

Nomura to Commence Tender Offer for Shares in Orion Breweries, Ltd.

Tokyo, January 23, 2019—Nomura Capital Partners Co., Ltd. (NCAP), a wholly owned subsidiary of Nomura Holdings, Inc. (NHI), today announced that it resolved at a board of directors meeting held today to implement a tender offer for shares of common stock in Orion Breweries, Ltd. The tender offer will be conducted through Ocean Holdings Co., Ltd., which is jointly¹ owned by NCAP and the Carlyle Group.

NCAP was established in January 2018 as the core company in NHI's Merchant Banking Division, and plays a primary role in NHI's principal investment business. If the tender offer for shares in Orion is successful, it will be NCAP's first investment.

NCAP is committed to providing a wide range of solutions to meet the diversified and sophisticated needs of its clients. NCAP will work together with clients to help resolve the various challenges they face and grow their businesses.

For details of the Tender Offer, please refer to the attached "Announcement of Scheduled Commencement of Tender Offer for Shares in Orion Breweries, Ltd. (Unlisted)" issued by Ocean Holdings Co., Ltd.

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Nomura

Nomura is an Asia-headquartered financial services group with an integrated global network spanning over 30 countries. By connecting markets East & West, Nomura services the needs of individuals, institutions, corporates and governments through its four business divisions: Retail, Asset Management, Wholesale (Global Markets and Investment Banking), and Merchant Banking. Founded in 1925, the firm is built on a tradition of disciplined entrepreneurship, serving clients with creative solutions and considered thought leadership. For further information about Nomura, visit www.nomura.com

¹ *Nomura Capital Partners 1 Investment Limited Partnership, which NCAP represents as a general partner, holds 51% and CJP MC Holdings, L.P. which Carlyle represents as a general partner, holds 49%.*

January 23, 2019
Ocean Holdings Co., Ltd.

**Announcement of Scheduled Commencement of Tender Offer for Shares in Orion
Breweries, Ltd. (Unlisted)**

Ocean Holdings Co., Ltd (hereafter “Offeror”) hereby announces that it has decided to implement a tender offer (hereafter “Tender Offer”) for shares of common stock in Orion Breweries, Ltd. (Representative Director: Kiyoshi Yonamine, hereafter “Target Company”) under the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended).

The Offeror was established solely to acquire shares of common stock in the Target Company through the Tender Offer and own such shares post transaction. Nomura Capital Partners 1 Investment Limited Partnership, which Nomura Capital Partners Co., Ltd. (Representative President: Masahiko Maekawa, hereafter “NCAP”) represents as a general partner, holds 51% ownership and CJP MC Holdings, L.P., which is managed and operated by Carlyle Japan Partners III, L.P., an investment fund advised by The Carlyle Group (Managing Director and Head of Carlyle Japan: Kazuhiro Yamada; Headquarters: Washington D.C., United States of America, hereafter “Carlyle”), holds 49% of Offeror’s issued shares.

The Target Company was established on May 18, 1957, before Okinawa’s reversion to Japan’s jurisdiction. The Target Company group comprises the Target Company, eight subsidiaries and three affiliated companies. The primary businesses include breweries, the sale of alcoholic and non-alcoholic beverages, as well as hotel and golf course management. The Target Company also invests in multiple asset class properties for effective use of assets.

In its alcoholic/non-alcoholic beverage business segment, the Target Company sells draft beer, low-malt beer, and quasi-beer (hereafter “Beer”) under the Orion brand mainly in Okinawa. In 2002, the Target Company agreed to a comprehensive business tie-up with Asahi Breweries, Ltd. (Representative Director: Shinichi Hirano), which enables the Target Company to sell “Asahi Super Dry” beer manufactured in its Nago factory. In addition, the Target Company purchases and sells Beer and other beverages from Asahi Breweries, Ltd.

As part of the comprehensive business tie-up, Asahi Breweries, Ltd. supports the Target Company in selling its Orion branded beer in other prefectures throughout Japan outside Okinawa. In recent years, the Target Company has expanded its business and sells Orion branded beer overseas including in Taiwan, the United States of America, and Hong Kong. In its hotel management segment, the Target Company and its subsidiaries operate Hotel Royal Orion (city hotel), which was opened in 1972, and Hotel Orion Motobu Resort & Spa, which was opened in 2014. The Target Company and its subsidiary operate Orion Arashiyama Golf Club.

The Tender Offer is part of a management buyout ¹(hereafter “MBO”), and the Offeror aims to make the Target Company a wholly owned subsidiary. Mr. Yoshio Kadokaru, Representative Chairman of the Target Company, plans to make an investment in the Offeror once relevant transactions, which include the Tender Offer, have been settled.

NCAP and Carlyle are fully committed to supporting the Target Company’s further growth. NCAP will leverage the collective strength of Nomura Groups’ global network and deep expertise in financial services solutions. Carlyle will offer the advantages of its global network and extensive industry insights. Following the MBO, the current management of the Target Company will continue operating the business with support from external professionals, in order to establish a management structure to achieve sustainable business growth in the future.

Overview of the Tender Offer

Target Company	Orion Breweries, Ltd.
Type of shares	Common shares
Tender Offer period	From Thursday, January 24, 2019 to Friday, March 22, 2019 (40 business days)
Tender Offer price	JPY 79,200 per common share
Number of shares to be purchased	Number of shares to be purchased: 658,504 shares Minimum number of shares to be purchased: 418,504 shares Maximum number of shares to be purchased: —
Tender Offer agent	Nomura Securities Co., Ltd.
Settlement date	Friday, March 29, 2019

The tender offer statement will be published on January 24, 2019.

¹ A form of acquisition where a company’s existing managers jointly acquire shares of a target company with financial investors.