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For Immediate Release

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Notice Regarding the Amount and Details of Compensation, Etc. for Directors as Stock Options

Plus Alpha Consulting Co., Ltd. (“the Company”) hereby announces that it resolved, in a meeting of the Board of Directors held today, to submit a proposal on the amount and details of compensation, etc. related to share acquisition rights as stock options for the Company’s directors (excluding outside directors) to the Annual General Meeting of Shareholders to be held on December 26, 2025 (hereinafter referred to as “this Annual General Meeting of Shareholders”) pursuant to the provisions of Article 361 of the Companies Act, as follows.

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I. Reason for the proposal

The request is for approval of the amount of compensation, etc. related to share acquisition rights as stock options for the Company’s directors (excluding outside directors; hereinafter referred to as the “eligible directors”), and the specific details of the share acquisition rights in order to enhance motivation and morale toward improving the Company’s performance and corporate value, and to further advance business operations that prioritize the interests of shareholders.

II. Details of the proposal (amount and details of compensation, etc. under the scheme) and reasons for considering the proposal appropriate

1. Amount of compensation, etc. related to share acquisition rights as stock options

This is a request for approval to set the annual amount of compensation, etc. related to share acquisition rights granted as stock options to the eligible directors, at up to 300 million yen, which is separate from the compensation framework to be proposed for approval under Proposal No. 2 at this Annual General Meeting of Shareholders, for the purpose of enhancing motivation and morale toward improving the Company’s performance and corporate value, and further advancing business operations that prioritize the interests of

shareholders, in addition to a request for approval for the details of the stock options as outlined below in 2. below.

The amount and specific details of compensation, etc. related to share acquisition rights shall be determined by comprehensively considering various factors, including the eligible directors' performance in executing duties and level of contribution at the Company. Furthermore, as the proportion of shares issued through the exercise of stock options relative to the total number of shares issued is low, and the dilution rate is minimal, we consider the details of the compensation, etc. for the eligible directors to be appropriate.

The Company established a policy regarding the determination of the details and amount of individual director compensation and other matters at the Board of Directors meeting held on December 17, 2021. However, the amount recorded as share capital on the balance sheet for the 19th fiscal year (October 1, 2024 to September 30, 2025) to be submitted at this Annual General Meeting of Shareholders will be 500 million yen or more, and in light of the Company's transition to a large company under the Companies Act, should this proposal be approved, we plan to again pass a resolution in a meeting of the Board of Directors following the conclusion of this Annual General Meeting of Shareholders on the policy for determining the details and amount of individual directors' compensation and other matters taking into account consistency with the approved details.

The amount of compensation, etc., related to share acquisition rights issued to the eligible directors as stock option compensation shall be calculated by multiplying the fair value per share acquisition right determined on the allocation date of share acquisition rights by the total number of share acquisition rights to be allocated. The calculation of the fair value per share acquisition right on the allocation date referred to herein shall be based on the valuation methods generally used for determining the fair value of share acquisition rights.

There are currently nine directors (including three outside directors). However, after Proposal No. 1 of this Annual General Meeting of Shareholders is approved as originally proposed, the number of directors will remain nine (including three outside directors), and the number of the eligible directors will be six.

2. Details of compensation, etc. (specific details of share acquisition rights to be issued as stock options)

(1) Number of share acquisition rights

The maximum number of share acquisition rights to be issued within one year from the date of the Annual General Meeting of Shareholders for each fiscal year shall be 4,000.

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

The maximum number of shares subject to share acquisition rights to be issued within one year from the date of the Annual General Meeting of Shareholders for each fiscal year shall be 400,000 shares. The class of shares subject to the share acquisition rights shall be common shares, and the number of shares subject to each share acquisition right (hereinafter referred to as the "number of shares granted") shall be 100 shares.

Furthermore, the number of shares granted shall be adjusted in accordance with the following formula if the Company conducts a share split (including the allotment of the Company's common shares without consideration; the same applies hereafter) or reverse share split after the allocation date of the share acquisition rights. However, such adjustments shall be made only with respect to the number of shares subject to the share acquisition rights that have not been exercised at that time, and any fractional shares resulting

from the adjustment shall be rounded down.

Adjusted number of shares granted = Original number of shares granted × Ratio of split (or reverse split)

Furthermore, in the event that the Company undergoes a merger, corporate split, share exchange, or share delivery after the allocation date of the share acquisition rights, or in other cases requiring adjustment of the number of shares granted, the Company may appropriately adjust the number of shares granted to a reasonable extent.

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

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

(4) The value of assets contributed upon exercise of share acquisition rights

The value of the assets to be contributed upon the exercise of each share acquisition right shall be the amount obtained by multiplying the amount to be paid for each share that can be granted upon exercising the share acquisition rights (hereinafter referred to as the “exercise price”) by the number of shares granted.

The exercise price shall be the amount obtained by multiplying the average closing price of the Company’s common shares on the Tokyo Stock Exchange for each day (excluding days on which no transactions were executed) of the month preceding the month in which the date of allocation of the share acquisition rights falls by 1.05 (with any fraction less than one yen rounded up). However, if the value is lower than the closing price on the allocation date of the share acquisition rights (or the closing price on the immediately preceding trading day if no transactions were executed), the closing price shall be the exercise price.

