

TSE Urgent Notice



Aug. 3, 2021
Listing Department
Tokyo Stock Exchange, Inc.

Designation of Securities Under Supervision (Confirmation)

TSE has designated an issue as Securities Under Supervision (Confirmation) as follows.

1. Issue Name GCA Corporation stock
(Code: 2174, Market Division: 1st Section)

2. Period of Designation as Securities Under Supervision (Confirmation) From Aug. 3, 2021 (Tue.) to the day when TSE determines whether the company has fallen under the delisting criteria

- Provision Enforcement Rules for Securities Listing Regulations, Rule 605, Paragraph 1, Item (21)-2 and Item (21)-3 of the same paragraph
(due to falling under a case where a special controlling shareholder has made an announcement, etc. equivalent to disclosing information regarding a decision that it makes to demand the sale of shares, etc. or a case where the board of directors has made a resolution on a reverse stock split with a split ratio at which the number of all the shares owned by shareholders other than a specified party will be less than one share)

3. Reason Today, GCA Corporation (hereinafter "the Company") indicated approval of a takeover bid to be made by Houlihan Lokey, Inc. (unlisted on TSE) (hereinafter "the bidder") for shares of the Company, which is premised on a subsequent delisting of the shares.
The Company has made the following announcement:
 - (1) If the takeover bid is completed with the bidder acquiring 90% or more of the total voting rights of the Company, the bidder will demand the sale of all the remaining shares; and
 - (2) If the takeover bid is completed with the bidder failing to acquire 90% or more of the total voting rights of the Company, the bidder will demand that the Company put forth, at a general shareholders meeting after the completion of the takeover bid, an agenda item regarding a reverse stock split with a split ratio at which the number of shares held by shareholders of the Company other than the bidder will be less than one share.In the case of the above (1), if the Company approves the demand, the stock of the Company will be delisted. In the case of the above (2), if the agenda item is approved in a resolution at the general shareholders meeting of the Company,

the stock of the Company will be delisted. As such, based on this announcement, TSE deems that the stock of the Company is likely to be delisted and designates such stock as Securities Under Supervision (Confirmation).

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