



May 22, 2026

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Notice Regarding the Amount and Details of Remuneration as Stock Options for Directors

Akatsuki Inc. (the “Company”) hereby announces that, at the Board of Directors meeting held on May 22, 2026, the board decided to on a proposal regarding the amount and details of remuneration relating to stock acquisition rights as stock options to be granted to the Company’s Directors (excluding Outside Directors) and, pursuant to the provisions of Article 361 of the Companies Act, to submit this proposal to the 16th Ordinary General Meeting of Shareholders, scheduled to be held on June 25, 2026. The details of the proposal are described below.

I. Reasons for proposing the adoption of the stock option plan

The Company seeks approval regarding the amount and details of remuneration, relating to stock acquisition rights as stock options to be granted to the Company’s Directors (excluding Outside Directors), as well as the specific details of the share acquisition rights, with the aim of enhancing motivation and morale toward improvement of the Company’s performance and corporate value, and promoting business development that further aligns with the interests of shareholders.

II. Details of the stock options

1. Amount of remuneration relating to stock options

Pursuant to Article 361, Paragraph 1 of the Companies Act, remuneration for the Company’s Directors was approved at the 4th Ordinary General Meeting of Shareholders, held on June 30, 2014, with cash remuneration for Directors approved at a level of up to JPY 500 million per annum (excluding the salaries and bonuses paid to Directors for their services as employees), and this limit remains in effect to date.

The Company now seeks approval to set the amount of remuneration relating to stock acquisition rights as stock options to be granted to the Directors (excluding Outside Directors) at a level of up to JPY 100 million per annum, separate from the amount of existing cash remuneration described above, with the aim of enhancing motivation and morale toward improving the Company’s performance and corporate value, and promoting business development that further aligns with the interests of shareholders.

The amount and specific details of remuneration relating to stock acquisition rights shall be determined by comprehensively considering various factors, including the eligible Directors’ performance in executing duties and the level of contribution to the Company. Additionally, as the ratio of shares to be issued upon exercise of the stock option rights to the total number of issued shares is

low at 0.6%, the dilutive effect is minimal and thus the details of remuneration for the eligible Directors is considered appropriate.

The Company decided on a policy for determining the details of individual remuneration for Directors at the Board of Directors meeting held on March 27, 2026. The Company has determined that its policy is consistent with the content of this proposal and plans to describe the details of the policy in the Notice of Convocation of the 16th Ordinary General Meeting of Shareholders, which is scheduled to be disclosed on June 3, 2026.

The value of stock option remuneration relating to the stock acquisition rights to be granted to the Company's Directors shall be calculated by multiplying the fair value per stock acquisition right, determined on the grant date, by the total number of stock acquisition rights to be granted. The determination of the fair value per stock acquisition right on the grant date shall be based on a generally accepted valuation methodology for calculating the fair value of stock acquisition rights.

The Company currently has four Directors, two of whom are Outside Directors. If the proposal for the election of Directors is approved as originally proposed at the 16th Ordinary General Meeting of Shareholders scheduled to be held on June 25, the Company will have five Directors, three of whom will be Outside Directors.

2. Details of remuneration (specific details of stock acquisition rights to be granted as stock options)

(1) Number of stock acquisition rights

For one year from the date of the Ordinary General Meeting of Shareholders for each fiscal year, the maximum number of stock acquisition rights to be granted to Directors (excluding Outside Directors) shall be set at 800 rights.

(2) Class and number of shares subject to the stock acquisition rights

For one year from the date of the Ordinary General Meeting of Shareholders for each fiscal year, the maximum number of shares subject to the stock acquisition rights to be granted to Directors (excluding Outside Directors) shall be set at 80,000 shares. The class of shares subject to the stock acquisition rights shall be common stock of the Company, and the number of shares subject to each stock acquisition right (hereinafter, the "Number of Granted Shares") shall be 100 shares.

In the event of a stock split or a reverse stock split (including a gratis allotment of common stock of the Company; the same principle shall apply hereinafter) after the grant date of the stock acquisition rights, the Number of Granted Shares shall be adjusted by the formula shown below. Such adjustment shall only apply to the number of shares subject to the stock acquisition rights that have not been exercised at such time, and any fractional shares resulting from the adjustment shall be rounded down.

$$\begin{array}{l} \text{Number of Shares} \\ \text{Granted after} \\ \text{adjustment} \end{array} = \begin{array}{l} \text{Number of Shares} \\ \text{Granted before} \\ \text{adjustment} \end{array} \times \begin{array}{l} \text{Ratio of stock split} \\ \text{(or reverse split)} \end{array}$$

In addition, in the event that the Company conducts a merger, company split, share exchange, or share delivery after the grant date of these stock acquisition rights, or in any other case where an adjustment to the Number of Granted Shares is similarly required, the Company may appropriately adjust the Number of Granted Shares to a reasonable extent in accordance with these cases.

