



July 10, 2025

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(Securities code:3763; TSE Prime Market)
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Notice Regarding Disposal of Treasury Shares as Restricted Stock Compensation

Pro-Ship Incorporated (the Company) hereby announces that, at the Board of Directors meeting held today, it resolved to dispose of treasury shares as restricted stock compensation (the "Disposal of Treasury Shares") as outlined below.

1. Outline of the Disposal

1	Payment Date	August 1, 2025
2	Class and Number of Shares to Be Disposed	24,900 shares of common stock of the Company
3	Disposal Price per Share	¥2,917
4	Total Amount of Disposal	¥72,633,300
5	Allottees	Directors of the Company* : 4 persons 1,200 shares Directors who are Audit & Supervisory Committee Members : 3 persons 150 shares Employees of the Company : 273 persons 23,550 shares *Excluding Directors who are Audit & Supervisory Committee Members and Outside Directors.

2. Purpose and Reason for the Disposal

As stated in the press release titled "Notice of Introduction of Restricted Stock Compensation Plan for Employees and Directors" dated March 18, 2024, the Company has announced the adoption of a restricted stock compensation plan (the "Plan") for its Directors (excluding Directors who are Audit & Supervisory Committee Members and Outside Directors), Directors who are Audit & Supervisory Committee Members, and employees. The purpose of this Plan is to provide incentives that promote the sustainable enhancement of the Company's corporate value and to further align interests with shareholders.

Furthermore, at the 55th Annual General Meeting of Shareholders held on June 20, 2024, the Company obtained approval to introduce a restricted stock compensation plan (the "Plan") for its Directors (excluding Directors who are Audit & Supervisory Committee Members and Outside Directors), Directors who are Audit & Supervisory Committee Members (collectively, the "Eligible Directors"), and employees.

Under the Plan, the total amount of monetary compensation claims to be granted as consideration for the restricted stock shall not exceed ¥36 million annually for Directors (excluding Audit & Supervisory Committee Members and Outside Directors), and ¥6 million annually for Directors who are Audit & Supervisory Committee Members. The maximum number of shares to be allotted per fiscal year is set at 20,000 shares for the former and 3,000 shares for the latter. The restriction period for the transfer of the restricted stock shall extend from the date of allotment until the date on which the recipient resigns or retires from all positions as a Director, Executive Officer, or employee of the Company.

On this basis, the Board of Directors of the Company, at its meeting held today, and through consultation with the Audit & Supervisory Committee Members, resolved to grant restricted stock compensation for the period from the conclusion of the 56th Annual General Meeting of Shareholders to the scheduled date of the 57th Annual General Meeting of Shareholders in June 2026. Under this resolution, a total of ¥72,633,300 in monetary compensation claims will be granted to 7 Directors who are Eligible Directors and 273 employees of the Company (collectively, the “Allottees”; hereinafter, the former referred to as “Allottee I” and the latter as “Allottee II”), and the full amount of such claims will be contributed in kind to allocate 24,900 shares of common stock of the Company as restricted stock.

The amount of monetary compensation claims to be granted to each Allottee has been determined after comprehensive consideration of various factors, including each individual’s level of contribution to the Company. The grant of such claims is conditional upon each Allottee entering into a restricted stock allotment agreement (the “Allotment Agreement”) with the Company, which shall include, among other provisions, the terms described below.

In the restricted stock compensation plan (“the Plan”), two classes of restricted shares will be issued: “Restricted Shares I,” which will be allotted to Allottee I (Directors), and “Restricted Shares II,” which will be allotted to Allottee II (employees).

3. Summary of the Allotment Agreement

(1) Transfer Restriction Period

During the transfer restriction period specified below, the Allottees shall not transfer, pledge, grant a transfer security interest in, make a lifetime gift, bequeath, or otherwise dispose of the Restricted Shares I (hereinafter referred to as “Allocated Shares I”) or Restricted Shares II (hereinafter referred to as “Allocated Shares II”) allocated to them to any third party (hereinafter referred to as “Transfer Restrictions”).

- *Restricted Shares I:* From August 1, 2025, until the date on which Allottee I retires or resigns from all positions as a Director, Executive Officer, or employee of the Company (the “Transfer Restriction Period I”).
- *Restricted Shares II:* From August 1, 2025, to July 31, 2030 (the “Transfer Restriction Period II”).

(2) Gratuitous Acquisition of Shares

If an Allottee resigns or retires from all positions as a Director, Executive Officer, or employee of the Company before the date of the first Annual General Meeting of Shareholders following the commencement date of Transfer Restriction Period I or Transfer Restriction Period II, the Company shall, unless the Board of Directors determines that there is a special reason justifying the granting of such shares, automatically acquire without compensation all of the Allocated Shares I or Allocated Shares II held by such Allottee at the time of resignation or retirement.

Moreover, if any of the Restricted Shares I or II remain subject to Transfer Restrictions at the expiration of Transfer Restriction Period I or II, the Company shall automatically acquire such shares without compensation immediately after the respective period ends.

(3) Lifting of Transfer Restrictions

If an Allottee remains continuously in a position as Director, Executive Officer, or employee of the Company from the start of Transfer Restriction Period I or II until the first Annual General Meeting of Shareholders thereafter, all Transfer Restrictions on the Restricted Shares I or II held by the Allottee at the end of the respective period (Transfer Restriction Expiration I or II) shall be lifted.

However, if Allottee I retires or resigns before the General Meeting for justifiable reasons as recognized by the Board of Directors, or if Allottee II retires under similar conditions before the end of Transfer Restriction Period II, then the number of

shares for which Transfer Restrictions will be lifted shall be calculated as follows:

(Number of months from July 2025 to the month including the resignation date ÷ 12) × shares held (rounded down to the nearest whole share; capped at 1). The Transfer Restrictions on that portion shall be lifted immediately after resignation.

(4) Share Management

Allottees are required to open accounts with SMBC Nikko Securities Inc., as designated by the Company, for recording the Restricted Shares I and II, and must maintain those shares in such accounts until the Transfer Restrictions are lifted.

(5) Treatment in the Event of Corporate Reorganization

- *Restricted Shares I:*

If a proposal for a merger agreement in which the Company is the dissolving entity, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or other reorganization is approved at a General Meeting of Shareholders (or at the Board of Directors meeting if such approval is not required), and such reorganization will take effect before the end of Transfer Restriction Period I, and Allottee I is to resign as a result, then the number of Restricted Shares I for which Transfer Restrictions are to be lifted shall be:

(Number of months from July 2025 to the month of approval ÷ 12) × shares held (rounded down; capped at 1).

The restrictions will be lifted on the business day immediately before the effective date of the reorganization.

Any remaining Restricted Shares I still subject to Transfer Restrictions will be automatically acquired by the Company without compensation on the business day immediately preceding the effective date.

- *Restricted Shares II:*

If a similar corporate reorganization as described above is approved during Transfer Restriction Period II and the effective date is before the end of that period, the number of Restricted Shares II for which Transfer Restrictions will be lifted shall be calculated and lifted in the same manner as above. The Company shall also acquire any remaining shares still under restriction, without compensation, on the business day before the effective date.

4. Basis and Rationale for Determining the Disposal Price

To eliminate arbitrariness in the determination of the disposal price for the treasury shares under the Plan, the price has been set at ¥2,917 per share, which is the closing price of the Company's common stock on the Tokyo Stock Exchange on July 9, 2025, the business day prior to the Board of Directors' resolution date. The Company believes this represents a fair market value and is not considered especially favorable.