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November 5, 2025

Company Name	SHIFT Inc.
Representative	Masaru Tange, CEO and Representative Director (TSE Prime Market Code: 3697)
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Notice of the Absorption-type Merger of a Subsidiary

SHIFT Inc. (“SHIFT,” headquartered in Minato-ku, Tokyo, Japan; Masaru Tange, CEO and Representative Director), which supports clients in developing and delivering software services and products that drive sales, is announcing that at a meeting of its Board of Directors held on November 5, 2025, it resolved to merge Roppongi Kanri No.10 Co., Ltd.(“RK10,” headquartered in Minato-ku, Tokyo, Japan; Shota Isomoto ,Representative Director), a wholly owned consolidated subsidiary (ownership ratio: 100%) by an absorption-type merger (hereinafter “the Reorganization”).

As this reorganization constitutes a simplified absorption-type company split involving a consolidated subsidiary, certain disclosure items and details have been omitted.

1. Purpose of the Reorganization

Since launching its software testing business in 2009, SHIFT has delivered software quality assurance services across a wide range of industries, from enterprise systems to entertainment. As the company grew, it sought to raise awareness of the importance of software development and product quality in a market where software testing outsourcing was still in its early stages. To expand its corporate client base, SHIFT launched a training business in 2012 called Hinshitsu Daigaku (“Quality University”), offering programs designed to promote quality-driven practices among organizations.

RK10, which SHIFT will merge with through an absorption-type merger, operates an online programming school (e-learning) for individuals with no prior IT experience as well as engineers seeking to advance their skills. The company also provides career transition support services for its students. Leveraging the nature of online courses, the school has students nationwide and features robust support systems designed to effectively address student challenges and boost motivation. Its key features include a one-on-one mentorship program, responsive support services that promptly address questions, and a learning management system that visualizes student progress. The school also boasts a job placement success rate exceeding 98%, demonstrating its success in cultivating highly skilled, market-ready engineers.

As a group company of SHIFT, RK10 had planned to collaborate with SHIFT's Hinshitsu Daigaku. However, to strengthen collaboration and accelerate decision-making between the two entities, as well

as to centralize corporate functions for optimized resource allocation, it was decided to implement the reorganization. Through this integration, SHIFT will enhance its engineer training programs by incorporating the skill sets required for success in the AI era, providing career development opportunities tailored to evolving technological needs. Additionally, SHIFT will offer corporate clients e-learning content covering topics such as "Compliance," "Information Security," and other essential knowledge and workplace standards. These materials have been developed and refined based on the challenges and risks SHIFT has encountered throughout various stages of its business growth.

By fully utilizing this online learning platform alongside Hinshitsu Daigaku, which offers highly specialized, practice-oriented programs primarily through in-person lectures, SHIFT aims to further expand its customer base. This initiative will accelerate the cultivation of engineers capable of achieving higher productivity and development quality, contributing to resolving structural challenges such as the IT industry's chronic talent shortage and supporting the smooth business operations of companies across Japan.

2. Summary of the Organizational Restructuring

(a) Schedule of the Organizational Restructuring

Date of resolution of the Board of Directors	November 5, 2025
Contract date	November 5, 2025
Scheduled implementation date (effective date)	January 1, 2026 (scheduled)

(b) Method of the Organizational Restructuring

This is an absorption-type merger with SHIFT as the succeeding company and RK10 as the dissolving company.

(c) Details of the Allocation Related to the Organizational Restructuring

There was no issuance of new shares or payment of consideration due to the reorganization.

(d) Treatment Related to Stock Acquisition Rights and Bonds with Stock Acquisition Rights in Connection with the Organizational Restructuring

Not applicable.

3. Outline of the Companies Involved in the Organizational Restructuring

	Surviving Company	Dissolving Company
(1) Name	SHIFT Inc.	Roppongi Kanri No.10 Co., Ltd.
(2) Address	Azabudai Hills Mori JP Tower, 1-3-1 Azabudai, Minato-ku, Tokyo	3-2-1 Roppongi, Minato-ku, Tokyo
(3) Job title/name of representative	Masaru Tange, CEO and Representative Director	Shota Isomoto, Representative Director
(4) Business activities	- Software quality assurance and testing business	- Training business - Human dispatching business
(5) Common stock	¥21 million	¥6 million
(6) Date of establishment	September 7, 2005	August 14, 2024
(7) Number of shares outstanding	267,500,670	1,200
(8) Fiscal year end	August 31	July 31
(9) Major shareholders and percentage of shares	Masaru Tange 30.52%	SHIFT Inc. 100%
(10) Results of operations and financial position for the most recent fiscal year (Million yen)		
Fiscal year end	For the year ended August 31, 2025	For the year ended July 31, 2025
Net assets	34,376	10
Total assets	65,227	11
BPS (yen)	128.90	9,159
Net sales	83,181	-
Operating profit	11,567	△0
Ordinary profit	11,098	△0
Profit	9,229	△1
Basic earnings per share (yen)	35.05	△841
Dividends per share (yen)	-	-

4. Status of the Company After the Organizational Restructuring

There will be no changes resulting from this restructuring to the company's name, location of the head office, title and name of the representative, business description, capital stock, or fiscal year-end.

5. Future Outlook

The impact of this alliance on the Company's consolidated financial results is expected to be immaterial. Should any material impact arise due to significant changes in business conditions, SHIFT will promptly disclose such information as soon as it becomes known.