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GA TECHNOLOGIES



April 6, 2026

To whom it may concern:

Company name: GA technologies Co., Ltd.
Representative: Ryo Higuchi,
President, Representative Director, Executive Officer, and CEO
(Code No.: 3491 Tokyo Stock Exchange - Growth)
Contact: Shunji Goto
Executive officer VP of finance
(Tel: +81-3-6230-9180)

Notice Regarding Acquisition of Shares of SPC Securities Inc.

GA technologies Co., Ltd. (the "Company") hereby announces that today it determined acquiring all issued shares of SPC Securities Inc. (Head office: Chuo-ku, Tokyo. Hereafter referred to as "SPC Securities"), which engages in financial instruments business, and investment advisory and agency business, from TPM Inc. (Head office: Chuo-ku, Tokyo), the parent company of SPC Securities, and to make it a wholly owned subsidiary (hereinafter referred to as "this Transaction"), and has concluded a share transfer agreement.

1. Purpose and Background of this Transaction

The Company Group has been promoting its business since its establishment in 2013 under Our Ambition: "Spark excitement and inspiration by fusing technology with innovation to propel the world forward". Since the rise of the Internet in the 1990s, IT adoption has advanced across various industries, enriching people's lives. However, in the real estate industry, which accounts for a particularly large share of Japan's industries, IT adoption has lagged other industries due to business customs, legal regulations, and the characteristics of the industry structure. As a result, the industry faces many challenges such as "low productivity and analog operations," "information asymmetry," and "poor user experience". The Company aims to solve these challenges by leveraging technology and to bring innovation to the real estate industry.

In the RENOSY Marketplace business, one of the core businesses of the Company Group, under the brand vision "Making asset formation through real estate the norm", the Company makes real estate investment more accessible through the power of AI with Technology, and provides "safe, simple, and optimal asset formation services through real estate" under the AI real estate investment brand "RENOSY." Traditionally, real estate investment has been perceived as limited to a segment of wealthy individuals and experienced investors, as it involves complex procedures requiring specialized knowledge and burdensome management tasks. In response to these industry challenges, the

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Company has transformed real estate investment into "something more accessible and more reliable" by utilizing proprietary technologies including AI and digital platforms. As a result, the Company has achieved No. 1 in sales performance and purchase performance in real estate investment (Note 1). Based on these achievements, in order to further enhance service value, the Company has been working to improve customer satisfaction by promoting the expansion of opportunities through the enhancement of product lineups for a cumulative total of 630,000 RENOSY members (Note 2), as well as by expanding into the U.S. business.

Meanwhile, SPC Securities and its subsidiary SPC Asset Management Inc. (Head office: Chuo-ku, Tokyo. Hereafter referred to as "SPCAM". SPC Securities and SPCAM collectively referred to as "SPC Group"), which engages in asset management business, hold financial licenses essential for the real estate fund business, including Specified Joint Real Estate Ventures, Type I and Type II Financial Instruments Business, Investment Advisory and Agency Business, and Investment Management Business. The Company understands that the SPC Group has been engaged in the structuring, sales, and management of private real estate funds for many years, possesses advanced financial operational know-how, a robust compliance framework, and an extensive track record of entrusted asset management, thereby earning high trust from investors and financial institutions.

Against the backdrop of the government's promotion of the shift "from savings to investment" and the increasing social demand for individuals' autonomous asset formation, the needs for asset formation among individuals and corporations are reaching unprecedented levels. In particular, the market for fractional real estate products and private funds, which can be started easily with smaller amounts compared to physical real estate investment, is rapidly expanding (Note 3). However, the development of such business requires registration and permission under the Act on Specified Joint Real Estate Ventures and the Financial Instruments and Exchange Act, and demands advanced expertise and the establishment of a rigorous operational framework, making barriers to entry currently high.

The Company believes that through collaboration with the SPC Group joining the Company Group, the company can swiftly realize full-scale entry into the real estate securitization business, which would otherwise require considerable time to obtain permits and establish the necessary framework independently. By integrating the strong customer base and technology utilization capabilities of the "RENOSY Marketplace" that the Company possesses with the financial licenses and fund management know-how of the SPC Group, the Company will provide customers with more diverse and high-value-added asset formation options, while stabilizing and sustainably expanding the revenue base through the accumulation of stable asset management fees (recurring revenue) based on assets under management (AUM) within the Company Group's business portfolio.

(Note 1) <https://ssl4.eir-parts.net/doc/3491/tdnet/2783385/00.pdf>

(Note 2) As of the end of January 2026

(Note 3) <https://www.mlit.go.jp/totikensangyo/const/content/001519666.pdf>

2. Maintaining the Independence of the SPC Group

The Company recognizes that the strong trust relationships with existing customers that the SPC Group has cultivated as a financial business operator constitute one of the group's core values. After joining the group, based on third-party advice, the Company will establish a robust firewall (information barrier) between the SPC Group

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and the Company, which operates real estate business, and will implement a rigorous framework to ensure that existing business fund confidential information and property information are not improperly shared or misused. Furthermore, the Company will eliminate any improper intervention that prioritizes the Company's interests in fund structuring or property acquisition, respect the SPC Group's independent decision-making processes, and maintain and strengthen its unique governance framework. The Company believes that such thorough conflict of interest management is an important prerequisite not only for maintaining the trust of existing SPC Group customers but also for fulfilling the protection of individual investors when providing new investment opportunities in the future.

