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June 24, 2026

To whom it may concern,

Company name:	PRONEXUS INC.
Name of representative:	Takeshi Ueno, President and Representative Director (Securities Code: 7893, TSE Prime Market)
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Notice Regarding Disposal of Treasury Shares as Restricted Stock Compensation

PRONEXUS INC. (the "Company") hereby announces that, at a meeting of the Board of Directors held today, it resolved to dispose of treasury shares as restricted stock compensation (the "Disposal of Treasury Shares"), as described below.

1. Outline of disposal

(1) Due date of payment	July 24, 2026
(2) Class and number of shares to be disposed of	54,288 shares of the Company's common shares
(3) Disposal price	1,068 yen per share
(4) Total disposal amount	57,979,584 yen
(5) Scheduled allottees	Directors of the Company (*): 4, 11,232 shares Executive officers of the Company: 34, 43,056 shares * Excluding Outside Directors.

2. Purpose and reason for disposal

By a written resolution in lieu of a resolution of the Board of Directors pursuant to Article 370 of the Companies Act dated May 20, 2026, the Company resolved to introduce a restricted stock compensation plan (the "Plan") as a new compensation plan for the Company's Directors (excluding Outside Directors; the same shall apply hereinafter), for the purpose of providing incentives to continuously enhance the Company's corporate value and further promoting value sharing with shareholders.

In addition, at the 82nd Ordinary General Meeting of Shareholders held on June 24, 2026, approval was obtained for the following: (1) under the Plan, restricted stock shall be granted to directors as compensation, or monetary compensation claims shall be paid to Directors for the grant of restricted stock, and the transfer restriction period shall be either from the date of delivery of such stock until the expiration of a period determined by the Board of Directors of the Company, or until the date on which the relevant Director retires or resigns from the position of director of the Company or any other position determined by the Board of Directors of the Company; (2) the grant of restricted stock shall be made either by issuing or disposing of the Company's common shares without requiring any payment in cash or other contribution by the directors, or by issuing or disposing of the Company's common shares in exchange for contribution in kind of all monetary compensation claims paid to the Directors; and (3) the total number of the Company's common shares to be issued or disposed of under the Plan shall not exceed 30,000 shares per year, and the total amount thereof shall not exceed 30 million yen per year, separately from the existing monetary compensation limit.

Furthermore, the Company has decided to grant restricted stock to the executive officers of the Company as well, for the purpose of providing incentives to sustainably enhance the Company's corporate value and further promote value sharing with shareholders.

At a meeting of the Board of Directors held today, the Company resolved, after taking into consideration the objective of the Plan, the scope of responsibilities of each Eligible Officer, and various other factors, to dispose of 54,288 shares of its common shares as restricted stock to four directors and 34 executive officers of the Company (collectively, the "Eligible Officers") in exchange for the contribution in kind of monetary compensation claims totaling 57,979,584 yen.

The number of shares to be disposed of through the Disposal of Treasury Shares represents 0.2% of the total number of shares outstanding (as of March 31, 2026), which is immaterial, and the Company therefore believes that the Disposal of Treasury Shares is reasonable in light of the purpose of granting restricted stock and other relevant factors.

<Outline of restricted stock allotment agreement>

In connection with the Disposal of Treasury Shares, the Company and each Eligible Officer will enter into a restricted stock allotment agreement (the "Allotment Agreement"), the outline of which is as follows.

(1) Transfer restriction period

The Eligible Officers shall not transfer, create any security interest in, or otherwise dispose of the Company's common shares allotted to them under the Allotment Agreement (the "Allotted Shares") during the period from July 24, 2026 (the due date of payment) to December 31, 2030.

(2) Conditions for lifting transfer restrictions

The transfer restrictions on all of the Allotted Shares shall be lifted upon the expiration of the transfer restriction period, on the condition that the relevant Eligible Officer continuously holds the position of director or executive officer of the Company during the transfer restriction period. However, if an Eligible Officer resigns from all positions as director or executive officer of the Company during the transfer restriction period due to death, expiration of his or her term of office, or any other reason deemed justifiable by the Board of Directors of the Company, the transfer restrictions shall be lifted, as of the day immediately following the date of such resignation, on such number of the Allotted Shares as is obtained by multiplying the total number of the Allotted Shares by a fraction representing the number of months from the month following the month that includes the due date of payment to the month that includes the date of such resignation divided by 53 (if the number obtained by the multiplication includes a fraction less than one, the obtained number is rounded down).

(3) Acquisition by the Company without consideration

The Company shall automatically acquire, without consideration, any Allotted Shares for which the transfer restrictions have not been lifted, either upon the expiration of the transfer restriction period or on the day immediately following the date on which the relevant Eligible Officer resigns from the position of director or executive officer of the Company during the transfer restriction period.

(4) Management of shares

In order to prevent any transfer, creation of a security interest, or other disposition of the Allotted Shares during the transfer restriction period, the Allotted Shares will be managed during the transfer restriction period in a dedicated account for restricted stock opened by each Eligible Officer with Daiwa Securities Co., Ltd.

(5) Treatment in organizational restructuring, etc.

During the transfer restriction period, if a merger agreement under which the Company will become the dissolved company, a share exchange agreement or share transfer plan under which the Company will become a wholly-owned subsidiary, or any other matter relating to an organizational restructuring, etc. is approved either at the General Meeting of Shareholders of the Company (or, if the organizational restructuring, etc. does not require an approval by a General Meeting of Shareholders of the Company, at a meeting of the Board of Directors of the Company), the Company shall, by a resolution of the Board of Directors of the Company, lift the transfer restrictions for the number of the Allotted Shares obtained by multiplying the number of Allotted Shares held at such time by a fraction representing the number of months from the month following the month that includes the due date of payment to the month that includes the date of approval of such organizational restructuring, etc., divided by 53; as of the time immediately prior to the close of business on the business day immediately preceding the effective date of such organizational restructuring, etc. (if the number obtained by the multiplication includes a fraction less than one, the obtained number is rounded down).

3. Basis of calculation and specific details of the amount to be paid in

The Disposal of Treasury Shares will be effected by way of contribution in kind of monetary compensation claims granted to the scheduled allottees under the Plan, and the amount to be paid in has been set at 1,068 yen, which is the closing price of the Company’s common shares on the Tokyo Stock Exchange on June 23, 2026 (the business day immediately preceding the date of resolution at the meeting of the Board of Directors), in order to eliminate arbitrariness. This is the market price on the business day immediately preceding the date of the Board of Directors resolution, and, in the absence of any special circumstances indicating that it is inappropriate to rely on the recent market price, the Company believes that such price is reasonable, appropriately reflects the Company’s corporate value, and does not constitute a price that is particularly favorable to the Eligible Officers.