



February 13th, 2026

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

Notice Regarding Absorption-Type Merger of Wholly-Owned Subsidiary (Simplified Merger / Short-Form Merger)

We hereby announce that, at the meeting of the Board of Directors held on February 13, 2026, we resolved to conduct an absorption-type merger (hereinafter the "Merger") with our wholly-owned subsidiary, GENOVA DESiGN Inc. (hereinafter "GD"), with an effective date of April 1, 2026.

As this is a simplified absorption-type merger involving a wholly-owned subsidiary, certain disclosure items and details have been omitted.

1. Purpose of the Merger

As our 100% consolidated subsidiary, GD has been responsible for creative functions, including web design and content creation for our services. We have decided to conduct this absorption-type merger to strengthen the collaboration between the Medical Platform Business and the production division, thereby speeding up decision-making and improving service quality. Additionally, the Merger aims to streamline the management structure and improve efficiency through the reduction of administrative costs.

2. Summary of the Merger

(1) Schedule of the Merger

Resolution of the Board of Directors: February 13, 2026

Execution of the Merger Agreement: February 13, 2026

Scheduled Date of the Merger (Effective Date): April 1, 2026

For us, the Merger will be conducted as a simplified merger pursuant to the provisions of Article 796, Paragraph 2 of the Companies Act. For GD, the Merger will be conducted as a short-form merger pursuant to the provisions of Article 784, Paragraph 1 of the Companies Act. Therefore, neither company will hold a general meeting of shareholders to approve the Merger agreement.

(2) Method of the Merger

This will be an absorption-type merger wherein we will be the surviving company and GD will be dissolved.

(3) Allotment Related to the Merger

There will be no issuance of new shares or payment of money due to the Merger.

(4) Treatment of Share Acquisition Rights and Bonds with Share Acquisition Rights

GD, the dissolving company, has not issued any share acquisition rights or bonds with share acquisition rights.

3. Profile of the Companies Involved in the Merger

	Surviving Company	Dissolving Company
(1) Trade Name	GENOVA, Inc.	GENOVA Design Co., Ltd.
(2) Location	Shibuya Hikarie 34F, 2-21-1 Shibuya, Shibuya-ku, Tokyo	Shibuya Hikarie 34F, 2-21-1 Shibuya, Shibuya-ku, Tokyo
(3) Title and Name of Representative	Tomoki Hirase President and Representative Director	Masaki Oishi Representative Director
(4) Line of Business	Medical Platform Business Smart Clinic Business Dental Distribution Business DX Business	Outsourcing of website production operation, and maintenance
(5) Share Capital (As of September 30, 2025)	777,588 thousand yen	5,000 thousand yen
(6) Date of Establishment	July 4 th , 2005	May 1 st , 2018

(7) Total Number of Issued Shares (As of September 30,2025)	Common Stock: 17,826,600 shares	Common Stock: 750 shares
(8) Fiscal Year End	March 31 st	March 31 st
(9) Major Shareholders and Shareholding Ratios (As of September 30, 2025)	Tomoki Hirase 32.34% Hirase Shoten Co., Ltd. 7.69% The Master Trust Bank of Japan, Ltd. (Trust Account) 5.78% EPARK, Inc. 3.14% Shinji Naito 2.84%	GENOVA, Inc. 100.0%
Financial Position and Operating Results for the Immediately Preceding Fiscal Year		
	Fiscal Year Ended March 2025 (Non-Consolidated)	Fiscal Year Ended March 2025 (Non-Consolidated)
(10) Net Assets	6,930,998 thousand yen	68,031 thousand yen
(11) Total Assets	8,427,850 thousand yen	129,453 thousand yen
(12) Net Assets per Share	374.86 yen	90,708.32 thousand yen
(13) Net Sales	9,850,500 thousand yen	337,263 thousand yen
(14) Operating Profit	2,032,756 thousand yen	△14,943 thousand yen
(15) Ordinary Profit	2,032,101 thousand yen	△14,873 thousand yen
(16) Profit Attributable to Owners of Parent	1,429,907 thousand yen	△17,116 thousand yen
(17) Earnings per Share	80.71 yen	△22,821.52 yen

4. Status of the Merger

There will be no changes to our trade name, head office location, title and name of the representative, business activities, share capital, or fiscal year end as a result of the Merger.

5. Future Outlook

Since the Merger is with a wholly-owned subsidiary in which we hold a 100% stake, it will have no impact on our consolidated financial results.