



September 18, 2020

Company Name	Universal Entertainment Corporation
Representatives	Jun Fujimoto Representative Director and President (JASDAQ · Code : 6425)
Contact	Toji Takeuchi Executive Officer Corporate Planning Office
TEL:	+81-3-5530-3055 (switchboard)

## **Consent Solicitation and Exchange Offer- Notes Issued in 2018, and the Proposed Issuance of Additional Notes**

Universal Entertainment Corporation (the “Company”) announces that, with respect to its US\$ 600 million Notes due 2021 privately placed outside Japan in December 2018 (the “Existing Notes”), today it determined the following terms and conditions for (i) a consent solicitation (the “Consent Solicitation”) and (ii) exchange offer (and amend certain provisions relating to the Existing Notes) (the “Exchange Offer”, together with the Consent Solicitation, the “Offer”). The Consent Solicitation intends to amend the maturity date and other original terms of the Existing Notes and the note purchase agreement relating to the Existing Notes (the “Note Purchase Agreement”) as stated in 1 (c) below. The Exchange Offer intends to exchange the Existing Notes with the new notes which contains the amended terms of the Existing Notes as stated in 1 (c) below (the “New Notes”).

- (i) Upon obtaining consents of 100% the Eligible Holders (as defined below) of the outstanding Existing Notes (the “100% Consent”), the Company will amend the terms of the Existing Notes in accordance with the procedure stated in 1 (a) below (the “100% Consent Amendments”); and
- (ii) (if the Company could not obtain the 100% Consent) upon obtaining consents from the Eligible Holders representing at least 75% (but not 100%) of the aggregate principal amount of the outstanding Existing Notes (the “Super Majority Consent”), the Company will exchange the Existing Notes with the New Notes in accordance with the procedure stated in 1 (b) below; and amend certain provisions of the Note Purchase Agreement (the “Super Majority Consent Amendments”, together with the Exchange Offer, the “Exchange/Consent Transaction”).

The 100% Consent Amendments and the Exchange/Consent Transaction are mutually exclusive. The Company intends to consummate the 100% Consent Amendments if possible and, if not, the Exchange/Consent Transaction.

Following (or concurrently with) the consummation of the Consent Solicitation or the Exchange Offer, as the case may be, the Company intends to issue up to an aggregate of US\$100 million in principal amount of additional notes (the “Additional Notes”) for cash. The Additional Notes will constitute part of the same series of the amended Existing Notes (in the event of the 100% Consent) or the New Notes issued pursuant to the Exchange Offer (in the event of the Super Majority Consent), as the case may be. The Company intends to use the cash proceeds from such sale of Additional Notes for general corporate purposes.

### 1. (a) Consent Solicitation

<b>1. Consent Solicitation</b>	<p>Concurrently with the Exchange Offer, the Company is soliciting consents (the “Consents”) for each holders of the outstanding Existing Notes to amend certain provisions of the Existing Notes as stated in 1 (c) below (the “Proposed Amendments”).</p> <p>Each Eligible Holder who validly tendered its Existing Notes in the Exchange Offer will be deemed to have delivered a Consent to the Proposed Amendments with respect to such Existing Notes.</p>
<b>2. Holders solicited</b>	<p>The Offer will only be made to holders of Existing Notes (i) in the United States, who are “qualified institutional buyers (QIB)” as defined in Rule 144A under the U.S. Securities Act and (ii) outside the United States, who are persons other than “U.S. persons” in compliance with Regulation S under the U.S. Securities Act.</p> <p>“Eligible Holders” refers to the holders of Existing Notes who have certified to the Company that they are eligible to participate in the Offer pursuant to at least one of the foregoing conditions.</p>
<b>3. Requisite consents</b>	<p>100% holders of the Existing Notes outstanding are required to approve the Proposed Amendments.</p>
<b>4. Commencement date</b>	<p>September 23, 2020</p>
<b>5. Expiration date</b>	<p>Close of business on September 30, 2020 (U.S. time)</p>
<b>6. Expected</b>	<p>On or around October 7, 2020.</p>

<b>effective date</b>	
<b>7. Fiscal Agent</b>	GLAS Trust Company LLC
<b>8. Marketing Agent</b>	Union Gaming Securities Asia Limited

