

October 10, 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 of the Acquisition of Shares of FILLICO JAPAN Co., Ltd.

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 to acquire 100% of the shares outstanding of FILLICO JAPAN Co., Ltd. (Headquarters: Minato-ku, Tokyo; Representative Director and CEO: Kenichi Sakata; hereinafter “FILLICO JAPAN”), which is engaged in the manufacturing, sales and import/export of Jewelry Water, etc., and to make it a subsidiary 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 subsidiary or other matters involving changes 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 expanding our “Entertainment Platform,” primarily focusing on amusement arcades, both domestically and internationally, we have been proactively conducting M&A of entertainment companies and businesses that can be expected to have synergy effects within our Entertainment Ecosystem, transcending the inherent volatility of the entertainment business and establishing a structure in which the companies mutually contribute to business expansion and profits growth within GENDA.

GENDA sees its Food & Beverage (F&B) business as a platform for delivering content to fans. By actively collaborating with intellectual properties (IPs) such as popular anime and characters, we attract not only

traditional F&B customers but also a wider audience of IP fans. We aim to expand the world of food-based entertainment by offering a new kind of value: a platform that combines authentic, popular flavors like lemonade and gourmet popcorn with beloved IPs.

GENDA also operates a wholesale business for commercial karaoke machines and sells alcoholic beverages, primarily Kleiner Feigling, a liqueur popular with young people. We have a strong sales network, especially in the nightlife market, which includes snack bars, regular bars and karaoke facilities nationwide.

FILLICO JAPAN manufactures, sells, and imports/exports beverages, with a focus on its “Jewelry Water,” a luxury mineral water distinguished by its elaborately decorated bottles. “Jewelry Water” is characterized by its lavishly crystal-decorated bottles and caps designed to resemble angel wings or crowns. Thanks to its artistic design, it has established a unique position not as a mere beverage, but as “water for decoration” and “water for gifting.” This has made it particularly popular at events like weddings and in the nightlife market.

By FILLICO JAPAN joining GENDA, both FILLICO JAPAN and GENDA can expect to see growth in our businesses, because both companies will be able to share our sales networks and insights into the nightlife market, and FILLICO JAPAN will be able to leverage GENDA's connections with IP.

In order to realize the Aspiration of “More fun for your days,” GENDA will continue to deliver a diverse range of entertainment experiences.

2. Outline of the subsidiary to be acquired

(1)	Name	FILLICO JAPAN Co., Ltd.		
(2)	Location	2-4-2 Higashi Azabu, Minato-ku, Tokyo		
(3)	Title and name of Representative	Representative Director and CEO Kenichi Sakata		
(4)	Business	Manufacturing, sales and import/export of Jewelry Water, etc.		
(5)	Capital	5 million yen		
(6)	Date of Establishment	May 20, 2009		
(7)	Shareholding ratio	Kenichi Sakata: 100%		
(8)	Relationship between the listed company and the company concerned	Capital relationship	Not applicable	
		Personnel relationship	Not applicable	
		Business relationship	Not applicable	
(9)	Financial position and operating results for the past three years			
Fiscal Year		Fiscal Year ended April 30, 2023	Fiscal Year ended April 30, 2024	Fiscal Year ended April 30, 2025
Net assets		16 million yen	62 million yen	104 million yen
Total assets		176 million yen	222 million yen	281 million yen
Net assets per share		16,866,835.00 yen	621,723.47 yen	1,042,631.66 yen

Revenue	216 million yen	266 million yen	267 million yen
Operating income	59 million yen	56 million yen	120 million yen
Ordinary income	60 million yen	56 million yen	126 million yen
Net income	54 million yen	45 million yen	42 million yen
Net income per share	543,303.92 yen	453,054.94 yen	420,908.19 yen
Dividend per share	-	-	-

3. Outline of the consolidated subsidiary to acquire the shares

(1) Name	C'traum inc.
(2) Location	1-9-1 Higashi-Shinbashi, Minato-ku, Tokyo
(3) Title and name of Representative	Representative Director and Chairman of the Board Kota Watanabe Representative Director and President Tomoki Nagae
(4) Business	Import, wholesale and domestic sales of alcoholic beverages
(5) Capital	1.5 million yen
(6) Date of establishment	December 7, 2016
(7) Shareholding ratio	GENDA Inc.: 100%

4. Outline of the counterparty of the acquisition

(1) Name	Kenichi Sakata		
(2) Address	Setagaya-ku, Tokyo		
(3) Relationship between the listed company and the individual concerned	Capital relationship	Not applicable	
	Personal relationship	Not applicable	
	Business Relationship	Not applicable	

5. Number of shares to be acquired, acquisition cost and status of shares held before and after acquisition

(1)	Number of shares held before change	0 share
(2)	Number of shares to be acquired	100 shares
(3)	Acquisition cost	Acquisition cost 643 million yen
		Advisory fees, etc. 9 million yen
		Total amount 652 million yen
(4)	Number of shares held after change	100 shares (ownership ratio 100%)

The adjusted EV/EBITDA multiple based on the prior fiscal year's performance is 3.9 times. The adjusted EBITDA figure incorporates the cost synergies (such as executive compensation) that are expected to be realized promptly following the consolidation.

6. Schedule for the acquisition

(1)	Date of resolution by the Board of Directors	October 10, 2025
(2)	Date of Signing	October 10, 2025
(3)	Date of Closing	December 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.