

January 27, 2025

To Our Valued Stakeholders

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

Notice Regarding the Acquisition of Shares of D-eight CO., LTD.
by our Consolidated Subsidiary

GENDA Inc. (Headquarters: Minato-ku, Tokyo; Representative Director and Chairman of the Board: Nao Kataoka; Representative Director and President: Mai Shin) and its group companies (hereinafter "GENDA") hereby announce that we have resolved at a meeting of the Board of Directors held today to acquire 100% of the shares outstanding of D-eight CO., LTD. (Headquarters: Minato-ku, Tokyo; Representative Director: Kazutaka Akada; hereinafter "D-eight"), which is engaged in planning, designing, supervising and producing for exhibitions and events, and make D-eight a subsidiary of GENDA (hereinafter "Acquisition of Shares") as follows.

This matter falls within the scope of the Minor Standards for Timely Disclosure of "transfer or acquisition of shares or equity involving changes in a second-tier subsidiary or other matters involving changes in a second-tier subsidiary" stipulated by the Tokyo Stock Exchange, Inc. and is disclosed on a voluntary basis; therefore, certain items have been omitted.

1. Reason for the Acquisition of Shares

GENDA has set the aspiration of "More fun for your days" and aims to build a global entertainment network and increase the "total amount of fun" distributed throughout the world to achieve this aspiration. In the process of building our unique Entertainment Ecosystem by M&A, while giving top priority of our strategy to roll-up M&A of amusement arcades, we have been proactively conducting M&A of entertainment companies and businesses that can be expected to have synergy effects with the operation of amusement arcades and building a structure in which the companies mutually contribute to business expansion and profits within GENDA.

In GENDA, GAGA Corporation (Headquarters: Minato-ku, Tokyo; President and CEO: Tom (Tatsumi) Yoda; hereinafter "GAGA") is engaged in sales promotion business such as planning and producing for

promotion at amusement arcades and karaoke boxes, working on decoration of a booth at exhibitions etc., as well as film distribution business.

D-eight is engaged in planning, designing, supervising and producing displays for exhibitions and events, and takes care of related secretariat work to host and organize such exhibitions and events. They have an advantage especially in works related to exhibitions and can undertake not only setting up of booths but also the whole exhibition from foundation work to decoration, through and through. Besides, they work not only on exhibitions for B to B but also on planning and decorations for entertainment events for B to C and have a wide range of business connections.

By D-eight's joining of GENDA, it is expected to enhance our ability to plan and create designs for new stores and events etc. run by GENDA, as well as improving efficiency and profitability because it gets possible to do self-manufacture of works which we used to outsource. On the other hand, D-eight can expect our support for building administrative work such as personnel affairs, accounting and finance etc.

We will keep striving together to deliver various entertainment experiences.

2. Outline of the consolidated subsidiary to acquire the shares

(1)	Name	GAGA Corporation
(2)	Location	2-22-18 Minami Aoyama, Minato-ku, Tokyo
(3)	Title and name of Representative	President and CEO Tom (Tatsumi) Yoda
(4)	Business	Film distribution business
(5)	Capital stock	100 million yen

3. Outline of the subsidiary to change

(1)	Name	D-eight CO., LTD.	
(2)	Location	2-1-13 Shibaura, Minato-ku, Tokyo	
(3)	Title and name of Representative	Representative Director Kazutaka Akada	
(4)	Business	Planning and manufacturing displays at exhibitions, events, showrooms, interior of stores etc. and operation	
(5)	Capital stock	10 million yen	
(6)	Date of Establishment	April 2, 2012	
(7)	Share of equity	Kazutaka Akada: 100%	
(8)	Relationship between the listed company and the company concerned	Capital ties	Not applicable
		Personal relations	Not applicable
		Business relations	Not applicable

4. Outline of the counterparty of the acquisition

(1)	Name	Kazutaka Akada	
(2)	Location	Shinagawa-ku, Tokyo	
(3)	Relationship with the listed company	Capital ties	Not applicable
		Personal relations	Not applicable
		Business relations	Not applicable

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

Number of shares held before the change	0 shares
Number of shares acquired	1,001 shares
Number of shares held after the change	1,001 shares (100% ownership)

*We do not disclose the acquisition price based on the non-disclosure agreement between the parties because it is lower than 15% of the consolidated net assets of GENDA Inc. as of the end of the immediately preceding fiscal year. 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 etc.

6. Schedule of Change

(1)	Date of resolution by the Board of Directors	January 27, 2025
(2)	Date of Signing	January 27, 2025
(3)	Date of Closing	March 3, 2025 (scheduled)

7. Future outlook

We expect that the impact of this matter on our consolidated business performance and financial position for the fiscal year ending January 31, 2025 will be minor. However, if a significant change in business conditions results in a financial impact, we will promptly disclose such information as soon as it becomes clear.