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December 22, 2025

Company Name	SHIFT Inc.
Representative	Masaru Tange, CEO and Representative Director (TSE Prime Market Code: 3697)
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### **Notice of the Absorption-type Merger of a Subsidiary (ADX Consulting Inc.)**

SHIFT Inc. ("SHIFT," headquartered in Minato-ku, Tokyo, Japan; Masaru Tange, CEO and Representative Director), which supports clients in developing and delivering software services and products that drive sales, is announcing that at a meeting of its Board of Directors held today, it resolved to merge ADX Consulting Inc. ("ADX," headquartered in Chiyoda-ku, Tokyo, Japan; Shigehiro Seki, President and Representative Director), a wholly owned consolidated subsidiary, by an absorption-type merger (hereinafter "the Reorganization").

As this Reorganization constitutes a simplified absorption-type merger involving a wholly owned subsidiary, certain disclosure items and details have been omitted.

#### **1. Purpose of the Reorganization**

ADX was established in 2020 as a joint venture between HOPES Corporation, a consolidated subsidiary of SHIFT, and Claudio Inc., a provider of corporate digital transformation support services, and became a wholly-owned subsidiary of SHIFT in 2023. ADX's core capabilities span ERP planning, requirements definition, and upstream consulting, positioning the company as a strong strategic complement to SHIFT's existing ERP-related services.

By leveraging these synergies and further strengthening collaboration in this field, SHIFT aims to achieve accelerated business growth. Accordingly, the absorption-type merger was executed to drive closer integration in this area and to support the achievement of "SHIFT3000," the SHIFT Group's goal of reaching ¥300 billion in net sales.

#### **2. Summary of the Reorganization**

##### **(a) Schedule of the Reorganization**

Date of resolution of the Board of Directors	December 22, 2025
Contract date	December 22, 2025
Scheduled implementation date (effective date)	March 1, 2026 (scheduled)

(b) Method of the Reorganization

This is an absorption-type merger with SHIFT as the succeeding company and ADX as the dissolving company.

(c) Details of the Allocation Related to the Reorganization

There was no issuance of new shares or payment of consideration due to the reorganization.

(d) Treatment Related to Stock Acquisition Rights and Bonds with Stock Acquisition Rights in Connection with the Reorganization

Not applicable.

3. Outline of the Companies Involved in the Reorganization

	Surviving Company	Dissolving Company
(1) Name	SHIFT Inc.	ADX Consulting Inc.
(2) Address	Azabudai Hills Mori JP Tower, 1-3-1 Azabudai, Minato-ku, Tokyo	1-6-1 Otemachi, Chiyoda-ku, Tokyo
(3) Job title/name of representative	Masaru Tange, CEO and Representative Director	Shigehiro Seki, President and Representative Director
(4) Business activities	- Software quality assurance and testing business	- IT and business management consulting, research, education, and guidance - Information processing and information provision services - Planning, development, sales, and leasing of computer software - Planning, development, production, distribution, management, operation, and sales of various application software, etc.
(5) Common stock	¥21 million	¥10 million
(6) Date of establishment	September 7, 2005	December 4, 2020
(7) Number of shares outstanding	267,500,670	1,000
(8) Fiscal year end	August 31	August 31
(9) Major shareholders and percentage of shares	Masaru Tange 30.62%	SHIFT Inc. 100%
(10) Operating Results and Financial Position for the Most Recent Fiscal Year (Unit: Millions of JPY)		
Fiscal Period	Fiscal Year Ended August 2025	Fiscal Year Ended August 2025
Net Assets	34,376	357
Total Assets	65,227	750
Net Assets per Share (JPY)	128.90	357,331.43
Net Sales	83,181	1,789
Operating Profit	11,567	158
Ordinary Profit	11,098	158

Profit Attributable to Owners of Parent	9,229	110
Basic Earnings per Share (JPY)	35.05	110,675.20
Dividends per Share (JPY)	-	-

#### 4. Status of the Company After the Reorganization

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.