



October 17, 2025

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Representative:	Naoki Higashi President (TSE STANDARD Code: 3683)
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Company Name:	Universal Entertainment Corporation
Representative:	Tomohiro Okada Representative Director & President (TSE STANDARD Code: 6425)
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## **Notice Regarding the Acquisition of Shares in Exiis-Lab Co., Ltd. (100% Ownership Acquisition) by CYBERLINKS CO., LTD. and Merger with Synergy Co., Ltd.**

CYBERLINKS CO., LTD. (hereinafter referred to as “CYBERLINKS”) and Universal Entertainment Corporation (hereinafter referred to as “UNIVERSAL”) resolved at the respective board of directors meetings – UNIVERSAL’s meeting held on October 10, 2025, and CYBERLINKS’ meeting held on October 17, 2025 - that CYBERLINKS will acquire all shares of Exiis-Lab Co., Ltd. (hereinafter referred to as “EXIIS-LAB”), a wholly owned (non-consolidated) subsidiary of UNIVERSAL, thereby making EXIIS-LAB a wholly owned subsidiary of CYBERLINKS (hereinafter referred to as “the Share Acquisition”). Additionally, it was decided that an absorption-type merger would take place, with Synergy Co., Ltd. (hereinafter referred to as “SYNERGY”), a wholly owned subsidiary of CYBERLINKS, as the surviving company and EXIIS-LAB as the dissolving company, with an effective date scheduled for December 1, 2025 (hereinafter referred to as “the Merger”). On October 17, 2025, a share transfer agreement was concluded between CYBERLINKS and UNIVERSAL, and an absorption-type merger agreement was concluded between SYNERGY and EXIIS-LAB. Please note that this matter does not fall under the timely disclosure standards stipulated by the Tokyo Stock Exchange for either CYBERLINKS and UNIVERSAL, and the information is being disclosed voluntarily as useful information. Details are as follows.

### **1. Reasons for the Share Acquisition and the Merger**

The CYBERLINKS Group has positioned the utilization of AI technology to improve operational efficiency and customer satisfaction as a key growth strategy. In the “Government Cloud Business”, in particular, it is urgent to incorporate advanced AI-driven search functionalities into the municipal document management system “ActiveCity”, which is currently being developed by SYNERGY. EXIIS-LAB possesses advanced AI technology based on natural language processing, which includes sophisticated conversational features. By integrating this AI technology with “ActiveCity”, we believe it will significantly improve document search efficiency and contribute greatly to streamlining municipal employees’ operations and enhancing the quality of services provided to residents.

Additionally, UNIVERSAL launched a new management structure as of March 2025 and is working on structural reforms within its group management. It is focusing on enhancing growth and profitability through the selection and concentration of management resources. In light of this, after carefully considering potential buyers capable of fostering further growth, UNIVERSAL decided to transfer EXIIS-LAB to CYBERLINKS.

Through the Share Acquisition and the Merger, the CYBERLINKS Group aims to expand its services in the Government Cloud Business, while also creating services with high customer satisfaction.

## 2. Acquisition of Shares in EXIIS-LAB by CYBERLINKS

### (1) Overview of the subsidiary (EXIIS-LAB) to be acquired by CYBERLINKS

① Name	Exiis-Lab Co., Ltd.		
② Address	Ariake Frontier Building, 3-7-26 Ariake, Koto-ku, Tokyo		
③ Name and Title of the Representative	Atsushi Kikuchi, Representative Director & President		
④ Business Description	Provides products such as chatbots based on the proprietary AI conversation platform ‘CAIWA’, as well as applied research in various AI technologies		
⑤ Capital	5 million yen		
⑥ Date of Establishment	October 3, 2016		
⑦ Major Shareholders and Shareholding Ratios	Universal Entertainment Corporation: 100%		
⑧ Relationship Between Our Company and the Company to Be Acquired	Capital Relationship	None	
	Personnel Relationship	None	
	Business Relationship	None	
⑨ Business Performance and Financial Position of the Company for the Last Three Years			
Fiscal Year-End	March 31, 2023	March 31, 2024	March 31, 2025
Net Assets	-106,812 thousand yen	-106,184 thousand yen	-109,737 thousand yen
Total Assets	76,797 thousand yen	67,642 thousand yen	54,199 thousand yen
Net Assets per Share	-1,068,124.91 yen	-1,061,846.08 yen	-1,097,372.44 yen
Sales	178,277 thousand yen	161,086 thousand yen	161,976 thousand yen
Operational Profit / Loss (-)	30,129 thousand yen	3,958 thousand yen	-351 thousand yen
Operating Profit / Loss (-)	26,942 thousand yen	697 thousand yen	-3,482 thousand yen
Ordinary Profit / Loss (-)	26,872 thousand yen	627 thousand yen	-3,552 thousand yen
Net Profit / Loss per Share (-)	268,724.50 yen	6,278.83 yen	-35,526.36 yen
Dividend per Share	- yen	- yen	- yen

