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July 28, 2026

Company Name: Pole To Win Holdings, Inc.
Representative: President & CEO Teppei Tachibana
(Stock code: 3657, Tokyo Stock Exchange, Prime Market)
Contact Person: Director & CFO Joji Yamauchi
(Email：ir@ptw.inc)

Notice Regarding the Absorption-Type Merger Between Consolidated Subsidiaries

The Company hereby announces that, at the Board of Directors meeting held on July 28, 2026, it resolved to conduct an absorption-type merger (hereinafter referred to as "the Merger") between its consolidated subsidiaries, Pole To Win, Inc. (hereinafter "Pole To Win") and ADOOR Inc. (hereinafter "ADOOR"), whereby Pole To Win will be the surviving company and ADOOR will be the dissolving company. As the Merger is an absorption-type merger between the Company's wholly owned subsidiaries, certain disclosure items and details have been omitted from this announcement.

1. Purpose of the Merger

The purpose of the Merger is to further enhance the corporate value of the Group by reintegrating the business operations of the Group companies, centralizing the management and administrative structure, improving operational efficiency, and optimizing the utilization of management resources.

Our Group operates a Service Life Cycle Solutions Business that provides quality consulting, game QA, software testing, environment setup and migration support, monitoring, customer support, anti-fraud measures, and BPR support throughout the planning, development, release, operation, and improvement phases of our customers' services and product lifecycles. This business is divided into two segments: Domestic Solutions and Overseas Solutions.

ADOOR has been engaged in the planning, producing, and operating content and events utilizing XR technology and the metaverse for corporations and municipal clients, while also supporting the development of indie games* that incorporate original and innovative ideas. Furthermore, even after delivering content, ADOOR has continued to provide monitoring and customer support services, which are among the core strengths of the Group, hereby promoting the establishment of long-term relationships with customers and the creation of business synergies.

The Company has positioned the past several years, during which it undertook business restructuring initiatives, as a "restructuring phase" and has promoted the rebuilding of its growth foundation from a medium- to long-term perspective while taking a comprehensive view of the Group as a whole, which comprises more than 7,000 employees worldwide (as of January 31, 2026). In June of last year, the Company decided to withdraw from its Media Contents businesses as part of its efforts to restore profitability and achieve renewed growth from the current fiscal year (ending January 31, 2027) onward. We have also proceeded with the selection and concentration of our business operations, including the suspension of our content business, which was in the development stage within our Overseas Solutions business.

Against this backdrop, in order to concentrate management resources on the Group's growth areas, we have decided to carry out the Merger with Pole To Win as the surviving company and ADOOR as the dissolving company. The impact of this merger on the earnings forecast for the fiscal year ending January 2027 is expected to be minimal.

* Indie games (short for "independent video games") are video games developed by small teams with a limited budget without financial backing from major publishers.

2. Summary of the Merger

(1) Schedule for the Merger

Board Resolution Approving the Merger	July 28, 2026
Execution of the Merger Agreement	August 24, 2026 (scheduled)
Shareholders' Meeting to Approve the Merger (Merging Parties)	August 25, 2026 (scheduled)
Effective Date of the Merger	November 1, 2026 (scheduled)

(2) Merger Structure

This is an absorption-type merger in which Pole To Win will be the surviving company and ADOOR will be the dissolving company.

(3) Details of the Allocation in Connection to the Merger

As the Merger is between wholly-owned subsidiaries of the Company, no shares, cash, or other assets will be delivered in connection with this merger.

(4) Treatment of Share Options and Bonds with Share Options in Connection with the Merger

Not applicable.

3. Overview of the Merging Companies

	Surviving Company	Dissolving Company
(1) Company Name	Pole To Win, Inc.	ADOOR Inc.
(2) Location	1-5-9, Imaike, Chikusa-ku, Nagoya City, Aichi Prefecture	2-4-1, Nishi-Shinjuku, Shinjuku-ku, Tokyo
(3) Title and Name of Representative	Representative Director and CEO: Kazuaki Shimura	Representative Director and CEO: Teppei Tachibana
(4) Description of Business	Game QA, Network Support, Software Quality Verification Services	Metaverse Operations and Support Business, Secondary Game Business
(5) Share Capital	30,000,000 yen	80,000,000 yen
(6) Date of Establishment	January 20, 1994	May 1, 2023
(7) Shares Outstanding	30,000 shares	8,000 shares
(8) Fiscal Year-End	January 31	January 31
(9) Major Shareholders and Shareholding Ratios	Pole To Win Holdings, Inc. 100%	Pole To Win Holdings, Inc. 100%
(10) Financial Position and Operating Results for the Most Recent Fiscal Year (Fiscal Year Ended January 31, 2026)		
Net Assets	5,783 million yen	-149 million yen
Total Assets	8,955 million yen	26 million yen
Net Assets per Share	192,771.65 yen	-18,653.21 yen
Net Sales	22,730 million yen	98 million yen
Operating Profit	1,328 million yen	-100 million yen
Ordinary Profit	1,424 million yen	-101 million yen
Net Income	-693 million yen	-117 million yen
Net Income per Share	-23,122.98 yen	-14,648.03 yen

4. Status Following the Merger

Company Name	Pole To Win, Inc.
Location	1-5-9, Imaike, Chikusa-ku, Nagoya City, Aichi Prefecture
Title and Name of Representative	Representative Director and CEO: Kazuaki Shimura
Description of Business	Game QA, Network Support, and Software Quality Verification Services
Share Capital	30,000,000 yen
Fiscal Year-End	January 31

5. Future Outlook

As the merger is an absorption-type merger among our consolidated subsidiaries, the impact on our consolidated financial results will be minimal.