



November 19, 2024

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
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Notice of Absorption Merger Between Consolidated Subsidiaries

Pole To Win Holdings, Inc. (“the Company”) announces that two of its consolidated subsidiaries, MSD Holdings, Inc. (“MSDHD”) and MIRAI Service Design co.ltd (“MSD”), have resolved to merge via absorption. The merger, effective February 1, 2025, will involve MSD as the surviving company and MSDHD as the dissolving company. Details are provided below. Note that as this merger involves wholly owned subsidiaries of the Company, some disclosure details have been omitted.

1. Purpose of the merger

The Group offers a range of services via the Life Cycle Solutions Business including quality consulting, game testing software testing, infrastructure setup and transition support, monitoring, customer support, anti-fraud, and BPR support throughout the planning, development, release, operation, and enhancement of clients’ services and product life cycles. These services are divided into three segments: Domestic Solutions, Overseas Solutions, and Media Contents.

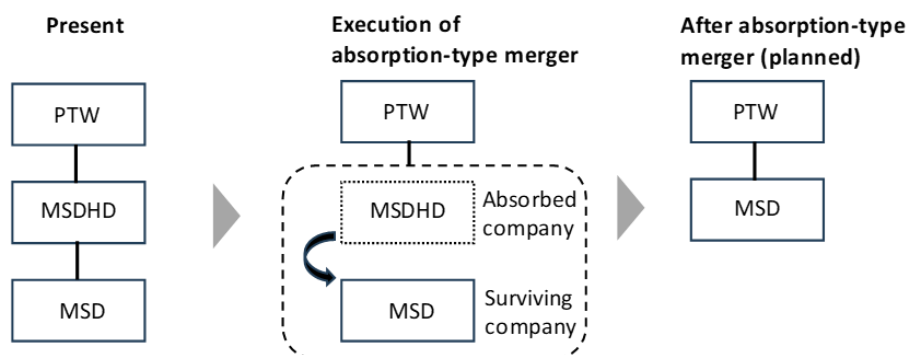
MSDHD, a wholly owned subsidiary of Pole To Win, Inc. (“PTW”), a core company responsible for Domestic Solutions, acts as an intermediate holding company managing subsidiaries.

MSD is a wholly owned subsidiary of MSDHD engaged in contracted software development. Specializing in developing systems used by financial institutions, transportation providers, e-commerce platforms, and government agencies, its primary clients are major system integrators.

PTW acquired the corporate group consisting of MSDHD and its four subsidiaries, including MSD, in July 2021. Since then, MSDHD has consolidated its subsidiaries into a single entity to organize and integrate service functions, leaving MSD as its sole subsidiary. Now that the integration is complete and it has been determined that MSDHD has fulfilled its role as an intermediate holding company, the decision has been made to merge MSDHD and MSD through absorption to improve management efficiency. To minimize the impact of the merger on clients, MSD, the subsidiary, will serve as the surviving company, while MSDHD, the 100% parent company, will be dissolved.

In March 2023, when PTW opened the Akihabara Center, MSDHD and MSD relocated there to enhance the integrated delivery of Domestic Solutions services. Furthermore, in August 2024, Junichiro Nishi, a director of PTW, was appointed as the new CEO of MSD. Under his leadership, MSD has expanded its capabilities beyond software development to provide comprehensive IT solutions.

© Illustration of the merger



2. Overview of the merger

(1) Schedule

Board resolutions	(MSDHD and MSD)	November 19, 2024
Merger agreement signing		November 19, 2024
General Meeting of Shareholders resolutions	(MSDHD and MSD)	December 9, 2024 (planned)
Effective date of the merger		February 1, 2025 (planned)

(2) Method of the merger

The merger will be executed via absorption, with MSD as the surviving company and MSDHD as the absorbed company.

(3) Share allocation

All 5,679 shares of MSD stock held by MSDHD will be transferred to PTW, MSDHD's sole shareholder.

(4) Handling of stock acquisition rights and bonds with stock acquisition rights of the absorbed company

N/A

3. Overview of the companies involved in the merger (as of November 19, 2024)

	Surviving company	Absorbed company
(1) Name	MIRAI Service Design co.ltd	MSD Holdings Inc.
(2) Address	3 Kandaneibeicho, Chiyoda-ku, Tokyo	3 Kandaneibeicho, Chiyoda-ku, Tokyo
(3) Names and titles of representatives	Junichiro Nishi, President & CEO	Cao Yang, President
(4) Business description	Contracted software development	Management and oversight of subsidiary business activities, along with related or ancillary operations
(5) Capital	60,000 thousand yen	9,000 thousand yen
(6) Established	April 15, 2016	January 17, 2018
(7) Number of shares issued	5,679 shares	180 shares
(8) Fiscal year end	January 31	January 31
(9) Main shareholder(s) and shareholding ratio(s)	MSD Holdings Inc. 100%	Pole To Win, Inc. 100%
(10) Financial results and financial position in immediately preceding fiscal year (millions of yen)		
	FY1/2024	FY1/2024
Net assets	558	29
Total assets	1,202	342
Net assets per share (yen)	98,383.82	165,648.68
Net sales	2,541	124
Operating profit	143	(2)
Ordinary profit	153	(3)
Net income	114	(7)
Net income per share (yen)	20,129.78	(40,886.24)

4. Situation after the merger

The name, location, representative titles and names, business description, capital, and fiscal year-end of the surviving company will remain unchanged.

5. Outlook

The impact on the Company's consolidated business results has been determined to be minor.

Reference: Consolidated Earnings Forecast (Announced on September 10, 2024) and Previous Year's Consolidated Results

	Net sales	Operating profit	Ordinary profit	Profit attributable to owners parent
	million yen	million yen	million yen	million yen
Consolidated financial results forecasts (FY 1/2025)	51,007	1,803	1,849	322
Previous year's consolidated financial results (FY 1/2024)	46,724	445	525	(1,920)