May 12, 2026

To whom it may concern:

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 Concerning Reorganization of the Nursing Care Business Through Intra-Group Merger and Company Split

ExaWizards Inc. (hereinafter, "the Company") hereby announces that, at the Board of Directors meeting held on May 12, 2026, it resolved to reorganize the portfolio of the "CareWiz" series for the nursing care business in the social domain of the AI Products Business operated by the Company's group (hereinafter, the "Reorganization"), and to consolidate the relevant businesses into its wholly owned subsidiary, ExaMD, Inc. (hereinafter, "ExaMD"), with the aim of accelerating business growth and optimizing the allocation of management resources.

1. Overview of the Reorganization

(1) Purpose of the Reorganization

The purpose of the Reorganization is to restructure the "CareWiz" series, a group of products for the nursing care business in the social domain of the Company's AI Products Business segment, into a structure centered on ExaMD, a consolidated subsidiary that handles healthcare-related products, thereby further accelerating AX (AI transformation) in both the healthcare and nursing care fields.

Specifically, the nursing care-related products that have been distributed across the Company and its consolidated subsidiary Exa HomeCare Inc. (hereinafter, "Exa HomeCare") will be consolidated under ExaMD, optimizing the business portfolio and the allocation of management resources across the entire group.

Through the Reorganization, the Company's group aims to achieve the following:

i. Consolidate nursing care products (CareWiz toruto, takusuto, and BCP) under ExaMD, which handles medically approved AI products, and integrally manage the core development and operational functions in the healthcare and nursing care fields.
ii. Through consolidation under ExaMD, eliminate functional overlaps in development, sales, and support that have been distributed across the Company's headquarters, Exa HomeCare, and ExaMD, thereby enhancing profitability and agility.
iii. Through these initiatives, strengthen the group structure to broadly contribute to AX in the healthcare and nursing care fields, and enhance corporate value over the medium to long term.

(2) List and Positioning of Decisions

The Reorganization consists of the following two transactions:

i. **Absorption-Type Merger between Subsidiaries (hereinafter, the "Merger")**
Exa HomeCare will be absorbed into ExaMD. At the same time, "CareWiz toruto," Exa HomeCare's flagship product, will also be integrated into ExaMD.
ii. **Absorption-Type Company Split Between Parent and Subsidiary (hereinafter, the**

"Company Split")
An absorption-type company split will be conducted, with the Company as the splitting company and ExaMD as the succeeding company, transferring "CareWiz takusuto" and "CareWiz BCP," which remain in the Company, to ExaMD.

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

2. Absorption-Type Merger Between Consolidated Subsidiaries

(1) Purpose of the Merger

As described in "1. Overview of the Reorganization," the purpose of the Merger is to integrate "CareWiz toruto," operated by Exa HomeCare , with the healthcare and nursing care data infrastructure and product development functions held by ExaMD, thereby centralizing the management of the product portfolio in the nursing care field and streamlining the development and sales structure.

(2) Outline of the Merger

i. Schedule

1. Date of the Board of Director Meeting	May 12, 2026
2. Date of the Agreement	May 12, 2026
3. Effective Date of the Merger	July 1, 2026 (Schedule)

Note: As the Merger constitutes a simplified absorption-type merger pursuant to Article 796, Paragraph 2 of the Companies Act, no shareholders' meeting will be held to approve the agreement for the Merger.

ii. Method of the Merger

An absorption-type merger in which ExaMD will be the surviving company and Exa HomeCare will be the dissolving company.

iii. Details of Allotment in the Merger

No new shares will be issued and no cash or other consideration will be delivered in connection with the Merger.

iv. Treatment of Stock Acquisition Rights and Bonds with Stock Acquisition Rights of the Dissolving Company

Not applicable.

(3) Overview of the Parties to the Merger

	Surviving Company	Dissolving Company
i.Name	ExaMD Inc.	Exa HomeCare Inc.
ii.Location	5F, Sumitomo Fudosan Mita First Building, 4-2-8 Shibaura, Minato-ku, Tokyo	
iii.Title and name of Representative	Representative Director Koji Hazama	Representative Director Koji Hazama
iv.Business Description	Planning, development, sales, and alliance of products and services using multi-modal AI technology to solve social issues related to healthcare	Development and sales of nursing care and welfare equipment-related services utilizing AI

v.Share Capital	150 million yen	91 million yen
vi.Date of Establishment	February, 2024	May, 2021
vii.Issued Shares	600 Shares	200 Shares
viii.Fiscal Year	April 1 to March 31	April 1 to March 31
ix.Major Shareholders (as of March 2026)	ExaWizards Inc. 100%	ExaWizards Inc. 100%
x.Financial Position and Operating Results of the Most Recent Fiscal Year (March, 2026)		
Fiscal Year	ExaMD Inc.	Exa HomeCare Inc.
	Fiscal Year ended March 31, 2026	Fiscal Year ended March 31, 2026
Net Assets	234 million yen	225 million yen
Total Assets	304 million yen	277 million yen
Net Assets Per Shares	391,361.46 yen	1,127,172.78 yen
Net Sales	92 million yen	236 million yen
Operating Profit	(135 million yen)	63 million yen
Ordinary Profit	(142 million yen)	63 million yen
Profit (loss)	(123 million yen)	65 million yen
Earnings per Share	(205,843.91 yen)	325,925.15 yen

(4) Status After the Merger

There will be no changes to the name, location, title and name of the representative, business activities, capital, or fiscal year-end of the surviving company resulting from the Merger.