3. Overview of the Subsidiary to be Transferred (SPC Securities)

(1) Name	SPC Securities Inc.		
(2) Head Office	St. Luke's Tower 40F, 8-1 Akashi-cho, Chuo-ku, Tokyo		
(3) Title of Name of Representative	Representative Director, Masanobu Shiraishi		
(4) Business Description	Brokerage and private placement of securities Financial advisory services Fund arrangement services Asset management services		
(5) Capital	100 million yen		
(6) Date of Establishment	December 27, 2000		
(7) Major Shareholders and	TPM Inc. (100.0%)		
(8) Relationship between the Listed Company and the Company			
	Capital relations	No relationship	
	Personnel relations	No relationship	
	Business relations	No relationship	
(9) Business Performance and Financial Position of the Company for the Most Recent Three Years (Note 1)			
Fiscal Year	FY ended March 2023	FY ended March 2024	FY ended March 2025
Net Assets	1,318 million yen	562 million yen	763 million yen
Total Assets	1,523 million yen	783 million yen	1,084 million yen
Net Assets per Share	527.11 yen	224.76 yen	305.05 yen
Net Sales	533 million yen	536 million yen	655 million yen
Operating Income	314 million yen	295 million yen	401 million yen
Ordinary Income	385 million yen	374 million yen	457 million yen

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Net Income	270 million yen	276 million yen	321 million yen
Net Income per Share	108.16 yen	110.28 yen	128.26 yen
Dividend per Share	46.97 yen	412.63 yen	47.97 yen

(Note 1) These figures are unaudited.

4. Overview of the Subsidiary to be Transferred (SPCAM)

(1) Name	SPC Asset Management Co., Ltd.		
(2) Head Office	St. Luke's Tower 40F, 8-1 Akashi-cho, Chuo-ku, Tokyo		
(3) Title of Name of Representative	Representative Director, Masanobu Shiraishi		
(4) Business Description	Real estate fund management services Solution services Brokerage and intermediary services		
(5) Capital	100 million yen		
(6) Date of Establishment	May 30, 2006		
(7) Major Shareholders and	SPC Securities Inc. (100.0%)		
(8) Relationship between the Listed Company and the Company			
	Capital relations	No relationship	
	Personnel relations	No relationship	
	Business relations	No relationship	
(9) Business Performance and Financial Position of the Company for the Most Recent Three Years (Note 1)			
Fiscal Year	FY ended March 2023	FY ended March 2024	FY ended March 2025
Net Assets	724 million yen	812 million yen	967 million yen
Total Assets	964 million yen	1,037 million yen	1,311 million yen
Net Assets per Share	0.72 million yen	0.81 million yen	0.97 million yen
Net Sales	489 million yen	447 million yen	572 million yen
Operating Income	258 million yen	222 million yen	310 million yen
Ordinary Income	256 million yen	220 million yen	308 million yen
Net Income	177 million yen	146 million yen	204 million yen
Net Income per Share	0.18 million yen	0.15 million yen	0.20 million yen
Dividend per Share	24,499 yen	29,246 yen	24,120 yen

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(Note 1) These figures are unaudited.

5. Overview of the Counterparty for Share Acquisition

(1) Name	TPM Inc.	
(2) Head Office	St. Luke's Tower 40F, 8-1 Akashi-cho, Chuo-ku, Tokyo	
(3) Title and Name of Representative	Representative Director Taiki Sasaki	
(4) Business Description	Real estate development and leasing business	
(5) Capital	100 million yen	
(6) Date of Establishment	April 1, 2004	
(7) Net Assets	4,386 million yen (FY ended March 2025)	
(8) Total Assets	18,276 million yen (FY ended March 2025)	
(9) Major Shareholders and Shareholding Ratio	Systemworks Inc. (100.0%)	
(10) Relationship between the Listed Company and the Company		
	Capital Relationship	No relationship
	Personnel Relationship	No relationship
	Business Relationship	No relationship

6. Number of Shares Acquired, Acquisition Price, and Status of Share Ownership Before and After Acquisition

(1) Number of Shares Owned Before Change	0 shares (Number of voting rights: 0, Voting rights ownership ratio: 0.0%)
(2) Number of Shares Acquired	2,500,000 common shares (Number of voting rights: 2,500,000)
(3) Acquisition Price (Note 1)	Common shares of SPC Securities: approximately 5,000 million yen Advisory fees, etc. (estimated amount): approximately 50 million yen Total (estimated amount): approximately 5,050 million yen
(4) Number of Shares Owned After Change	2,500,000 common shares (Number of voting rights: 2,500,000, Voting rights ownership ratio: 100.0%)

(Note 1) The final transfer price will be determined after price adjustments based on this share transfer agreement.

7. Schedule of This Transaction (Note 1)

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Board of Directors resolutions of both the Company and TPM Inc. regarding this Transaction	April 6th, 2026
Date of Share Transfer Agreement Execution	April 6th, 2026
Share Transfer Date (Scheduled)	June 30th, 2026

(Note 1) The schedule for this Transaction is a projection as of the current date, and the above schedule may be subject to change as procedures progress.

8. Future Outlook

The impact of this transaction on consolidated financial results is considered to be immaterial at this stage; however, if necessary, the Company will promptly disclose such information in the future.

For more detailed information, please refer to the separately attached "Supplementary Explanatory Materials Regarding the Acquisition of Shares of SPC Securities Inc."

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