

To whom it may concern:

Marunouchi Capital Inc.

Notice Regarding Commencement of Tender Offer for Oricon Inc.
(Securities Code: 4800)

Marunouchi Capital Fund III Investment Limited Partnership (“**MCAP Fund III**”), which is managed and operated by Marunouchi Capital Co., Ltd. (“**MCAP**”) has decided to acquire shares of common stock (the “**Target Company Shares**”) of Oricon Inc. (the “**Target Company**”), which is listed on the Tokyo Stock Exchange, Inc. (the “**Tokyo Stock Exchange**”) Standard Market, through a tender offer (the “**Tender Offer**”) under the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended), via Media Co., Ltd. (the “**Offeror**”), a special purpose company, and accordingly, MCAP hereby announces the details as follows.

1. Details of the Tender Offer

(1) Name of the Target Company

Oricon Inc.

(2) Type of Share Certificates, Etc. to be Purchased

Common stock

(3) Period of Purchase, Etc. (the “**Tender Offer Period**”)

From May 29, 2026 (Friday) until July 9, 2026 (Thursday) (30 business days)

(4) Price of Purchase, Etc.

1,332 yen per share of the common stock

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

Number of shares to be purchased: 8,211,375 shares

Minimum number of shares to be purchased: 3,903,300 shares

Maximum number of shares to be purchased: - shares

(6) Commencement date of settlement

July 16, 2026 (Thursday)

(7) Tender Offer Agent

SMBC Nikko Securities Inc.

3-3-1, Marunouchi, Chiyoda-ku, Tokyo

2. Overview of the Tender Offer

The Offeror is a joint stock company (*kabushiki kaisha*) incorporated on March 17, 2026, for the primary purpose of acquiring and holding the Target Company Shares through the Tender Offer. As of today, all issued shares of the Offeror are held by Technology Co., Ltd. (the “**Offeror Parent Company**”), a special purpose company, and all issued shares of the Offeror Parent Company are held by MCAP Fund III, which is managed and operated by MCAP as general partner. As of today, MCAP, MCAP Fund III, the Offeror Parent Company, and the Offeror do not hold any Target Company Shares.

MCAP is a unique fund management company that provides unique added value by leveraging the creditworthiness, capabilities, and networks of its sole parent company, Mitsubishi Corporation (“**Mitsubishi Corp**”), and its group companies, while conducting independent fund management. Specifically, in some cases, MCAP supports business expansion, growth, and overseas expansion by leveraging its past track record as an investment fund, as well as Mitsubishi Corp’s business network, industry expertise and know-how, and secondees from Mitsubishi Corp, and while it is an investment fund, it is also able to provide business support by leveraging its business foundations. Through equity investments, MCAP provides concrete solutions to challenges such as business growth, restructuring, and succession, and works to enhance the long-term competitiveness of its portfolio companies. MCAP has invested in numerous companies in the past, including TOMY Company, Ltd., Joyful Honda Co., Ltd., Yamamoto Co., Ltd., Seijo Ishii Co., Ltd., MI Food Style Inc., Daiki Co., Ltd., TRIS Inc., BEEAST Co., Ltd., Cypress Co., Ltd., Graniph Inc., TOSEI Corporation, Miuraya Co., Ltd., Misuzu Life Co., Ltd., KMCT Corporation, Sambo Piping (Thailand) Co., Ltd., Moji Metal Products Co., Ltd., AKOYAMA Tokyo, Inc., Toa Trading CO., LTD., Nihon Kessho Kogaku Co., Ltd., Nagatanien Holdings Co., Ltd., Nakano Refrigerators Co., Ltd., ReadSpeaker Japan Co., Ltd., SmartCamp Co., Ltd., J-Film Corporation, and others. As of today, Mitsubishi Corp does not hold any Target Company Shares.

The Offeror has decided to conduct the Tender Offer as part of a series of transactions (the “**Transactions**”) for the purpose of acquiring all of the Target Company Shares listed on the Tokyo Stock Exchange Standard Market (excluding the Target Company Shares held by Littlepond Inc. (“**Littlepond**”), the Target Company’s other affiliated company and largest shareholder (4,712,700 shares; ownership ratio (Note 1): 36.21%) (the “**Non-Tendered Shares**”) , and the Target Company Shares held by the Custody Bank of Japan, Ltd. (the “**Custody Bank of Japan**”) as trust assets of the stock benefit trust for officers of the Target Company (90,000 shares) (the “**BBT-held Shares (for Officers)**”) (Note 2), as well as treasury shares held by the Target Company)), taking the Target Company private, and making it a wholly owned subsidiary of the Offeror.

