

# TSE Urgent Notice



Jul. 20, 2020

Listing Department  
Tokyo Stock Exchange, Inc.

## Entry into Grace Period pertaining to not being a Substantial Surviving Company due to Merger, etc.

An issue enters the grace period pertaining to not being a substantial surviving company due to a merger, etc. as follows.

1. Issue Name Samantha Thavasa Japan Limited stock  
(Code: 7829, Market Division: Mothers)
2. Grace Period From Jul. 21, 2020 (Tue.) to Feb. 29, 2024 (Thu.)  
  
Provision Securities Listing Regulations, Rule 603, Paragraph 1, Item (6)  
(Securities Listing Regulations, Rule 601, Paragraph 1, Item (9), Sub-item a is a related provision.)  
(due to falling under cases where TSE deems that a listed company is not a substantial surviving company)
3. Reason Samantha Thavasa Japan Limited (hereinafter "the Company") will conduct an absorption-type merger effective on Jul. 21, 2020, in which the Company will be the surviving company and FIT HOUSE CO, LTD (unlisted) will be dissolved.  
If this absorption-type merger is enacted, TSE has deemed that the Company will not be a substantial surviving company, and consequently the stock of the Company will enter a grace period from Jul. 21, 2020, the day of the absorption-type merger.

(Note) If the Company is deemed to satisfy criteria equivalent to the initial listing criteria during the grace period, the grace period will be removed, and the stock of the Company will continue to be listed.

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(Reference Translation)

# TSE Urgent Notice



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May 25, 2020  
Listing Department  
Tokyo Stock Exchange, Inc.

## **Change to the Likely Grace Period pertaining to Not Being a Substantial Surviving Company due to a Merger, etc.**

TSE will change the "Likely Grace Period" stated in the TSE Urgent Notice "Examinations regarding mergers, etc. (not being a substantial surviving company)" concerning Samantha Thavasa Japan Limited (Code: 7829, Market Division: Mothers) (hereinafter "the Company") released on May 1, 2020 as follows, due to the Company announcing on May 22, 2020 that it has changed the effective date of the absorption-type merger.

### **【Before Change】**

#### **2. Likely Grace Period**

From Jul. 1, 2020 (Wed.) to Feb. 29, 2024 (Thu.)

### **【After Change】**

#### **2. Likely Grace Period**

From Jul. 21, 2020 (Tue.) to Feb. 29, 2024 (Thu.)

Note: If the Company is deemed to satisfy criteria equivalent to the initial listing criteria before the effective date of the absorption-type merger, then the stock of the Company will continue to be listed without entering the grace period. In addition, if the Company is deemed to satisfy criteria equivalent to the initial listing criteria during the grace period, then the grace period will be retracted, and the stock of the Company will continue to be listed.

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(Reference Translation)

# TSE Urgent Notice



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May 1, 2020  
Listing Department  
Tokyo Stock Exchange, Inc.

## Examinations regarding mergers, etc. (not being a substantial surviving company)

TSE notifies you of the likelihood of an issue entering the grace period pertaining to not being a substantial surviving company due to a merger, etc. as follows.

1. Issue Name Samantha Thavasa Japan Limited stock  
(Code: 7829, Market Division: Mothers)
2. Likely Grace Period From Jul. 1, 2020 (Wed.) to Feb. 29, 2024 (Thu.)  
  
Provision Securities Listing Regulations, Rule 603, Paragraph 1, Item 6  
(Rule 601, Paragraph 1, Item 9, Sub-item a of the same regulations is a related rule.)  
(due to falling under a case where TSE deems that a listed company is not a substantial surviving company and the company is likely to enter the grace period)
3. Reason Samantha Thavasa Japan Limited (hereinafter "the Company") announced today that the Company has decided to conduct an absorption-type merger effective on Jul. 1, 2020, in which the Company will be the surviving company and FIT HOUSE CO.,LTD. (unlisted) will be dissolved, subject to approval at the Company's general shareholders meeting.  
If this absorption-type merger is enacted, TSE has deemed that the Company will not be a substantial surviving company, and consequently the stock of the Company will enter a grace period from the effective date of the absorption-type merger.

Note 1: If the Company is deemed to satisfy criteria equivalent to the initial listing criteria before the effective date of the absorption-type merger, then the stock of the Company will continue to be listed without entering the grace period. In addition, if the Company is deemed to satisfy criteria equivalent to the initial listing criteria during the grace period, then the grace period will be retracted, and the stock of the Company will continue to be listed.

Note 2: The decision on whether a company is a "substantial surviving company" is not a decision on the nature of the business or on business continuity of said company. The decision is made based on overall consideration of matters such as (i) management performance and financial status, (ii) executive officer composition and business management organization, (iii) shareholder composition, (iv) trade name or company name, and (v) other matters that are deemed to have a material impact on the listed company due to the action in question. In general, it is a comparison of superiority of the companies involved in terms of scale, etc.

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