April 11th, 2025

Company Name: GENOVA Inc.
Representative: President and Representative Director, Tomoki Hirase
(Ticker: 9341: Tokyo Stock Exchange Prime Market)
Inquiries: Board Director and Executive Officer, Akinao Ueda
(TEL 03-5766-1820)

Notice Regarding Business Acquisition

At the Board of Directors meeting held on April 11th, 2025, we have approved to acquire the principal business operations of ADI.G Corporation (Headquartered in Kanazawa City, Ishikawa Prefecture; President and CEO: Koji Asano; hereinafter referred to as "ADI.G"). Details are as follows.

The business transfer will be succeeded by a new consolidated subsidiary to be established by our company.

1. Purpose of Establishing the New Company and Business Acquisition

Our company has decided to support the business of ADI.G, which field for civil rehabilitation with the Tokyo District Court on December 16, 2024. As a specific support measure, we plan for a subsidiary to be established by our company to acquire part of ADI.G's business. This business acquisition is subject to the consent of the court-appointed supervisor and approval by the Tokyo District Court under Articles 42, Paragraph 1 and 43, Paragraph 1 of the Civil Rehabilitation Act.

Our company is a healthcare tech firm with a mission of "Creating a Healthy Society by Connecting People and Medical Care." We are committed to addressing social issues in Japan such as the shortage of medical personnel due to a declining birthrate and aging population, and the growing burden of national healthcare costs. We are committed to resolving patients' and users' concerns and dissatisfaction regarding healthcare and wellness through our services, creating a healthy society by connecting people and medical care.

Approximately 60% of our current clients are dental clinics. With this business acquisition, we will be able to offer comprehensive solutions including the development and sale of dental medical equipment, materials, pharmaceuticals, the provision of cloud services for dental clinics, and design and renovation support for clinic openings. In view of evolving business conditions, intensifying competition, and the need for optimal allocation of resources across the group, we have concluded that acquiring a company with expertise and a solid track record in this field is the best course of action to achieve sustainable growth and further development.

Through this business acquisition, we expect not only enhanced growth and customer satisfaction for the acquired business, but also to improve operational efficiency and strengthen the financial foundation for our group by concentrating on core business areas.

2. Details of the Business Acquisition

(1) Business to be Acquired

Development and sale of dental medical equipment, materials, and pharmaceuticals
Development and sale of cloud services for dental clinics
Design and renovation support for dental clinics (design and construction management)
Planning and hosting of lectures and training seminars
Various consulting services related to medical and business management
Preventive medical care business

(2) Business Performance of the Acquired Business

	Acquired Business (FY5/2024)
Consolidated Sales	6,001 million yen
Recurring Profit	19 million yen

(3) Assets and Liabilities Related to Business

The specific assets and liabilities to be acquired will be disclosed as soon as they are finalized following due diligence and the signing of the transfer agreement.

(4) Acquisition Price and Settlement Method

① Acquisition Price: 825 million yen (planned)
② Settlement Method: Cash payment

3. Overview of the Counterparty

(1) Name	ADI.G Corporation	
(2) Headquarters	1-10-10 Asano Honmachi, Kanazawa City, Ishikawa Prefecture 9F, Yokohama Landmark Tower, 2-2-1 Minato Mirai, Nishi-ku, Yokohama, Kanagawa	
(3) Representative	Koji Asano, President and CEO	
(4) Business Activities	Development and sale of dental medical equipment, materials, and pharmaceuticals Development and sale of cloud services for dental clinics Design and renovation support for dental clinics	
(5) Capital	40 million yen	
(6) Establishment	August 1974	
(7) Net Assets	△3,848 million	
(8) Total Assets	2,926 million	
(9) Major Shareholders and Shareholding Ratios	Koji Asano 36.1% Masako Asano 30.6% Hiroki Asano 17.0% Hirotomi Asano 16.3%	
(10) Relationship with the Listed Company	Capital Relationship	None
	Personnel Relationship	None
	Business Relationship	None
	Related Party Status	None

4. Schedule

(1) Board Resolution Date	April 11th, 2025
(2) Contract Signing Date	Early April 2025 (The contract will be executed subject to the consent of the supervisor appointed in connection with the civil rehabilitation proceedings)
(3) Business Commencement Date	July 1st, 2025 (provided, however, that the commencement date may be brought forward

	depending on when the new company obtains the necessary permits and licenses)

5. Accounting Treatment Overview

This transaction is expected to be treated as an "acquisition" under business combination accounting. The amount and amortization period of goodwill and other intangible fixed assets are currently under review.

6. Outlook

The impact of this transaction on our financial performance for FY3/2026 is currently under assessment. Should any matters requiring disclosure become apparent, we will promptly make an announcement.