

[Translation]



March 8, 2024

To whom it may concern:

Company name: MEDLEY, INC.
Representative: Kohei Takiguchi
President and Chief Executive Officer
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Notice Regarding Results of Tender Offer for GUPPY's Inc. Share Certificates, etc. (Securities Code: 5127)

At the meeting of the board of directors held on January 19, 2024, Medley, Inc. (the "Offeror") resolved to acquire the share certificates, etc. of GUPPY's Inc. (Securities Code: 5127, listed on the Growth Market of Tokyo Stock Exchange, Inc. (the "TSE"); the "Target") through a tender offer (the "Tender Offer") pursuant to the Financial Instruments and Exchange Act (Act No. 25 of 1948; as amended; the "FIEA"), implemented the Tender Offer from January 22, 2024, and ended the Tender Offer on March 7, 2024. The Offeror hereby gives notice of the results thereof as follows.

Particulars

1. Overview of the Purchase, etc.

(1) Name and Location of the Offeror

Medley, Inc.
10-1 Roppongi 6-chome, Minato-ku, Tokyo

(2) Name of the Target

GUPPY's Inc.

(3) Class of Shares Certificates, etc. Pertaining to the Purchase, etc.

(i) Common shares (the "Target Shares")

(ii) Share options

Series 5 share options issued pursuant to the resolution at the shareholders meeting of the Target held on August 24, 2019 and the resolution at the meeting of the board of directors of the Target held on October 17, 2019 (the "Series 5 Share Options" or the "Share Options") (exercise period from November 1, 2021 to August 23, 2029)

(4) Number of Share Certificates, etc. to be Purchased

Class of Share Certificates, etc.	Number to be Purchased	Minimum Number to be Purchased	Maximum Number to be Purchased
Common shares	1,677,274 shares	392,800 shares	— shares

Total	1,677,274 shares	392,800 shares	— shares
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(Note 1) If the total number of share certificates, etc. tendered in the Tender Offer (the “Tendered Share Certificates, etc.”) is less than the minimum number of shares to be purchased (392,800 shares), the purchase, etc. of all of the Tendered Share Certificates, etc. will not be carried out. If the total number of the Tendered Share Certificates, etc. is at least the minimum number of shares to be purchased (392,800 shares), the purchase, etc. of all of the Tendered Share Certificates, etc. will be carried out. Please note that the minimum number of shares to be purchased (392,800 shares) is the number of shares calculated by subtracting the number of Target Shares held by Mr. Yoshimitsu Hida and by Guppy Co. Ltd., who have agreed not to tender in the Tender Offer (2,176,000 shares; the “Shares Not Planned to be Tendered”) (Mr. Yoshimitsu Hida and Guppy Co. Ltd. are collectively referred to as the “Planned Non-Tendering Shareholders”), from the number of shares (2,568,800 shares) calculated by multiplying 38,532, which is the number of voting rights of the total number of issued shares as of November 30, 2023 stated in the first quarter report for the 24th fiscal year submitted by the Target as of January 15, 2024 (3,685,300 shares) plus the number of underlying Target Shares of the outstanding share options as of this date that can be exercised (according to the Target, 276 Series 5 Share Options and 60 Series 6 Share Options issued pursuant to the resolution at the shareholders meeting of the Target held on November 27, 2020 and the resolution at the meeting of the board of directors of the Target held on November 27, 2020) (168,000 shares) (3,853,300 shares) minus the number of treasury shares held by the Target as of November 30, 2023 stated in the “Financial Results for the First Quarter of the Fiscal Year Ending August 31, 2024 (Japanese standards) (Non-Consolidated)” announced by the Target as of January 12, 2024 (26 shares) (3,853,274 shares; hereinafter the “Base Number of Shares”), by $\frac{2}{3}$ (25,688 voting rights), and multiplying that by the number of shares comprising one share unit of the Target (100 shares).

(Note 2) A maximum number to be purchased has not been set in the Tender Offer, so the largest number of Target Shares that the Offeror will purchase, etc. in the Tender Offer (1,677,274 shares) is stated for the number to be purchased. This is the number of shares (1,677,274 shares) calculated by subtracting the Shares Not Planned to be Tendered (2,176,000 shares) from the Base Number of Shares (3,853,274 shares).

