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GA TECHNOLOGIES



June 11, 2026

To whom it may concern:

Company name: GA technologies Co., Ltd.
Representative: Ryo Higuchi,
President, Representative Director, Executive Officer, and CEO
(Code No.: 3491 Tokyo Stock Exchange - Growth)
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Notice Regarding the Issuance of the 18th Stock Acquisition Rights
(Stock Options for No Consideration)

GA technologies Co., Ltd. (the "Company") hereby announces that, at the meeting of the Board of Directors held on June 11, 2026, it resolved to issue stock acquisition rights as stock options to employees of the Company pursuant to Articles 236, 238 and 240 of the Companies Act as stated below.

I. Purpose of and reasons for the issuance of stock acquisition rights

The Company will issue stock acquisition rights to its employees without compensation in order to further enhance their motivation and morale, enhance organizational cohesion, and thereby promote business growth and enhance corporate value over the medium to long term.

If all stock acquisition rights are exercised, the number of common stocks will represent 0.08% of the Company's total outstanding stocks. The exercise of the stock acquisition rights is conditional upon the achievement of a business profit of 10,000 million yen for the fiscal year ending October 31, 2026. The Company believes that achieving this target will contribute to enhancing both its corporate value and shareholder value. Therefore, the Company considers the issuance of these stock acquisition rights to be beneficial to existing shareholders, and that the resulting dilution is reasonable.

II. Outline of the issuance of stock acquisition rights

1. Number of the stock acquisition rights

336 units

The total number of common stocks to be issued upon exercise of the stock acquisition rights

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shall be 33,600 common stocks. If the number of stocks to be issued per stock acquisition right is adjusted pursuant to Section 3-(1) below, the total number of stocks shall be the adjusted number of stocks per right multiplied by the total number of the stock acquisition rights.

2. Payment of cash in exchange for the stock acquisition rights

No payment of cash shall be required in exchange for the stock acquisition rights.

3. Details of the stock acquisition rights

(1) Class and number of stocks underlying the stock acquisition rights

Each stock acquisition right shall entitle the holder 100 common stocks of the Company (the “Number of Stocks to be Allotted”) upon exercise.

In the event the Company conducts a stock split (including a gratis allotment of common stocks of the Company; the same shall apply hereinafter) or a stock consolidation after the allotment date of the stock acquisition rights, the Number of Stocks to be Allotted shall be adjusted in accordance with the following formula. However, such adjustment shall apply only to the stock acquisition rights that remain unexercised at the time of the adjustment. Any fractional stock resulting from the adjustment shall be rounded down.

Adjusted Number of Stocks to be Allotted = Number of Stocks to be Allotted before adjustment × Ratio of stock split or consolidation

In addition to the foregoing, if a merger, company split, share exchange, or share delivery necessitates an adjustment to the Number of Stocks to be Allotted on or after the allotment date of the stock acquisition rights, the Company shall make an appropriate adjustment to the Number of Stocks to be Allotted within a reasonable scope.

(2) Value of assets to be contributed upon exercise of the stock acquisition rights and calculation method thereof

The value of assets to be contributed upon exercise of each stock acquisition right shall be calculated by multiplying the amount to be paid per stock (the “Exercise Price”) by the Number of Stocks to be Allotted.

The Exercise Price shall be the amount obtained by multiplying the average value of the closing prices of the Company's common stock on the Tokyo Stock Exchange for each day (excluding days on which no trading is conducted) of the month preceding the month in which the allotment date of the stock acquisition rights falls by 1.05 (any fraction of less than one yen shall be rounded up). However, if that price is lower than the closing price on the allotment date of the stock acquisition rights (or the closing price of the most recent trading day preceding that date if no trading is conducted on that date), such closing price shall be the Exercise Price.

In the event the Company conducts a stock split or stock consolidation on or after the allotment date of the stock acquisition rights, the Exercise Price shall be adjusted in accordance with the following formula. Any amount less than one yen resulting from the adjustment shall be rounded up.

