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August 21, 2025

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Name of representative: Atsuki Ishida, President, CEO and CTO

(Securities code: 3843; Prime Market)

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**Group Corporate Planning Division** 

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# Notice Regarding the Disposal of Treasury Shares as Restricted Stock for Directors and Other Officers of the Company

We hereby announce that at the Board of Directors meeting held today, we resolved to dispose of treasury stock as restricted stock (hereinafter referred to as "the Disposal of Treasury Stock") as follows.

## 1. Overview of the Disposal to Directors of the Company

(1) Disposal Date	September 19, 2025
(2) Type and Number of Shares to Be	Common shares of the Company 10,600 shares
Disposed of	
(3) Disposition Price	1,720 yen per share *
	* Among the shares to be disposed of in this self-share disposal,
	the shares to be disposed of to the Company's directors will be
	delivered free of charge as compensation for their duties (Company
	Law Article 202-2). However, the disposal price has been
	determined as the closing price of the Company's common stock
	on the Tokyo Stock Exchange on the business day prior to the date
	of the Board of Directors' resolution (August 20, 2025), which is
	considered a fair valuation.
(4) Total Disposal Amount	18,232,000 yen
(5) Intended Disposal Recipients	Four Directors of the Company (*): 10,600 shares
	*Excluding outside directors.

# 2. Summary of Disposition of Our Executive Officers, Directors of Full Speed Inc. and Directors and Executive Officers of GIGA PRIZE CO., LTD.

(1) Payment date	September 19, 2025
(2) Type and number of shares to be	Common shares of the Company 31,100 shares
disposed of	
(3) Disposal price	1,720 yen per share
(4) Total disposal amount	53,492,000 yen
(5) Intended transferee	Two Executive Officers of the Company: 2,900 shares



Four Directors of Full Speed Inc. (*1): 4,200 shares
Two Directors of GIGA PRIZE CO., LTD. (*2): 18,000 shares
Four Executive Officers of GIGA PRIZE CO., LTD.: 6,000
shares
*1 Excluding directors who concurrently serve as directors or
executive officers of the Company.
*2 Excluding non-executive directors and directors who
concurrently serve as directors or executive officers of the
Company.

# 3. Purpose and Reasons for the Disposition

### 1. Employment Continuation-Type Restricted Stock Compensation Plan

At the meeting of the Board of Directors held on June 17, 2021, the Company resolved to introduce an employment-continuation-type restricted stock compensation plan (hereinafter referred to as the "Plan") as a compensation system for the Company's directors (excluding outside directors, but including those to be appointed in the future; hereinafter referred to as the "Eligible Directors"). The purpose of the Plan is to further strengthen initiatives to enhance the Company's corporate value and to promote greater value sharing with our shareholders.

Furthermore, at the Annual General Meeting of Shareholders held on July 29, 2021, it was resolved that, under the Plan, the Company's common shares with transfer restrictions (the "Restricted Shares") shall be allotted to each Eligible Director, subject to certain conditions such as continuous service as a director of the Company for a specified period. It was also resolved that the total number of the Company's common shares to be issued or disposed of by way of gratuitous allotment shall not exceed 23,000 shares per year (provided, however, that in the event of a stock split (including a free allotment of shares) or a stock consolidation of the Company's common shares after the approval of this resolution, or in the event of other circumstances requiring adjustment of the total number of restricted shares to be issued or disposed of, such total number shall be reasonably adjusted). Although no cash payment or other consideration is required for the gratuitous allotment, the amount of compensation for Eligible Directors shall be calculated based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately preceding the date of the Board of Directors' resolution concerning the allocation of the shares (or, if no transaction is made on such date, the closing price on the most recent trading day prior thereto). Approval for this has been obtained.

In addition, the Company has introduced a system similar to the Plan to grant restricted shares to its executive officers, directors of its subsidiary Full Speed Inc. (excluding directors who concurrently serve as directors or executive officers of the Company), and directors (excluding non-executive directors and directors who concurrently serve as directors or executive officers of the Company) and executive officers of its subsidiary GIGA PRIZE CO., LTD. Under the restricted stock plan applicable to the Company's executive officers and to the directors and executive officers of the Company's subsidiaries, each recipient is required to contribute, as contribution in kind, the entirety of monetary compensation claims or monetary claims provided by the Company or its subsidiaries, and in exchange receive the issuance or disposal of the Company's common shares.

