

(TRANSLATION)

February 4, 2022

To whom it may concern:

Company Name:	GC Holdings Co., Ltd.
Name of Representative:	Wataru Kojima Representative Director

Notice Concerning Commencement of Tender Offer for Share Certificates of
GOO CHEMICAL CO., LTD. (Securities Code: 4962)

GC Holdings Co., Ltd. (the "Offeror") hereby announces that on February 4, 2022, it has decided to acquire the common shares (the "Target's Shares") of GOO CHEMICAL CO., LTD. (Securities Code: 4962, listed on the Tokyo Stock Exchange, Inc. (the "TSE"), Second Section; hereinafter the "Target") through tender offer (the "Tender Offer") pursuant to the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended).

The Offeror is a stock company incorporated on January 14, 2022 for the primary purpose of holding the Target's Shares and to control and manage the Target's business activities. As of today, all of the Offeror's issued shares are directly held by MCP5 Investment Business Limited Liability Partnership, a fund in which MCP Capital Co. Ltd. (hereinafter referred to as "MCP" collectively with MCP Partners Co., Ltd. that holds all of the issued shares of MCP Capital Co., Ltd.) invests in and provides services to concerning relevant operations. As of today, MCP, MCP5 Investment Business Limited Liability Partnership, and the Offeror do not own any of the Target's Shares.

MCP, since the incorporation of MCP Partners Co., Ltd. on February 22, 2000, has been providing services of private equity investment and related operations. Over the recent 21 years, MCP has, through the funds to which it provides services to, made a total of 34 investments such as in JAPAN PURE CHEMICAL CO., LTD., JCU Corporation (formerly EBARA UDYLITE CO., LTD.), SDS Biotech K.K., OAT Agrio Co., Ltd., NOMURA CORPORATION, TDM, Co. Ltd., New-Quick CO. LTD., NISSEI Limited, TAKASAKIJIMUKI Corporation, KOMINE CO., LTD., and JAPAN HOME SHIELD CORPORATION. MCP has a goal to achieve growth of small to medium-sized companies by not only providing financing solution but by providing management advisory support based on a middle to long-term perspective on various issues faced by the companies and aims to enhance corporate value together with the invested companies.

The Offeror has decided to conduct this Tender Offer to acquire all of the shares of the Target listed on the second section of the TSE (excluding the treasury shares held by the Target and the Target's Shares held by GOO Sangyo Co., Ltd. ("Goo Sangyo ") (Number of shares held: 1,210,000 shares, Shareholding Ratio (Note 1): 19.23%) (the "GOO Sangyo's Non-Tendering Shares"), a company which all of its issued shares (excluding the treasury shares) are held by Mr. Haruki Fujimura ("Mr. Fujimura"), President and Representative Director of the Target, and which manages the assets of the Target, and is the largest shareholder of the Target) as part of the series of transactions to take the Target's Shares private.

(Note 1): "Shareholding Ratio" refers to the ratio (rounded to the second decimal place) against 6,292,118 shares, i.e., the total number of issued shares (6,992,000 shares) as of December 31, 2021 indicated in the Target's Financial Summary for the 3rd Quarter of the Fiscal Year Ending in March 2022 (JGAAP) (consolidated) announced by the Target on February 4, 2022 less the number of treasury shares (699,882 shares) held by the Target as of December 31, 2021).

The Transaction is conducted as part of the so-called Management Buyout (MBO) (Note 2), which is conducted for the purpose of friendly acquisition of all of the Target's Shares (excluding the treasury shares held by the Target and the GOO Sangyo's Non-Tendering Shares) and is supported by the Target's board of directors. Also, Mr. Fujimura (Number of shares held: 203,100 shares (Note 3), Shareholding Ratio: 3.23%) is scheduled to continue to assume management of the Target after the Tender Offer is successfully completed. To cause Mr. Fujimura to share a common goal with the Offeror to enhance the corporate value, the Offeror and Mr. Fujimura executed an investment agreement on February 4, 2022, pursuant to which, on condition that the series of transactions to be executed after the successful completion of the Tender Offer to cause the Offeror and GOO Sangyo to be the sole shareholders of the Target and to take the Target's Share private (the "Squeeze-out Process") is completed, Mr. Fujimura will invest 20% in the Offeror.

(Note 2) "Management Buyout (MBO)" refers to a transaction in which the offeror carries out a tender offer based on an agreement with the officers of the target, and shares a common interest with such officer of the target.

(Note 3) Mr. Fujimura indirectly holds the Target's Shares equivalent to 733 shares (fractional shares discarded) as his equity ownership through the Target's officers' stock ownership association. However, the above number of shares held by Mr. Fujimura (203,100 shares) does not include 733 shares of the Target's Shares indirectly held by him through the above officers' stock ownership association.