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Adjustment Exercise Price = Pre adjustment Exercise Price × (1/Split (or consolidation) ratio)

In the event the Company issues new common stocks or disposes of treasury common stocks at a price below the market price of its common stocks (excluding cases where such issuance or disposal is made upon the exercise of stock acquisition rights, or where new stocks are issued or treasury stocks are delivered through a merger, company split, share exchange, or share delivery), the Exercise Price shall be adjusted in accordance with the following formula. Any fraction of less than one yen resulting from the adjustment shall be rounded up.

$$\text{Exercise Price after adjustment} = \text{Exercise Price before adjustment} \times \frac{\text{Number of issued stocks} + \frac{\text{Number of newly issued stocks} \times \text{Amount to be paid in per stock}}{\text{Current market price per stock before new issuance}}}{\text{Number of issued stocks} + \text{Number of newly issued stocks}}$$

In the above formula, “Number of issued stocks” refers to the total number of issued common stocks of the Company, excluding treasury stocks. In cases where treasury stocks are disposed of, the term “Number of newly issued stocks” shall be read as “number of treasury stocks to be disposed of.”

Furthermore, if any event occurs on or after the allotment date of the stock acquisition rights, such as a merger, company split, share exchange, or share delivery, that makes it necessary to adjust the Exercise Price, the Company may make an appropriate adjustment to the Exercise Price within a reasonable scope.

(3) Period during which the stock acquisition rights may be exercised

The period during which the stock acquisition rights may be exercised (the “Exercise Period”) shall be from July 1, 2028, to June 10, 2036.

(4) Matters concerning capital and capital reserve increases

(1) The amount of capital to be increased upon the issuance of stocks as a result of the exercise of the stock acquisition rights shall be one-half of the maximum increase amount calculated in accordance with Article 17, Paragraph 1 of Corporate Accounting Regulations. Any amount less than one yen resulting from such calculation shall be rounded up to the nearest whole yen.

(2) The amount of capital reserve to be increased upon the issuance of stocks shall be the amount obtained by deducting the capital increase amount specified in (1) above from the maximum increase amount calculated as set forth in (1) above.

(5) Restriction on transfer of the stock acquisition rights

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Any transfer of the stock acquisition rights shall be subject to the approval by resolution of the Board of Directors of the Company.

(6) Conditions for the exercise of the stock acquisition rights

- (1) A person who is allotted stock acquisition rights (hereinafter "stock acquisition rights holder") may exercise such rights only if the business profit reported in the consolidated statement of profit or loss (or the statement of profit or loss if the Company does not prepare a consolidated statement) for the fiscal year ending October 31, 2026 exceeds 10,000 million yen. In determining the business profit above, if the Board of Directors determines that such figures are not appropriate as a basis for determining the eligibility to exercise the stock acquisition rights, due to factors such as a change in fiscal year-end, the adoption of International Financial Reporting Standards (IFRS), changes in applicable accounting standards, corporate acquisitions, or other events that significantly affect the Company's financial results, the Company may make reasonable adjustments to exclude the effects of such factors and adjust the actual figures used for the determination.
- (2) Stock acquisition right holders must have continuously served as directors, corporate auditors, or employees of the Company or its affiliates at the time of exercising such rights. However, this requirement shall not apply if there is a justifiable reason approved by the Board of Directors, such as retirement upon expiration of employment term, mandatory retirement, or other justifiable reasons.
- (3) Heirs of the stock acquisition right holders are not permitted to exercise the rights.
- (4) In the event the exercise of the stock acquisition rights would result in the total number of issued stocks of the Company exceeding the total number of authorized shares as of the time of exercise, such stock acquisition rights may not be exercised.
- (5) Any stock acquisition right less than one unit may not be exercised.
- (6) Stock acquisition right holders may exercise such rights only up to the following percentages, including the number of stock acquisition rights already exercised, during the respective periods set forth below: In cases where the number of stock acquisition rights available for exercise calculated based on such percentages includes a fraction less than one unit, such fraction shall be disregarded, and only the number rounded down to the nearest whole number may be exercised.
 - a) From July 1, 2028 to June 30, 2029:
Up to 25% of the total number of stock acquisition rights allotted to the holder.
 - b) From July 1, 2029 to June 30, 2030:
Up to 50% of the total number of stock acquisition rights allotted to the holder.
 - c) From July 1, 2030 to June 30, 2031:
Up to 75% of the total number of stock acquisition rights allotted to the holder.
 - d) From July 1, 2031 to the last day of the exercise period:
All of the stock acquisition rights allotted to the holder.

