



August 14, 2024

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

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**Notice Regarding Results of Tender Offer for ONTSU Co., Ltd. (Securities Code: 7647) and Change of Subsidiary (Change of Specified Subsidiary)**

GENDA Inc. (hereinafter "Tender Offeror") resolved at a meeting of its Board of Directors on June 27, 2024 to acquire shares of common stock (hereinafter "Target Company Shares") of ONTSU Co., Ltd. (Tokyo Stock Exchange, Standard Market, Securities Code: 7647, the "Target Company") through a tender offer (the "Tender Offer") as provided for in the Financial Instruments and Exchange Law (Act No. 25 of 1948, including subsequent amendments, hereinafter the "Law"), and the tender offer was launched on June 28, 2024. The Tender Offeror hereby announces the following that the Tender Offer has been closed as of August 13, 2024.

The Tender Offeror also announces that as a result of the Tender Offer and the acquisition of all outstanding shares of K.K.Digiunit by the Tender Offeror, the Target Company will become a consolidated subsidiary of the Tender Offeror as of August 19, 2024 (the commencement date of settlement of the Tender Offer), and it will also become a specified subsidiary of the Tender Offeror.

I. Result of the Tender Offer

1. Outline of the Tender Offer, etc.

(1) Name and Location of the Tender Offeror

GENDA Inc. Tokyo Shiodome Building 17th Floor, 1-9-1 Higashi Shimbashi, Minato-ku, Tokyo, Japan

(2) Name of the subject

ONTSU Co., Ltd.

(3) Type of Share Certificates, etc. to be Purchased

Common stock

(4) Number of Share Certificates, etc. to be Purchased

Type of Share Certificates, etc.	Number of shares to be purchased	Minimum Number of Shares to be Purchased	Maximum number of shares to be purchased
Common stock	152,745,735 (shares)	78,320,000 (shares)	-(shares)
Total amount	152,745,735 (shares)	78,320,000 (shares)	-(shares)

(Note 1) If the total number of shares tendered in the Tender Offer (the "Tendered Shares") is less than the minimum number of shares to be purchased (78,320,000 shares), none of the Tendered Shares will be purchased by the Tender Offeror. If the total number of tendered share certificates and other securities exceeds the minimum number of shares to be purchased (78,320,000 shares), all of the tendered share certificates and other securities will be purchased.

(Note 2) The number of shares to be purchased is the maximum number of share certificates, etc. of the Target Company to be acquired by the Tender Offeror through the Tender Offer. Such maximum number of shares(152,745,735 shares) is calculated by minus the number of shares of the Target Company (50,443,500 shares) held by K.K.Digiunit, the largest and major shareholder of the Target Company from shares(203,189,235 shares) that is subtracting the number of treasury shares (3,661,410 shares) held by the Target Company as of the same date from the total number of issued shares (206,850,645 shares) as of March 31, 2024, as stated in the 44th Annual Securities Report filed by the Target Company on June 21, 2024 (the "Target Company Annual Securities Report").

(Note 3) Shares constituting less than one unit are also subject to the Tender Offer. In the event that shareholders exercise their right to request purchase of shares constituting less than one unit in accordance with the Companies Act (Law No. 86 of 2005, including subsequent amendments), the Target Company may purchase its own shares during the Tender Offer period (hereinafter "Tender Offer Period") in accordance with the procedures prescribed by law.

(Note 4) There is no plan to acquire treasury stock held by the Target Company through the Tender Offer.

(5) Tender Offer Period

(i) Period of the Tender Offer at the time of filing

Friday, June 28, 2024 through Tuesday, August 13, 2024 (31 business days)

(ii) Possibility of extension based on the subject's request

Not applicable.

(6) Tender Offer Price

33 yen per share of common stock

2. Result of the Tender Offer, etc.

(1) Success or failure of the tender offer

The Tender Offer was subject to the condition that if the total number of shares, etc. tendered in the Tender Offer was less than the minimum number of shares to be purchased (78,320,000 shares), none of the tendered shares, etc. would be purchased by the Tender Offeror. However, since the total number of tendered shares (97,721,159 shares) exceeds the minimum number of shares to be purchased (78,320,000 shares), all of the tendered shares will be purchased, as described in the Public Notice of Commencement of Tender Offer and the Tender Offer Registration Statement.

(2) Date of public notice of the results of the Tender Offer and the name of the newspaper in which the public notice was published

The Tender Offeror announced the results of the Tender Offer to the press in Tokyo Stock Exchange on August 14, 2024, based on Pursuant to Article 27-13, Paragraph 1 of the Act, in accordance with Article 9-4 of the Enforcement Order of the Financial Instruments (Cabinet Order No. 321 of 1965, including subsequent amendments) and Exchange Law and Article 30-2 of the Cabinet Office Ordinance (Ministry of Finance Ordinance No. 38 of 1990, including subsequent amendments.) on Disclosure of Tender Offers for Share Certificates, etc., by Entities Other than Issuers.

