August 31, 2023

To whom it may concern

Company Name	GENDA Inc.	
Name of Representative	President and Representative Director	Mai Shin
(Code No.: 9166 Tokyo Stock Exchange Growth Market)		
Contact information (for inquiries) (e.g. corporate phone number)	Director, CFO and General Manager, Administration Division	Taiju Watanabe
(TEL 03-6281-4781)		

Notice of Dissolution of Joint Venture Agreement regarding Kiddleton and Change of Subsidiary through Stock Transfer

GENDA Inc. (Headquarters: Minato-ku, Tokyo; Representative Director and Chairman of the Board: Nao Kataoka; Representative Director and President: Mai Shin; hereinafter "GENDA") announced today that GENDA and ROUND ONE Corporation (Headquarters: Osaka, Japan; President: Masahiko Sugino; hereinafter "ROUND ONE") have terminated their joint venture agreement regarding Kiddleton, Inc. (Headquarters: Dallas, Texas, U.S.A.; President & CEO: Atsushi Iyoda; hereinafter "Kiddleton"), a joint venture between GENDA and ROUND ONE, and that GENDA will acquire all of Kiddleton's shares held by ROUND ONE as follows. Since the amount of capital of Kiddleton after the Share Acquisition is equal to or more than 10/100 of the amount of capital of the Company, Kiddleton will be a specified subsidiary of GENDA.

1. Dissolution of joint venture agreement

Leveraging the strengths of the two companies, GENDA and ROUND ONE have developed an amusement business in the U.S., focusing on children's amusement arcade and small, non-staffed amusement arcade. After discussing future policies with a view to further growth of both companies, we have reached the conclusion that promoting each company's own growth strategy will contribute to maximizing the corporate value of both companies, and we have decided to dissolve the joint venture agreement.

2. Details of the Dissolution of the Joint Venture Agreement and the Share Acquisition

Upon dissolution of the joint venture agreement with ROUND ONE regarding Kiddleton, we will acquire all shares of Kiddleton (50% of outstanding shares) held by ROUND ONE. As a result, Kiddleton will become a wholly consolidated subsidiary of GENDA.

3. Overview of the Joint Venture (Kiddleton)

(1)	Name	Kiddleton, Inc.
(2)	Location	Dallas, Texas, U.S.A.
(3)	Title and name of representative	President & CEO : Atsushi Iyoda
(4)	Business	Development of Kids Play Zone facilities in the U.S., mini-crane business, etc.
(5)	Capital stock	$3,800 thousand
(6)	Establishment of a company	July 2019
(7)	Investment Ratio	GENDA Inc.: 50%. ROUND ONE Corporation: 50%.
(8)	Net assets and total assets (as of June 2023)	Net assets: $2,579 thousand Total assets:$12,449 thousand

(9)	Operating results of the company for the past three years		
accounting period	Year ending December 31, 2020	Year ending December 31, 2021	Year ending December 31, 2022
Net sales	$142 thousand	$4,592 thousand	$8,946 thousand

4. Dissolution of the Joint Venture Agreement and the Share Acquisition Counterparty (ROUND ONE Corporation)

(1)	Name	ROUND ONE Corporation	
(2)	Location	5-1-60 Namba, Chuo-ku, Osaka-shi, Osaka	
(3)	Title and name of representative	President : Masahiko Sugino	
(4)	Business	Operation of community-based indoor leisure complexes centering on bowling, amusement, karaoke, and Spoccia (time-based facilities centering on sports), etc.	
(5)	capital stock	¥25,326 million (as of June 30, 2023)	
(6)	Date of Establishment	December 25, 1980	
(7)	Listed companies and Relationship with GENDA	Capital ties	na
		Personal relations	na
		Business relations	na
		Related Party Status	na
(8)	Net assets and total assets (as of June 2023)	Net assets: ¥58,244 million Total assets: ¥172,156 million	
(9) Major Shareholders and Shareholding Ratio (As of March 31, 2023)		Shareholder Name	stockholding ratio
		Kimihiko Sugino	21.28%
		Administrative Trust (A027) Trustee SMBC Trust & Banking Co.	12.50%
		The Master Trust Bank of Japan, Ltd.	9.45%
		The Custody Bank of Japan, Ltd.	7.85%
		JP MORGAN CHASE BANK 380055	3.70%
		BNYM AS AGT/CLTS NON TREATY JASDEC	3.05%
		GOLDMAN SACHS INTERNATIONAL	2.45%
		SBI Securities Co.	1.19%
		STATE STREET BANK WEST CLIENT - TREATY 505234	1.01%
		The bank of new york mellon 140044	0.86%

5. Number of shares acquired, acquisition price and status of shares held before and after acquisition

Number of shares held before the change	500 shares (50% ownership)
Number of shares acquired	500 shares
Number of shares held after the change	1,000 shares (100% ownership)

*The acquisition price is undisclosed based on the confidentiality agreement between the parties. The acquisition price is less than 15% of the consolidated net assets as of the end of the immediately preceding consolidated fiscal year and the net assets as of the end of the immediately preceding fiscal year.

6. schedule

Board Resolution	August 31, 2023
Date of execution of share transfer agreement	Mid-September 2023 (scheduled)
Date of share acquisition and dissolution of joint venture agreement	September 29, 2023

7. Future Outlook

As a result of this stock acquisition, Kiddleton will become a wholly consolidated subsidiary during the third quarter of the current fiscal year. We do not expect this acquisition to have a material impact on our group's performance and financial condition for the fiscal year ending January 31, 2024. However, if a significant change in business conditions results in a financial impact, we will disclose such information as soon as it becomes clear.

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