(Note 3) The treasury shares held by the Target are not planned to be acquired through the Tender Offer.

(Note 4) It is possible that Share Options will be exercised by the last day of the period for purchases, etc. in the Tender Offer (the “Tender Offer Period”), but the Target Shares that are issued or delivered by such exercise will also be subject to the Tender Offer.

(Note 5) Shares that are less than one unit are also subject to the Tender Offer. If a shareholder exercises its right to request purchase of shares under the Companies Act (Act No. 86 of 2005, as amended) with respect to shares that are less than one unit, the Target may conduct a stock buyback during the Tender Offer Period through the procedures provided for by laws and regulations.

(5) Period for Purchase, etc.

(i) Purchase Period Originally Specified in the Tender Offer Statement

From January 22, 2024 (Monday) to March 7, 2024 (Thursday) (32 business days)

(ii) Possibility of Extension Based on a Request by the Target

Not applicable.

(6) Price for Purchase, etc.

(i) 3,250 yen per one common share

(ii) 1 yen per one unit of Series 5 Share Options

2. Results of Purchase, etc.

(1) Outcome of the Tender Offer

The Tender Offer includes the condition that if the total number of Tendered Share Certificates, etc. is less than the minimum number of shares to be purchased (392,800 shares), the purchase, etc. of all of the Tendered Share Certificates, etc. will not be carried out, but as the total number of Tendered Share Certificates, etc. (1,474,085 shares) was at least the minimum number of shares to be purchased (392,800 shares), the purchase, etc. of all of the Tendered Share Certificates, etc. will be carried out as stated in the public notice for commencement of tender offer and the tender offer statement.

(2) Date of Public Notice of Tender Offer Results and Name of Newspapers Publishing Public Notice

Pursuant to the provisions of Article 27-13(1) of the FIEA, the results of the Tender Offer were announced to the press on March 8, 2024 at the TSE by the method set forth in Article 9-4 of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965, as amended) and Article 30-2 of the Cabinet Office Order on Disclosure Required for Tender Offer for Share Certificates, etc. by Persons Other than Issuer (Ordinance of the Ministry of Finance No. 38 of 1990, as amended; the “Cabinet Order”).

(3) Number of Share Certificates, etc. for Which Purchase, etc. Was Carried Out

Type of Share Certificates, etc.	(i) Number of Tendered Share Certificates, etc. Converted into Shares	(ii) Number of Purchased Share Certificates, etc. Converted into Shares
Share certificates	1,474,085 shares	1,474,085 shares
Share option certificates	— shares	— shares
Bonds with share options	— shares	— shares
Trust beneficiary certificates for share certificates, etc. ()	— shares	— shares
Depository receipts for share certificates, etc. ()	— shares	— shares
Total	1,474,085 shares	1,474,085 shares
(Total number of potential share certificates, etc.)	—	(— shares)

(4) Share Certificate, etc. Ownership Ratio after Purchase, etc.

Number of voting rights pertaining to share certificates, etc. held by the Offeror before purchase, etc.	— units	(Ownership ratio of share certificates, etc. before purchase, etc.: —%)
Number of voting rights pertaining to share certificates, etc. held by specially related parties before purchase, etc.	21,760 units	(Ownership ratio of share certificates, etc. before purchase, etc.: 56.47%)
Number of voting rights pertaining to share certificates, etc. held by the Offeror after	14,740 units	(Ownership ratio of share certificates, etc. after purchase, etc.: 38.25%)

purchase, etc.		
Number of voting rights pertaining to share certificates, etc. held by specially related parties after purchase, etc.	21,760 units	(Ownership ratio of share certificates, etc. after purchase, etc.: 56.47%)
Number of voting rights of all shareholders of the Target	36,298 units	

(Note 1) “Number of voting rights pertaining to share certificates, etc. held by specially related parties before purchase, etc.” and “Number of voting rights pertaining to share certificates, etc. held by specially related parties after purchase, etc.” states the total number of voting rights pertaining to share certificates, etc. held by each of the specially related parties (excluding, however, those excluded as specially related parties in accordance with Article 3(2)(i) of the Cabinet Order for the calculation of the ownership ratio of share certificates in Article 27-2(1) of the FIEA).