The Outline of the Tender Offeror is as follows.

- (1) Name of the Target:

GOO CHEMICAL CO., LTD.

- (2) Type of share certificates, etc. to be purchased:

Common shares

- (3) Tender offer period:

From February 7, 2022 (Monday) through March 23, 2022 (Wednesday) (30 business days)

- (4) Price of tender offer:

JPY 1,730 per common share

- (5) Number of share certificates, etc. to be purchased:

Type of share certificates, etc.	Number of shares scheduled to be purchased	Minimum number of shares scheduled to be purchased	Maximum number of shares scheduled to be purchased
Common shares	5,082,118 shares	2,984,800 shares	- shares
Total	5,082,118 shares	2,984,800 shares	- shares

- (6) Commencement date of settlement:

March 30, 2022 (Wednesday)

- (7) Tender offer agent:

Nomura Securities Co., Ltd.

13-1, Nihombashi 1-chome, Chuo-ku, Tokyo

For specific details of the Tender Offer, please refer to the Tender Offer Statement to be filed by the Offeror in connection with the Tender Offer on February 7, 2022.

END

[Soliciting Regulations]

This Press Release is intended to announce the Tender Offer to the public and has not been prepared for the purpose of soliciting an offer to sell shares. If shareholders wish to make an offer to sell their shares, they should first read the Tender Offer Explanation Statement concerning the Tender Offer and make an offer to sell their shares at their own discretion. This press release shall neither be, nor constitute a part of, an offer or solicitation to sell, or solicitation of an offer to purchase any securities, and neither this Press Release (or a part of this Press Release) nor its distribution shall be interpreted to constitute the basis of any agreement in relation to the Tender Offer, and this Press Release may not be relied upon at the time of entering into any such agreement.

[U.S. Regulations]

The Tender Offer will be implemented in compliance with the procedures and information disclosure standards that are stipulated by the Financial Instruments and Exchange Act of Japan but these procedures and standards are not necessarily the same as those of the U.S. In particular, the Securities Exchange Act of 1934 of the U.S., Article 13 (e) and Article 14 (d) and the rules stipulated thereunder do not apply to the Tender Offer and the Tender Offer are not in accordance with these procedures and standards.

All procedures concerning the Tender Offer shall be conducted in Japanese unless otherwise indicated. All or part of the documents concerning the Tender Offer will be prepared in English, however, if any inconsistency arises between such English document and the Japanese documents, the Japanese document shall prevail.

[Forward-looking statements]

This Press Release contains forward-looking statements defined in Article 27A of the U.S. Securities Act of 1933 (as amended) and Article 21E of the U.S. Securities Act of 1934. Actual results may be significantly different from the forecasts expressly indicated or implied as “forward-looking statements” due to known or unknown risks, uncertainties, and other factors. The Offeror, the Target, or their affiliate cannot promise that forecasts expressly indicated or implied as “forward-looking statements” will turn out to be correct. The “forward-looking statements” in this Press Release were prepared based on information held by the Offeror and the Target as of the date of this Press Release and unless obligated by laws, the Offeror, Target, or their affiliate shall have no obligation to update or revise such description to reflect such future events or circumstances. All financial information in this Press Release are based on Japanese Generally Accepted Accounting Principals ("J-GAAP"), which may significantly be different from the generally accepted accounting standards of the US or other countries. The Offeror and the Target are companies incorporated outside of the U.S. and as some or all of their officers are not U.S. residents, it may be difficult to exercise the rights and demands that arise under U.S. securities laws. It might not be possible to file legal procedures

in courts outside of the U.S, towards non-U.S. companies and its officers on grounds of breach of U.S. securities laws. In addition, jurisdiction of the U.S. courts might not be admitted towards non-U.S. companies and such companies' subsidiaries and affiliates.

The Offeror, the respective financial advisor of the Offeror and the Target, and the Tender Offer Agent (including their related parties) may, within their ordinary course of business, purchase, or conduct any act toward the purchase of, the shares of the Target for their own account or for their customers' accounts outside the Tender Offer prior to the commencement of the Tender Offer or during the Tender Offer in accordance with the requirements of Rule 14e-5(b) under the Securities Exchange Act of 1934 of the U.S. to the extent permitted under the Financial Instruments and Exchange Act and other applicable laws and regulations in Japan. If any information concerning such purchase is disclosed in Japan, the disclosure of such information will be made in English on the website of the person who made such purchase (or other disclosing methods.)

[Other Countries]

The announcement, issuance, or distribution of this Press Release may be legally restricted in some countries or territories. In such case, shareholders should be aware of and comply with such restriction. The announcement, issue or distribution of this Press Release shall not be interpreted as an offer to purchase or solicitation of an offer to sell shares concerning the Tender Offer, but simply as a distribution of information.