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For Immediate Release

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Chairman
(Securities code: 2317, TSE Prime Market)
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Notice Regarding the Issuance of Paid-in Stock Options (Stock Acquisition Rights)

Systema Corporation (the "Company") hereby announces that its Board of Directors, at a meeting held on March 26, 2026, resolved to issue paid-in stock options (stock acquisition rights) as described below. As these stock acquisition rights will be issued for value at a fair price to the subscribers and do not constitute an issuance under particularly favorable conditions, the issuance will be conducted without obtaining the approval of the General Meeting of Shareholders. Furthermore, the stock acquisition rights are not intended as remuneration for the grantees, but are to be subscribed for based on the individual investment decisions of each person.

1. Purpose of and Reason for the Issuance

The Stock Acquisition Rights will be issued for the purpose of further motivating and enhancing the morale of the Company's directors and employees and further strengthening the unity of the Company, with the aim of expanding the Company's business performance and increasing its corporate value over the medium to long term.

The total number of shares of common stock of the Company to be issued upon the exercise of all the Stock Acquisition Rights represents 5.00% of the total number of issued shares (425,880,000 shares). However, the exercise of these Stock Acquisition Rights is contingent upon the achievement of pre-determined performance targets, and we believe that the achievement of such targets will contribute to the enhancement of the Company's corporate value and shareholder value. Accordingly, we believe that the issuance of these Stock Acquisition Rights will contribute to the interests of our existing shareholders and that the impact of the dilution of shares is reasonable.

2. Outline of the Issuance

(1) Number of persons to whom the stock acquisition rights will be allotted and the number of stock acquisition rights to be allotted	Directors of the Company: 7 persons (207,190 units) Employees of the Company: 1 person (5,750 units) (Note) In the event that any of the eligible grantees do not apply for subscription, the total number of stock acquisition rights to be allotted shall be reduced accordingly.
(2) Class and number of shares to be issued upon exercise of the stock acquisition rights	The number of shares of common stock of the Company to be issued upon exercise of each stock acquisition right (the "Number of Granted Shares") shall be 100. If the Company conducts a stock split (including the allotment of common stock of the Company without contribution; the same applies hereinafter) or a stock consolidation after the allotment date of the stock acquisition rights, the Number of Granted Shares shall be adjusted in accordance with the following formula. Provided, however, that such adjustment shall be made only to the number of shares subject to the stock acquisition rights that have not been exercised at the time of such adjustment, and any fraction of less than one share resulting from

	<p>such adjustment shall be rounded down.</p> <p>Adjusted Number of Granted Shares = Number of Granted Shares before adjustment × Ratio of split (or consolidation)</p> <p>Furthermore, if the Company conducts a merger, company split, or reduction of the amount of capital, or in any other case where an adjustment to the Number of Granted Shares is required in a manner similar to these events after the allotment date of the Stock Acquisition Rights, the Number of Granted Shares shall be appropriately adjusted within a reasonable range.</p>
(3) Total number of stock acquisition rights	212,940 units
(4) Amount to be paid in for the stock acquisition rights or the calculation method thereof	<p>The issue price (amount to be paid in) per Stock Acquisition Right shall be 300 yen.</p> <p>This amount was determined to be the same as the results calculated by Plutus Consulting Co., Ltd., a third-party valuation institution, using a Monte Carlo simulation—a common option pricing model—taking into account factors such as the Company’s stock price information. Accordingly, the Company has determined that the said amount does not constitute an issuance under particularly favorable conditions.</p>
(5) Value of assets to be contributed upon exercise of the stock acquisition rights and the amount per share (Exercise Price)	<p>The value of assets to be contributed upon exercise of each Stock Acquisition Right shall be the amount obtained by multiplying the amount to be paid in per share (the “Exercise Price”) by the Number of Granted Shares.</p> <p>The Exercise Price shall be 422 yen.</p> <p>Furthermore, if the Company conducts a stock split or a stock consolidation after the allotment date of the Stock Acquisition Rights, the Exercise Price shall be adjusted in accordance with the following formula, and any fraction of less than one yen resulting from such adjustment shall be rounded up.</p> <p>Adjusted Exercise Price = Exercise Price before adjustment × 1 / Ratio of split or consolidation</p> <p>Furthermore, if the Company issues new shares of common stock or disposes of its treasury stock at a price below the market price after the allotment date of the Stock Acquisition Rights (excluding cases of issuance of new shares or disposal of treasury stock resulting from the exercise of stock acquisition rights, or transfer of treasury stock through share exchange), the Exercise Price shall be adjusted in accordance with the following formula, and any fraction of less than one yen resulting from such adjustment shall be rounded up.</p> $\text{Adjusted Exercise Price} = \text{Exercise Price before adjustment} \times \frac{\frac{\text{Number of shares newly issued} \times \text{Amount to be paid-in per share}}{\text{Market price per share prior to the new issuance}} + \text{Number of shares already issued}}{\text{Number of shares already issued} + \text{Number of shares newly issued}}$ <p>In the formula above, the “Number of shares already issued” shall be the number obtained by deducting the number of treasury shares of the Company’s common stock from the total number of issued shares of the Company’s common stock. Furthermore, in the event of disposal of treasury shares of the Company’s common stock, the “Number of shares newly issued” shall be read as the “Number of treasury shares to be disposed of.”</p>

