held on June 28, 2018 (the “**Third Stock Acquisition Rights**”) (the exercise period is from October 1, 2018 to July 11, 2043)
- (iii) Fourth stock acquisition rights issued pursuant to the resolution at the board of directors meeting of Nissei Build Kogyo held on June 28, 2018 (the “**Fourth Stock Acquisition Rights**”) (the exercise period is from October 1, 2018 to July 13, 2044)
- (iv) Fifth stock acquisition rights issued pursuant to the resolution at the board of directors meeting of Nissei Build Kogyo held on June 28, 2018 (the “**Fifth Stock Acquisition Rights**”) (the exercise period is from October 1, 2018 to July 12, 2045)
- (v) First stock acquisition rights (for employees) issued pursuant to the resolution at the board of directors meeting of Nissei Build Kogyo held on June 28, 2018 (the “**First Stock Acquisition Rights (For Employees)**”) (the exercise period is from October 1, 2018 to April 8, 2023)
- (vi) Second stock acquisition rights (for employees) issued pursuant to the resolution at the board of directors meeting of Nissei Build Kogyo held on June 28, 2018 (the “**Second Stock Acquisition Rights (For Employees)**”) (the exercise period is from October 1, 2018 to April 28, 2024)
- (vii) Third stock acquisition rights (for employees) issued pursuant to the resolution at the board of directors meeting of Nissei Build Kogyo held on June 28, 2018 (the “**Third Stock Acquisition Rights (For Employees)**”) (the exercise period is from October 1, 2018 to April 24, 2025)
- (viii) Fourth stock acquisition rights (for employees) issued pursuant to the resolution at the board of directors meeting of Nissei Build Kogyo held on June 28, 2018 (the “**Fourth Stock Acquisition Rights (For Employees)**”) (the exercise period is from October 1, 2018 to April 25, 2026)
- (ix) Fifth stock acquisition rights (for employees) issued pursuant to the resolution at the board of directors meeting of Nissei Build Kogyo held on June 28, 2018 (the “**Fifth Stock Acquisition Rights (For Employees)**”) (the exercise period is from May 12, 2019 to May 11, 2027)
- (x) Sixth stock acquisition rights (for employees) issued pursuant to the resolution at the board of directors meeting of Nissei Build Kogyo held on June 28, 2018 (the “**Sixth Stock Acquisition Rights (For Employees)**” and collectively with the stock acquisition rights set out in (i) through (ix) above, the “**Stock Acquisition Rights**”) (the exercise period is from May 11, 2020 to May 10, 2028))

3. Period of the Tender Offer

November 15, 2021 (Monday) to December 27, 2021 (Monday) (30 business days)

4. Price of Tender Offer

Common stock: 1,150 yen per share of common stock

Second Stock Acquisition Rights: 574,500 yen per one Second Stock Acquisition Right

Third Stock Acquisition Rights: 574,500 yen per one Third Stock Acquisition Right

Fourth Stock Acquisition Rights: 574,500 yen per one Fourth Stock Acquisition Right

Fifth Stock Acquisition Rights: 574,500 yen per one Fifth Stock Acquisition Right

First Stock Acquisition Rights (For Employees): 374,000 yen per one First Stock Acquisition Right (For Employees)

Second Stock Acquisition Rights (For Employees): 313,000 yen per one Second Stock Acquisition Right (For Employees)

Third Stock Acquisition Rights (For Employees): 185,000 yen per one Third Stock Acquisition Right (For Employees)

Fourth Stock Acquisition Rights (For Employees): 83,000 yen per one Fourth Stock Acquisition Right (For Employees)

Fifth Stock Acquisition Rights (For Employees): 1 yen per one Fifth Stock Acquisition Right (For Employees)

Sixth Stock Acquisition Rights (For Employees): 1 yen per one Sixth Stock Acquisition Right (For Employees)

5. Number of Share Certificates, Etc. to be Purchased

Number of Share Certificates, Etc. to be purchased	Minimum number of Share Certificates, Etc. to be purchased	Maximum number of Share Certificates, Etc. to be purchased
33,599,198 shares	23,731,300 shares	– shares

6. Tender Offer Agent

Daiwa Securities Co. Ltd. 9-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo

7. Commencement date of settlement

January 6, 2022 (Thursday)

For specific details of the Tender Offer, please refer to the Tender Offer Registration Statement to be submitted by the Tender Offeror for the Tender Offer on November 15, 2021.

End