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July 28, 2026

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Notice Concerning Intra-group Organizational Restructuring (Waiver of Debt Owed by a Subsidiary, Acquisition of Shares of a Subsidiary by Way of In-kind Distribution, and Absorption-type Merger of a Wholly Owned Subsidiary)

gumi Inc. (the "Company") hereby announces that its Board of Directors has resolved today to carry out the waiver of debt owed by gC Labs Inc. ("gC Labs"), a consolidated subsidiary of the Company, the acquisition of shares of gC Games Inc. ("gC Games") by way of an in-kind distribution from gC Labs, and the absorption-type merger of gC Games by the Company (collectively, the "Organizational Restructuring"), as follows.

With respect to the absorption-type merger included in the Organizational Restructuring, because it is a simplified absorption-type merger involving a wholly owned subsidiary of the Company, certain disclosure items and details have been omitted.

1. Purpose and Background of the Organizational Restructuring

The Company group is promoting the concentration of management resources and the efficiency of group management. Under the current organizational structure, in order to carry out efficient organizational integration of gC Games, a wholly owned subsidiary of gC Labs, a consolidated subsidiary of the Company (a sub-subsidiary of the Company), the following 3-step Organizational Restructuring will be implemented.

Step 1	The Company will waive debt owed by gC Labs, thereby eliminating gC Labs' negative net assets
Step 2	The Company will receive from gC Labs an in-kind distribution (stock dividend) of shares of gC Games held by gC Labs (thereby establishing a parent-subsidiary relationship between the Company and gC Games)
Step 3	The Company will conduct an absorption-type merger with gC Games, which will have become a wholly owned subsidiary of the Company

2. Details of Individual Procedures in the Organizational Restructuring

(Step 1) Regarding Waiver of Claims against Subsidiary (gC Labs)

gC Labs is in a state of substantive negative net assets due to liabilities, etc. arising from past intra-group transactions, and the distributable amount necessary for the in-kind distribution is insufficient. For the purpose of creating a distributable amount for the smooth execution of the series of procedures for the Organizational Restructuring, the Company has decided to waive the claims it holds against gC Labs.

Details of claims waived	Long-term loans receivable 713 million yen Accrued income 10 million yen
Date of execution	July 31, 2026

(Step 2) Regarding Acquisition of Shares by Way of In-kind Distribution (Making gC Games a Direct Subsidiary)

By making an in-kind distribution (stock dividend) to the Company of all shares of gC Games, which is a wholly owned subsidiary of gC Labs, gC Games will become a direct wholly owned subsidiary of the Company.

(Step 3) Regarding Absorption-type Merger of Wholly Owned Subsidiary (gC Games)

After establishing a direct parent-subsidiary relationship, the Company will conduct an absorption-type merger in which the Company will be the surviving company and gC Games will be the disappearing company.

3. Schedule of the Organizational Restructuring

The Organizational Restructuring will be implemented in accordance with the following schedule.

(1) Schedule

July 28, 2026	Board of Directors resolution
July 31, 2026 (Scheduled)	Execution of debt forgiveness for gC Labs (Step 1)
Early in August 2026 (Scheduled)	Implementation of dividend of shares (distribution in kind) from gC Labs (Step 2)
September 25, 2026 (Scheduled)	Absorption-type merger of gC Games with the Company as the surviving company (effective date) (Step 3)

4. Summary of this absorption-type merger

(1) Schedule of the merger

July 28, 2026	Board of Directors resolution
Early in August 2026 (Scheduled)	Date of execution of the merger agreement
September 25, 2026 (Scheduled)	Effective Date of the Merger

(Note) This merger constitutes, with respect to the Company a simplified merger as prescribed in Article 796, paragraph 2 of the Companies Act, and, with respect to gC Games, a short-form merger as prescribed in Article 784, paragraph 1 of the Companies Act; accordingly, it will be carried out in both cases without a resolution of approval at a General Meeting of Shareholders.

(2) Method of Merger

The merger will be implemented by way of an absorption-type merger in which the Company will be the surviving company and gC Games will be the disappearing company, and gC Games will be dissolved as a result of this merger.

(3) Details of Allotment in Connection with the Merger

gC Games is a wholly owned subsidiary of the Company and therefore there will be no issuance of new shares or allotment of money, etc. in connection with this merger.

(4) Treatment of Stock Acquisition Rights and Bonds with Stock Acquisition Rights in Connection with the Merger

gC Games, the disappearing company, has not issued Stock Acquisition Rights or bonds with Stock Acquisition Rights.

5. Overview of the Companies Involved in the Merger (as of April 30, 2026)

	Surviving Company in the Absorption-Type Merger	Disappearing Company in the Absorption-Type Merger
(1) Name	gumi Inc.	gC Games Inc.
(2) Location	4-34-7 Nishi-Shinjuku, Shinjuku-ku, Tokyo	4-34-7 Nishi-Shinjuku, Shinjuku-ku, Tokyo
(3) Title and Name of Representative	Representative Director Hiroyuki Kawamoto	Representative Director Yasushi Teramura
(4) Business Description	I. Mobile game business II. Blockchain-related business	I. Planning, development, production and sales of software and hardware II. Planning, development, production and sales of video content and books
(5) Capital	14,617 million yen	500,000 yen
(6) Date of Establishment	June 13, 2007	October 1, 2019

(7) Number of Issued Shares	53,897,034 shares	38,403 shares
(8) Fiscal Year-End	April	April
(9) Major Shareholders and Shareholding Ratio	SBI Holdings, Inc. 30.54% SUPER STATE HOLDINGS, Inc. 6.29% The Master Trust Bank of Japan Ltd. (Trust Account) 5.82% JAPAN SECURITIES FINANCE CO., LTD. 3.05% Square Enix Holdings Co., Ltd. 2.19%	gumi Inc. 100% * Ratio after completion of the distribution in kind (before the reorganization, gC Labs held 100%)
Fiscal Year	Fiscal Year Ending April 2026 (Consolidated)	Fiscal Year Ending April 2026 (Non-consolidated)
Total assets	28,821 million yen	82 million yen
Net assets	22,134 million yen	(1,111) million yen
Net assets per share	384.47 yen	(28,949) yen
Revenue	9,183 million yen	95 million yen
Operating income	83 million yen	(237) million yen
Ordinary income	2,170 million yen	(244) million yen
Profit attributable to owners of parent	1,454 million yen	(299) million yen
Net income per share	28.46 yen	(7,811) yen

6. Status of the Company after the merger

There will be no changes to the trade name, business activities, location of the head office, representative, capital, or fiscal year-end as a result of this merger.

7. Future Outlook

As the Organizational Restructuring is an intra-group organizational restructuring carried out between the Company and its wholly owned subsidiary, its impact on the consolidated financial results for the current fiscal year will be minor. In addition, with regard to the impact on the Company's non-consolidated financial results associated with the waiver of claims against gC Labs in Step1, as an allowance for doubtful accounts for such claims has already been recorded in prior fiscal years, the impact will likewise be minor.