	In addition to the above, if the Company conducts a merger with another company, company split, share exchange, or share delivery, or in any other case where an adjustment to the Exercise Price is required in a manner similar to these events after the allotment date of the Stock Acquisition Rights, the Company may appropriately adjust the Exercise Price within a reasonable range.
(6) Exercise period of the stock acquisition rights	The period during which the Stock Acquisition Rights may be exercised (the “Exercise Period”) shall be from July 1, 2029 to April 9, 2046.
(7) Conditions for the exercise of stock acquisition rights	<p>(i) A person who received an allotment of the Stock Acquisition Rights (the “Holder of Stock Acquisition Rights”) may exercise the Stock Acquisition Rights thereafter only if the operating profit stated in the Company’s consolidated statement of income (or non-consolidated statement of income if the Company does not prepare consolidated statements of income) satisfies all of the conditions set forth in (a) and (b) below.</p> <p>(a) In the event that the operating profit exceeds 15.0 billion yen for the fiscal year ending March 31, 2027.</p> <p>(b) In the event that the operating profit exceeds 22.0 billion yen in any of the fiscal years from the fiscal year ending March 31, 2029 to the fiscal year ending March 31, 2036.</p> <p>In determining the operating profit described above, the Company shall refer to the figures in the consolidated statement of income (or the non-consolidated statement of income if the Company does not prepare consolidated statements of income) in the Annual Securities Report submitted by the Company. In the event of a change in the fiscal year-end, adoption of International Financial Reporting Standards (IFRS), changes in applicable accounting standards, or occurrences of events such as corporate acquisitions that significantly impact the Company's business performance, where the Board of Directors of the Company deems it inappropriate to use such figures for the determination, the Company may make appropriate adjustments within a reasonable range to exclude such impact. Furthermore, if stock-based compensation expenses related to these Stock Acquisition Rights are recorded in the said consolidated statement of income (or the non-consolidated statement of income), the determination shall be made based on operating profit before stock-based compensation expenses by excluding the impact thereof.</p> <p>(ii) In addition to the condition in (i) above, a Holder of Stock Acquisition Rights may exercise the Stock Acquisition Rights if the average of the closing prices of the Company’s common stock in regular trading on the Tokyo Stock Exchange for 21 consecutive trading days exceeds 633 yen even once during the period from the allotment date until the end of the exercise period of the Stock Acquisition Rights. Provided, however, that in the case where an adjustment of the Exercise Price as provided in (5) above is made, this amount shall be adjusted in the same manner as the adjustment of the Exercise Price by deeming such amount to be the Exercise Price before adjustment.</p> <p>(iii) At the time of exercise of the Stock Acquisition Rights, the Holder of Stock Acquisition Rights must be a director, corporate auditor, or employee of the Company or its affiliates (meaning “affiliates” as defined in Article 8 of the Regulation on Terminology, Forms, and Preparation Methods of Financial Statements (Ministry of Finance Order No. 59 of 1963, as amended)). Provided,</p>

