

Tender Offer for the Shares of NOVARESE, Inc.

Polaris Capital Group Co., Ltd. (“Polaris”) is pleased to announced that NAP Holdings Inc. (the “Offeror”), owned by Polaris Private Equity Fund III, L.P. (“Polaris Fund III”), will commence a tender offer to acquire the shares of NOVARESE, Inc. (Security Code 2128, listed at Frist Section of the Tokyo Stock Exchange, the issuing company to be hereinafter referred to as “NOVARESE”)(such tender offer to be hereinafter referred to as the “Tender Offer”).

The Offeror is a corporation established in August 2016 with the purpose of acquiring and owning the common shares of NOVARESE through a tender offer and currently wholly-owned by Polaris Fund III.

NOVARESE owns and operates 28 guest houses for wedding ceremony throughout Japan and provides services to arrange “a quality wedding ceremony for adults with style at a unique guest house offering the local particulars of its location”. Its business portfolio also includes rental services and sales of wedding costumes and restaurant operations. Its revenue has been growing for 13 straight years supported by steady additions of new guest houses.

If NOVARESE becomes a wholly-owned subsidiary of the Offeror as a result of the Tender Offer, Polaris will extend strong support to NOVARESE for its further growth by sharing the know-how which Polaris has acquired through various investments in multi-store operations.

For more details of the Tender Offer, please see the attached press release of the Offeror.

■ Attachment

Press Release of NAP Holdings Inc. dated September 1, 2016

For inquiries:

Susumu Sekihata, Partner

Polaris Capital Group Co., Ltd.

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Phone: 813-5223-67278

NOVARESE Inc.

Founded: November 2000
Representative: Hiroki Ogino, President and Representative Director
Address: Ginza YOMIKO Building 4F 1-8-14 Ginza, Chuo-ku, Tokyo, Japan
Business: Bridal-related Services (Wedding Ceremony, Wedding Costumes and Catering),
Restaurant Operations, etc.
Website: <http://www.novarese.co.jp/>

Polaris Capital Group Co., Ltd.

Founded: September 2004
Representative: Yuji Kimura, Founder and CEO
Paid-in-capital: JPY200million
Address: GranTokyo North Tower 38F 1-9-1 Marunouchi, Chiyoda-ku, Tokyo, Japan
Funds: Polaris Private Equity Fund I, L.P. (JPY 29.6 billion)
Polaris Private Equity Fund II, L.P. (JPY 31.9 billion)
Polaris Private Equity Fund III, L.P. (JPY 39.1 billion)
Website: <http://www.polaris-cg.com>

September 1, 2016

Company Name: NAP Holdings Inc.
Representative: Susumu Sekihata
Representative Director
Contact: same as above
Telephone: (03) 5223-6780

Commencement of Tender Offer for the Shares of NOVARESE Inc. (Security Code 2128)

NAP Holdings Inc. (the "Offeror") is pleased to announce that, on September 1, 2016, it has decided to acquire common shares of NOVARESE Inc. (Security Code 2128, listed at Tokyo Stock Exchange Section 1) (hereinafter referred to as the "Target Common Shares" and the issuer of such shares as the "Target") via a tender offer in accordance with Financial Instruments and Exchange Law (1948), as amended, (the "Tender Offer") as follows:

The Offeror is a corporation established in August 2016 with the purpose of acquiring and owning the common shares of the Target through a tender offer and currently wholly-owned by Polaris Private Equity Fund III, L.P. ("Polaris Fund III"). The Offeror owns no Target Common Share as of today. Polaris Fund III is managed by Polaris Capital Group Co., Ltd. as general partner.

The Offeror has decided to commence the Tender Offer with the purpose of acquiring the entire outstanding Target Common Shares (except for the treasury shares owned by the Target) and owning 100% of the Target.

The Offeror has entered into Share Tender Agreement on August 31, 2016 with each of three shareholders of the Target Common Shares, namely Mr. Takeharu Asada, Ms. Yoko Asada and MYT Inc., for the tender of the entire Target Common Shares owned by them (4,902,400 shares, ownership percentage*: 47.66%) to the Offeror via the Tender Offer. Mr. Takeharu Asada is the founder and Chairman and Representative Director of the Target and owns 2,029,000 Target Common Shares (ownership percentage: 19.72%) as the second largest shareholder of the Target. Ms. Yoko Asada is the spouse of Mr. Takeharu Asada and owns 193,400 Target Common Shares (ownership percentage: 1.88%). MYT Inc. is a private asset management company owned by Mr. Takeharu Asada and his family and owns 2,680,000 Target Common Shares (ownership percentage: 26.05%) as the largest shareholder of the Target.

Note: *"Ownership Percentage" means the percentage of the number of the Target Common Shares owned by a certain shareholder to the number of the outstanding Target Common Shares (10,286,590) at June 30, 2016 (rounded at the third digit to the right of the decimal point). The number of the outstanding Target Common Shares was derived by subtracting the number of the treasury shares (430,610) owned by the Target from the number of the issued shares (10,717,200) as disclosed in the Quarterly Financial Report for the Second Quarter of the 17th Financial Year filed on August 10, 2016.

Major Terms of the Tender Offer are as follows:

1. Target Company
NOVARESE Inc.
2. Type of Securities for Tender Offer
Common Shares
3. Period of Tender Offer
From Friday, September 2, 2016 to Tuesday, October 18, 2016 (30 business days)
4. Price of Tender Offer
JPY1,944 per Common Share
5. Shares to be purchased

Shares to be purchased	Minimum	Maximum
10,286,590 shares	7,594,500 shares	n.a.

6. Tender Agent
Nomura Securities Co., Ltd.
1-9-1 Nihonbashi, Chuo-ku, Tokyo
7. Settlement Date
Tuesday, October 25, 2016