### (2) Overview of the counterparty of the Share Acquisition (UNIVERSAL)

① Name	Universal Entertainment Corporation		
② Address	Ariake Frontier Building A, 3-7-26 Ariake, Koto-ku, Tokyo		
③ Name and Title of the Representative	Tomohiro Okada, Representative Director & President		
④ Business Description	Research, development, manufacture, and sales of pachislot and pachinko machines as well as related machines Integrated Resort (IR) Business at Manila, Philippines		
⑤ Capital	98 million yen		
⑥ Date of Establishment	December 10, 1979		
⑦ Net Assets	352,335 million yen (December 2024)		
⑧ Total Assets	474,936 million yen (December 2024)		
⑨ Major Shareholders and Shareholding Ratios	OKADA HOLDINGS LIMITED: 70.26%		
⑩ Relationship between the Listed Company and the Company to Be Acquired	Capital Relationship	N/A	
	Personnel Relationship	N/A	
	Business Relationship	N/A	
	Applicability of Related Parties	N/A	

(3) Number of Shares to be Acquired, Acquisition Price, and Status of Shareholding Before and After Acquisition

1. Number of shares hold before the transaction: - shares (Shareholding ratio: -%)
2. Number of shares to be acquired: 100 shares (Shareholding ratio: 100.0%)
3. Number of shares to be held after the transaction: 100 shares (Shareholding ratio: 100.0%)
4. Acquisition price: 5 million yen

\*The acquisition price of the shares was determined through mutual consultation, taking into account the evaluation opinions of third parties.

\* In addition to the above, advisory fees and other costs (estimated amount) of 27 million yen are anticipated.

(4) Scheduled Date of the Share Acquisition

November 28, 2025

3. Regarding the Merger

(1) Schedule of the Merger

Shareholders' Meeting Resolution Date for Merger Agreement	October 17, 2025
Approval (between merging companies)	
Merger Agreement Conclusion Date (between merging companies)	October 17, 2025
Effective Date of the Merger	December 1, 2025 (scheduled)

(2) Method of the Merger

The merger will be conducted through an absorption-type merger, where SYNERGY will be the surviving company, and EXIIS-LAB will be the dissolving company. EXIIS-LAB will be dissolved.

(3) Details of the Allocation in Relation to the Merger

This merger is conditional upon the acquisition of shares, therefore it is based on the assumption that, by the day before the effective date of the merger, EXIIS-LAB will have become a wholly owned subsidiary of CYBERLINKS. Therefore, no shares or other monetary allocations will be made in connection with this merger.

(4) Treatment of Stock Warrants and Convertible Bonds of the Dissolving Company in the Merger

EXIIS-LAB has not issued any stock warrants or convertible bonds.

(5) Overview of the Merging Companies

	Surviving Company	Dissolving Company
① Name	Synergy Co., Ltd.	Exiis-Lab Co., Ltd.
② Address	3F, 7-10-14 Oyama, Ginowan City, Okinawa	Ariake Frontier Building, 3-7-26, Ariake, Koto-ku, Tokyo
③ Title and Name of the Representative	Takashi Koda Representative Director & President	Atsushi Kikuchi Representative Director & President
④ Business description	Sales, design, development, implementation support, and outsourcing of municipal systems such as document management systems	Provides products such as chatbots based on the proprietary AI conversation platform 'CAIWA', as well as applied research in various AI technologies
⑤ Capital	80 million yen	5 million yen
⑥ Date of Establishment	April 13, 2010	October 3, 2016
⑦ Number of shares issued	410 shares	100 shares
⑧ Fiscal Year-End Date	September 30	March 31
⑨ Major Shareholders and Shareholding Ratios	CYBERLINKS CO., LTD.: 100.0%	Universal Entertainment Corporation: 100%

⑩ Financial Position and Business Performance for the Most Recent Fiscal Year		
Fiscal Year-End	September 30, 2024	March 31, 2025
Net Assets	17,786 thousand yen	-109,737 thousand yen
Total Assets	1,652,583 thousand yen	54,199 thousand yen
Net Assets per Share	43,382.91 yen	- 1,097,372.44 yen
Sales	909,220 thousand yen	161,976 thousand yen
Operating Profit / Loss (-)	19,464 thousand yen	-351 thousand yen
Ordinary Profit / Loss (-)	4,901 thousand yen	-3,482 thousand yen
Net Profit / Loss Attributable to Parent Company Shareholders (-)	2,542 thousand yen	-3,552 thousand yen
Net Profit / Loss per Share (-)	6,202.19 yen	-35,526.36 yen
Dividend per Share	-	-

(6) Post-Merger Overview

There will be no changes to the name, location, representative's title and name, business activities, capital, or fiscal year-end of Synergy after the merger.

4. Outlook

The impact of the share acquisition and the merger on the financial results of CYBERLINKS and UNIVERSAL for the fiscal year ending December 2025 is expected to be minor.

(Reference) Consolidated Earnings Forecast for the Current Period and Consolidated Results for the Previous Period

① CYBERLINKS (Announced on February 14, 2025)

(Unit: million yen)

	Consolidated Sales	Consolidated Operating Profit	Consolidated Ordinary Profit	Net Profit Attributable to Owners of Parent
Consolidated Earnings Forecast for the Current Period (December 2025)	17,741	1,731	1,734	1,147
Consolidated Results for the Previous Period (December 2024)	15,870	1,255	1,266	814

② UNIVERSAL (Announced on February 13, 2025)

(Unit: million yen)

	Consolidated Sales	Consolidated Operating Profit	Consolidated Ordinary Profit	Net Profit Attributable to Owners of Parent
Consolidated Earnings Forecast for the Current Period (December 2025)	150,000	16,000	1,000	800
Consolidated Results for the Previous Period (December 2024)	126,328	3,024	-5,599	-15,569