



September 30, 2026

To Whom It May Concern:

Company name: NS Solutions Corporation
Representative: Kazuhiko Tamaoki
Representative Director & President
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**Notice of Disposal of Treasury Shares as Restricted Stock
to the Representative Director and President of a Subsidiary**

NS Solutions Corporation (the Company) 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 has been passed as follows.

1. Outline of the Disposal

(1) Date of payment	October 29, 2026
(2) Class and number of shares to be disposed of	559 shares of common stock of the Company
(3) Disposal price	3,788yen per share
(4) Total value of the disposal	2,117,492 yen
(5) Allottee of shares	Representative Directors and Presidents of the Company's subsidiaries: 5 persons, 559 shares

2. Purpose and Reasons for the Disposal

Since FY2022, the Company has maintained a restricted stock compensation program for its Directors (excluding Directors who are Audit & Supervisory Committee Members and Outside Directors) and Executive Officers in order to provide incentives for the continuous enhancement of corporate value and to further promote value sharing with shareholders.

In light of the Company's policy of strengthening consolidated group management, the Company has decided to extend the grant of restricted shares to presidents of its subsidiaries in order to further strengthen their roles in the consolidated management of the Group and to ensure incentives for enhancing corporate value over the medium to long term (the "Plan").

The overview of the Plan is stated below.

<Overview of the Plan>

The eligible presidents of the subsidiaries 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 amount to be paid in per common share of the Company to be issued or disposed of under this Plan to the Representative Directors and Presidents of the subject subsidiaries 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 has carefully considered the purpose of this plan, the Company's performance, the scope of responsibilities of each eligible recipient, and other relevant circumstances, and has resolved, at a meeting of the Board of Directors held today, to grant a total of 559 common shares of the Company (the "Shares to Be Allocated") to five presidents of the eligible subsidiaries, with a total of 2,117,492 yen in monetary remuneration receivables owed by the Company to such recipients to be contributed in kind (the amount of monetary remuneration receivables to be contributed per share offered will be 3,788 yen).

<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 October 29, 2026 (date of payment) until the date when the Subject Person forfeits all positions of Representative Director and President of the Company's subsidiaries.

(2) Conditions for the cancellation of the transfer restrictions

Under the condition that the Subject Person has continuously been in the position of Representative Director and President of the subject subsidiary (hereinafter referred to as the "Position") from October 1, 2026 to March 31, 2027 (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 the Position during the Service Period, the number of months

from October 2026 to the month including the date of such forfeiture divided by six 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 one 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 October 2026 to the month containing the effective date of organizational restructuring by six (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 one 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 3,788 yen, which is the closing price of the common shares of the Company on the Tokyo Stock Exchange on September 29, 2026 (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.

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