

February 4, 2025

Company Name: GA technologies Co., Ltd.

Representative: Ryo Higuchi

President, Representative Director, Executive Officer, and CEO

(Code Number: 3491 Tokyo Stock Exchange-Growth)

Contact: Satoshi Matsukawa Executive Officer CAO

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Announcement Regarding Determination of Issue Price and Other Matters

GA technologies Co., Ltd. (“the Company”) hereby announces that it has determined the issue price, offer price and other matters in relation to the issuance of new shares by way of an international offering (the “International Offering”) which its Board of Directors resolved on February 4, 2025 (Tue), as set forth below.

(1) Issue Price (Offer Price)*		1,332 yen per share
(2) Aggregate Amount of Issue Price (Offer Price)		5,424,436,800 yen
(3) Amount to be Paid in*		1,258 yen per share
(4) Total Amount to be Paid in		5,123,079,200 yen
(5) Increase in the Share Capital and Legal Capital Surplus	Share capital	2,561,539,600 yen
	Legal capital surplus	2,561,539,600 yen
(6) Payment Date		February 20, 2025 (Thu)
(7) Delivery Date		February 21, 2025 (Fri)

(Note) The new shares are to be underwritten and purchased by the Underwriters at the amount to be paid in and offered at the issue price (the offer price). The shares will be sold to purchasers at the issue price (the offer price) plus a brokerage fee of 0.50% of the the issue price (the offer price) payable to the Underwriters.

Note: This press release does not constitute an offer of any securities for sale. This press release has been prepared for the sole purpose of making a public announcement regarding the International Offering, and not for the purpose of soliciting investment, etc. within or outside Japan. This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The securities referred to in this press release have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”). The securities may not be offered or sold in the United States absent registration or an exemption from the registration requirements under the Securities Act. Any public offering of securities in the United States will be pursuant to a prospectus that may be obtained from GA technologies Co., Ltd.. that will contain detailed information about GA technologies Co., Ltd. and its management, as well as financial statements of GA technologies Co., Ltd.. No public offering of the securities will take place in the United States.

(For Reference)

1. Calculation of Issue Price (Offer Price)

(1) Calculation Reference Date and Price	February 4, 2025	1,480 yen
(2) Discount Rate		<u>10.00%</u>

2. Use of Proceeds

The estimated net proceeds of 5.0 billion yen from the International Offering are expected to be applied to:

- 1) 2.0 billion yen by the end of October 2026 for the M&A fund. If M&A is not implemented, the proceeds are expected to be applied to increased working capital for organic business growth.
- 2) 1.5 billion yen by the end of March 2025 for the repayment of the bank loan incurred in connection with the acquisition of shares of RW OpCo, LLC
- 3) 1.5 billion yen by the end of October 2026 for technology-related investments.

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