

April 24, 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 Concerning the Commencement of Consideration of the Issuance of  
Stock Acquisition Rights (Paid stock options)**

GENDA Inc. (Headquarters: Minato-ku, Tokyo; Representative Director and Chairman of the Board: Nao Kataoka; Representative Director and President: Mai Shin; hereinafter “Company”) hereby announces that we have decided to start considering the issuance of stock acquisition rights (paid stock options (options issued in exchange for payment by the option recipient)) (hereinafter “Stock Acquisition Rights”) aimed at those who meet certain conditions among officers and employees of the Company and its consolidated subsidiaries (hereinafter collectively referred to as “GENDA”) as follows. Although the date of resolution for the issuance of the Stock Acquisition Rights and the conditions for exercise are not yet determined at this moment, we have decided to announce the commencement of considering in order to inform the market in a timely manner in view of the volume of the issuance under consideration.

1. Reason for the commencement of consideration of the issuance of the Stock Acquisition Rights

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. Ultimately, we aim to “become the world’s No. 1 entertainment company in 2040.”

Under these circumstances, to expand our business performance and increase our enterprise value in the medium to long term, we have decided to start considering the issuance of the Stock Acquisition Rights for a fee to the officers and employees of GENDA for the purpose of further raising the motivation and morale of the officers and employees of GENDA and further enhancing their cohesion. By granting the

Stock Acquisition Rights to the officers and employees of GENDA, it is expected to motivate them and to maintain and increase their commitment to their daily work and the increase in the enterprise value in the medium to long term, since future increases in stock price will be directly linked to their personal profits. Furthermore, for the Stock Acquisition Rights, since we assume that we will set tenure-linked conditions for exercising the rights, etc., we believe that this will encourage the officers and employees to stay in GENDA in the long term and will contribute to the stabilization of the organization. Dilution by the issuance of the Stock Acquisition Rights will not occur until the financial results for the fiscal year ending on January 31, 2030, are confirmed because we assume a scheme that we will set performance-linked and tenure-linked conditions for exercise and the stock acquisition rights can be exercised only when both are fulfilled.

2. Outline of the issuance of the Stock Acquisition Rights, which we assume at present

(A) Total number of shares to be issued upon exercise of the Stock Acquisition Rights

To be determined (however, up to 3% of the total number of shares outstanding of the Company at the time of resolution for the issuance of the Stock Acquisition Rights).

(B) Persons to whom the Stock Acquisition Rights are granted

Officers and employees of GENDA who meet certain conditions.

(C) Amount to be paid for the Stock Acquisition Rights

To be determined (however, the amount will be determined by an independent evaluation organization by reference to the results of Monte Carlo simulation, which is a common option price calculation model, taking into account the Company's stock price and other information, and will not constitute a favorable issuance).

(D) Exercise price of the Stock Acquisition Rights

Closing price of the Company's common stock in ordinary transaction in the Tokyo Stock Exchange, Inc. on the trading day immediately preceding the date of resolution for the issuance of the Stock Acquisition Rights.

(E) Conditions for exercising the Stock Acquisition Rights

Performance-linked condition: EBITDA to reach at least 75.0 billion yen for the fiscal year ending on January 31, 2030.

Tenure-linked condition: Must be in office from the date of allocation until the end of January 2029.

Other conditions deemed appropriate by the Board of Directors of the Company

(F) Timing of resolution for the issuance of the Stock Acquisition Rights

During the fiscal year ending on January 31, 2026

The above details are currently under consideration and may be changed in the future. The issuance price and timing of the issuance of the Stock Acquisition Rights, as well as other specific details, will be determined by the Company's Board of Directors. We will disclose the details as soon as they are

determined.

3. Future outlook

The impact of this matter on the Company's consolidated business results and financial position for the fiscal year ending on January 31, 2026 will be minor.