

June 11, 2025

To Our Valued Stakeholders

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

**Notice concerning the Acquisition of Shares of Barberio Music Company
by our Consolidated Subsidiary**

GENDA Inc. (Headquarters: Minato-ku, Tokyo; Representative Director, President and CEO: Nao Kataoka) and its group companies (hereinafter collectively referred to as "GENDA") hereby announce that we have resolved at a meeting of the Board of Directors held today that we will acquire 100% of the outstanding shares of Barberio Music Company (Headquarters: San Antonio, Texas, USA; President: Ernest John Barberio, Vice President: Ernest Jordan Barberio, hereinafter "Barberio Music Co."), which runs an operation business of amusement arcades and a mini-location business, etc., in the U.S. and make it a consolidated subsidiary as follows.

Prior to this acquisition of shares, Barberio Music Co. plans to transfer its businesses other than the operation business of amusement arcades and the mini-location business to a company owned by a shareholder of Barberio Music Co.

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 in a 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

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.

Kiddleton, Inc. (hereinafter “Kiddleton”), which operates GENDA's mini-location (mainly gaming corners with 30 or less game machines installed) business in the U.S., offers Japanese-style small prize game machines (arcade games for the purpose of winning prizes) and Japanese-style “Kawaii” designed prizes which were not previously found in the U.S. market, and operates with its uniqueness by sticking to “merchandise available nowhere else, experience available nowhere else.” In November 2024, Kiddleton acquired 100% of equity interest of Claw Holdings, LLC, which owns National Entertainment Network, LLC (hereinafter “NEN”). NEN has a network of approximately 10,000 mini-locations throughout the U.S. After Kiddleton acquired the equity interest, NEN serves as a giant platform for delivering Japanese prizes all across America, which were previously difficult to get in the U.S. GENDA has been promoting measures such as the replacement of existing prize games with Kiddleton-style ones as soon as NEN joined us. As a result, the sales of mini-locations after the replacement have significantly increased compared to those before the replacement, and the average sales at stores where PMI was implemented have increased to +110% (*).

Furthermore, in April 2025, GENDA disclosed that Kiddleton would acquire 100% of the shares of Pixel Intermediate Holding Corporation, which owns Player One Amusement Group Inc. (hereinafter “PLAYER ONE”). We aim to achieve significant growth through the same PMI for PLAYER ONE as we did for NEN.

Barberio Music Co., which will become a consolidated subsidiary through this acquisition of shares, operates 12 amusement arcades and 89 mini-locations in the U.S. (as of the end of May 2025). They have opened many locations in large-scale facilities which have a high profile and many people moving around, such as major luxury hotel chains, indoor entertainment facilities which offer various attractions that all age groups can enjoy, outdoor recreation complexes integrating a campground and a resort, FECs (Family Entertainment Centers), etc. and we can expect growth through PMI for introducing prize game machines as same as NEN and PLAYER ONE. While PMI have been working very well in NEN, we will continue to advance roll-up M&A in amusement in the U.S. as well.

After the acquisition of Barberio Music Co., we expect to further increase sales by installing mini-cranes on Barberio Music Co.'s network and introducing “Kawaii” prizes as well as other prizes unique to GENDA, including Japanese anime IPs that are planned for the future, similar to the PMI measures for NEN and PLAYER ONE. In addition, we will also make the management more efficient by sharing Kiddleton's know-how, integrating maintenance networks, integrating operations such as cash collection and prize replenishment, and leveraging game equipment procurement functions.

To realize our aspiration of “More fun for your days,” we will continue to expand our entertainment network globally and strive to create attractive facilities so that our customers can enjoy around the world.

(*) Among 515 locations where we had replaced game machines and prizes from November 2024 till the end of April 2025, regarding 461 locations in which we are able to get sales data before and after the replacement, sales figures for four months, calculated to ensure the comparison period is identical, both

before and after the replacement.

2. Outline of the consolidated subsidiary to acquire the shares

(1)	Name	Kiddleton, Inc.
(2)	Location	Dallas, Texas, USA
(3)	Title and name of Representative	President and CEO Atsushi Iyoda
(4)	Business	Operation of amusement arcades in the U.S. Mini-location business in the U.S., etc.
(5)	Capital stock	US\$71,469 thousand
(6)	Date of Establishment	July 2019
(7)	Share of equity	GENDA GiGO Entertainment Inc.: 100%

3. Outline of the subsidiary to be acquired

(1)	Name	Barberio Music Company	
(2)	Location	12820 West Golden Lane, San Antonio, Texas 78249 USA	
(3)	Title and name of Representative	Ernest John Barberio, President Ernest Jordan Barberio, Vice President	
(4)	Business	Operation business of amusement arcades, mini-location business, etc. in the U.S.	
(5)	Date of Establishment	October 11, 1980	
(6)	Share of equity	Ernest John Barberio and Jordan Barberio 2023 Trust: 100%	
(7)	Relationship with 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	Ernest John Barberio	
(2)	Address	Texas, USA	
(3)	Relationship between the listed company and the individual concerned	Capital ties	Not applicable
		Personal relations	Not applicable
		Business relations	Not applicable

(1)	Name	Jordan Barberio 2023 Trust	
(2)	Location	Texas, USA	
(3)	Relationship between the listed company and the company concerned	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	100,000 shares
Number of shares held after the change	100,000 shares (100% ownership)

* We do not disclose the acquisition price based on a confidentiality agreement between the parties because it is less 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 equity valuation by outside experts and legal and financial research.

6. Schedule of the acquisition

(1)	Date of resolution by the Board of Directors	June 11, 2025
(2)	Date of Signing	June 11, 2025
(3)	Date of Closing	July 1, 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 on January 31, 2026 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.