July 29, 2026

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 Conclusion of Capital and Business Alliance Agreement with SBI Holdings, Inc.

GENDA Inc. (Headquarters: Minato-ku, Tokyo; Representative Director, President and CEO: Nao Kataoka; hereinafter referred to as "Company") hereby announces that its Board of Directors today resolved to conclude an agreement regarding a capital and business alliance (hereinafter "Capital and Business Alliance") with SBI Holdings, Inc. (Headquarters: Minato-ku, Tokyo; Representative Director, Chairman and President: Yoshitaka Kitao; hereinafter "SBI Holdings") as follows.

This matter falls within the scope of the Minor Standards for Timely Disclosure of "business alliances or termination of business alliances" stipulated by the Tokyo Stock Exchange, Inc. and is to be disclosed on a voluntary basis; therefore, certain items have been omitted.

1. Reason for the Capital and Business Alliance

The Company has set the aspiration of "More fun for your days" and aims to become "the World's No.1 Entertainment Company" in 2040. Our growth strategy is to achieve "Continuous Transformational Growth" through M&A in the entertainment industry, and we operate our business in two segments: "Entertainment Platform Business," which operates amusement arcades and karaoke facilities, etc., and "Entertainment Contents Business," which handles the upstream areas of entertainment such as IP (Intellectual Property).

On the other hand, SBI Holdings and its group companies (hereinafter "SBI Group") possess unique strengths, including top-tier financial data in Japan in terms of both quality and quantity, a customer base of over 82 million in Japan and overseas, and a diverse range of global entities spanning 26 countries and regions (as of the end of March 2026). These assets enable the strategic integration of a broad service lineup extending across banking, securities, insurance, asset management, and digital assets. SBI Holdings established SBI NEO MEDIA Holdings Co., Ltd. (Headquarters: Minato-ku, Tokyo; Representative Director and President: Yu Fukasawa; hereinafter "SBI NEO MEDIA Holdings") as a core subsidiary to oversee the group's media, entertainment, and marketing-related businesses. Since then, through capital and business alliances as well as M&As with companies possessing various media capabilities - such as IP production, talent agencies, event planning and operation, and SNS marketing - the company has integrated finance, IT, and media. Through these efforts, it has built the “SBI Neo-Media Ecosystem,” which achieves end-to-end realization ranging from information distribution and content investment/financing to the creation of an economic sphere.

Through the Capital and Business Alliance, the Company will invest in entities such as “SBI Neo Content Investment Limited Partnership (commonly known as “SBI Neo Content Fund”)” formed by SBI Holdings and the SBI Group. Meanwhile, the SBI Group will strengthen its capital relationship with the Company through the acquisition of the Company’s shares. Through these initiatives, both parties mutually aim to expand their respective entertainment-related businesses.

2. Details of the Capital and Business Alliance

(1) Investing in SBI Neo Content Fund

The Company will invest 300 million yen as a limited partner (LP) in SBI Neo Content Fund established by the SBI Group.

(2) Acquisition of the Company's shares by the SBI Group

SBI Holdings plans to acquire outstanding common shares of the Company through itself or its subsidiaries, up to a maximum of 1.00% of the Company’s total issued shares as of the end of June 2026, by means of market purchases. The timing and other details of the share acquisition will be determined upon consideration of market conditions and other factors.

(3) Joint initiatives leveraging SBI Group's content and the Company’s platform

Both companies will engage in discussions regarding the joint development of marketing and promotional initiatives that combine the entertainment content owned by the SBI Group with the entertainment platform operated by the Company.

3. Outline of the Capital and Business Alliance Partner

(1)	Name	SBI Holdings, Inc.	
(2)	Location	1-6-1 Roppongi, Minato-ku, Tokyo	
(3)	Title and name of Representative	Representative Director, Chairman and President Yoshitaka Kitao	
(4)	Business	Management and operation of corporate groups through the holding of shares and other equity interests	
(5)	Capital	238.019 billion yen (as of March 31, 2026)	
(6)	Date of establishment	July 8, 1999	
(7)	Relationship between the listed company and the company concerned	Capital relationship	Following the execution of the capital and business alliance agreement, the Company will invest 300 million yen as a limited partner (LP) in SBI Neo Content Fund. In addition, SBI Holdings plans to acquire outstanding common shares of the Company through itself or its subsidiaries, up to a maximum of 1.00% of the Company’s total issued shares as of the end of June 2026.
		Personnel relationship	Not applicable
		Business relationship	The Company receives financial services from the SBI Group.
		Related party status	Not applicable

4. Schedule for the Capital and Business Alliance

(1)	Date of Board of Directors’ resolution	July 29, 2026
(2)	Date of signing	July 29, 2026

5. 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, 2027, 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.