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January 20, 2026

To whom it may concern:

Company name	Needs Well Inc.
Representative	Hajime Matsuoka, President and CEO (Stock code: 3992, Tokyo Stock Exchange Prime Market)
Inquiries	Koji Tabata, Managing Director and Executive Officer (e-mail: ir-contact@needswell.com)

## **Notice Concerning Disposal of Treasury Stock as Restricted Stock Compensation**

Needs Well Inc. (Head office: Chiyoda-ku, Tokyo; President and CEO: Hajime Matsuoka; hereinafter the "Company") hereby announces that, at a meeting of the Board of Directors held today, it passed a resolution to dispose of its treasury shares (the "Disposal of Treasury Stock") as restricted stock compensation, as follows.

### **1. Overview of the Disposal**

(1)	Disposal date	February 17, 2026
(2)	Class and number of shares disposed	9,754 shares of common stock of the Company
(3)	Disposal price	574 yen per share
(4)	Total value of shares to be disposed	5,598,796 yen
(5)	Allotees, number thereof, and number of shares to be allotted	Directors (Excluding Outside Directors and Directors who serve as Audit and Supervisory Committee Members): 4 persons, 9,754 shares
(6)	Others	None

### **2. Purpose and Reasons for the Disposal of Treasury Stock**

At the 39th Ordinary General Meeting of Shareholders held on December 23, 2025, the Company obtained approval to transition to a company with an Audit and Supervisory Committee and, in order to further share the benefits and risks of stock price fluctuations with shareholders and to enhance the willingness of Directors (excluding Outside Directors; hereinafter referred to as "Eligible Directors") to contribute to the improvement of stock prices and corporate value, to provide monetary compensation claims of not more than 50 million yen per year to Eligible Directors and to deliver restricted stock of not more than 80,000 shares per year. The payment amount per share shall be the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of the Board of Directors resolution (or, if no transaction is executed on that day, the closing price on the most recent prior trading day).

The Company, taking into account the purpose of this plan, the Company's business conditions, the scope of responsibilities of each Eligible Director, and various other circumstances, has decided to grant a total monetary compensation claim of 5,598,796 yen (hereinafter referred to as the "Monetary Compensation Claim") and a total of 9,754 shares of common stock to four Eligible Directors, with the aim of further enhancing their motivation.

In addition, in light of the purpose of introducing this plan—namely, to encourage Eligible Directors to increase their willingness to contribute to the sustainable enhancement of the Company's corporate value and to promote the sharing of value with shareholders—the transfer restriction period for this allotment shall be until the date on which the Eligible Director resigns or retires from the position of Director or any other position determined by the Company's Board of Directors.

Under this disposal of treasury shares, in accordance with the plan, the four Eligible Directors who are the intended allottees will pay the entire amount of the Monetary Compensation Claim as property contributed in kind and receive an allotment of the Company's common stock (hereinafter referred to as the "Allotted Shares"). The outline of the restricted stock allotment agreement (hereinafter referred to as the "Allotment Agreement") to be executed between the Company and the Eligible Directors in connection with this disposal of treasury shares is as described in Section 3 below.

### 3. Overview of Restricted Stock Allotment Agreement

The following is an overview of the restricted stock allotment agreement (the "Allotment Agreement") concluded between the Company and each Eligible Director.

#### (1) Transfer restriction period

From the payment date until the later of (i) the date the Eligible Director retires from the position of Director or (ii) the date on which the Company submits its securities report for the fiscal year to which the payment date belongs (or its semi-annual report if the payment date falls within six months from the beginning of the fiscal year).

#### (2) Removal of transfer restrictions

Provided that the Eligible Director has continuously held the position of Director from the payment date until the conclusion of the first Ordinary General Meeting of Shareholders of the Company thereafter, the transfer restrictions shall be lifted for all Allotted Shares upon expiration of the transfer restriction period.

However, if the Eligible Director retires for justifiable reasons or due to death during the period from the payment date until the conclusion of the first Ordinary General Meeting of Shareholders thereafter, the transfer restrictions shall be lifted for the number of shares calculated by multiplying the number of Allotted Shares held at that time by the number obtained by dividing the number of months from the month following the month containing the date of the Ordinary General Meeting of Shareholders immediately preceding the payment date to the month containing the date of retirement by 12 (provided that if the calculation results in a number greater than 1, the number shall be deemed to be 1; any fraction less than one share shall be disregarded).

#### (3) Acquisition of Allotted Stock without consideration

The Company shall naturally acquire, without consideration, the Allotted Stock for which the transfer restrictions have not been removed upon the expiration of the transfer restriction period. Additionally, if the Eligible Director resigns without justifiable reason, the Company shall acquire all or a portion of the Allotted Stock without consideration.

#### (4) Management of shares

The Allotted Stock shall be managed in dedicated accounts opened by Eligible Directors at securities companies designated by the Company so that said common stock cannot be transferred, subject to a security interest, or otherwise disposed of during the transfer restriction period.

#### (5) Treatment in case of company reorganization

During the transfer restriction period, if matters concerning a merger agreement in which the Company becomes a disappearing company, a share exchange agreement or a share transfer plan in which the Company becomes a wholly owned subsidiary, or any other matters concerning the Company reorganization, etc., are approved by the Company's general meeting of shareholders (or by the Board of Directors meeting in cases where approval by a general meeting of shareholders is not required for such reorganization, etc.), the Company shall, by a resolution of the Board of Directors, remove the transfer restrictions prior to the effective date of such company reorganization, etc., for the number of Allotted Stock that is reasonably determined based on the period from the date of commencement of the transfer restrictions until the effective date of such organizational restructuring, etc. The Company shall naturally acquire, without consideration, the Allotted Stock for which transfer restrictions have not been removed at the time immediately after the transfer restrictions are lifted.

### 4. Basis of Calculation and Specific Details of the Payment Amount

To eliminate arbitrariness in the disposal price of the Disposal of Treasury Stock to allottees, ¥574, the closing price on the business day prior to the resolution of the Board of Directors (January 19, 2026), has been set as the disposal price. The Company believes that the disposal price of the Disposal of Treasury Stock is not particularly favorable for the allottees and is reasonable.

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