3. Details of the Company Split between Parent Company and Subsidiary

(1) Purpose of the Company Split

As described in “1. Overview of the Reorganization,” the purpose of the Company Split is to transfer to ExaMD the businesses related to “CareWiz takusuto” and “CareWiz BCP” (hereinafter, the “Transferred Business”), which are nursing care products remaining in the Company, thereby consolidating the nursing care product group under ExaMD to unify business operations and accelerate decision-making.

(2) Outline of the Company Split

i. Schedule

1. Date of the Board of Director meeting	May 12, 2026
2. Date of the Agreement	May 12, 2026
3. Effective Date of the Company Split	July 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.

ii. Method of the Company Split

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

iii. 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 ExaMD.

iv. 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.

v. Share Capital Increased (Decreased) by the Company Split

There is no change in the Company's share capital due to the Company Split.

vi. Rights and Obligations to be Succeeded by the Succeeding Company

ExaMD will succeed to the assets, liabilities, and contractual positions and other rights and obligations related to the Transferred Business as specified in the absorption-type split agreement.

vii. 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 ExaMD in the Company Split.

(3) Overview of Companies

	Splitting Company	**Succeeding Company**
i. Name	ExaWizards Inc.	ExaMD Inc.
ii. Location	5F, Sumitomo Fudosan Mita First Building, 4-2-8 Shibaura, Minato-ku, Tokyo	
iii. Title and name of Representative	Representative Director & President, CEO Makoto Haruta	Representative Director Koji Hazama
iv. Business Description	Development of AI-enabled services for industrial innovation and social problems solutions	Planning, development, sales, and alliance of products and services using multi-modal AI technology to solve social issues related to healthcare
v. Share Capital	2,491 million yen	150 million yen
vi. Date of Establishment	February 2016	February 2024
vii. Issued Shares	87,156,500 Shares (as of March 2026)	600 Shares
viii. Fiscal Year	April 1 to March 31	April 1 to March 31
ix. Major Shareholders (as of March 2026)	betaCatalyst Inc. 9.53%	ExaWizards Inc. 100%

	Yutaka Sakane 4.40% The Master Trust Bank of Japan, Ltd. (trust account) 3.79% Toshikazu Furuya 3.74% RH Corporation 3.49% KH Corporation 3.49% Custody Bank of Japan, Ltd. (trust account) 3.43% Ueda Yagi Tanshi Co., Ltd. 2.33% Makoto Haruta 1.83% D4V Fund I Investment Limited Partnership 1.74%	

x.Financial Position and Operating Results of the Most Recent Fiscal Year

Fiscal Year	ExaWizards Inc.	ExaMD Inc.
	Fiscal Year ended March 31, 2026 (Consolidated)	Fiscal Year ended March 31, 2026
Net Assets	4,750 million yen	234 million yen
Total Assets	9,436 million yen	304 million yen
Net Assets per Share	53.18 yen	391,361.46 yen
Net Sales	11,996 million yen	92 million yen
Operating Profit	1,594 million yen	(135 million yen)
Ordinary Profit	1,566 million yen	(142 million yen)
Profit (loss) Attributable to Owners of the Parent	1,533 million yen	(123 million yen)
Earnings per Share	18.13 yen	(205,843.91 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 ExaMD is presented as net loss.

(4) Overview of the Business to be Split

i. Description of the Business to be Split or Transfer

a. The business related to “CareWiz takusuto,” an electronic document management service for nursing care providers that leverages AI to reduce time and costs and improve efficiency in document preparation, printing, enveloping, mailing, and signature collection.

b. The business related to “CareWiz BCP,” a service that leverages AI to comprehensively support nursing care providers in formulating Business Continuity Plans (BCPs), emergency communications, and their operation.

ii. Business Results to be Split or Transfer (fiscal year ended March 31, 2026)

a. CareWiz takusuto

	CareWiz takusuto (a)	Consolidated Results (b)	Ratio (a/b)
Net Sales	44 million yen	11,996 million yen	0.37 %

b. CareWiz BCP

	CareWiz BCP(a)	Consolidated Results	Ratio (a/b)

		(b)	
Net Sales	9 million yen	11,996 million yen	0.08 %

iii. Items and Book Values of Assets and Liabilities to be Split or Transfer

a. CareWiz takusuto

Assets		Liabilities	
Item	Book Value	Item	Book Value
Current assets	12 million yen	Current liabilities	9 million yen
Non-current assets	-	Non-current liabilities	-
Total	12 million yen	Total	9 million yen

b. CareWiz BCP

Assets		Liabilities	
Item	Book Value	Item	Book Value
Current assets	3 million yen	Current liabilities	1 million yen
Non-current assets	-	Non-current liabilities	-
Total	3 million yen	Total	1 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 ExaMD due to the Company Split.

4. Future Outlook

The impact of the Reorganization on the Company's consolidated results is reflected in the "Consolidated Financial Results for the Fiscal Year Ended March 31, 2026 [Japanese GAAP]" announced on May 12, 2026. For details, please refer to the above and to the full-year financial results announcement for the fiscal year ended March 31, 2026.