

Securities identification code: 2174

March 8, 2021

To our shareholders:

Akihiro Watanabe
Representative Director
GCA Corporation
1-11-1 Marunouchi, Chiyoda-ku,
Tokyo, Japan

NOTICE OF THE 13TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the 13th Ordinary General Meeting of Shareholders of GCA Corporation (the “Company”), which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights by postal mail or over the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders.

Details of the General Meeting of Shareholders

- 1. Date and time:** 10:00 a.m. Wednesday, March 24, 2021 (Japan Standard Time)
- 2. Venue:** GCA Corporation Seminar Room
30F, Pacific Century Place Marunouchi,
1-11-1 Marunouchi, Chiyoda-ku, Tokyo, Japan

3. Purposes:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 13th Term (from January 1, 2020 to December 31, 2020), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee
2. Non-Consolidated Financial Statements for the 13th Term (from January 1, 2020 to December 31, 2020)

Items to be resolved:

- Proposal:** Election of nine (9) Directors (excluding Directors who are Audit & Supervisory Committee Members)

In accordance with the law and Article 14 of the Articles of Incorporation of the Company, “Status of Share Acquisition Rights” of the Business Report, “Notes to Consolidated Financial Statements” attached to the Consolidated Financial Statements and “Notes to Non-Consolidated Financial Statements” attached to the Non-Consolidated Financial Statements among the documents that should be attached to this notice of the general meeting of shareholders are posted on the website of the Company (<https://www.gcaglobal.co.jp>) on the Internet, so are not described in this document. Accordingly, this document is part of the Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements that were audited when the Audit Report was prepared by the Audit & Supervisory Committee and the Accounting Audit Report was prepared by the Accounting Auditor.

For those attending, please present the enclosed Voting Rights Exercise Form at the reception desk on arrival at the meeting. Any corrections in the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-Consolidated Financial Statements, or the Consolidated Financial Statements will be posted on the Company’s website (<https://www.gcaglobal.co.jp>).

Reference Documents for the General Meeting of Shareholders

Proposal: Election of nine (9) Directors (excluding Directors who are Audit & Supervisory Committee Members)

The term of office of all nine (9) Directors (excluding Directors who are Audit & Supervisory Committee Members) will expire at the conclusion of this meeting. Accordingly, the Company proposes the election of nine (9) Directors (excluding Directors who are Audit & Supervisory Committee Members). The Audit & Supervisory Committee had no opinions on this proposal.

The candidates for Directors (excluding Directors who are Audit & Supervisory Committee Members) are as follows:

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Akihiro Watanabe (February 18, 1959)	<p>October 1980 Joined Heiwa Auditing Corporation</p> <p>May 1982 Joined the NY Office of Peat Marwick Mitchell & Co. (now: KPMG LLP)</p> <p>July 1990 Appointed Partner of the NY Office of Peat Marwick Mitchell & Co.</p> <p>July 1994 Appointed Representative Director of KPMG Corporate Finance K.K.</p> <p>October 2002 Appointed Visiting Professor at the Graduate School of Business Administration, Kobe University</p> <p>April 2004 Appointed Representative Director and Partner upon the establishment of GCA Corporation^(Note 2)</p> <p>March 2008 Appointed Representative Director upon the establishment of GCA Savvian Group Corporation (now: GCA Corporation) (present position)</p> <p>February 2014 Appointed Director of MCo Corporation (present position)</p> <p>December 2015 Appointed Outside Director of Maruho Co., Ltd. (present position)</p> <p>March 2017 Appointed Director of GCA FAS Co., Ltd. (present position)</p> <p>June 2019 Appointed Representative Director upon the establishment of GCA Succession Corporation (present position)</p> <p>July 2019 Appointed Representative Director and Managing Director upon the establishment of GCA Advisors Corporation (present position)</p> <p>April 2020 Appointed Representative Director upon the establishment of GCA Partners Corporation (present position)</p> <p>April 2020 Appointed Representative Director upon the establishment of GCA Healthcare Corporation (present position)</p>	3,851,900
<p>Reasons for nomination as a candidate for Director:</p> <p>Akihiro Watanabe has been responsible for management of the entire group over many years as the founder of the Company. This has contributed to an improvement in our corporate value. We expect that he will be able to continue providing strong leadership in the future based on his track record, abilities, long experience in M&A advisory work and abundant experience as a company executive. Therefore, the Company has nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)		Number of the Company's shares owned
2	Todd J. Carter (September 29, 1963)	January 1988	Joined Smith Barney (now: Citigroup Global Markets Inc.)	1,591,489 (Notes 3, 4)
		May 1991	Joined McKinsey & Company	
		January 1993	Joined Robertson Stephens, Inc.	
		April 2001	Appointed President of Robertson Stephens, Inc.	
		July 2003	Appointed Managing Director of Savvian Advisors, LLC. (now: GCA Advisors, LLC.) (present position)	
		March 2008	Appointed Director upon the establishment of GCA Savvian Group Corporation (now: GCA Corporation) (present position)	
		July 2016	Appointed Director of Providence Service Corporation (now: ModivCare Inc.) (present position)	
Reasons for nomination as a candidate for Director: Todd J. Carter has been responsible for management as a Director of the Company and our U.S. subsidiary over many years. This has contributed to an improvement in our corporate value. We expect that he will be able to continue providing strong leadership in the future based on his track record, abilities, long experience in M&A advisory work and abundant experience as a company executive. Therefore, the Company has nominated him as a candidate for Director.				
3	Geoffrey D. Baldwin (February 2, 1965)	August 1987	Joined Kidder, Peabody & Co.'s M&A Group	377,313 (Note 3)
		February 1989	Joined Morgan Grenfell's M&A Group	
		May 1992	Joined Salomon Smith Barney's Investment Banking Division	
		November 1998	Joined Morgan Stanley's M&A Group and appointed Managing Director	
		July 2003	Appointed Managing Director of Savvian Advisors, LLC. (now: GCA Advisors, LLC.) (present position)	
		September 2009	Appointed Director of GCA Savvian Group Corporation (now: GCA Corporation) (present position)	
		September 2014	Appointed Non-Executive Chairman of Unify Square, Inc. (present position)	
		September 2020	Appointed Director of Gravity Diagnostics (present position)	
Reasons for nomination as a candidate for Director: Geoffrey D. Baldwin has been responsible for management as a Director of the Company and our U.S. subsidiary over many years. This has contributed to an improvement in our corporate value. We expect that he will be able to continue providing strong leadership in the future based on his track record, abilities, long experience in M&A advisory work and abundant experience as a company executive. Therefore, the Company has nominated him as a candidate for Director.				
4	Phil Adams (March 6, 1967)	August 1992	Joined Arthur Andersen	732,660 (Note 5)
		November 1996	Joined Altium Corporate Finance Group Limited (now: GCA Altium Corporate Finance Limited)	
		October 2010	Appointed CEO of Altium Corporate Finance Group Limited (present position)	
		July 2016	Appointed Director of the Company (present position)	
Reasons for nomination as a candidate for Director: Phil Adams has been responsible for management as a Director of our European subsidiary. This has contributed to an improvement in our corporate value. We expect that he will be able to continue providing strong leadership in the future based on his track record, abilities, long experience in M&A advisory work and abundant experience as a company executive. Therefore, the Company has nominated him as a candidate for Director.				

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)		Number of the Company's shares owned
5	Sascha Pfeiffer (March 5, 1974)	February 1999	Joined Allianz Global Investors (fka Deutscher Investment Trust)	1,055,661 (Note 5)
		August 2000	Joined Close Brothers	
		April 2005	Joined Close Brothers Corporate Finance (now: DC Advisory)	
		May 2009	Appointed Managing Director of DC Advisory	
		February 2013	Appointed Managing Director of Altium Corporate Finance Group Limited (now: GCA Altium Corporate Finance Limited) (present position)	
		July 2016	Appointed Director of the Company (present position)	
<p>Reasons for nomination as a candidate for Director:</p> <p>Sascha Pfeiffer has been responsible for management as a Director of our European subsidiary. This has contributed to an improvement in our corporate value. We expect that he will be able to continue providing strong leadership in the future based on his track record, abilities, long experience in M&A advisory work and abundant experience as a company executive. Therefore, the Company has nominated him as a candidate for Director.</p>				
6	Alexander M. Grünwald (April 11, 1972)	January 1994	Founded Chiquita Colton PGD Austria	1,178,575 (Note 5)
		January 1998	Co-founded March Fifteen	
		January 2003	Joined Altium Capital (now: GCA Altium Limited)	
		February 2004	Appointed Managing Director of Altium Corporate Finance Group Limited (now: GCA Altium Corporate Finance Limited) (present position)	
		July 2016	Appointed Director of the Company (present position)	
<p>Reasons for nomination as a candidate for Director:</p> <p>Alexander M. Grünwald has been responsible for management as a Director of our European subsidiary. This has contributed to an improvement in our corporate value. We expect that he will be able to continue providing strong leadership in the future based on his track record, abilities, long experience in M&A advisory work and abundant experience as a company executive. Therefore, the Company has nominated him as a candidate for Director.</p>				

