



June 20, 2025

To Whom It May Concern:

Company name: NS Solutions Corporation  
 Representative: Kazuhiko Tamaoki  
 Representative Director & President  
 (Code: 2327 TSE Prime Market, NSE, FSE)  
 Contact: Yoshiteru Kondo  
 Director, General Administration Dept.  
 Corporate Administration Bureau  
 (TEL: (+81)3-6899-6000)

**Notice of the Disposal of Treasury Shares as Restricted Stock  
 for Directors and Executive Officers**

We hereby notify you that at a meeting of the Board of Directors held today, a resolution on the disposal of treasury shares as shares with restriction on transfer (hereinafter referred to as the “Disposal of Treasury Shares”) has been passed as follows.

1. Outline of the Disposal

(1) Date of payment	July 18, 2025		
(2) Class and number of shares to be disposed of	7,198 shares of common stock of the Company		
(3) Disposal price	4,129yen per share		
(4) Total value of the disposal	29,720,542 yen		
(5) Allottee of shares		Number of allottees	Number of shares
	Directors of the Company (*)	3	2,253 shares
	Executive Officers of the Company	19	4,945 shares
	(*) Excluding Directors who are Audit & Supervisory Committee Members and Outside Directors		

2. Purpose and Reasons for the Disposal

At a meeting of the Board of Directors held on March 30, 2022, the Company passed a resolution to introduce, as a new compensation plan for Directors, a plan of share-based compensation with restriction on transfer (hereinafter referred to as the “Plan”) to provide incentives for the Directors (excluding Directors who are Audit & Supervisory Committee Members, and Outside Directors; hereinafter referred to as the “subject Directors”),

including those who will be elected in the future, to encourage them to make continuous efforts to improve corporate value of the Company as well as to promote further sharing of our values with our shareholders. Furthermore, at the 42nd Annual General Meeting of Shareholders held on June 21, 2022, approval was given, to provide the subject Directors with monetary compensation claims of 25 million yen per year or less, separately from the current limit of monetary compensation for Directors, as payment in kind for granting shares with restriction on transfer under the Plan; to set the total number of common shares of the Company to be issued or disposed of under the Plan to 17,000 shares or less per year; and to set the period from the delivery date of the shares with restriction on transfer to the date when the subject Director forfeits the position of Director of the Company or any other position specified by the Board of Directors as the transfer-restricted period of the shares with restriction on transfer.

Furthermore, at the Board of Directors meeting held on April 28, 2025, it was decided to revise the executive compensation system. At the 45th Annual General Meeting of Shareholders held on June 20, 2025, we obtained approval for the following under the Plan: 1) the total amount of compensation to be paid for the grant of restricted stock to target directors, separate from the monetary compensation framework for directors, shall be within 100 million yen per year; and 2) the total number of the company's common shares to be issued or disposed of under the Plan shall be 50,000 shares or less per year.

The overview of the Plan is stated below.

#### <Overview of the Plan>

The Subject Person will pay in the entire monetary compensation claims provided by the Company under this Plan as a payment in kind, and receive the Company's common shares which will be newly issued or disposed of.

The total number of common shares of the Company to be issued or disposed of under this Plan to the subject Directors will be 50,000 shares or less per year, and the amount to be paid in per common share of the Company will be determined at a Board of Directors meeting based on the closing price of common shares of the Company on the Tokyo Stock Exchange on the business day immediately preceding the day of the Board of Directors' resolution (if there is no trading on that day, the closing price on the trading day immediately preceding such day) and will be within the range that is not specifically favorable to the Subject Persons receiving the allotment.

Furthermore, when issuing or disposing of common shares of the Company under this Plan, the Company will enter into an agreement with the Subject Persons concerning the allotment of shares with restriction on transfer, which will contain the following matters:

- i. The Subject Persons shall not transfer, pledge, or otherwise dispose of the common shares of the Company, which have been allotted, for a given period determined in advance;
- ii. When certain events occur, the Company may acquire the said common shares of the Company without charge.

