PRONEXUS

FASF MEMBERSHIP

May 20, 2026

To whom it may concern

Company name: PRONEXUS INC.
Name of representative: Takeshi Ueno, President and Representative Director
(TSE Prime Code: 7893)
Inquiries: Jun Takamatsu, Managing Executive Officer, General Manager, Corporate Planning and Administrative Division, and General Manager, President's Office
Telephone: +81-3-5777-3111

Notice Regarding Introduction of Restricted Stock Compensation Plan

PRONEXUS INC. (the "Company") hereby announces that, by a written resolution in lieu of a resolution of the Board of Directors pursuant to Article 370 of the Companies Act of Japan dated May 20, 2026, the Company reviewed the executive compensation plan and resolved to introduce the restricted stock compensation plan (the "Plan"). The Company also decided to submit a proposal relating to the Plan to the 82nd Ordinary General Meeting of Shareholders scheduled to be held on June 24, 2026 (the "General Meeting of Shareholders"), as described below.

Purpose and requirements for the introduction of the Plan

Purpose for the introduction of the Plan

The Plan is intended to provide directors of the Company (excluding outside directors, hereinafter "the Eligible Directors") with incentives to sustainably increase the corporate value of the Company as well as to further promote sharing of shareholder value.

Requirements for the introduction of the Plan

Under the Plan, the restricted stock will be granted to the Eligible Directors as compensation, or monetary compensation claims to be contributed in-kind for granting the restricted stock will be provided as compensation. Therefore, the introduction of the Plan shall be subject to the approval of shareholders at the General Meeting of Shareholders for the provision of such compensation.

The amount of compensation for directors of the Company was approved at the 60th Ordinary General Meeting of Shareholders held on June 29, 2004, in an amount not exceeding 300 million yen per year (however, the amount does not include the portion of employee's salaries). At the General Meeting of Shareholders, the Company will request shareholders' approval to set a separate compensation limit for the Plan in addition to the existing monetary compensation limit above.

Overview of the Plan

The Company shall grant restricted stock under the Plan either by (i) issuing or disposing of common stocks of the Company for the Eligible Directors without requiring the payment of cash or the contribution of property, or (ii) issuing or disposing of common stocks of the Company for the Eligible Directors by granting monetary compensation claims to the Eligible Directors, which shall be contributed in-kind for common stocks of the Company.

The total number of common stocks of the Company to be issued or disposed of under the Plan shall not exceed 30,000 stocks per year, and the total amount of compensation payable to the Eligible Directors shall not exceed 30 million yen per year, which is separate from the current monetary compensation limit, (provided, however, if the total number of issued stocks of the Company increases or decreases due to the stock consolidation or stock split of common stock of the Company (including in the event of allotment of stocks without contribution), such maximum number shall be adjusted in accordance with the ratio thereof).

In addition, if the Company issues or disposes of common stocks of the Company pursuant to method (ⅱ) above, the amount to be paid in per stock shall be decided by the Board of Directors on terms not particularly favorable to Eligible Directors, based on the closing price of common stocks of the Company on the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution of the Board of Directors (if there is no transaction concluded on the date, the closing price of the most recent trading day preceding such date).

In order to realize the medium to long term sharing of shareholder value, which is one of the purposes of introducing the Plan, the transfer restriction period shall be either the period from the date of grant of the restricted stock to such date as determined by the Company's Board of Directors, or the period until the date on which the Eligible Directors resign or retire from the position of director of the Company or from any other position designated by the Company's Board of Directors.

The specific timing of grant and the allocation to each of the Eligible Directors shall be determined by the Company's Board of Directors, giving due consideration to the opinions of the Nomination and Compensation Committee following its deliberation.

In addition, when granting restricted stock under the Plan, a restricted stock allotment agreement (the "Allotment Agreement") shall be concluded between the Company and the Eligible Directors, and the contents of the Allotment Agreement shall include the following items:

The Eligible Directors shall not, for the period determined by the Company's Board of Directors, or for the period from the date of grant of the restricted stock until the date on which the Eligible Directors resign or retire from the position of director of the Company or any other position designated by the Company's Board of Directors, transfer, create a security interest over, or otherwise dispose of the restricted stock; and

the Company shall automatically acquire the stocks without consideration if the Eligible Directors fall under any grounds specified by the Company's Board of Directors as justifying such acquisition without consideration, including violation of laws and regulations, internal rules, or the Allotment Agreement.

(For reference)

Subject to the approval of the proposal related to the Plan at the General Meeting of Shareholders, the Company also intends to grant restricted stock to its executive officers.