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January 23, 2026

To whom it may concern:

Company Name:	S-Pool, Inc.
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	Representative Director
	(Securities code: 2471)
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Notice Concerning Company Split (Simplified Absorption-Type Company Split) Involving a Consolidated Subsidiary

S-Pool hereby announces that, at a Board of Directors meeting, it resolved to conduct a company split (hereinafter, the “Company Split”) whereby a portion of the rights and obligations related to the Professional Human Resource Utilisation Services Segment (hereinafter, the “Subject Segment”) will be succeeded to S-Pool Bridge, Inc. (hereinafter, “S-Pool Bridge”), a wholly owned subsidiary company of S-Pool, as described below.

Since the Company Split will be carried out as a simplified absorption-type company split with a wholly owned subsidiary company of S-Pool, certain disclosure items and details are omitted. Furthermore, with respect to this matter, due to an insufficient understanding at the time of the resolution regarding whether disclosure by the Company was required, disclosure has been made after a certain period has elapsed since the date of the resolution.

1. Background of the Company Split

The S-Pool Group has determined to implement the Company Split because significant business synergies are expected between the network of highly specialized human resources possessed by the Subject Segment and the business succession support services operated by S-Pool Bridge. Through this business integration, the S-Pool Group aims to further enhance the added value of both services and strengthen competitiveness.

2. Outline of the Company Split

(1) Schedule of the Company Split

Date of Board of Directors' resolution	January 16, 2026
Date of execution of the absorption-type company split agreement	(Undecided)
Effective day of the Company Split (planned)	June 1, 2026

(Note) With respect to the Company Split, the split company, S-Pool, falls under a simplified absorption-type company split as stipulated in Article 784, Paragraph 2 of the Companies Act, and the succeeding company, S-Pool Bridge, falls under a short-form absorption-type company split as stipulated in Article 796, Paragraph 1 of the Companies Act; therefore, the Company Split is scheduled to be carried out without obtaining resolutions of the General Meeting of Shareholders of either company. In addition, creditor protection procedures are scheduled to be implemented for the Company Split pursuant to Article 789 of the Companies Act.

(2) Method of the Company Split

The Company Split will be carried out as an absorption-type company split, with S-Pool as the split company and S-Pool Bridge as the succeeding company.

(3) Details of allocations related to the Company Split

Since the Company Split is conducted between S-Pool and its wholly owned subsidiary company, no allocation of shares or delivery of other monetary consideration will be made in connection with the Company Split.

(4) Treatment of share acquisition rights and bonds with share options accompanying the Company Split

Not applicable.

(5) Changes in share capital resulting from the Company Split

There will be no increase or decrease in S-Pool's share capital as a result of the Company Split.

(6) Rights and obligations to be succeeded by the succeeding company

As of the effective day of the Company Split, S-Pool Bridge will succeed certain contracts and other rights and obligations related to the Subject Segment, as specified in the absorption-type company split agreement. However, in the Company Split, assets and liabilities related to the Subject Segment held by the split company as of the effective day will not be succeeded to the succeeding company.

(7) Outlook for performance of obligations

As of November 30, 2025, the amount of assets on the balance sheet of the split company sufficiently exceeds the amount of liabilities, and it is expected that the amount of assets will continue to sufficiently exceed liabilities after the effective day of the absorption-type company split. In addition, no events are currently anticipated that would hinder the performance of obligations borne by the split company after the effective day.

In light of the above, as well as the split company's earnings condition and cash flows, it is determined that there is a reasonable prospect for the performance of obligations after the effective day.

As of November 30, 2025, the amount of assets on the balance sheet of the succeeding company is less than the amount of liabilities, and it is expected that the excess of liabilities will continue after the Company Split; however, since the succeeding company is a wholly owned subsidiary company of the split company, it is determined that there will be no hindrance to the performance of obligations to third parties. In addition, with respect to the Subject Segment to be succeeded, monetization has progressed, and a certain amount of operating profit was recorded in the year ended November 30, 2025.

In light of the above, as well as the succeeding company's earnings condition and cash flows, it is determined that there is a reasonable prospect for the performance of obligations after the effective day.

3. Overview of the companies Involved in the Company Split (As of November 30, 2025)

	Split company	Succeeding company
(1) Name	S-Pool, Inc.	S-Pool Bridge, Inc.
(2) Location	Akihabara Dai Building, 1-18-13 Sotokanda, Chiyoda-ku, Tokyo, Japan	Akihabara Dai Building, 1-18-13 Sotokanda, Chiyoda-ku, Tokyo, Japan
(3) Title and name of representative	Sohei Urakami, Chairman of the Board, President and Representative Director	Sohei Urakami, Representative Director

(4) Primary businesses	Business Solutions Segment Human Resource Solutions Segment	Business Succession Support Services
(5) Share capital	372 million yen	10 million yen
(6) Date of establishment	December 1999	June 2024
(7) Major shareholders and shareholding ratios	Sohei Urakami (10.29%) UH Partners 2 Investment Limited Partnership (7.60%) UH5 Inc. (7.58%) The Master Trust Bank of Japan, Ltd. (Trust Account) (7.30%) Custody Bank of Japan, Ltd. (Trust Account) (4.93%)	S-Pool, Inc. (100%)
(8) Operating results for the most recent fiscal year	Year ended November 30, 2025 (Consolidated) IFRS (under International Financial Reporting Standards)	Year ended November 30, 2025 (Non-consolidated) under Japanese GAAP
Total equity/net assets	10,204 million yen	(5) million yen
Total assets/total asset value	41,667 million yen	3 million yen
Revenue/net sales	26,029 million yen	0.8 million yen
Operating profit	2,418 million yen	(15) million yen

4. Overview of the segment subject to the Company Split

Subject segment: Professional Human Resource Utilisation Services

Revenue: 500 million yen (Year ended November 30, 2025)

Assets and liabilities related to the Subject Segment will not be succeeded to the succeeding company.

5. Status after the Company Split

(1) Status of S-Pool

There will be no changes to the name, primary businesses, location, representative, share capital, or fiscal year-end as a result of the Company Split.

(2) Status of the succeeding company

There will be no changes to the name, primary businesses, location, representative, share capital, or fiscal year-end as a result of the Company Split.

6. Future outlook

Since the Company Split is conducted as a simplified absorption-type company split between S-Pool and its wholly owned subsidiary company, S-Pool Bridge, the impact of the Company Split on S-Pool's consolidated results is expected to be minimal.

End