(Note 2) “Number of voting rights of all shareholders of the Target” is the number (stated with the number of shares in one unit as 100 shares) of voting rights of all shareholders as of August 31, 2023 set forth in the 23rd Securities Report submitted by the Target on November 30, 2023 (the “Target Securities Report”). However, because shares that are less than one unit (excluding treasury shares that are less than one unit held by the Target) and Target Shares that can be issued or delivered through the exercise of the Share Options were also subject to the Tender Offer, in the calculation of the “ownership ratio of share certificates, etc. before purchase, etc.” and the “ownership ratio of share certificates, etc. after purchase, etc.,” the calculation is carried out with the number of voting rights (38,532 units) pertaining to the Base Number of Shares (3,853,274 shares) as the denominator.

(Note 3) The “ownership ratio of share certificates, etc. before purchase, etc.” and the “ownership ratio of share certificates, etc. after purchase, etc.” are rounded off to two decimal places.

(5) Calculation in the Case Of Purchase, etc. Using Pro Rata Method

Not applicable.

(6) Method of Settlement

(i) Name of the financial instruments business operator, bank, etc. that is settling the purchase, etc. and the location of its head office

Mizuho Securities Co., Ltd.: 5-1 Otemachi 1-chome, Chiyoda-ku, Tokyo

(ii) Commencement date of settlement

March 14, 2024 (Thursday)

(iii) Method of settlement

Without delay after the end of the Tender Offer Period, the written notice of the purchase, etc. through the Tender Offer will be mailed to the addresses of the shareholders who tendered in the Tender Offer (“Tendering Shareholders, etc.”) (or of their standing proxies in the case of shareholders who are foreign residents (including institutional shareholders; “Foreign Shareholders”)). The purchase will be settled in cash. Without delay on or after the commencement date of the settlement, in accordance with the instructions of the Tendering Shareholders, etc. (or their standing proxies in the case of Foreign Shareholders), the sale price pertaining to purchased share certificates, etc. will either be remitted by the tender offer agent to the location designated by the Tendering Shareholders, etc. (or by their standing proxies in the case of Foreign Shareholders) or paid to the accounts of the Tendering Shareholders, etc. from whom the tender offer agent received tenders.

3. Policies, etc. after the Tender Offer and Future Outlook

Regarding policies, etc. after the Tender Offer and future outlook, there are no changes to the content stated in “Notice Regarding Commencement of Tender Offer for GUPPY’s Inc. Share Certificates, etc. (Securities Code: 5127)” published on January 19, 2024.

In addition, the Offeror plans to implement a series of procedures (the “Squeeze-Out Procedures”) to make the Offeror and Planned Non-Tendering Shareholders the sole shareholders of the Target and delist the Target Shares.

Specifically, promptly after the completion of settlement of the Tender Offer, the Offeror plans to make a demand to the Target to convene an extraordinary shareholders meeting (the “Extraordinary Shareholders Meeting”) at which the agenda items will include the share consolidation and a partial amendment to the Target’s articles of incorporation to abolish the provisions on share units on the condition that the share consolidation takes effect. Furthermore, the Offeror plans to approve those agenda items at the Extraordinary Shareholders Meeting. In addition, as of this date, the date of the Extraordinary Shareholders Meeting is planned to be in late April 2024.

As of today, the Target Shares are listed on the Growth Market of the TSE, but in the event that the Squeeze-Out Procedures are implemented, in accordance with the delisting criteria set out by the TSE, the Target Shares will be delisted through prescribed procedures. After delisting, the Target Shares will not be able to be traded on the Growth Market of the TSE. Future procedures are planned to be promptly announced by the Target as soon as they are determined after consultation with the Target.

4. Locations Where a Copy of the Tender Offer Report is Available for Public Inspection

Medley, Inc.
(10-1 Roppongi 6-chome, Minato-ku, Tokyo)
Tokyo Stock Exchange, Inc.
(2-1 Nihonbashi Kabutocho, Chuo-ku, Tokyo)

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