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October 14, 2025

Company Name	SHIFT Inc.
Representative	Masaru Tange, CEO and Representative Director (TSE Prime Market Code: 3697)
Inquiries	Motoya Kobayashi, Director TEL: +81-3-6809-1165

**Notice Regarding the Simplified Absorption-Type Company Split with SHIFT Growth Capital Inc. and the Simplified Absorption-Type Merger of KINSHA Co., Ltd**

SHIFT Inc. ("SHIFT," headquartered in Minato-ku, Tokyo, Japan; Masaru Tange, CEO and Representative Director) hereby announces that, at a meeting of its Board of Directors held on October 14, 2025, it resolved to implement the following organizational restructuring.

- I. SHIFT Growth Capital Inc. ("SGC"), a consolidated subsidiary of SHIFT, which currently holds 100% of the shares of KINSHA Co., Ltd. (Head Office: Kyoto City, Kyoto Prefecture; Representative Director: Shinichi Sakata, "KINSHA"), will transfer those shares to SHIFT through a simplified absorption-company split.
- II. Following this transaction, KINSHA will be merged into SHIFT through a simplified absorption merger (tax-qualified scheme without consideration).

As this reorganization involves a simplified absorption-type company split and a simplified absorption-type merger among consolidated subsidiaries of SHIFT, certain disclosure items and details have been omitted. In addition, since the simplified absorption-type company split between SGC and KINSHA is not material in amount, some descriptions have also been omitted.

1. Purpose of the Organizational Restructuring

KINSHA, a long-established game debugging company headquartered in Kyoto and engaged in the localization, 3D, and graphics businesses, joined the SHIFT Group in March 2025. Given the nature of the industry, where swift collaboration and decision-making are essential, and with the goal of improving management efficiency by standardizing shared functions such as back-office operations, the companies have decided to enter into this merger agreement to accelerate synergies within their entertainment businesses.

## 2. Summary of the Organizational Restructuring

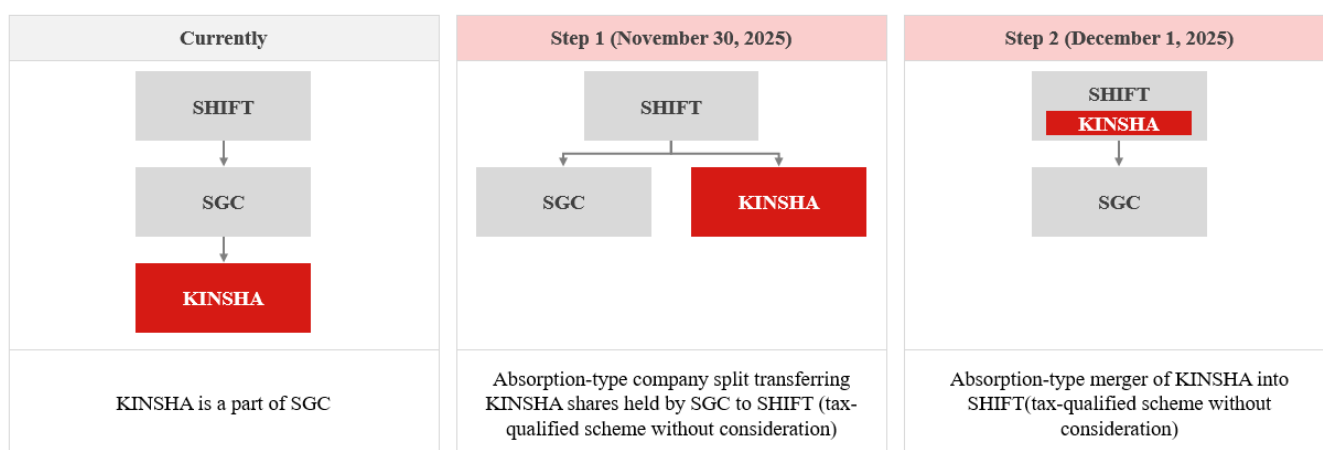
### (a) Schedule of the Organizational Restructuring

Date of resolution of the Board of Directors (SHIFT, SGC, KINSHA)	October 14, 2025
Contract date	October 14, 2025
i. Scheduled date of the absorption-type company split (effective date)	November 30, 2025 (planned)
ii. Scheduled implementation date of the absorption-type merger (effective date)	December 1, 2025 (planned)

### (b) Method of the Organizational Restructuring

An absorption-type company split will be implemented with SHIFT as the successor and SGC as the splitting company.

An absorption merger will be carried out, with SHIFT as the surviving company and KINSHA as the dissolving company.



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

There was no issuance of new shares or merger grants due to the reorganization.

### (d) Treatment of Stock Acquisition Rights and Bonds with Stock Acquisition Rights Associated with the Organizational Restructuring

Not applicable.

### 3 Outline of the Companies Involved in the Organizational Restructuring

	Splitting company
(1) Name	SHIFT Growth Capital Inc.
(2) Address	Azabudai Hills Mori JP Tower, 1-3-1 Azabudai, Minato-ku, Tokyo
(3) Representative	Hidetaka Kojima, Representative Director
(4) Business	M&A, Investment management, PMI
(5) Capital	JPY 10million
(6) Established	March 9, 2022
(7) Shareholder and ownership ratio	SHIFT Inc. (100%)

	Surviving Company	Dissolving Company
(1) Name	SHIFT Inc.	KINSHA Co.,Ltd.
(2) Address	Azabudai Hills Mori JP Tower, 1-3-1 Azabudai, Minato-ku, Tokyo	Bantoya-cho 267, Shimogyo-ku, Kyoto-shi, Kyoto
(3) Job title/name of representative	Masaru Tange, CEO and Representative Director	Shinichi Sakata, Representative Director and President
(4) Business activities	-Software quality assurance and testing business	Game debugging, localization, 3D and graphics business
(5) Common stock	¥21 million	¥10 million
(6) Date of establishment	September 7, 2005	May 1, 1968
(7) Number of shares outstanding	267,500,670	17,850
(8) Fiscal year end	August 31	August 31
(9) Major shareholders and percentage of shares	Masaru Tange 30.52%	SHIFT Growth Capital 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 August 31, 2025
Net assets	34,376	429
Total assets	65,227	1,294
BPS (yen)	128.90	24,043
Net sales	83,181	624
Operating profit	11,567	△35
Ordinary profit	11,098	△32
Profit	9,229	△23
Basic earnings per share (yen)	35.05	△1,337
Dividends per share (yen)	-	-

Note: KINSHA's results of operations reflect an irregular accounting period from March to August 2025, corresponding to the period following its consolidation into the SHIFT Group.

#### 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.