Now, in light of the purpose of the Plan, the Company's performance, the scope of responsibilities of each recipient, and other relevant circumstances, and based on the resolution of the Board of Directors held today, the Company has resolved to grant four of its directors a total of 10,600 shares of the Company's common stock as compensation for the execution of their duties as directors. The Company has also resolved to grant to



two of its executive officers monetary claims against the Company, to four directors of Full Speed Inc. monetary compensation claims against that company, and to two directors (hereinafter, together with the directors of Full Speed Inc., referred to as the "Subsidiary Directors") and four executive officers (hereinafter referred to as the "Subsidiary Executive Officers") of GIGA PRIZE CO., LTD. monetary compensation claims or monetary claims against that company, in a total amount of 53,492,000 yen. These claims will be contributed in kind (the amount per share of the monetary claims or monetary compensation claims to be contributed for the issuance of shares shall be 1,720 yen), and in exchange, a total of 31,100 shares of the Company's common stock (together with the shares granted to the Eligible Directors, hereinafter referred to as the "Allocated Shares") will be issued.

# Summary of the Restricted Stock Allocation Agreement>

In connection with this self-share disposal, the Company and the Target Directors will enter into a restricted stock allocation agreement (hereinafter referred to as the "Allocation Agreement") containing the following provisions. Additionally, the Company plans to enter into similar restricted stock allocation agreements with its executive officers, directors of subsidiaries, and executive officers of subsidiaries.

#### (1) Restriction Period

The Target Directors shall not transfer, pledge, or otherwise dispose of the common shares of the Company allocated under this Agreement during the period from September 19, 2025 (the "Allocation Date") until the date on which they resign or retire from their positions as directors of the Company or other positions designated by the Board of Directors of the Company (hereinafter referred to as the "Transfer Restriction Period").

## (2) Treatment upon Resignation

If any of the Target Directors resigns or retires from all of the positions described in (1) above before the expiration of the period from September 2025 until the conclusion of the Annual General Meeting of Shareholders for the fiscal year ending April 2028 (hereinafter referred to as the "Service Period"), the Company shall, even if there are reasons deemed justifiable by the Board of Directors, naturally acquire the Allocated Shares without consideration.

In addition, with respect to a portion of the shares granted to directors and executive officers of GIGA PRIZE CO., LTD. a Service Period of one to three years has been set in consideration of various circumstances.

## (3) Release of Transfer Restrictions

The Company shall release the transfer restrictions on all of the shares subject to this allocation at the time the transfer restriction period expires, provided that the relevant director has continuously held the position of director of the Company or any other position designated by the Board of Directors of the Company during the service period.

## (4) Acquisition by the Company without consideration

The Company may, during the Transfer Restriction Period, naturally acquire without consideration all or part of the Allocated Shares if the Target Directors fall under any grounds such as violation of laws and regulations or other reasons stipulated by the Board of Directors of the Company.

Furthermore, if a Target Director resigns due to death after the commencement of the Transfer Restriction Period but before the expiration of the Service Period, the Allocated Shares shall be forfeited without consideration.

## (5) Treatment in the event of organizational restructuring, etc.

During the transfer restriction period, if matters relating to a merger agreement under which the Company will be the dissolving company, a share exchange agreement or share transfer plan under which the Company will



become a wholly-owned subsidiary, or other organizational restructuring are approved at a general meeting of shareholders of the Company (or, if approval by a general meeting of shareholders of the Company is not required for such organizational restructuring, by the board of directors of the Company), the Company shall, by resolution of its board of directors, lift the transfer restrictions on a reasonably determined number of the allocated shares prior to the effective date of such organizational restructuring. In addition, in the case prescribed above, the Company shall automatically acquire, without compensation, all of the allocated shares that remain subject to transfer restrictions immediately after such restrictions have been lifted.

## (6) Other matters

All other matters relating to this allocation agreement shall be determined by the Board of Directors of the Company.

#### 4. Basis for Calculation of the Payment Amount and Specific Details

As described above, the disposal of treasury shares to the Company's executive officers, directors of subsidiaries, and executive officers of subsidiaries will be conducted by contributing as payment-in-kind the monetary claims or monetary compensation claims granted to the Allottees based on resolutions of the Board of Directors of the Company or its subsidiaries. The payment amount has been set at 1,720 yen, which is the closing price of the Company's common stock on the Tokyo Stock Exchange on August 20, 2025 (the business day immediately preceding the date of the Board of Directors' resolution), in order to eliminate arbitrariness in pricing. This represents the market price immediately prior to the resolution date of the Board of Directors, and, in the absence of any special circumstances indicating that reliance on the most recent market price would be inappropriate, it is considered a reasonable value that properly reflects the corporate value of the Company and does not constitute a particularly favorable price for the Allottees.