

To whom it may concern,

May 22, 2026

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### **Notice Regarding Introduction of Restricted Stock Awards Plan**

ExaWizards Inc. (hereinafter, “the Company”) hereby announces that, at the Board of Directors meeting held on May 22, 2026, it resolved to revise its officer compensation system and introduce a restricted stock compensation plan (hereinafter, the “Plan”), and to submit a proposal regarding the Plan (the “Proposal”) to the 11th Annual General Meeting of Shareholders scheduled to be held on June 25, 2026 (the “Shareholders’ Meeting”). Details are as follows.

#### **1. Purpose and Conditions of the Plan Introduction**

##### **(1) Purpose of the Plan Introduction**

The Plan is designed to be introduced as a compensation plan whereby the Company shall allocate restricted shares to directors of the Company (excluding outside directors; hereinafter, “Eligible Directors”), in order for the Eligible Directors to share with shareholders the merits and risks of stock price fluctuations and to enhance their motivation to contribute to stock price appreciation and corporate value creation beyond previous levels.

##### **(2) Conditions for Plan Introduction**

Since the Plan involves granting monetary compensation claims as remuneration to Eligible Directors for the purpose of allotting restricted stock, introduction of the Plan is conditional upon approval at the Shareholders Meeting for the payment of such remuneration.

At the 2<sup>nd</sup> Annual General Meeting of Shareholders held on June 29, 2017, shareholders approved an annual remuneration cap for the Company’s directors of 100 million yen (excluding the employee portion of salaries paid to directors concurrently serving as employees). Separately from the foregoing, at the 8<sup>th</sup> Annual General Meeting of Shareholders held on June 28, 2023, shareholders approved the introduction of performance-linked compensation for Eligible Directors, with annual monetary compensation capped at 1% of net income for the previous fiscal year, as well as remuneration in the form of stock acquisition rights as stock options capped at 200 million yen per year. These approvals remain in effect.

At the forthcoming Shareholders’ Meeting, the Company intends to request shareholder approval to set, as a separate allocation from the above compensation amounts and taking into account comprehensively the contribution levels and other factors of Eligible Directors, the total amount of monetary compensation claims to be paid as compensation related to restricted shares for Eligible Directors at no more than 120 million yen per annum..

Upon approval and passage of the Proposal, the provision regarding the annual compensation amount for stock options (stock acquisition rights) for Eligible Directors shall be abolished, and no new stock options shall be issued thereafter pursuant to such compensation

provision.

## 2. Overview of the Plan

### (1) Allotment and Payment of Restricted Shares

The Company shall grant monetary compensation claims within the above annual amount to Eligible Directors based on a Board of Directors resolution as compensation related to restricted shares. Each Eligible Director shall receive an allocation of restricted shares by contributing in full the monetary compensation claims through in-kind contribution.

The subscription price for restricted shares shall be determined by the Board of Directors within a range that is not particularly favorable to the Eligible Director acquiring the restricted shares, based on the closing price of the Company's ordinary shares on the Tokyo Stock Exchange on the business day immediately preceding the date of the Board of Directors resolution regarding the issuance or disposition of such restricted shares (or, if no trade occurs on such date, the closing price on the most recent trading day immediately preceding such date).

The monetary compensation claims shall be provided on the condition that the Eligible Director consents to the above in-kind contribution and enters into a restricted share allocation agreement containing the provisions set forth in (3) below.

### (2) Total Number of Restricted Shares

The total number of restricted shares to be allocated to Eligible Directors shall be 180,000 shares, which shall be the upper limit of the number of restricted shares to be allocated in each fiscal year.

However, if on or after the date of resolution of the Proposal, a stock split (including a bonus share issuance) or stock consolidation of the Company's ordinary shares occurs or other adjustments to the total number of restricted shares to be allocated are required in circumstances similar thereto, the total number of restricted shares may be adjusted reasonably.

### (3) Content of the Restricted Share Allocation Agreement

Upon allocation of restricted shares, based on a Board of Directors resolution, the restricted share allocation agreement to be entered into between the Company and the Eligible Director receiving the allocation of restricted shares shall include the following provisions:

i. Content of Transfer Restrictions

An Eligible Director receiving an allocation of restricted shares shall not, during the period from the date of delivery of the restricted shares until the date on which the Eligible Director resigns or retires from the position to be predetermined by the Company's Board of Directors (hereinafter, the "Restriction Period"), transfer, pledge, or otherwise dispose of the restricted shares allocated to such Eligible Director (hereinafter, the "Allocated Shares") to any third party, including through the granting of security interests, transfer-based security interests, lifetime gifts, testamentary gifts, or any other disposition (hereinafter, "Transfer Restriction").

ii. Acquisition of Restricted Shares at No Cost

The Company shall acquire at no cost the Allocated Shares if the Eligible Director resigns or retires from the position to be predetermined by the Board of Directors before the date immediately preceding the business day of the Company's Annual General Meeting of Shareholders first convening on or after the commencement date of the Restriction Period,

except where the Board of Directors determines there is just cause.

In addition, if, at the time the Restriction Period set forth in (i) above expires, any Allocated Shares remain subject to Transfer Restriction pursuant to the provisions in (iii) below regarding the circumstances for releasing the Transfer Restriction, the Company shall acquire such Allocated Shares at no cost.

iii. Release of Transfer Restriction

The Company shall release the Transfer Restriction on all of the Allocated Shares, effective upon the expiration of the Restriction Period, provided that the Eligible Director continues to hold the position to be predetermined by the Board of Directors until the date of the Annual General Meeting of Shareholders first convening on or after the commencement date of the Restriction Period.

However, if the Eligible Director resigns or retires from the position to be predetermined by the Board of Directors before the date immediately preceding the date of the Annual General Meeting of Shareholders first convening on or after the commencement date of the Restriction Period for a reason the Board of Directors determines to be just cause, the number of Allocated Shares for which the Transfer Restriction is to be released and the timing of release shall be adjusted reasonably as necessary.

iv. Treatment in Connection with Organizational Restructuring, etc.

If, during the Restriction Period, a proposal regarding a merger agreement under which the Company is a dissolving company, a stock exchange agreement under which the Company becomes a wholly owned subsidiary, a stock transfer plan, or other organizational restructuring or similar transaction is approved by the Company's Annual General Meeting of Shareholders (or, if approval by the Company's Annual General Meeting of Shareholders is not required for such organizational restructuring or similar transaction, by the Company's Board of Directors), the Company may, by Board of Directors resolution, release the Transfer Restriction on a number of Allocated Shares reasonably determined based on the period from the commencement date of the Restriction Period to the date of such approval, effective prior to the effective date of such organizational restructuring or similar transaction.

In such case, the Company shall acquire at no cost any Allocated Shares for which the Transfer Restriction has not been released immediately following the release of the Transfer Restriction as described above.