

To whom it may concern,

June 25, 2026

Company name: ExaWizards Inc.
Name of representative: Makoto Haruta,
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(TSE Code No.4259)
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Notice Regarding Disposition of Treasury Shares as Restricted Stock Compensation

ExaWizards Inc. (hereinafter, “the Company”) hereby announces that, at the meeting of its Board of Directors held today, it resolved to dispose of treasury shares as restricted stock compensation (hereinafter, the “Disposition of Treasury Shares”) as set forth below.

1. Overview of the Disposition

(1) Payment Date	July 23, 2026
(2) Class and Number of Shares to Be Disposed Of	49,481 ordinary shares of the Company
(3) Disposition Price	859 yen per shares
(4) Total Disposition	42,504,179 yen
(5) Planned Allottees	Directors* 3 persons 24,449 shares Group Executive Officers 3 persons 18,045 shares Directors of subsidiaries* 3 persons 6,987 shares

*Excluding outside directors

2. Purpose and Reason for the Disposition

At the Company’s 11th Annual General Meeting of Shareholders held on June 25, 2026, shareholders approved, among other matters: (i) the introduction of a stock compensation plan (hereinafter, the “Plan”) under which restricted shares are delivered to the Company’s directors (excluding outside directors; hereinafter, “Eligible Directors”), for the purpose of enabling 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; (ii) the setting, based on the Plan, of the total amount of monetary compensation claims to be paid as remuneration related to restricted shares for Eligible Directors at no more than 120 million yen per annum; (iii) the setting of the upper limit of the total number of restricted shares to be allocated to Eligible Directors in each fiscal year at 180,000 shares; and (iv) the setting of the transfer restriction period for restricted shares as the period from the date of delivery of the restricted shares until the date on which the holder resigns or retires from the position predetermined by the Company’s Board of Directors.

At today’s meeting of the Company’s Board of Directors, the Company resolved to allocate 49,481 ordinary shares of the Company as specified restricted shares, by having the planned allottees—namely, 3 Eligible Directors, 3 Group Executive Officers of the Company, and 3 directors

of the Company's subsidiaries (excluding outside directors) (hereinafter, collectively, the "Allottees")—contribute in full, through the method of in-kind contribution, monetary compensation claims totaling 42,504,179 yen to be paid to the Allottees. These monetary compensation claims are to be paid as restricted stock compensation: for the Eligible Directors, for the period from the Company's 11th Annual General Meeting of Shareholders until the Company's 12th Annual General Meeting of Shareholders scheduled to be held in June 2027; for the Group Executive Officers of the Company, for the period of the Company's 12th fiscal year (April 1, 2026 to March 31, 2027); and for the directors of the Company's subsidiaries (excluding outside directors), for the period from each subsidiary's annual general meeting of shareholders held in 2026 until its annual general meeting of shareholders scheduled to be held in 2027.

The amount of monetary compensation claims for each Allottee has been determined by comprehensively taking into account various matters, including the level of contribution of each Allottee within the Company and its subsidiaries (hereinafter, the "Company Group"). Furthermore, the scale of dilution resulting from the Disposition of Treasury Shares is 0.06% (rounded to the nearest second decimal place) relative to the total number of issued shares of 87,156,500 as of March 31, 2026, which is minor and therefore considered reasonable in light of the purpose of the Plan. In addition, the monetary compensation claims shall be paid on the condition, among others, that each Allottee enters into a restricted share allocation agreement (hereinafter, the "Allocation Agreement") with the Company that includes, in substance, the following provisions.

3. Overview of the Allocation Agreement

(1) Transfer Restriction Period

The period from July 23, 2026 until the date on which the Allottee resigns or retires from all of the positions of director, executive officer, employee, or other position predetermined by the Company's Board of Directors at the Company Group (hereinafter, the "Subject Position").

During the transfer restriction period set forth above (hereinafter, the "Transfer Restriction Period"), the Allottee may not transfer, pledge, create a transfer-based security interest over, make a lifetime gift of, make a testamentary gift of, or otherwise dispose of, to any third party, the restricted shares allocated to such Allottee (hereinafter, the "Allocated Shares") (hereinafter, the "Transfer Restriction").

(2) Acquisition of Restricted Shares at No Cost

If the Allottee resigns or retires from all of the Subject Positions on or before the date immediately preceding the date of the Company's annual general meeting of shareholders first convening on or after the commencement date of the Transfer Restriction Period (in the case of an Allottee who is a Group Executive Officer of the Company, the date immediately preceding the last day of the Company's fiscal year first arriving on or after the commencement date of the Transfer Restriction Period; and in the case of an Allottee who is a director of the Company's subsidiary, the date immediately preceding the date of such subsidiary's annual general meeting of shareholders first convening on or after the commencement date of the Transfer Restriction Period), the Company shall, except where the Board of Directors determines there is just cause, automatically acquire the Allocated Shares at no cost as of the time of such resignation or retirement.

