To whom it may concern:

February 12, 2026

Company name: ExaWizards Inc.
Name of representative: Makoto Haruta,
Representative Director and President, CEO
(TSE Code No.4259)
Inquiries: Tomoaki Maekawa,
Executive Officer, Corporate Management
Division Manager, CFO

Notice Regarding Transfer of Business through Company Split (Simplified Absorption-type Split)

ExaWizards Inc. (hereinafter, "the Company") resolved at the Board of Directors meeting held on February 12, 2026 to transfer its HR Tech business to its wholly owned subsidiary, Exa Enterprise AI Inc. (hereinafter "Exa Enterprise AI"), as described below (hereinafter the "Company Split").

As the Company Split is a simplified absorption-type split in which a wholly owned subsidiary serves as the succeeding company, certain disclosure items and details have been omitted.

1. Reason of the Company Split

The Company's HR Tech business has traditionally expanded around the DX talent development service "exaBase DX Assessment & Learning." However, in recent years, AI technological maturity has rapidly advanced, and the areas where AI can be applied to business operations have expanded dramatically. Accordingly, market interest is shifting from DX to AX (AI Transformation). To respond to these environmental changes, the Company's HR Tech business has been expanding its AX talent development solutions and will continue to enrich AI utilization education programs and talent development services that enable AX.

Meanwhile, Exa Enterprise AI has been promoting the development and provision of generative AI-based products and solutions, centered on "exaBase Generative AI." The Company's HR Tech business and Exa Enterprise AI share significant overlap in customer base and service content. Integrating these organizations will achieve faster decision-making and improved development speed, and enhanced productivity and synergies are expected across all areas of planning, development, and sales.

For these reasons, the Company will transfer its HR Tech business to Exa Enterprise AI and pursue business expansion under an optimized organizational structure. Through this reorganization, the Company aims to achieve optimal allocation of management resources across the Group and sustainable enhancement of corporate value.

2. Details of the Company Split

(1) Schedule

1. Date of the Board of Director	February 12, 2026
2. Date of the Agreement	February 12, 2026
3. Effective Date of the absorption-type split	April 1, 2026 (Schedule)

Note: As the Company Split constitutes a simplified absorption-type split for the Company pursuant to Article 784, Paragraph 2 of the Companies Act, no shareholders' meeting will be held to approve the agreement for the Company Split.

(2) Method of the Company Split

This is a simplified absorption-type split with the Company as the splitting company and Exa Enterprise AI as the succeeding company.

(3) Allotment of Shares in the Company Split
As the Company Split is conducted between the Company and its wholly owned subsidiary, it will be a non-consideration split, and no allotment of shares, cash consideration, or other assets will be made by Exa Enterprise AI.

(4) Treatment of Stock Acquisition Rights and Bonds with Stock Acquisition Rights in connection with the Company Split.
The Company's outstanding stock acquisition rights will not be transferred through this Absorption-type Company Split. Furthermore, the Company has not issued any bonds with stock acquisition rights.

(5) Share Capital Increased (Decreased) by the Company Split
There is no change in the Company's share capital due to the Company Split.

(6) Rights and Obligations to be Succeeded by the Succeeding Company
Exa Enterprise AI will succeed to the assets, liabilities, and contractual positions and other rights and obligations related to the HR Tech business as specified in the absorption-type split agreement.

(7) Prospects of Fulfilment of Debt Obligations
The Company has concluded that there are no concerns regarding the prospect of fulfilling the obligations to be assumed by the Company and Exa Enterprise AI in the Company Split.

3. Overview of Companies

	Splitting Company	**Succeeding Company**
1. Name	ExaWizards Inc.	Exa Enterprise AI Inc.
2. Location	5F, Sumitomo Fudosan Mita First Building, 4-2-8 Shibaura, Minato-ku, Tokyo	
3. Title and name of Representative	Representative Director & President, CEO Makoto Haruta	Representative Director Takuma Oue
4. Description of Business	Development of AI-enabled services for industrial innovation and social problems solutions	Planning, development, and sales of products and services utilizing technologies such as generative AI to improve business operations and productivity
5. Share Capital	2,457 million yen	300 million yen (including reserves)
6. Date of Establishment	February 2016	October 2023
7. Issued Shares	86,486,100 Shares (as of Sept 2025)	100 Shares (as of Sept 2025)
8. Fiscal Year	April 1 to March 31	April 1 to March 31
9. Major Shareholders (as of Sept 2025)	betaCatalyst Inc. 9.6% Yutaka Sakane 4.43% Toshikazu Furuya 3.84% RH Corporation 3.52% KH Corporation 3.52% Rakuten Securities, Inc. 3.37% Custody Bank of Japan, Ltd. (trust account) 3.05% The Master Trust Bank of Japan, Ltd. (trust account) 2.76% Ko Narukama (Ishiyama) 2.65% D4V Fund I Investment Limited Partnership 2.54%	ExaWizards Inc. 100%
10. Financial Position and Operating Results of the Most Recent Fiscal Year		
Fiscal Year	ExaWizards Inc. Fiscal Year ended March 31, 2025 (Consolidated)	Exa Enterprise AI Inc. Fiscal Year ended March 31, 2025

Net Assets	2,539 million yen	561 million ye
Total Assets	7,024 million yen	1,113 million yen
Net Assets per Share	29.13 yen	5,619,766.61 yen
Net Sales	9,811 million yen	1,493 million yen
Operating Profit	23 million yen	394 million yen
Ordinary Profit	2 million yen	394 million yen
Profit (loss) Attributable to Owners of the Parent	(2,576 million yen)	235 million yen
Earnings per Share	(31.26 yen)	2,354,694.73 yen

Note: For “10. Financial Position and Operating Results of the Most Recent Fiscal Year,” the “Profit (loss) Attributable to Owners of the Parent” for Exa Enterprise AI is presented as net income.

4. Overview of the Business to be Split

(1) Description of the Business to be Split or Transfer

HR Tech business engaged in planning, development, and sales with the DX talent development service “exaBase DX Assessment & Learning” and AX talent development solutions as its core offerings.

(2) Business Results to be Split or Transfer (fiscal year ended March 31, 2025)

	HR Tech business (a)	Consolidated Results (b)	Ratio (a/b)
Net Sales	1,114 million yen	9,811 million yen	11.35 %

(3) Items and Book Values of Assets and Liabilities to be Split or Transfer

Assets		Liabilities	
Item	Book Value	Item	Book Value
Current assets	104 million yen	Current liabilities	88 million yen
Non-current assets	104 million yen	Non-current liabilities	-
Total	208 million yen	Total	88 million yen

5. Status after the Company Split

There will be no changes to the company name, description of business, location of the head office, representative, amount of share capital, or fiscal year ending of the Company nor Exa Enterprise AI due to the Company Split.

6. Future Outlook

The impact of the Company Split on the Company's consolidated financial results is immaterial. For more details, please refer to the financial results for the third quarter of the fiscal year ending March 2026, announced on February 12, 2026.