

September 30, 2026

To Our Valued Stakeholders

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

Notice regarding the Acquisition of the Exhibition Business of icommune 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 decided to acquire the exhibition business of icommune Co., Ltd. (Headquarters: Chiyoda-ku, Tokyo; Chief Executive Officer: Manabu Kuroda; hereinafter “icommune”) (hereinafter “Business Acquisition”) as follows.

This matter falls within the scope of the Minor Standards for Timely Disclosure of “transfer or acquisition of all or part of a business” 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 Business Acquisition

GENDA has set the Aspiration of “More fun for your days” and aims to build a global entertainment network and increase the “absolute amount of fun” spreading across the globe 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 which the companies mutually contribute to business expansion and profits growth within GENDA.

In addition, GENDA plans, designs, supervises, and produces exhibitions and events, striving to create high-quality exhibitions and events tailored to the needs of exhibitors and organizers. Furthermore, aiming to deliver entertainment experiences to a broader audience, we are actively expanding our capabilities beyond B2B exhibitions to include B2C events as well.

icommune operates an exhibition business that offers one-stop services - from planning and operations to administrative management - for trade fairs and exhibitions organized by industry associations, government agencies, and various other institutions. Through this transaction, we will acquire the exhibition business operated by icommune.

Through the Business Acquisition, icommune's planning and operational expertise, as well as its customer base, will be integrated with the planning, design, supervision, and production capabilities GENDA has cultivated to date. This integration establishes a structure capable of providing one-stop services - ranging from upstream planning proposals and construction/installation to operations on the day of the event. Through these capabilities, we aim to further enhance the value we deliver in the exhibition and event business, thereby strengthening our business foundation and driving future growth.

2. Outline of the Business Acquisition

(1) Details of the Business Acquisition

An exhibition business

(2) Items and amounts of assets and liabilities subject to the Business Acquisition

The assets subject to the Business Acquisition will be those belonging to the target business that are mutually agreed upon by both parties. There are no liabilities to be assumed under the Business Acquisition.

(3) Acquisition price and settlement method

While the acquisition price is confidential pursuant to a non-disclosure agreement between the parties, it is at a level equivalent to an Enterprise Value to Adjusted EBITDA multiple of 3.5x, based on the performance of the target business in its most recent fiscal period.

Regarding the settlement method, cash settlement using on-hand cash and deposits is planned on the business acquisition date.

*The target business's Adjusted EBITDA refers to a figure calculated to reflect its normalized earning power. It is determined by adding to or subtracting from the target business's standard EBITDA any expenses incurred due to individual circumstances of the transferor, as well as adjustments for variances to the level of expenses required to operate the business as an independent standalone entity.

3. Outline of the consolidated subsidiary to acquire the business

(1)	Name	D-eight CO., LTD.
(2)	Location	2-1-13, Shibaura, Minato-ku, Tokyo
(3)	Title and name of Representative	Representative Director and President Yuji Takizawa
(4)	Business	Planning, design, supervision, and production for exhibitions and events
(5)	Capital stock	10 million yen
(6)	Date of establishment	April 2, 2012
(7)	Shareholding ratio	GAGA Corporation: 100%

4. Outline of the counterparty

(1)	Name	icommune Co., Ltd.	
(2)	Location	1-8-8 Kanda-Ogawamachi, Chiyoda-ku, Tokyo	
(3)	Title and name of Representative	Chief Executive Officer Manabu Kuroda	
(4)	Business	Planning and production of corporate and other events (domestic and international) Planning and operation of exhibitions and related events Planning and production of sales promotion and promotional activities	
(5)	Capital stock	3 million yen	
(6)	Date of Establishment	June 2, 2005	
(7)	Relationship between the listed company and the company concerned	Capital relationship	Not applicable
		Personnel relationship	Not applicable
		Business relationship	It has business transactions with D-eight CO., LTD., a subsidiary of the Company.
		Related party status	Not applicable

5. Schedule for the Business Acquisition

(1)	Date of Signing	September 30, 2026
(2)	Date of Closing	November 1, 2026 (planned)

6. Outline of the accounting treatment

The Business Acquisition is expected to be classified as an “acquisition” under the Accounting Standards for Business Combination. We are scrutinizing the allocation of acquisition costs and the amount of goodwill associated with this treatment currently.

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, 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.