(3) Amount to be paid in exchange for stock acquisition rights

No payment shall be required in exchange for the stock acquisition rights.

(4) Value of assets to be contributed upon exercise of stock acquisition rights

The value of assets to be contributed upon exercise of each stock acquisition right shall be calculated by multiplying the Number of Granted Shares by the amount to be paid per share to be delivered upon exercise of the stock acquisition right (hereinafter, the “Exercise Price”).

The Exercise Price shall be the closing price of the Company’s common stock on the Tokyo Stock Exchange on the grant date of these stock acquisition rights (or, if there is no closing price on that day, the closing price on the most recent trading day prior thereto).

In the event of a stock split or reverse stock split after the grant date of these stock acquisition rights, the Exercise Price shall be adjusted according to the formula shown below, with fractions of less than one yen resulting from the adjustment to be rounded up.

$$\text{Adjusted Exercise Price} = \text{Exercise Price before adjustment} \times \frac{1}{\text{Ratio of stock split (or reverse split)}}$$

In addition, in the event that the Company issues new shares or disposes of treasury shares of at a value below the market price of the Company’s common stock after the grant date of these stock acquisition rights (excluding the issuance of new shares or disposal of treasury shares upon the exercise of stock acquisition rights and the issuance of new shares or delivery of treasury shares in connection with a merger, company split, share exchange, or share delivery), the Exercise Price shall be adjusted according to the formula shown below, with fractions of less than one yen from the adjustment to be rounded up.

$$\text{Adjusted Exercise Price} = \text{Exercise Price before adjustment} \times \frac{\text{Prior number of issued shares} + \frac{\text{Number of newly issued shares} \times \text{Payment amount per share}}{\text{Market value per share before new issuance}}}{\text{Prior number of outstanding shares} + \text{Number of newly issued shares}}$$

In the above formula, the “prior number of outstanding shares” shall be calculated by deducting the number of treasury shares from the total number of issued shares of the Company’s common stock. In the case of a disposition of Common stock held as treasury shares, the “Number of newly issued shares” shall be read as “Number of treasury shares to be disposed.”

Further, in addition to the above adjustment, the Company may appropriately adjust the Exercise Price to a reasonable extent in the event that the Company conducts a merger, company split, share exchange, or share delivery after the grant date of these stock acquisition rights, or in any other case where an adjustment to the Exercise Price is similarly required.

(5) Exercise period of stock acquisition rights

The exercise period shall be determined by the Board of Directors, commencing at least two years after the decision to grant stock acquisition rights and ending no later than ten years after the decision to grant stock acquisition rights.

(6) Restrictions on transfer of stock acquisition rights

Any acquisition of stock acquisition rights through transfer shall require the approval of the Board of Directors.

(7) Conditions for exercise of stock acquisition rights

- (i) A holder of stock acquisition rights must be a Director, Audit & Supervisory Board Member, or employee of the Company or its affiliates at the time of exercise of the stock acquisition rights. However, this condition shall not apply if the Board of Directors deems that there is a justifiable reason, such as retirement due to expiration of term of office, mandatory age-based retirement, or other legitimate reasons.
- (ii) The stock acquisition rights may not be exercised by the heirs of a holder of stock acquisition rights.
- (iii) The stock acquisition rights may not be exercised if the exercise thereof would cause the total number of issued shares of the Company to exceed the total number of authorized shares at such time.
- (iv) A partial exercise of less than one stock acquisition right shall not be permitted.

(8) Matters regarding acquisition of stock acquisition rights

- (i) The Company may acquire all Stock Acquisition Rights without compensation, on a date determined by the Board of Directors, if approval is granted at a General Meeting of Shareholders (or resolved by the Board of Directors if approval of the General Meeting of Shareholders is not required) for any of the following:
 - a merger agreement in which the Company is dissolved as the absorbed company,
 - an absorption-type split agreement or incorporation-type company split plan in which the Company is the split company,
 - a share exchange agreement, share delivery plan, or share transfer plan in which the Company becomes a wholly owned subsidiary
- (ii) The Company may acquire without compensation, on a date determined by the Board of Directors, any stock acquisition rights that are no longer exercisable pursuant to the provisions of (7) above.

(9) Other matters relating to the offering of stock acquisition rights

Details regarding other aspects of the offering of stock acquisition rights shall be determined at the Board of Directors meeting where the terms of offering of the stock acquisition rights are decided.