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August 28, 2025

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Notice Regarding Disposal of Treasury Stock as Restricted Stock Compensation

Gunosy Inc. (hereinafter "the Company") hereby announces that its Board of Directors resolved at a meeting held on August 28, 2025, to dispose of treasury stock (hereinafter referred to as "the Treasury Stock Disposal" or "the Disposal") as follows.

1. Overview of the Disposal

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| (1) | Disposal date | September 18, 2025 |
| (2) | Class and number of shares to be disposed | 50,000 shares of the Company's common stock |
| (3) | Disposal price | 714 yen per share |
| (4) | Total disposal amount | 35,700,000 yen |
| (5) | Recipients of allotted shares, number of recipients, and number of shares to be allotted | 4 Directors of the Company (excluding Outside Directors): 35,000 shares 1 Executive Officer not serving as Director: 15,000 shares |
| (6) | Other | A securities notification for this Treasury Stock Disposal has been submitted in accordance with the Financial Instruments and Exchange Act. |

2. Purpose and Reason for the Disposal

At July 12, 2019 the Company's Board of Directors resolved to introduce a restricted stock compensation plan (hereinafter "the Plan") as a new compensation system. This decision, made as part of revising the executive compensation system, replaces the existing stock option system for the Company's Directors (excluding Outside Directors; hereinafter "Eligible Directors"). The Plan aims to provide incentives for sustainable enhancement of the Company's corporate value and to further promote shared value with shareholders. Furthermore, On August 23, 2019, at the 7th Annual General Meeting of Shareholders, approval was obtained to provide monetary compensation claims as property contributed for acquiring restricted stock (hereinafter "Restricted Stock Compensation") to Eligible

Directors, with an annual limit of 100 million yen. The restriction period for the restricted stock will be set by the Board of Directors for a period between three to five years. The Company has also introduced a similar restricted stock grant system for its Executive Officers.

On this occasion, considering the purpose of the Plan, the Company's business conditions, the scope of responsibilities of each Eligible Director, and various circumstances, the Company has decided to grant monetary compensation claims totaling 35,700,000 yen (hereinafter "the Monetary Compensation Claims") and 50,000 shares of common stock, with the aim of securing capable personnel as officers and employees and further increasing the motivation of Eligible Directors. Furthermore, in light of the Plan's objectives to provide incentives for sustainable enhancement of corporate value and to further promote shared value with shareholders, the restriction period has been set at three years for this grant.

In the Treasury Stock Disposal, based on the Plan, the allottees, consisting of 4 Eligible Directors and 1 Executive Officer (hereinafter collectively referred to as "Eligible Recipients"), will receive disposal of the Company's common stock (hereinafter "Allotted Shares") by contributing all of their Monetary Compensation Claims as property contributed in kind. The overview of the Restricted Stock Allocation Agreement (hereinafter "the Allocation Agreement") to be concluded between the Company and Eligible Recipients for this Treasury Stock Disposal is as described in Section 3 below.

3. Overview of the Allocation Agreement

(1) Restriction Period: September 18, 2025 to September 17, 2028

(2) Conditions for Lifting Transfer Restrictions

The transfer restrictions shall be lifted for all Allotted Shares at the expiration of the restriction period, provided that the Eligible Recipients have continuously held positions as either Directors or Executive Officers not serving as Directors of the Company or its subsidiaries during the restriction period.

(3) Treatment in cases of retirement due to expiration of term, mandatory retirement age, or other legitimate reasons during the restriction period

① Timing of lifting transfer restrictions

If an Eligible Recipient retires or resigns from all positions specified in (2) above due to expiration of term, mandatory retirement age, or other legitimate reasons (excluding death), the transfer restrictions shall be lifted immediately after such retirement or resignation for the number of shares specified in ② below. In the case of retirement or resignation due to death, the transfer restrictions shall be lifted at a time separately determined by the Board of Directors.

② Number of shares subject to lifting of transfer restrictions

The number of shares shall be calculated by multiplying the number of Allotted Shares held at the time of retirement or resignation as defined in ① by the number of months from the start of duties in the 14th fiscal year to the month including the date of retirement or resignation, divided by 12 (if the resulting number exceeds 1, it shall be set as 1), with any fractional shares less than one share being rounded down.

(4) Acquisition without compensation by the Company

The Company shall automatically acquire without compensation any Allotted Shares for which transfer restrictions have not been lifted as of the expiration of the restriction period or at the time of lifting transfer restrictions as specified in (3) above.

(5) Management of shares

To ensure that the Allotted Shares cannot be transferred, have security interests established on them, or be otherwise disposed of during the restriction period, they will be managed in dedicated accounts opened by Eligible Recipients at Nomura Securities Co., Ltd. The Company has entered into an agreement with Nomura Securities Co., Ltd. regarding the management of accounts holding the Allotted Shares to ensure the effectiveness of the transfer restrictions. The Eligible Recipients shall agree to the details of this account management.

(6) Treatment in cases of organizational restructuring

If, during the restriction period, matters relating to a merger agreement in which the Company is the disappearing company, a share exchange agreement or share transfer plan in which the Company becomes a wholly-owned subsidiary, or other organizational restructuring are approved at a General Meeting of Shareholders of the Company (or at a Board of Directors meeting if such organizational restructuring does not require approval at a General Meeting of Shareholders), the Board of Directors shall resolve to lift the transfer restrictions on the number of Allotted Shares held at that time multiplied by the period from the start of duties in the 14th fiscal year calculated as the number of months from the month including 12 by dividing the above months (if the resulting number exceeds 1, it shall be set as 1), with any fractional shares less than one share being rounded down, as of the business day immediately preceding the effective date of the organizational restructuring. Additionally, the Company shall automatically acquire without compensation all Allotted Shares for which transfer restrictions have not been lifted immediately after the lifting of transfer restrictions.

4. Basis for Calculation and Specific Details of the Disposal Amount

The Treasury Stock Disposal to the planned recipients will be made using the Monetary Compensation Claims provided as Restricted Stock Compensation for the Company's 14th fiscal year under the Plan as property contributed in kind. To eliminate arbitrariness in the disposal price, it has been set at 714 yen, which was the closing price of the Company's common stock on the Tokyo Stock Exchange on August 27, 2025 (the business day preceding the Board of Directors resolution date). This is considered to be rational and not particularly advantageous, as it is the market stock price immediately prior to the Board of Directors resolution date.