Littlepond is an asset management company of Mr. Koh Koike (“**Mr. Koike**”) and his relatives. Mr. Koike is the Chairman and Representative Director of the Target Company (number of shares held: 71,700 shares, ownership ratio: 0.55%) and serves as Representative Director of Littlepond, of whose issued shares 95% are owned by Mr. Koike and the remaining 5% are owned by two of his relatives, namely Mr. Shukou Koike (number of shares held: 299,000 shares, ownership ratio: 2.30%) and Ms. Yuimi Koike (number of shares held: 149,400 shares, ownership ratio: 1.15%). As Littlepond plans to reinvest in the Offeror Parent Company, the Transactions constitute a so-called management buyout (MBO) (Note 3), and Mr. Koike is expected to continue managing the Target Company after the Transactions.

Note 1: “Ownership ratio” refers to the ratio of shares owned as a ratio of (i) the total number of issued shares of the Target Company as of March 31, 2026, as stated in the “Financial Results for the Fiscal Year Ended March 2026 Japanese GAAP (Consolidated)” announced by the Target Company on May 8, 2026. from the total number of issued shares of the Target Company as of that date (15,123,200 shares), less (ii) the number of treasury shares held by the Target Company as of that date (2,109,125 shares) (excluding, however, the Target Company shares (176,400 shares) held by Japan Custody Bank as trust assets for the Target Company’s stock benefit trust for officers and employees the “**BBT-held Shares (for Officers)**” (90,000 shares) and shares of the Company held by Japan Custody Bank as trust assets for the Company’s employee stock benefit trust (86,400 shares) (the “**BBT-held Shares (for Employees)**”) are excluded from the number of treasury shares because they carry voting rights under applicable laws) (13,014,075 shares) (rounded to two decimal places; the same applies hereinafter in calculating ownership ratios).

Note 2: With regard to the BBT-held Shares (for Officers), the Trust Agreement entered into between the Target Company, the Trustor of the stock benefit trust, and Resona Bank, Limited (“**Resona Bank**”), the Trustee, (i) contains no specific provisions regarding matters in the event of a tender offer for shares, nor does it include any provisions granting the Trust Administrator the authority to instruct on the acquisition or disposition of the shares; therefore, it is not anticipated that these shares will be tendered in the Tender Offer; furthermore, (ii) the Trust Agreement stipulates that the Trustee shall not exercise any voting rights attached to the Target Company Shares held in the trust property based on instructions from the Trust Administrator; therefore, given that the exercise of voting rights is not anticipated in practice, these shares have been excluded from the scope of acquisition. However, with regard to the BBT-held Shares (for Employees), although the Trust Agreement entered into between the Target Company, the Trustor of the stock benefit trust, and Resona Bank, the Trustee, (i) contains no specific provisions regarding matters in the event of a tender offer for shares, nor does it include any provisions granting the Trust Administrator the authority to instruct on the acquisition or disposition of the shares; therefore, it is not anticipated that these shares will be tendered in the Tender Offer; (ii) the Trust Agreement stipulates that the Trustee shall exercise voting rights attached to the Target Company Shares held in the trust property based on instructions from the Trust Administrator; therefore, given that the exercise of voting rights is anticipated, these shares are included in the scope of acquisition.

Note 3: “Management buyout (MBO)” refers to the acquisition of a target company by officers of the target company being acquired, or by persons acting on behalf of such officers who share common interests with them.

3. Policy for organizational restructuring after the Tender Offer

As stated in “(2) Overview of the Tender Offer” above, if the Offeror is unable to acquire all of the Target Company Shares (excluding the Non-Tendered Shares, the BBT-held Shares (for Officers), and the treasury shares held by the Target Company) through the Tender Offer, after the successful completion of the Tender Offer, the Offeror plans to implement a share consolidation of the Target Company Shares (the “**Share Consolidation**”) pursuant to Article 180 of the Companies Act (Act No. 86 of 2005, as amended; the “**Companies Act**”), for the

purpose of making the Offeror and Littlepond the only shareholders of the Target Company, by the method set out below.

Specifically, promptly after the completion of the settlement of the Tender Offer, the Offeror intends to request the Target Company to hold an extraordinary shareholders' meeting (the "**Extraordinary Shareholders' Meeting**") at which a partial amendment to the Target Company's Articles of Incorporation will be proposed to abolish the provision on the number of shares constituting one share unit, on the condition that the Share Consolidation is conducted and the Share Consolidation becomes effective. From the viewpoint of enhancing the Target Company's corporate value, the Offeror believes that it is desirable to hold the **Extraordinary Shareholders' Meeting** as early as possible, and plans to request the Target Company to issue a public notice of the record date during the Tender Offer Period so that a date close to the commencement date of settlement of the Tender Offer will be set as the record date for the Extraordinary Shareholders' Meeting. At present, the Extraordinary Shareholders' Meeting is scheduled to be held around August 2026. If the Target Company receives such a request from the Offeror, the Company plans to comply with the request. The Offeror and Littlepond intend to approve the above proposal at the Extraordinary Shareholders' Meeting.

