

June 25, 2025

To whom it may concern

Company name: RAIZNEXT Corporation
 Representative: Teruhiko Mouri, Representative Director, President
 (Code No. 6379, Prime Market of the Tokyo Stock Exchange)
 Contact: Kazuhiko Hosoda,
 General Manager of General Administration Department
 (TEL045-415-1111)

Notice Concerning Disposal of Treasury Shares for Restricted Stock Unit

RAIZNEXT Corporation (the Company) hereby announces that the Board of Directors resolved at its meeting held today to dispose of its treasury shares for restricted stock unit (RSU) (the Disposal of Treasury Shares), as follows.

1. Overview of the disposal

(1) Payment date	July 24, 2025
(2) Class and total number of shares to be disposed of	Number of common shares of the Company: 44,626 shares
(3) Disposal price	1,718 yen per share
(4) Total disposal amount	76,667,468 yen
(5) Persons to whom shares will be allotted	Directors of the Company (excluding Directors who are members of the Audit and Supervisory Committee and Outside Directors) 6, 17,750 shares Executive Officers of the Company 23, 28,876 shares

2. Purpose and reason for disposal

As described in the "Notice Concerning Introduction of Restricted Stock Unit Plan" dated March 3, 2023, the Board of Directors of the Company resolved at its meeting held on March 3, 2023 to introduce a restricted stock unit plan (the Plan) for Directors (excluding Directors who are members of the Audit and Supervisory Committee and Outside Directors) and Executive Officers (the Eligible Directors and Other) for the purpose of providing incentives to realize sustainable improvement of corporate value and sharing values with shareholders.

At the 119th Annual General Meeting of Shareholders held on June 27, 2023, the Company obtained the approval of the shareholders for the introduction of a restricted stock unit plan, the amount of monetary compensation claims to be granted for the provision of this stock compensation not exceeding 100 million yen per year, and the total number of common shares to be issued or disposed of not exceeding 100,000 shares per year, among others.

Based on the above, in consideration of the purpose of the Plan, the Company's business performance and other various circumstances, the Board of Directors resolved at its meeting held today to pay a total of 76,667,468 yen in monetary compensation claims (the Monetary Compensation Claims) to 6 Directors and 23 Executive Officers and also to dispose of 44,626 common shares of the Company (the Allotted Shares) by the Eligible Directors and Other providing all the Monetary Compensation Claims to the Company as assets contributed in kind.

< Overview of the Stock Allotment Agreement >

The Company shall enter into restricted stock allotment agreements individually with the Eligible Directors and Other, an overview of which is as follows.

(1) Restricted transfer period

During the period from the payment date of the Allotted Shares to the later of (i) the date of resignation or ceasing to be a full-time Director or Executive Officer of the Company or (ii) the date exceeding three months after the end of the fiscal year to which the payment date belongs (the "Restricted Transfer Period"), the Eligible Directors and Other may not transfer, grant a security interest in, make a living donation to or otherwise dispose of the Allotted Shares.

(2) Conditions for lifting of transfer restrictions

The Company shall lift the transfer restrictions upon the completion of the Restricted Transfer Period for all of the Allotted Shares, provided that the Eligible Directors and Other have continuously held the position of either Director or Executive Officer of the Company until the conclusion of the first annual general meeting of shareholders of the Company to arrive after the general meeting of shareholders immediately preceding the payment date for the Allotted Shares.

However, in the event that any of the Eligible Directors and Other resigns due to justifiable reasons or due to death by the conclusion of the first annual general meeting of shareholders of the Company to arrive after the general meeting of shareholders immediately preceding the payment date for the Allotted Shares, the Company shall lift the transfer restrictions for the Allotted Shares held by such Director and Other in the number calculated by multiplying the number of months from the month following the month that includes the date of the annual general meeting of shareholders immediately preceding the payment date up to the month that includes the date of resignation of such Director and Other divided by 12 (however, if the calculation results in a number exceeding 1, the number shall be 1) by the number of the Allotted Shares held by such Director and Other as of the relevant time (however, if the calculation results in a fraction less than one share, such fraction shall be rounded down).

(3) Reason for acquisition without consideration

If there are any Allotted Shares whose transfer restrictions have not been lifted at the time of the lifting of the transfer restrictions as stipulated in (2) above, the Company shall naturally acquire such Allotted Shares without consideration.

In the event that any of the Eligible Directors and Other resigns from the position of Director or Executive Officer of the Company without justifiable reasons by the conclusion of the first annual general meeting of shareholders of the Company to arrive after the payment date for the Allotted Shares, the Company shall naturally acquire the Allotted Shares without consideration.

If there are any Allotted Shares whose transfer restrictions have not been lifted at the time of the lifting of the transfer restrictions as stipulated in (2) above, the Company shall naturally acquire such Allotted Shares without consideration.

(4) Return of shares without consideration

In the event of a significant downturn in the Company's business performance, or in the event of a violation of laws, regulations, or internal rules, the Company shall, upon resolution of the Board of Directors or other internal procedures, return all or part of the Allotted Shares or shares for which the transfer restrictions have been lifted without consideration, or return the money equivalent to the Allotted Shares or the Company's common shares for which the transfer restrictions have been lifted.

(5) Treatment in organizational restructuring

Regardless of the provisions in (1) above, in the event that a merger agreement with the Company as an absorbed company, a share exchange agreement or a share transfer plan with the Company as a wholly owned subsidiary, or other matters concerning organizational restructuring are approved at the general meeting of shareholders of the Company (however, when the approval of the general meeting of shareholders of the Company is not required for such organizational restructuring, the Board of Directors of the Company) during the Restricted Transfer Period, the Company shall lift the transfer restrictions based on the resolution of the Board of Directors, as of the time immediately preceding the business day prior to the effective date of the organizational restructuring, for the shares calculated by multiplying the number of months from the month following the month that includes the date of the annual general meeting of shareholders immediately preceding the payment date up to the month that includes the date of such approval (the Date of Approval for Organizational

Restructuring) divided by 12 (however, if the calculation results in a number exceeding 1, the number shall be 1) by the number of the Allotted Shares held by the Eligible Directors and Other as of the Date of Approval for Organizational Restructuring (however, if the calculation results in a fraction less than one share, such fraction shall be rounded down). In this case, if there are any Allotted Shares whose transfer restrictions have not been lifted immediately after the lifting of the transfer restrictions, the Company shall naturally acquire such Allotted Shares without consideration.

(6) Management of shares

The Eligible Directors and Other shall open an exclusive account with Mizuho Securities Co., Ltd. to enter or record the Allotted Shares in a manner designated by the Company, and shall keep and maintain all of the Allotted Shares in such exclusive account until the transfer restrictions are lifted.

3. Basis for calculation of the amount to be paid in and specifics thereof

The disposal price for the Disposal of Treasury Shares is set at 1,718 yen, which is the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the Board of Directors meeting (June 24, 2025), in order to eliminate arbitrariness. This is the market stock price immediately prior to the resolution of the Company's Board of Directors and is considered reasonable and not a particularly favorable price.