

November 20, 2023

To Our Valued Stakeholders

Company Name	GENDA Inc.	
Name of Representative	Representative Director and President	Mai Shin
	(Code No.: 9166 Tokyo Stock Exchange Growth Market)	
contact information (for inquiries)	Director, CFO	Taiju Watanabe
		(TEL 03-6281-4781)

Notice Concerning Acquisition of INP LLC (Making it a Consolidated Subsidiary), Wholly Owning Parent Company of Japan Popcorn Co.

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 has acquired all of the shares of Japan Popcorn Co., Ltd. (Headquarters: Meguro-ku, Tokyo; Representative President: Keisuke Sato; hereinafter "Japan Popcorn"), a designer, manufacturer and marketer of "HillValley" brand popcorn. (Headquarters: Meguro-ku, Tokyo; President: Keisuke Sato; hereinafter "Japan Popcorn"), which designs, manufactures and sells the "HillValley" brand popcorn, by acquiring all of the shares of INP LLC (Headquarters: Meguro-ku, Tokyo; President: Keisuke Sato; hereinafter "INP") (hereinafter the "Target Equity") and making INP a subsidiary of the Company and Nippon Popcorn a subsidiary of the Company. The following is to inform you of the resolution at the meeting of the Board of Directors held today.

INP is a special purpose company established in August 2021, when Japan Popcorn was bought out by management.

This matter falls within the scope of the Minor Standards for Timely Disclosure of Information on "Transfers or Acquisitions of Shares or Equity Involving Changes in Subsidiaries or Other Matters Involving Changes in Subsidiaries, etc." established by the Tokyo Stock Exchange, Inc. and is disclosed on a voluntary basis; therefore, certain items are omitted.

1. Reason for acquisition

GENDA GiGO Entertainment Inc., which plays a central role in the Group's amusement business, operates amusement arcades in Japan (263 arcades as of the end of October 2023)

as its main business. In the field of food and beverage, which is familiar to people as "real entertainment," GENDA GiGO Entertainment has long been involved in the "GiGO COLABO CAFE" and "GiGO COLABO CAFE Stand" in collaboration with popular anime and video games, as well as the "fanfancy +with GiGO", which specializes in supporting one's fave, so called "Oshikatsu". In addition, "GiGO's Taiyaki" has been opened in major cities such as Ikebukuro, Akihabara, Shibuya, and Hakata, and has been well received by customers. As typified by these store development efforts, the Group views "food" as two broad categories: "food for life" and "food as entertainment". We have been actively working to expand these restaurant businesses as an area of "food ad entertainment".

Japan Popcorn has been producing and selling popcorn in Japan since its establishment of HillValley, Japan's first gourmet popcorn specialty store, and has continued to pursue the creation of flavors tailored to the unique Japanese market. The company has been pursuing the creation of flavors that suit the unique Japanese market. The company has developed a diversified lineup of products centering on caramel popcorn, which is a favorite of the Japanese and is delicately flavored using a proprietary caramel process. In addition to three directly managed popcorn stores in Japan, the company sells its products through its online store, at events held at commercial facilities including cinema complexes, and through wholesale sales.

Popcorn is a product recognized by people mainly as a product sold at leisure facilities such as movie theaters and amusement parks, and as a prize in game machines at amusement arcades, etc., and we consider it to be "food as entertainment". From this perspective, the GENDA Group has been building a business relationship with Japan Popcorn for some time by selling popcorn made by Japan Popcorn in collaboration with popular anime characters at the "GiGO Sohonten", the flagship store of all GiGO stores, opened on September 20 in Ikebukuro, Toshima-ku, Tokyo.

In the future, we will continue to expand our business with multiplex cinema complexes, and by introducing the IP holders of popular anime and video games with which our group has established business relationships, we aim to expand Japan Popcorn's sales channels and the collaborative products that Japan Popcorn handles, so that even more customers can enjoy our products. We will continue to expand our sales channels and the collaborative products that Japan Popcorn produces.

2. Outline of the subsidiary to be acquired

(1) INP LLC (Subsidiary)

(1)	Name	INP LLC
(2)	Location	3-13-11 Kamimeguro, Meguro-ku, Tokyo

(3)	Title and name of representative	Keisuke Sato	
(4)	Business	Special purpose company established to acquire shares of Japan Popcorn Co.	
(5)	Capital stock	8 million yen	
(6)	Date of Establishment	July 21, 2021	
(7)	Major Shareholders and Shareholding Ratio	Keisuke Sato: 56.25% Eikiyo Terada: 43.75%.	
(8)	Listed companies and Relationship with the Company	Capital ties	Na
		Personal relations	Na
		Business relations	Na

(2) Japan Popcorn Co.

(1)	Name	Japan Popcorn Co.	
(2)	Location	3-13-11 Kamimeguro, Meguro-ku, Tokyo	
(3)	Title and name of representative	Keisuke Sato, Representative Director and President	
(4)	Business	Planning, production and sales of popcorn	
(5)	Capital stock	48 million yen	
(6)	Date of Establishment	October 28, 2010	
(7)	Major Shareholders and Shareholding Ratio	INP LLC: 100%.	
(8)	Listed companies and Relationship with the Company	Capital ties	Na
		Personal relations	Na
		Business relations	There is a business relationship between this company and GENDA Inc. GiGO Entertainment for the fiscal year ending January 31, 2024.

3. Summary of the Seller of the Subject Interests

(1)	Name	Keisuke Sato
(2)	Location	Kawasaki City, Kanagawa Prefecture
(3)	Relationship between the listed company and the individual	There are no items of note.

(1)	Name	Hidekiyo Terada
(2)	Location	Tsukubamirai City, Ibaraki Prefecture
(3)	Relationship between the listed company and the individual	There are no items of note.

*The acquisition price will not be disclosed based on the confidentiality agreement between the parties. The acquisition price was determined through discussions between the parties after reasonable consideration of the results of a stock valuation by outside experts and legal and financial research.

4. Acquisition schedule

(1)	Date of resolution by the Board of Directors	November 20, 2023
(2)	Date of Signing	November 20, 2023
(3)	Date of Closing	November 30, 2023 (scheduled)

5. Future outlook

As a result of this transaction, INP will become a subsidiary of the Company and Japan Popcorn will become a sub-subsidiary of the Company as of November 30, 2023. The impact of this transaction on consolidated business results is expected to begin in the fourth quarter of the fiscal year ending January 31, 2024, and is included in the revised consolidated business forecast announced today.

If any new information becomes clear that should be announced, such as changes to the earnings forecast, we will disclose it promptly.