If the proposal for the Share Consolidation is approved at the Extraordinary Shareholders' Meeting, the shareholders of the Target Company will, as of the effective date of the Share Consolidation, come to hold a number of Target Company Shares corresponding to the ratio of the Share Consolidation approved at the Extraordinary Shareholders' Meeting. If there is any fraction less than one share as a result of the Share Consolidation, an amount of cash obtained by selling to the Target Company or Offeror the Target Company Shares equivalent to the total number of shares less than one unit (with such aggregate sum rounded down to the nearest whole number; the same applies hereinafter) will be delivered to each shareholder of the Target Company who holds such fractional shares, in accordance with the procedures specified in Article 235 of the Companies Act and other relevant laws and regulations. The purchase price for the aggregate sum of shares less than one unit in the Target Company will be set so that the amount of cash received by the shareholders of the Target Company who did not tender shares in the Tender Offer (excluding the Offeror and Littlebond) as a result of the sale will be equal to the price obtained by multiplying (x) the price of purchase, etc. per Target Company Share in the Tender Offer (the "**Tender Offer Price**") by (y) the number of Target Company Shares held by such shareholders. The Offeror will request the Target Company to file a petition to the court for permission to purchase such Target Company Shares on this basis. In addition, although the consolidation ratio of the Target Company Shares has not been determined as of today, the Offeror intends to request that such ratio be set so that the number of Target Company Shares held by shareholders of the Target Company who did not tender their shares in the Tender Offer (excluding the Offeror and Littlepond) will result in fractional shares of less than one share, thereby ensuring that only the Offeror and Littlepond will hold all of the Target Company Shares. The Target Company has indicated that it plans to comply with these requests by the Offeror if the Tender Offer is successfully completed.

The Companies Act provides that, in order to protect the rights of general shareholders in connection with a share consolidation, if fractional shares of less than one share arise as a result of a share consolidation, shareholders of the Target Company who did not tender their shares in the Tender Offer (excluding the Offeror and Littlepond) may, in accordance with Article 182-4 and Article 182-5 of the Companies Act and other applicable laws and regulations, request the Target Company to purchase all fractional shares of less than one share held by them at a fair price, and may also file a petition to the court to determine the price of the Target Company

Shares. If such a petition is filed, the purchase price of the Target Company Shares will ultimately be determined by the court.

There is a possibility that the procedures described above may take time to implement or that the method of implementation may be changed, depending on circumstances such as the amendment or enforcement of relevant laws and regulations, and the interpretation thereof by authorities. However, even in such cases, if the Tender Offer is successfully completed, the Offeror intends to adopt such a method that will enable the shareholders of the Target Company who do not tender their shares in the Tender Offer (excluding the Offeror and Littlepond) to ultimately receive a cash consideration equal to the number of Target Company Shares held by such shareholders multiplied by the Tender Offer Price.

The specific procedures and timing of implementation, and other matters in each case set out above will be determined in consultation with the Target Company, and the Target Company will promptly announce them once determined.

The Tender Offer is not intended in any way to solicit the approval of the shareholders of the Target Company at the Extraordinary Shareholders' Meeting. Each shareholder of the Target Company is solely responsible for seeking advice from a certified tax accountant or other professional advisors with respect to the tax treatment in connection with tendering shares in the Tender Offer or any of the procedures outlined above.

4. Possibility of delisting and reasons therefor

As of today, the Target Company Shares are listed on the Tokyo Stock Exchange Standard Market. However, since the Offeror has not set a maximum number of shares to be purchased in the Tender Offer, the Target Company Shares may be delisted through prescribed procedures in accordance with the delisting criteria of the Tokyo Stock Exchange, depending on the results of the Tender Offer. Furthermore, even if the Target Company Shares do not meet the delisting criteria at the time the Tender Offer is successfully completed, if the Share Consolidation described in "3. Policy on Organizational Restructuring, etc. after the Tender Offer" above is implemented after the successful completion of the Tender Offer, the Target Company Shares will fall under the delisting criteria of the Tokyo Stock Exchange and will be delisted through the prescribed procedures. After delisting, it will no longer be possible to trade the Target Company Shares on the Tokyo Stock Exchange Standard Market.

For further details of the Tender Offer, please refer to the Tender Offer Registration Statement to be filed by the Offeror on May 29, 2026, in connection with the Tender Offer. The Tender Offer Registration Statement will be available for public inspection on EDINET (<https://disclosure2.edinet-fsa.go.jp/>).

END

Contact details regarding this notice

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About Oricon Inc.

Main Operations: Communications business, data service business, advertising business

Representative: Mr. Koh Koike, Chairman and Representative Director

Address: 6-8-10 Roppongi, Minato-ku, Tokyo

About Marunouchi Capital Inc.

Main Operations: Investment and asset management, investment advisory services

Representative: Yo Tachikawa, President & CEO

Address: 11F, JP Tower, 2-7-2, Marunouchi, Chiyoda-ku, Tokyo

Shareholder: Mitsubishi Corporation 100%