(3) Number of Share Certificates, etc. Purchased

Type of Share Certificates, etc.	Number of applications converted into shares	Number of purchases converted into shares
Stock certificate	97,721,159 (shares)	97,721,159 (shares)
Stock options	-	-
Bond with stock options	-	-
Trust Beneficiary Certificates for Share Certificates and Other Securities ( )	-	-
Depository Receipts for Share Certificates and Other Securities ( )	-	-
Total amount	97,721,159	97,721,159
(Total number of latent shares, etc.)	-	(-)

(4) Ownership Percentage of Share Certificates and Other Securities after the Tender Offer

Number of Voting Rights Represented by Share Certificates and Other Securities Held by the Tender Offeror before the Tender Offer	0	(Ownership Percentage of Share Certificates, etc. before the Tender Offer 0%)
Number of Voting Rights Represented by Shares, etc. Held by Specially Related Parties before the Tender Offer	661,186	(Ownership Percentage of Share Certificates, etc. before the Tender Offer 32.54%)

Number of Voting Rights Represented by Share Certificates, etc. Held by the Tender Offeror after the Tender Offer	977,211	(Ownership Percentage of Share Certificates, etc. after the Tender Offer 48.09%)
Number of Voting Rights Represented by Share Certificates, etc. Held by Specially Related Parties after the Tender Offer	571,395	(Ownership Percentage of Share Certificates, etc. after the Tender Offer 28.12%)
Number of voting rights of all shareholders, etc. of the Target Company	2,031,715	

(Note 1) "Number of Voting Rights Represented by Shares, etc. Held by Specially Related Parties before the Tender Offer" and "Number of Voting Rights Represented by Share Certificates, etc. Held by Specially Related Parties after the Tender Offer" indicate the number of voting rights represent the total number of voting rights represented by shares, etc. held by each Specially Related Party (However, this excludes persons who are excluded from the specially related parties in accordance with Article 3, Paragraph 2, Item 1 of the Cabinet Office Ordinance in the calculation of the shareholding ratio in each item of Article 27-2, Paragraph 1 of the Law.)

(Note 2) The "Number of voting rights of all shareholders, etc. of the Target Company" is the number of voting rights of all shareholders, etc. as of March 31, 2024, as stated in the Annual Securities Report of the Target Company. However, since shares constituting less than one unit are also subject to the Tender Offer, in calculating the "Ownership Percentage of Share Certificates, etc. before the Tender Offer" and the "Ownership Percentage of Share Certificates, etc. after the Tender Offer," the number of voting rights (2,031,892 units) represented by the number of shares (203,189,235 shares), which is obtained by deducting the number of treasury shares (3,661,410 shares) owned by the Target Company as of the same date from the total number of outstanding shares (206,850,645 shares) as of March 31, 2024, as stated in the Target Company's securities report, is used as the denominator.

(Note 3) The "Ownership Percentage of Share Certificates, etc. before the Tender Offer" and the "Ownership Percentage of Share Certificates, etc. after the Tender Offer" are rounded to two decimal places.

(5) Calculation in the case of purchase on a pro rata basis

Not applicable.

(6) Method of settlement

(i) Name and location of the head office of the financial instruments business operator, bank, etc. in charge of settlement of purchases, etc.

(Tender Offer Agent)

SMBC Nikko Securities Inc. 3-3-1 Marunouchi, Chiyoda-ku, Tokyo

(ii) Settlement start date

Monday, August 19, 2024

(iii) Method of Settlement

A notice of purchase will be mailed to the address or location of the tendering shareholder (or the standing proxy in the case of a foreign shareholder) without delay after the end of the Tender Offer Period. In the case of a tender from Nikko Easy Trade, the notice will be delivered by electromagnetic means.

The purchase will be made in cash. The Tender Offer Agent will, in accordance with the instructions of the Tendering Shareholders, etc. (or the standing proxy in the case of Foreign Shareholders, etc.), remit the purchase price for the purchased shares to the place designated by the Tendering Shareholders, etc. (or the standing proxy in the case of Foreign Shareholders, etc.) without delay after the settlement commencement date.

3. Policies, etc. after the Tender Offer and Future Prospects

There is no change in the policies and future prospects after the Tender Offer from those described in the public notice of the commencement of the Tender Offer and the Tender Offer Registration Statement.

The shares of the Target Company are listed on the Standard Market of the Tokyo Stock Exchange as of today, but the Tender Offeror plans to acquire all of the shares of the Target Company (excluding, however, the treasury shares held by the Target Company) and to implement a series of procedures for the purpose of making the Target Company shares go private. If such procedures are implemented, the shares of the Target Company will be delisted through prescribed procedures in accordance with the delisting standards of the Tokyo Stock Exchange. The specific procedures to be taken will be announced promptly by the Target Company as soon as they are determined.

