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January 27, 2026

Company Name: Pole To Win Holdings, Inc.
Representative: President & CEO Teppei Tachibana
(Securities code: 3657, Tokyo Stock Exchange, Prime Market)
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Notice of Changes in Subsidiaries (Organizational Restructuring) Resulting from an In-kind Dividend Carried Out by a Consolidated Subsidiary

We have resolved at our Board of Directors meeting held on January 27, 2026, to acquire all issued shares of SynX Inc. (hereafter, "SynX"), a subsidiary of Pole To Win, Inc. (hereafter, "Pole To Win"), our consolidated subsidiary. Additionally, Pole To Win resolved at its shareholders meeting held on January 27, 2026, to distribute all issued shares of SynX held by Pole To Win as a dividend in kind to our Company. As a result, we will acquire all issued shares of SynX, which will constitute a change in subsidiaries (hereinafter, the "Reorganization").

1. Reason for Dividend in Kind (Organizational Restructuring) of Subsidiaries

Our group engages in the Service Life Cycle Solutions Business, providing services such as quality consulting, game debugging, software testing, environment construction and transition support, monitoring, customer support, fraud prevention, and BPR support, throughout planning, development, release, operation, and improvement of the lifecycle of clients' services and products. This business is divided into three operations: Domestic Solutions, Overseas Solutions, and Media Contents.

Our group provides a wide range of BPO (*) services, including game software defect detection services for game software manufacturers, tuning of game difficulty levels, and localization (translation) associated with the globalization of game software, in addition to the business associated with game development and sales. Furthermore, we provide third-party verification services for software to app and system development companies outside of game software. In these services, besides detection of defects through testing, we conduct consulting from upstream processes of software development, contributing to the enhancement of quality of apps and systems developed by client companies.

Over the past few years, we have positioned the period of business reorganization as the "reorganization phase," taking a global perspective that encompasses our entire group exceeding 8,000 employees (as of January 31, 2025), promoting the reconstruction of our growth base based on a mid-to-long-term perspective. Last June, we decided to withdraw from Media Contents aiming for profitability recovery and re-growth from the next fiscal year (FY 1/2027). Simultaneously, we have announced our policy to consolidate the management resources invested in Media Contents into the Tech sector (software testing & development), which has a large market size and growth potential among Domestic Solutions, as well as in Overseas Solutions, to accelerate investment and recovery.

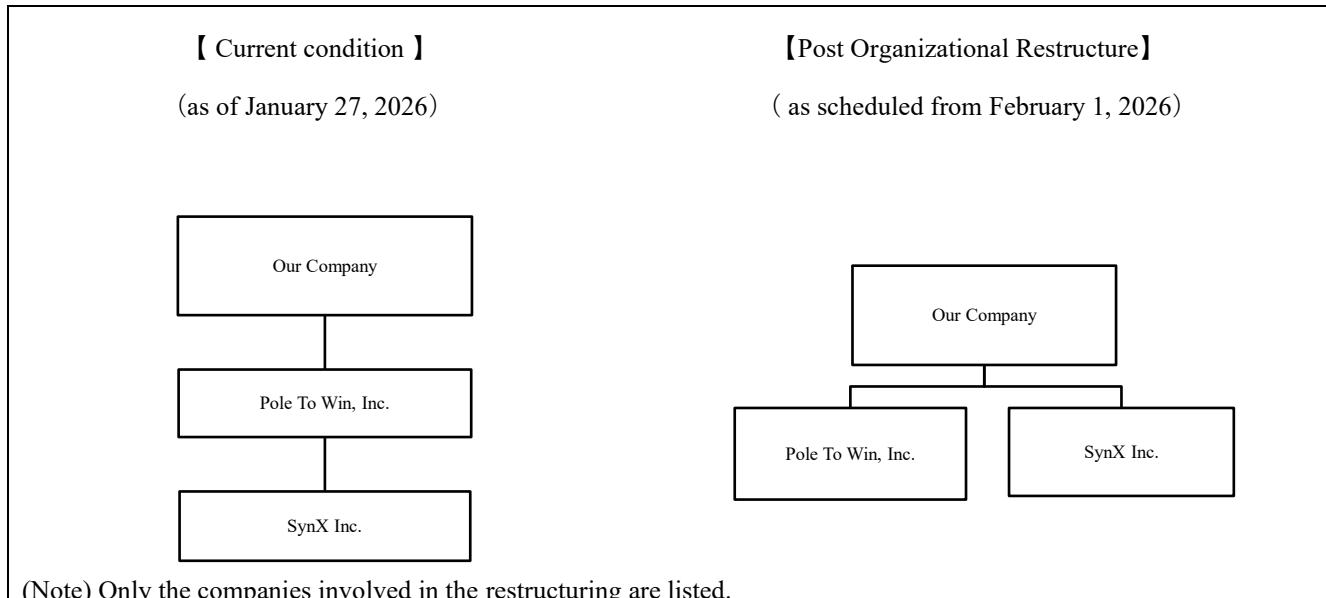
As a subsidiary of Pole To Win, a core domestic company, SynX provides IT solutions comprehensively supporting the DX promotion of enterprises, utilizing cutting-edge technologies such as cloud, AI, and IoT. In August last year, we started a

cybersecurity business to counter various threats faced by companies and services. In vulnerability diagnosis, one of the services provided, we have achieved comprehensive solution delivery utilizing our group's know-how, enabling swift response not only to diagnosis and evaluation of vulnerabilities but also to improvement and retesting.

