



D&M Holdings Inc.

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For Immediate Release

**D&M Holdings Board of Directors Approve Tender Offer by Bain Capital:
Recommends Shareholders Accept Offer**

Tokyo, Japan, July 28, 2008 -- D&M Holdings Inc. (TSE 1:6735) today announced that its Board of Directors has approved the tender offer to be launched by an acquisition corporation owned by investment funds advised by Bain Capital Partners LLC ("Bain Capital") to acquire all the common shares of D&M Holdings. The Board of Directors recommends that all shareholders of D&M Holdings accept the tender offer.

"We fully support the tender offer from Bain Capital and encourage our shareholders to tender their shares in the process," said D&M Holdings Chairman and Chief Executive Officer Eric C. Evans. "We have done a thorough review of our strategic options and have determined that the tender offer from Bain Capital would contribute the most value to D&M Holdings and to our shareholders. This decision has been confirmed by an independent third party valuation and fully reviewed by legal counsel and other advisors. We look forward to the future and our next phase of growth in partnership with Bain Capital."

The price offered to D&M Holding's shareholders is 510 yen per share of common stock. The price for common stock represents a premium of 37.1% over the average closing share price in the six months prior to June 19, 2008, the day immediately before the tender offer agreement was reached between D&M Holdings and Bain Capital, and a premium of 68.9% over the unaffected closing share price on January 23, 2008, the day

prior to the emergence of press speculation regarding a potential transaction involving the company.

On June 20, 2008, Bain Capital entered into an agreement with RHJ International, S.A. (RHJI), D&M Holdings' largest shareholder, under which RHJI agreed to tender all its shares (45,323,160 shares or approximately 48.5% of fully diluted shares outstanding) of D&M Holdings to Bain Capital. Bain Capital intends to purchase 100% of the shares of D&M Holdings. Any remaining outstanding shares would be obtained through subsequent stages of the acquisition process. Following successful completion of the tender offer process, the shares of D&M Holdings would be de-listed from the Tokyo Stock Exchange. The entire process is subject to various legal conditions and clearances.

Over the past six years, D&M Holdings has developed into a leading provider of products and solutions to the premium consumer and commercial audio-visual electronics market. Through a series of successful acquisitions and integrations, D&M has built a global portfolio of premium brands and established an efficiently managed, scalable and integrated operating platform.

About D&M Holdings Inc.

D&M Holdings Inc. is a global operating company providing worldwide management and distribution platforms for premium consumer, automotive, commercial and professional audio and video businesses including Denon[®], Marantz[®], McIntosh[®] Laboratory, Boston Acoustics[®], Snell Acoustics, Escient[®], Calrec Audio, Denon DJ, Allen & Heath, D&M Professional and D&M Premium Sound Solutions. Our technologies improve the quality of any audio and visual experience. All product and brand names with a trademark symbol are trademarks or registered trademarks of D&M Holdings, Inc. or its subsidiaries. For more information visit www.dm-holdings.com.

About Bain Capital

Bain Capital (www.baincapital.com) is a global private investment firm that manages several pools of capital, including private equity, venture capital, and public equity and leveraged debt assets with more than \$78 billion in assets under management. Since its inception in 1984, Bain Capital has made private equity investments and add-on acquisitions in more than 300 companies in a variety of industries around the world, including Burger King, Dunkin' Brands, AMC Theaters, MEI Conlux, NXP, Sun Telephone, Toys "R" Us, Warner Music Group, Sensata Technologies and FCI. The firm has a team of over 300 professionals dedicated to investing in and supporting its portfolio companies. Headquartered in Boston, Bain Capital has offices in Tokyo, Hong Kong, Shanghai, New York, London, and Munich.

Forward Looking Statement

Statements in this news release regarding D&M Holdings, Inc. that are not statements of historical fact may include forward looking statements regarding future events or the future financial performance of the company. We wish to caution you that such statements are just predictions and that actual events or results may differ materially. Forward looking statements involve a number of risks and uncertainties surrounding the integration of the company's acquisitions, competitive and industry conditions, targeted cost savings programs, market acceptance for the company's products, technological changes, developing industry standards and other factors related to the company's businesses.

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