### 1 (b). Exchange Offer

<b>1. Exchange Offer and consent solicitation for Super Majority Consent Amendments</b>	<p>The Company is offering to the Eligible Holders to exchange the outstanding Existing Notes for New Notes.</p> <p>The Company is also soliciting consents to amend the Note Purchase Agreement to eliminate certain covenants and restrictive provisions relating to the Existing Notes. Eligible Holders who do not consent to the Super Majority Consent Amendments will nonetheless be subject to the amended Existing Notes Agreements if the required consents are received and the Existing Notes Agreements are accordingly amended.</p>
<b>2. Offerees</b>	Eligible Holders
<b>3. Requisite consents</b>	At least 75% holders of the total outstanding amount of Existing Notes are required to approve the Exchange Offer.
<b>4. Commencement date</b>	September 23, 2020
<b>5. Expiration date</b>	Close of business on October 22, 2020 (U.S. time)
<b>6. Expected closing date / effective date</b>	On or around October 29, 2020
<b>7. Fiscal Agent</b>	GLAS Trust Company LLC
<b>8. Marketing Agent</b>	Union Gaming Securities Asia Limited

### 1 (c). Principal Terms of the Proposed Amendment and the New Notes

	<b>Universal Entertainment Corporation Privately Placed Notes due 2024</b>
<b>1. Total amount</b>	US\$ 600 million
<b>2. Issue price</b>	TBD
<b>3. Interest rate</b>	8.5% per annum

<b>4. Maturity</b>	December 11, 2024
<b>5. Redemption at maturity</b>	Redemption in whole at maturity date
<b>6. Guarantee</b>	<p>Guarantors: Tiger Resort Asia Limited (“TRAL”) and Tiger Resort Leisure and Entertainment (“TRLEI”)</p> <p>The Company and TRAL will provide security for the obligation of the Guarantors under the Guarantee and Collateral Agreement (see “7. Collateral” below), and the subsidiaries of the Company which meet certain requirements will provide additional guarantee.</p>
<b>7. Collateral</b>	<p>No collateral securing the New Notes. Security is granted under the Guarantee and Collateral Agreement to secure the obligation of the Guarantors to the noteholders and the collateral agent.</p> <p>The main collateral is as follows:</p> <p>(a) 100% pledge on the shares of TRAL; and</p> <p>(b) 100% pledge on the shares of Brontia Limited.</p>
<b>8. Use of proceeds</b>	No proceeds.

## 2. Principal Terms of Proposed Additional Notes

	<b>Universal Entertainment Corporation privately placed Notes due 2024</b>
<b>1. Total amount</b>	Up to US\$ 100 million
<b>2. Issue price</b>	TBD
<b>3. Interest rate</b>	8.5% per annum
<b>4. Maturity</b>	December 11, 2024
<b>5. Redemption at maturity</b>	Redemption in whole at maturity date
<b>6. Guarantee</b>	<p>Guarantors: Tiger Resort Asia Limited (“TRAL”) and Tiger Resort Leisure and Entertainment (“TRLEI”)</p> <p>The Company and TRAL will provide security for the obligation of the Guarantors under the Guarantee and Collateral Agreement (see “7. Collateral” below), and the subsidiaries of the Company which meet certain requirements will provide additional guarantee.</p>
<b>7. Collateral</b>	No collateral securing the Additional Notes. Security is granted under the Guarantee and Collateral Agreement to secure the obligation of

	<p>the Guarantors to the noteholders and the collateral agent.</p> <p>The main collateral is as follows:</p> <p>(a)100% pledge on the shares of TRAL; and</p> <p>(b)100% pledge on the shares of Brontia Limited.</p>
<b>8. Use of proceeds</b>	General corporate purposes.

### 3. Future Outlook

The Company will promptly announce any items including impacts on performance that merit disclosure should they arise in the future.

*Note: This press release does not constitute an offer of any securities for sale. This Press release has been prepared for release in Japan and for the sole purpose of publicly announcing that the Company has resolved matters relating to the consent solicitation, exchange offer and private placement of additional notes. No offering or sale of the notes will be made domestically in Japan. Furthermore, this press release is not an offer to sell, or the solicitation of an offer to buy, securities in the United States. The securities referred to above have not been, and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act") or the securities laws of any state or other jurisdiction in the United States. The securities may not be offered or sold in the United States or to persons that are acting for the account or benefit of persons in the United States absent registration or an exemption from registration under the Securities Act and any other applicable state securities laws.*