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
7	Ritsuko Nonomiya (November 28, 1961)	<p>September 1987 Joined Peat, Marwick, Mitchell & Company (now: KPMG LLP)</p> <p>April 1997 Appointed Partner of KPMG Corporate Finance K.K.</p> <p>November 2000 Joined UBS Warburg Japan (now: UBS Securities Japan Co., Ltd.)</p> <p>January 2005 Appointed Managing Director of UBS Warburg Japan</p> <p>July 2008 Appointed Senior Vice President and Business Development Leader of GE Capital Asia Pacific Ltd.</p> <p>April 2013 Appointed Senior Executive Officer and Business Development Leader of GE Capital Japan, GE Japan Inc.</p> <p>December 2013 Joined GCA Savvian Corporation (now: GCA Corporation) and appointed Managing Director</p> <p>March 2017 Appointed Director of the Company (present position)</p> <p>July 2019 Appointed Executive Officer and Managing Director upon the establishment of GCA Advisors Corporation (present position)</p> <p>March 2020 Appointed Director of GCA Advisors Corporation (present position)</p> <p>March 2020 Appointed External Audit & Supervisory Board Member of Shiseido Company, Limited (present position)</p> <p>June 2020 Appointed Outside Director of NAGASE & CO., LTD. (present position)</p>	—
<p>Reasons for nomination as a candidate for Director:</p> <p>Ritsuko Nonomiya has abundant experience and knowledge in M&A advisory work over many years. Therefore, the Company has nominated her as a candidate for Director to continue making use of her experience and knowledge to improve the corporate value of the Company.</p>			
8	John F. Lambros (July 14, 1965)	<p>July 1994 Joined Morgan Stanley</p> <p>April 2000 Joined Into Networks</p> <p>April 2004 Joined Savvian Advisors, LLC. (now: GCA Advisors, LLC.) and appointed Director</p> <p>January 2007 Appointed Managing Director of Savvian Advisors, LLC. (now: GCA Advisors, LLC.) (present position)</p> <p>March 2018 Appointed Director of the Company (present position)</p> <p>October 2020 Appointed Director of Genesco Inc. (present position)</p>	85,981 (Note 3)
<p>Reasons for nomination as a candidate for Director:</p> <p>John F. Lambros has abundant experience and knowledge in M&A advisory work over many years. Therefore, the Company has nominated him as a candidate for Director to continue making use of his experience and knowledge to improve the corporate value of the Company.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
9	Akikazu Ida (July 23, 1964)	<p>April 1987 Joined Data Communications Systems Division of Nippon Telegraph and Telephone Corporation (NTT) (now: NTT DATA Corporation)</p> <p>January 2000 Joined Dresdner Kleinwort Benson, Tokyo Office</p> <p>June 2006 Joined UBS Securities Japan Ltd., Tokyo Office (now: UBS Securities Japan Co., Ltd.)</p> <p>November 2013 Joined GCA Savvian Corporation (now: GCA Corporation) and appointed Managing Director</p> <p>March 2017 Appointed Director of Amplia Corporation (now: GCA Technovation Corporation)</p> <p>March 2018 Appointed Representative Director of GCA Technovation Corporation (present position)</p> <p>March 2019 Appointed Director of the Company (present position)</p> <p>July 2019 Appointed Executive Officer and Managing Director upon the establishment of GCA Advisors Corporation (present position)</p> <p>March 2020 Appointed Director of GCA Advisors Corporation (present position)</p>	72,500
<p>Reasons for nomination as a candidate for Director:</p> <p>Akikazu Ida has abundant experience and knowledge in M&A advisory work over many years. Therefore, the Company has nominated him as a candidate for Director to continue making use of his experience and knowledge to improve the corporate value of the Company.</p>			

Notes:

- There is no special interest between the candidates and the Company.
- GCA Corporation, which was established on April 1, 2004, changed its name to GCA Holdings Corporation on September 3, 2007. This company was split on the same date to establish a new company called GCA Corporation. The newly established GCA Corporation changed its name to GCA Savvian Corporation on March 3, 2008.
GCA Holdings Corporation merged with GCA Savvian Corporation on December 31, 2012. GCA Savvian Group Corporation merged with GCA Holdings Corporation on the same date.
GCA Savvian Group Corporation changed its name to GCA Savvian Corporation on April 1, 2013.
GCA Savvian Corporation changed its name to GCA Corporation on July 31, 2016.
- Todd J. Carter, Geoffrey D. Baldwin and John F. Lambros hold their shares in the Company in an omnibus account at the Bank of America Merrill Lynch. These shares are listed as the MLPFS CUSTODY ACCOUNT in the shareholder register.
- Todd J. Carter has entrusted 265,200 of his 1,591,489 shares in the Company to Five C Partners LP, a California Limited Partnership. These shares are listed in the shareholder register under the name of this company.
- Phil Adams, Sascha Pfeiffer and Alexander M. Grünwald hold their shares in the Company at AGCA HOLDINGS LIMITED. These shares are listed as AGCA HOLDINGS LIMITED in the shareholder register.
- The Company has concluded a contract with an insurance company for directors and officers liability insurance, as provided for in Article 430-3, paragraph (1) of the Companies Act. This insurance policy covers damages arising from liability borne by the insured persons in the course of execution of their duties or claims pertaining to the pursuit of such liability. The candidates will be included in the insurance policy as insured persons. Moreover, when it comes time for renewal of the insurance policy, the Company plans to renew it with the same details.