The Company, in consideration of various circumstances including the purpose of the Plan, the business performance of the Company, and the scope of responsibilities of each Subject Person, has decided based on the resolution of the meeting of the Board of Directors held today to pay a total amount of 29,720,542 yen in monetary compensation claims (4,129 yen in monetary compensation claims to be contributed for 1 share of the

offered shares) to three Directors and 19 Executive Officers as payment in kind for the granting of a total of 7,198 common shares of the Company (hereinafter referred to as the “Allotted Shares”).

<Overview of the Agreement on the Allotment of Shares with Restriction on Transfer>

The Company and the Subject Persons will enter into an agreement on the allotment of shares with restriction on transfer (hereinafter referred to as the “Allotment Agreement”), an overview of which is stated below.

(1) Transfer-restricted period

The Subject Person shall not transfer, pledge, or otherwise dispose of the Allotted Shares from July 18, 2025 (date of payment) until the date when the Subject Person forfeits a position of both Director and Executive Officer of the Company.

(2) Conditions for the cancellation of the transfer restrictions

Under the condition that the Subject Person has continuously been in a position of either Director or Executive Officer of the Company from April 1, 2025 to March 31, 2026 (hereinafter referred to as the “Service Period”), the Company shall cancel the transfer restriction for all of the Allotted Shares as of the expiration of the transfer-restricted period; provided, however, that if said Subject Person forfeits any position set forth above before the expiration of the Service Period, the number of months from April 2025 to the month including the date of such forfeiture divided by 12 at the time of expiration of the transfer-restricted period (however, if it exceeds 1, it shall be deemed as 1) multiplied by the number of the Allotted Shares (however, any fraction below 1 share resulting from the calculation shall be rounded down) shall be the number of the shares for the restriction to be canceled.

(3) Acquisition of shares by the Company without charge

The Company will automatically acquire without charge the Allotted Shares for which the transfer restriction has not been canceled yet as of the expiration of the transfer-restricted period or at any specified point in time stipulated in the agreement.

(4) Management of the shares

During the transfer-restricted period, the Allotted Shares shall be managed in an account dedicated to the shares with restriction on transfer opened by the Subject Person at Daiwa Securities Co., Ltd. to prevent the Allotted Shares from being transferred, pledged, or otherwise disposed of during the transfer-restricted period.

(5) Treatment in the case of organizational restructuring, etc.

When, during the transfer-restricted period, a matter related to organizational restructuring, etc., such as a merger agreement in which the Company becomes a disappearing company, a share exchange agreement in which the Company becomes a wholly owned subsidiary company, and a share transfer plan, is approved at a General Meeting of Shareholders of the Company (the Board of Directors meeting of the Company, if such organizational restructuring, etc. is not required to be approved at a General Meeting of Shareholders of the Company), the Company shall, by a resolution of the Board of Directors, immediately prior to the business day preceding the effective date of such organizational restructuring, etc., cancel the transfer restrictions for the number of shares calculated by dividing the number of months from April 2025 to the month containing the effective date of organizational restructuring by 12 (however, if it exceeds 1, it shall be deemed as 1), and multiplying the resulting number by the number of the Allotted Shares (however, any

fraction below 1 share resulting from the calculation shall be rounded down).

### 3. Basis for Calculating the Amount to be Paid and Other Specific Details

The Disposal of Treasury Shares will be made by way of in-kind payment of the monetary compensation claims provided to the prospective allottees under the Plan, and to eliminate arbitrariness, the amount paid in per share has been determined to be 4,129 yen, which is the closing price of the common shares of the Company on the Tokyo Stock Exchange on June 19, 2025 (the business day immediately preceding the date of resolution by the Board of Directors). Since this was the market price immediately before the date of the resolution of the Board of Directors, and in the absence of any special circumstances indicating that the latest stock price cannot be relied upon, it is believed to reasonably reflect the Company's corporate value and not to be particularly advantageous to the Subject Persons.

End of document