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4. Allotment date of the stock acquisition rights

June 26, 2026

5. Matters concerning acquisition of the stock acquisition rights

- (1) The Company may acquire all the stock acquisition rights without compensation on a date separately determined by the Board of Directors, if a General Meeting of Shareholders (or the Board of Directors, in cases where shareholder approval is not required) approves any of the following: (i) a corporate merger agreement under which the Company will be the dissolving entity; (ii) a corporate split agreement or plan under which the Company will become the split company; (iii) a stock exchange agreement, stock delivery plan, or stock transfer plan under which the Company will become a wholly owned subsidiary.
- (2) If the stock acquisition rights become non-exercisable pursuant to the provisions of Section 3-(6) before being exercised by the holders, the Company may acquire such stock acquisition rights without compensation on a date separately determined by the Board of Directors.

6. Treatment of the stock acquisition rights upon reorganization

In the event of a merger (limited to cases where the Company becomes the dissolving entity), an absorption-type company split, an incorporation-type company split, a stock exchange, or a stock transfer (collectively, a "Reorganization"), stock acquisition rights of the company resulting from such Reorganization (as defined in Article 236, Paragraph 1, Item 8, (a) through (e) of the Companies Act (the "Reorganized Company")) shall be allotted to the holders of the Company's stock acquisition rights who hold such rights at the effective time of the Reorganization in accordance with the conditions set forth below. Provided, however, that such allotment shall be subject to the inclusion of these conditions in the relevant agreement or plan, namely absorption-type merger agreement, consolidation-type merger agreement, absorption-type company split agreement, incorporation-type company split plan, stock exchange agreement, or stock transfer plan.

(1) Number of stock acquisition rights of the Reorganized Company to be allotted

Equal to the number of the remaining stock acquisition rights held by the stock acquisition right holders.

(2) Class of shares of the Reorganized Company to be allotted upon exercise of the stock acquisition rights

Common shares of the Reorganized Company.

(3) Number of shares of the Reorganized Company to be allotted upon exercise of the stock acquisition rights

To be determined in accordance with 3-(1) above, taking into consideration the conditions of the Reorganization.

(4) Value of assets to be contributed upon exercise of the stock acquisition rights

The value of assets to be contributed upon the exercise of each stock acquisition right to be allotted shall be the amount obtained by multiplying the post-reorganization exercise price,

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calculated by adjusting the Exercise Price stipulated in Section 3-(2) above, by the number of stocks of the Reorganized Company to be allotted upon exercise of the relevant stock acquisition rights, as determined in accordance with Section 6-(3) above.

(5) Period during which the stock acquisition rights are exercisable

From the later of (i) the commencement date of the Exercise Period stipulated in Section 3-(3) above or (ii) the effective date of the Reorganization, until the expiration date of the Exercise Period stipulated in Section 3-(3) above.

(6) Matters concerning the capital and capital reserve to be increased upon issuance of stocks upon exercise of the stock acquisition rights

To be determined in accordance with Section 3-(4) above.

(7) Restriction on acquisition of the stock acquisition rights by transfer

Any acquisition of stock acquisition rights by transfer shall require approval by a resolution of the Board of Directors of the Reorganized Company.

(8) Other conditions for exercise of the stock acquisition rights

To be determined in accordance with Section 3-(6) above.

(9) Reasons and conditions for acquisition of the stock acquisition rights

To be determined in accordance with Section 5 above.

(10) Other conditions may be determined in accordance with conditions stipulated by the Reorganized Company.

7. Matters concerning certificates of the stock acquisition rights

The Company shall not issue certificates of the stock acquisition rights.

8. Application due date

June 18, 2026

9. Persons to whom stock acquisition rights are allotted and the number of stock acquisition rights to be allotted

Employees of the Company: 1 person 336 units