4. Location where a copy of the Tender Offer Report is available for public inspection

GENDA Inc. Tokyo Shiodome Building 17th Floor, 1-9-1 Higashi Shimbashi, Minato-ku, Tokyo, Japan  
Tokyo Stock Exchange, Inc. 2-1 Nihonbashi Kabuto-cho, Chuo-ku, Tokyo

II. Changes in Subsidiaries

1. Reason for the change

As a result of the Tender Offer and the acquisition of all outstanding shares of K.K.Digiunit by the Tender Offeror, the Target Company is scheduled to become a consolidated subsidiary of the Tender Offeror as of August 19, 2024 (the commencement date of settlement of the Tender Offer). Since the Target Company's net asset value corresponds to 30/100 or more of the Tender Offeror's net asset value and the amount of

capital of the Target Company corresponds to 10/100 or more of the Tender Offeror's capital, the Target Company will become a specified subsidiary of the Tender Offeror on the same date.

## 2.Outline of the subsidiary to be transferred (the Target Company)

1)	Name	ONTSU Co., Ltd.		
2)	Location	1-1-10 Honjo Higashi, Kita-ku, Osaka City		
3)	Title and name of representative	Kunihiko Okamura, Representative Director and President		
4)	Business	Karaoke related business, Sports business and Intelligence Project business		
5)	capital stock (As of March 31, 2024)	1,819.04 million yen		
6)	Date of Establishment	August 10, 1981		
7)	Major Shareholders and Shareholding Ratio (As of March 31, 2024)	K.K.Digiunit		24.83%
		DAIICHIKOSHO CO., LTD.		7.42%
		Kunihiko Okamura		2.67%
		Susumu Nakagawa		2.67%
		JP JPMSE LUX RE BARCLAYS CAPITAL SEC LTD EQ CO (Standing proxy: MUFG Bank, Ltd.)		2.07%
		Mamoru Kobayashi		1.98%
		BNYM SA/NV FOR BNYM FOR BNY GCM CLIENT ACCOUNTS M LSCB RD (Standing Proxy: MUFG Bank, Ltd.)		1.80%
		Morgan Stanley MUFG Securities Co., Ltd.		0.95%
		Mitsuo Izawa		0.82%
		Tomohiro Yoshida		0.76%
8)	Relationship between the Tender Offeror and the Target Company	Capital ties	Not applicable.	
		Personal relations	Not applicable.	
		Business relations	There are transactions such as equipment purchases between Shin Corporation, a member of the Tender Offeror's group, and ONTSU Co., Ltd. entertainment, a member of the Target Company's group.	
		Related Party Status	Not applicable.	
9)	Consolidated operating results and consolidated financial position of the Target Company for the past three 3 years			
	Accounting period	Year ending March 31, 2022	Year ending March 31, 2023	Year ending March 31, 2024
	Consolidated net assets	2,869,388 thousand yen	2,954,632 thousand yen	3,129,980 thousand yen
	Consolidated total assets	5,983,791 thousand yen	5,508,616 thousand yen	6,073,563 thousand yen
	Consolidated net assets per share	13.95 yen	14.54 yen	15.40 yen
	Consolidated net sales	8,115,099 thousand yen	4,082,621 thousand yen	4,418,018 thousand yen
	Consolidated operating income	160,653 thousand yen	295,240 thousand yen	460,876 thousand yen
	Consolidated ordinary income	135,697 thousand yen	281,340 thousand yen	450,113 thousand yen
	Attributable to: Shareholders of the parent company Net income	103,182 thousand yen	169,481 thousand yen	222,333 thousand yen
	Consolidated net income per share	0.51 yen	0.83 yen	1.09 yen
	Dividend per share	0.24 yen	0.24 yen	0.24 yen

(Note) "Major Shareholders and Shareholding Ratio" is taken from the "Status of Major Shareholders" stated in the Target Company's Annual Securities Report.

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

(1) Number of shares held before the change	0 shares (Number of voting rights: 0) (Voting rights ownership ratio: 0%)
(2) Number of shares acquired	148,164,659 shares (Number of voting rights: 1,481,646) (Percentage of voting rights held: 72.92%)
(3) Acquisition cost	Consideration for acquisition 4,889 million yen
(4) Number of shares held after the change	148,164,659 shares (Number of voting rights: 1,481,646) (Percentage of voting rights held: 72.92%)

(Note 1) In calculating the "Number of shares acquired " and the "Number of shares held after the change" include the shares indirectly held through K.K.Digiunit, a wholly owned subsidiary of the Offeror (number of shares of the Target: 50,443,500 shares; percentage of voting rights held: 24.83%).

(Note 2) In calculating the "Percentage of voting rights held," the number of voting rights (203,189,235 shares) was calculated using the number of shares (203,189,235 shares) obtained by subtracting the number of treasury shares held by the Target Company as of the same date (3,661,410 shares) from the total number of outstanding shares (206,850,645 shares) as of March 31, 2024, as stated in the Target Company's Annual Securities Report at The number of voting rights (2,031,892 units) was used as the denominator and rounded off to two decimal places.

(Note 3) "Acquisition cost" is rounded down to the nearest million yen. It includes the acquisition price equivalent of all outstanding shares of K.K.Digiunit by the Offeror, but does not include Advisory fees, etc.

4. Schedule of change (tentative)

Monday, August 19, 2024 (Commencement date of settlement of the Tender Offer)

5. Future outlook

The impact of the change in the subsidiary on the consolidated business results of the Tender Offeror is currently under scrutiny and will be promptly disclosed if any matter arises that should be announced.