



January 14, 2026

Company Name: TIS Inc.
Representative: Yasushi Okamoto, President and Representative Director
Stock Listing: Prime Market of the Tokyo Stock Exchange
Stock Code: 3626
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Notice Regarding Absorption-type Merger (Simplified Merger and Short-form Merger) of Our Non-consolidated Subsidiary (Fixel Inc.)

TIS Inc. (hereinafter “TIS” or “the Company”) hereby announces that, at a meeting of its Board of Directors held on January 14, 2026, it resolved to implement an absorption-type merger (the “Merger”) with its wholly owned, non-consolidated subsidiary, Fixel Inc. (hereinafter “Fixel”).

As the Merger is a reorganization (simplified merger and short-form merger) involving the Company and its wholly owned subsidiary, some disclosure items and details have been omitted.

Details

1. Purpose of the Merger

As part of the Company’s ongoing efforts to enhance the value we deliver through digital transformation (“DX”), the Company made Fixel its subsidiary in September 2022. Fixel provides UI (Note 1)/UX (Note 2) design consulting for enterprise business systems as well as design system construction and operational support for corporate clients. Since then, the Company has promoted clients’ DX initiatives by leveraging Fixel’s strengths in design and the Company’s expertise in system development.

In recent years, continuous improvement of UI/UX has become a critical factor in supporting corporate transformation through DX, and the need for integrated design and engineering capabilities is increasing. In response to this trend, the Company has determined that consolidating Fixel’s business functions and human resources into the Company is essential to further strengthen the Company’s ability to provide seamless end-to-end support—from proposals and development to maintenance. Accordingly, the Company has resolved to undertake this absorption-type merger.

(Note 1) UI (User Interface): The means by which users interact with a system, including the methods of input and display.

(Note 2) UX (User Experience): The overall experience a user has when interacting with a service or product.

2. Summary of the Merger

(1) Schedule of the Merger

Date of Board of Directors' approval of merger agreement	January 14, 2026
Date of execution of merger agreement	February 2, 2026 (planned)
Effective date of the Merger	April 1, 2026 (planned)

(Note) The Merger constitutes a simplified merger as stipulated in Article 796, Paragraph 2 of the Companies Act for the Company, and a short-form merger as stipulated in Article 784, Paragraph 1 of the Companies Act for Fixel. Accordingly, the Merger will be carried out without obtaining approval at a shareholders' meeting of either company.

(2) Method of the Merger

TIS will be the surviving company, and Fixel will be the absorbed company, in an absorption-type merger.

(3) Details of allotment in connection with the Merger

As the Merger involves the Company and its wholly owned subsidiary, no shares, cash or other assets will be allotted in connection with the Merger.

(4) Treatment of stock acquisition rights and bonds with stock acquisition rights

Not applicable.

3. Outline of the parties involved in the Merger

	Surviving company	Absorbed company
(1) Name	TIS Inc.	Fixel Inc.
(2) Head Office Location	17-1, Nishi-Shinjuku 8-chome, Shinjuku-ku, Tokyo	17-1, Nishi-Shinjuku 8-chome, Shinjuku-ku, Tokyo
(3) Representative	Yasushi Okamoto, President	Tetsuya Ikemoto, President
(4) Business Activities	Outsourcing services, software development, solution services related to IT investment, and management and administration of group companies and related operations	UX/UI design, system development, support for new service development, design-driven DX support, design system development and operational support
(5) Capital	¥10,001 million	¥50 million
(6) Date of establishment	April 1, 2008	August 1, 2019
(7) Number of shares issued	236,233,000 shares	1,000 shares
(8) Fiscal year-end	March 31	March 31
(9) Major shareholders and shareholding ratio (As of March 31, 2025)	<div> <div>The Master Trust Bank of Japan, Ltd. (Trust Account)</div> <div>13.7%</div> </div> <div> <div>ICHIGO TRUST PTE. LTD.</div> <div>9.9%</div> </div> <div> <div>Custody Bank of Japan, Ltd. (Trust Account)</div> <div>5.1%</div> </div> <div> <div>STATE STREET BANK AND TRUST COMPANY 505001</div> <div>3.3%</div> </div> <div> <div>Nippon Life Insurance Company</div> <div>3.1%</div> </div>	TIS Inc. 100%
(10) Financial position and operating results for the fiscal year ended March 31, 2025		
	(Consolidated)	(Non-Consolidated)
Net assets	¥356,064 million	¥320 million
Total assets	¥558,051 million	¥424 million
Net assets per share	¥1,477.61	¥320,245.51
Net sales	¥571,687 million	¥377 million

Operating income	¥69,047 million	¥102 million
Recurring profit	¥70,503 million	¥98 million
Profit attributable to owners of parent/Net income	¥50,012 million	¥67 million
Net income per share	¥215.00	¥67,681.00

4. Situation after the Merger

There will be no change in the Company's name, head office location, representative, business activities, capital, or fiscal year-end as a result of the Merger.

5. Future outlook

As the Merger is an organizational restructuring between the Company and its wholly owned subsidiary, the impact on the Company's consolidated financial results for the current fiscal year is expected to be immaterial. If any matters requiring disclosure arise in the future, the Company will promptly announce them.

(Reference) Consolidated Earnings Forecast for Fiscal 2026 (Announced on October 31, 2025) and Fiscal 2025 Consolidated Results

	Net sales	Operating income	Recurring profit	Profit attributable to owners of parent
	Millions of yen	Millions of yen	Millions of yen	Millions of yen
Fiscal year ending March 31, 2026 (forecast)	588,000	75,000	75,000	50,000
Fiscal year ended March 31, 2025 (actual)	571,687	69,047	70,503	50,012

END