Against this backdrop, we expect rapid business expansion for SynX. To expedite decision-making and simultaneously promote governance strengthening pursued by our entire group, we decided to make SynX a directly owned subsidiary, resulting in the relocation.

* BPO: Abbreviation for Business Process Outsourcing. Entrusting a part of operations collectively to external specialized operators allows clients to focus on their core business, achieving efficiency and high quality across entire operations.

[Image of Organizational Restructuring]



2. Disposal of Surplus of Pole To Win

Dividends of surplus (dividend in kind) will be executed using other retained earnings.

(1) Type of Dividend Property to the Company and Total Carrying Amount

The type of dividend property to our Company is non-monetary assets (common stock), and the most recent total carrying amount of Pole To Win is as follows.

Company Name	Number of Shares	Shareholding Ratio	Carrying Amount
SynX	5,679 shares	100%	1,591 million yen

(2) Matters regarding the Allocation of Dividend Property to the Company

At the time of Pole To Win's shareholders meeting, all dividend property will be allocated to our Company, the shareholder holding 100% voting rights.

(3) Effective Date of Dividend of Relevant Surplus to the Company

Scheduled for February 1, 2026

3. Overview of Company Executing Dividend in Kind

(1) Name of related company	Pole To Win, Inc.
(2) Address	801 Kamiyashiro 3-chome, Meito-ku, Nagoya-shi, Aichi
(3) Position and Name of Representative	Teppi Tachibana, Representative Director and CEO
(4) Description of Business	Game debugging, QA solutions, customer support, internet support, foreign personnel recruitment support
(5) Stated capital	30,000 thousand yen
(6) Date of Incorporation	January 20, 1994
(7) Number of shares of common stock	30,000 shares
(8) Settlement Date	January 31
(9) Major Shareholder and Shareholding Ratio	Pole To Win Holdings, Inc. 100%

4. Overview of Subsidiary to be Relocated

(1) Name of related company	SynX Inc.		
(2) Address	AKS Building 3F, 3 Kanda Neribei-cho, Chiyoda-ku, Tokyo		
(3) Position and Name of Representative	Junichiro Nishi, Representative Director and CEO		
(4) Description of Business	DX Innovation Services, ICT Infrastructure Services, Cloud Migration Services, System Integration Services, Product & Solution Business, Cybersecurity Business		
(5) Stated capital	60,000 thousand yen		
(6) Date of Incorporation	April 15, 2016		
(7) Number of shares of common stock	5,679 shares		
(8) Settlement Date	January 31		
(9) Major Shareholder and Shareholding Ratio	Pole To Win, Inc. 100%		
(10) Relationship between Listed Company and Relevant Company	Capital Relationship	The relevant company is our consolidated subsidiary.	
	Personnel Relationship	We have dispatched one director to the relevant company.	
	Business Relationship	We have concluded a management advisory agreement with the relevant company.	
(11) Business Performance and Financial Condition of the Relevant Company for the Last Three Years (Unit: Million Yen)			
Accounting period	FY 1/2023	FY 1/2024	FY 1/2025
Net assets	420	558	645
Total assets	1,332	1,202	1,082
Net assets per share	74,066.99 yen	98,383.82 yen	113,704.04 yen
Net sales	2,555	2,541	2,686
Operating profit	77	143	131
Ordinary profit	119	153	127
Net income	79	114	87
Net income per share	13,953.06 yen	20,129.78 yen	15,320.23 yen
Dividend per share	-	-	-

5. Schedule

(1) Date of Resolution of Board of Directors and Shareholders Meeting	January 27, 2026
(2) Date of Dividend in Kind	Scheduled for February 1, 2026

6. Future Outlook

As the Reorganization is an internal restructuring within our corporate group and is scheduled to be carried out in the next fiscal year (FY 1/2027), it will have no impact on the consolidated financial results for the current fiscal year (FY 1/2026).

(Note) Current Fiscal Year Consolidated Earnings Forecast (published on December 9, 2025) and Previous Fiscal Year Consolidated Results

	Net sales	Operating profit	Ordinary profit	Profit attributable to owners parent
Current Fiscal Year Consolidated Performance Forecast (FY 1/2026)	Million yen 48,529	Million yen 279	Million yen 149	Million yen -316
Previous Fiscal Year Consolidated Results (FY 1/2025)	52,225	786	756	-692