	<p>however, that this shall not apply if the Board of Directors approves.</p> <p>(iv) Exercise of the Stock Acquisition Rights by any heir of a Holder of Stock Acquisition Rights shall not be permitted.</p> <p>(v) No Stock Acquisition Rights may be exercised if such exercise would cause the total number of issued shares of the Company to exceed the total number of authorized shares of the Company at such time.</p> <p>(vi) Exercise of less than one unit of each Stock Acquisition Right shall not be permitted.</p>
(8) Amount of stated capital and capital reserve to be increased in the event of issuance of shares upon exercise of the stock acquisition rights	<p>(i) The amount of stated capital to be increased in the event of the issuance of shares upon exercise of the Stock Acquisition Rights shall be one-half of the maximum amount of increase in stated capital, etc., calculated in accordance with Article 17, Paragraph 1 of the Regulation on Corporate Accounting. Any fraction of less than one yen resulting from the calculation shall be rounded up.</p> <p>(ii) The amount of capital reserve to be increased in the event of the issuance of shares upon exercise of the Stock Acquisition Rights shall be the amount obtained by deducting the amount of stated capital to be increased as provided in (i) above from the maximum amount of increase in stated capital, etc., as described in (i) above.</p>
(9) Events and conditions for the acquisition of stock acquisition rights	<p>(i) In the event that a merger agreement in which the Company is the disappearing company, a company split agreement or a company split plan in which the Company is the splitting company, or a share exchange agreement or a share transfer plan in which the Company becomes a wholly-owned subsidiary is approved at a general meeting of shareholders (or by a resolution of the Board of Directors if approval at a general meeting of shareholders is not required), or in the event that the Company's approval required by laws and regulations or the Company's Articles of Incorporation for a share transfer through a share delivery in which the Company becomes a share delivery subsidiary is granted, or the effective date of the share delivery arrives, the Company may acquire all of the Stock Acquisition Rights without consideration upon the arrival of a date separately determined by the Board of Directors of the Company.</p> <p>(ii) In the event that a Holder of Stock Acquisition Rights becomes unable to exercise the Stock Acquisition Rights pursuant to the provisions set forth in (7) above prior to the exercise of such rights, the Company may acquire the Stock Acquisition Rights without consideration.</p>
(10) Restriction on the transfer of stock acquisition rights	Any acquisition of the Stock Acquisition Rights by transfer shall require the approval by a resolution of the Board of Directors of the Company.
(11) Treatment of stock acquisition rights in the event of organizational restructuring	In the event that the Company conducts a merger (limited to cases where the Company is the disappearing company), an absorption-type company split, an incorporation-type company split, a share exchange, or a share transfer (collectively referred to as the "Organizational Restructuring Acts"), stock acquisition rights of the stock company listed in Article 236, Paragraph 1, Item 8 (a) through (e) of the Companies Act (the "Reorganized Company") shall be delivered in each case to the Holders of Stock Acquisition Rights on the effective date of the Organizational Restructuring Acts under the following conditions. Provided, however, that this shall be limited to cases where the delivery of stock acquisition rights of the Reorganized Company in accordance with the following conditions is stipulated in the absorption-type merger agreement, the

	<p>incorporation-type merger agreement, the absorption-type company split agreement, the incorporation-type company split plan, the share exchange agreement, or the share transfer plan.</p> <p>(i) Number of stock acquisition rights of the Reorganized Company to be delivered</p> <p>The same number of stock acquisition rights as the number of Stock Acquisition Rights held by the Holder of Stock Acquisition Rights shall be delivered respectively.</p> <p>(ii) Class of shares of the Reorganized Company to be issued upon exercise of the stock acquisition rights</p> <p>Shall be common stock of the Reorganized Company.</p> <p>(iii) Number of shares of the Reorganized Company to be issued upon exercise of the stock acquisition rights</p> <p>Shall be determined in accordance with (2) above, taking into account the conditions of the Organizational Restructuring Acts.</p> <p>(iv) Value of assets to be contributed upon exercise of the stock acquisition rights</p> <p>The value of assets to be contributed upon exercise of each stock acquisition right to be delivered shall be the amount obtained by multiplying the post-reorganization exercise price, which is determined by adjusting the Exercise Price set forth in (5) above taking into account the conditions of the Organizational Restructuring Acts, by the number of shares of the Reorganized Company to be issued upon exercise of such stock acquisition rights as determined in accordance with (11)(iii) above.</p> <p>(v) Period during which the stock acquisition rights may be exercised</p> <p>The period shall be from the later of the first date of the exercise period set forth in (6) above or the effective date of the Organizational Restructuring Acts, until the last day of the exercise period set forth in (6) above.</p> <p>(vi) Matters concerning stated capital and capital reserve to be increased in the event of the issuance of shares upon exercise of the stock acquisition rights</p> <p>Shall be determined in accordance with (8) above.</p> <p>(vii) Restriction on the acquisition of stock acquisition rights by transfer</p> <p>Any acquisition of the stock acquisition rights by transfer shall require the approval by a resolution of the Board of Directors of the Reorganized Company.</p> <p>(viii) Other conditions for the exercise of stock acquisition rights</p> <p>Shall be determined in accordance with (7) above.</p> <p>(ix) Events and conditions for the acquisition of stock acquisition rights</p> <p>Shall be determined in accordance with (9) above.</p> <p>(x) Other conditions shall be determined in accordance with the conditions of the Reorganized Company.</p>
(12) Allotment date of stock acquisition rights	April 10, 2026
(13) Matters concerning the issuance of certificates for stock acquisition rights	The Company shall not issue any certificates for the Stock Acquisition Rights.
(14) Payment date of stock acquisition rights	April 30, 2026

End