In the event that the Company conducts a share split or reverse share split after the allotment date of the share acquisition rights, the exercise price shall be adjusted using the following formula, with any fraction less than one yen resulting from the adjustment rounded up.

$$\text{Adjusted exercise price} = \text{Exercise price before adjustment} \times \frac{1}{\text{Split (or reverse split) ratio}}$$

Furthermore, if the Company issues new shares or disposes of treasury shares at a price below the market price of its common shares (except in cases of issuance of new shares and disposal of treasury shares based on the exercise of share acquisition rights, or issuance of new shares and delivery of treasury shares through merger, company split, share exchange, or share delivery) after the allotment date of the share acquisition rights, the exercise price shall be adjusted using the following formula, with any fraction less than one yen resulting from the adjustment rounded up.

$$\text{Adjusted exercise price} = \text{Exercise price before adjustment} \times \frac{\text{Number of shares previously issued} + \frac{\text{Number of new shares issued} \times \text{Amount paid per share}}{\text{Market price per share prior to new issuance}}}{\text{Number of shares previously issued} + \text{Number of new shares issued}}$$

In the above formula, “Number of shares previously issued” shall mean the total number of issued shares of the Company’s common shares minus the number of treasury shares of the Company’s common shares, and when engaging in the disposal of treasury shares of the Company’s common shares, “Number of new shares issued” shall be read as “Number of treasury shares to be disposed of.”

Furthermore, in addition to the above, in the event that the Company undergoes a merger, corporate split, share exchange, or share delivery after the allocation date of the share acquisition rights, or in other cases requiring adjustment of the exercise price, the Company may appropriately adjust the exercise price to a reasonable extent.

(5) Period during which share acquisition rights may be exercised

The period shall be determined by the Board of Directors within the range from the date two years after the date of the resolution granting the share acquisition rights to the date ten years after the date of said resolution.

(6) Matters concerning the increase in share capital and legal capital surplus upon issuance of shares through the exercise of share acquisition rights

- (i) The amount of share capital to be increased upon issuance of shares pursuant to the exercise of share acquisition rights shall be one half of the maximum amount of share capital increase calculated in accordance with Article 17, paragraph (1) of the Regulations on Corporate Accounting, with any fraction less than one yen resulting from the calculation rounded up.
- (ii) The amount of legal capital surplus to be increased when issuing shares upon the exercise of share acquisition rights shall be the amount obtained by subtracting the amount of share capital to be increased as specified in the above (i) from the maximum amount of share capital increase specified in the above (i).

(7) Restrictions on acquisition of share acquisition rights by transfer

The acquisition of share acquisition rights through transfer requires the approval of the Board of Directors.

(8) Conditions for the exercise of share acquisition rights

- (i) As exercise conditions for the share acquisition rights, in light of the purpose of the introduction described in II.1. above, the Company’s Board of Directors may select indicators reflecting the Company’s share price trends and consolidated performance to contribute to the improvement of the Company’s performance and corporate value. In such cases, the exercise of the share acquisition rights shall become possible when the exercise conditions are satisfied based on the achievement status of the relevant indicators, and when other exercise conditions determined pursuant to items (ii) through (vi) below are also satisfied. As indicators of the Company’s share price trends and consolidated performance, i. share price-based indicators (closing prices or average prices of our common shares on the Tokyo Stock Exchange at a specific time or over a specific period, total shareholder return (TSR), etc.) and ii. financial performance indicators (consolidated net sales, consolidated profit, EBITDA, etc.) shall be selected as objective and transparent indicators, and specific indicators will be selected by the Company’s Board of Directors after comprehensively considering the Company’s business environment, business plans, challenges for sustainable growth, and other factors. The specific numerical criteria for the selected indicators shall be reviewed by the

Company's Board of Directors from the perspective of whether they appropriately function as incentives for enhancing the Company's performance and corporate value, and the numerical criteria deemed appropriate as a result of this review shall be established.

- (ii) The holder of share acquisition rights must be a director, Audit & Supervisory Board member, or employee of the Company or the Company's affiliated companies at the time of the exercise of share acquisition rights. However, this shall not apply in cases of resignation due to expiration of term of office, retirement upon reaching the mandatory retirement age, resignation due to company circumstances, or other valid reasons as determined by the Board of Directors.
- (iii) The exercise of share acquisition rights by the heirs of the holder of share acquisition rights is not permitted.
- (iv) If the exercise of these share acquisition rights would cause the total number of issued shares of the Company to exceed the total number of authorized shares at that time, such share acquisition rights may not be exercised.
- (v) Each share acquisition right may not be exercised in amounts less than one unit.
- (vi) The conditions for the exercise of share acquisition rights, other than those specified above, shall be determined by resolution of the Board of Directors.

(9) Matters concerning the acquisition of share acquisition rights

- (i) If a merger agreement designating the Company as the dissolving company, a split agreement or split plan designating the Company as the splitting company, or a share exchange agreement, share delivery plan, or share transfer plan designating the Company as a wholly-owned subsidiary is approved by the General Meeting of Shareholders (resolution of the Board of Directors when approval by the General Meeting of Shareholders is not required), the Company may acquire all of the share acquisition rights without compensation upon the arrival of a date separately determined by the Company's Board of Directors.
- (ii) If the holder of the share acquisition rights becomes unable to exercise such rights pursuant to the provisions set forth in (7) above prior to the exercise of such rights, the Company may acquire such share acquisition rights that can no longer be exercised without compensation upon the arrival of a date separately determined by the Company's Board of Directors.

(10) Other matters concerning the offering of share acquisition rights

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

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