In addition, if any of the Allocated Shares remain subject to the Transfer Restriction at the time the Transfer Restriction Period expires (hereinafter, the “Expiration Time”) because the Transfer Restriction has not been released pursuant to the provisions regarding the circumstances for releasing the Transfer Restriction set forth in (3) below, the Company shall automatically acquire such shares at no cost as of the time immediately following the Expiration Time.

(3) Release of Transfer Restriction

On the condition that the Allottee has continuously held any one of the Subject Positions until the date of the Company’s annual general meeting of shareholders first convening on or after the commencement date of the Transfer Restriction Period (in the case of an Allottee who is a Group Executive Officer of the Company, the last day of the Company’s fiscal year first arriving on or after the commencement date of the Transfer Restriction Period; and in the case of an Allottee who is a director of the Company’s subsidiary, the date of such subsidiary’s annual general meeting of shareholders first convening on or after the commencement date of the Transfer Restriction Period), the Company shall release the Transfer Restriction, as of the Expiration Time, on all of the Allocated Shares held by the Allottee at such time.

However, if the Allottee resigns or retires from all of the Subject Positions, for a reason the Company’s Board of Directors determines to be just cause, on or before the date immediately preceding the date of the Company’s annual general meeting of shareholders first convening on or after the commencement date of the Transfer Restriction Period (in the case of an Allottee who is a Group Executive Officer of the Company, the date immediately preceding the last day of the Company’s fiscal year first arriving on or after the commencement date of the Transfer Restriction Period; and in the case of an Allottee who is a director of the Company’s subsidiary, the date immediately preceding the date of such subsidiary’s annual general meeting of shareholders first convening on or after the commencement date of the Transfer Restriction Period), the Company shall release the Transfer Restriction on the Allocated Shares, as of the time immediately following such resignation or retirement, in a number equal to the number of Allocated Shares held by the Allottee at such time multiplied by the quotient obtained by dividing, by 12, the number of months from July 2026 (in the case of an Allottee who is a Group Executive Officer of the Company, April 2026; and in the case of an Allottee who is a director of the Company’s subsidiary, the month following the month that includes the date of such subsidiary’s annual general meeting of shareholders held immediately prior to the Payment Date) to the month that includes the date on which the Allottee resigns or retires from all of the Subject Positions (provided that any fraction of less than one share resulting from such calculation shall be rounded down).

(4) Provisions Regarding the Management of Shares

The Allottee shall complete the opening of an account at SMBC Nikko Securities Inc., by the method designated by the Company, in which the Allocated Shares are recorded or stated, and shall hold and maintain the Allocated Shares in such account until the Transfer Restriction is released.

(5) Treatment in Connection with such as Organizational Restructuring and other

If, during the Transfer Restriction Period, a proposal regarding a merger agreement under

which the Company is a dissolving company, a stock exchange agreement or stock transfer plan under which the Company becomes a wholly owned subsidiary, or other organizational restructuring or similar transaction is approved at the Company's general meeting of shareholders (or, if approval by the Company's general meeting of shareholders is not required for such organizational restructuring or similar transaction, by the Company's Board of Directors), the Company shall, by resolution of its Board of Directors, release the Transfer Restriction on the Allocated Shares, as of the time immediately preceding the business day prior to the effective date of such organizational restructuring or similar transaction, in a number equal to the number of Allocated Shares held by the Allottee on the date of such approval multiplied by the quotient obtained by dividing, by 12, the number of months from July 2026 (in the case of an Allottee who is a Group Executive Officer of the Company, April 2026; and in the case of an Allottee who is a director of the Company's subsidiary, the month following the month that includes the date of such subsidiary's annual general meeting of shareholders held immediately prior to the Payment Date) to the month that includes the date of such approval (provided that, if the quotient exceeds 1, it shall be deemed to be 1; and provided further that any fraction of less than one share resulting from such calculation shall be rounded down).

In such case, the Company shall, as of the business day immediately preceding the effective date of such organizational restructuring or similar transaction, automatically acquire at no cost all of the Allocated Shares for which the Transfer Restriction has not been released as of such day pursuant to the provisions set forth above.

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

The disposition price for the Disposition of Treasury Shares has been set at 859 yen, which is the closing price of the Company's ordinary shares on the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution by the Company's Board of Directors (June 24, 2026), in order to ensure a price that excludes arbitrariness. As this is the market share price immediately preceding the date of the resolution by the Company's Board of Directors, the Company believes that it is reasonable and does not constitute a particularly favorable price.