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Notice Concerning the Introduction of a Restricted Stock Remuneration Plan

SYSTEM RESEARCH CO., LTD. (the “Company”) hereby announces that, at the Board of Directors meeting held today, the Company reviewed the executive remuneration system and resolved to introduce a restricted stock remuneration plan (hereinafter the “Plan”) for the Company’s Directors (excluding Directors serving as Audit and Supervisory Committee Members and Outside Directors; hereinafter the “Eligible Directors”). A proposal regarding the Plan will be submitted at the 45th Ordinary General Meeting of Shareholders to be held on June 25, 2025 (hereinafter the “General Meeting of Shareholders”). The details are described below.

1. Purpose, etc. for introducing the Plan

(1) Purpose for introducing the Plan

The Plan introduces a remuneration plan that allocates common stock of the Company that is subject to certain transfer restriction periods and grounds for the Company to acquire the stock without compensation (hereinafter the “Restricted Stock”), with the aim of providing Eligible Directors with an incentive to sustainably increase the Company’s corporate value and further promoting shared value between the Company’s Directors and shareholders.

(2) Conditions for introducing the Plan

As the Plan involves the payment of monetary compensation claims to Eligible Directors as remuneration for the allocation of Restricted Stock, the introduction of the Plan is conditional on obtaining the approval of shareholders for the payment of such remuneration at the General Meeting of Shareholders.

The maximum amount of remuneration for the Company’s Directors (excluding Directors serving as Audit and Supervisory Committee Members) was approved as up to 300 million yen per year at the 39th Ordinary General Meeting of Shareholders held on June 26, 2019. At the General Meeting of Shareholders, the Company plans to ask for shareholders’ approval to newly introduce the Plan and set a remuneration framework for Restricted Stock for Eligible Directors,

which will be separate from the maximum amount of remuneration for the Company's Directors (excluding Directors serving as Audit and Supervisory Committee Members).

2. Overview of the Plan

Eligible Directors will receive all of the monetary compensation claims provided by the Company under the Plan as in-kind contributions to have shares of the Company's common stock issued thereto or disposed of therefor.

The total amount of monetary compensation claims to be paid to Eligible Directors under the Plan will be up to 45 million yen per year, and the total number of common shares of the Company to be newly issued or disposed of (hereinafter the "Allocated Shares") will be up to 25,000 shares per year (provided, however, that in the event of unavoidable circumstances that require an adjustment to the number of shares, such as a stock split, allotment of shares without compensation, or stock consolidation of the common shares of the Company, the number of Allocated Shares may be reasonably adjusted).

In order to achieve one of the purposes for introducing the Plan, which is to share value with shareholders over the medium- to long-term, the transfer restriction period will be set from the date of issuance of the Restricted Stock until the Director resigns from their position as a Director of the Company.

The specific timing and distribution of payments to each Eligible Director will be discussed by the Nomination and Remuneration Advisory Committee, then a proposal will be submitted to the Company's Board of Directors for decision.

In addition, the amount to be paid per share of the Company's common stock to be issued or disposed of under the Plan will be determined by the Company's Board of Directors based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately prior to the date of the Company's Board of Directors' resolution relating to the allocation of Allocated Shares (or, if no transaction is made on that day, the closing price on the most recent trading day), within a range that is not particularly advantageous to the Eligible Directors who receive the common stock.

When issuing or disposing of the Allocated Shares, a restricted stock allocation agreement (hereinafter the "Allocation Agreement") will be concluded between the Company and the Eligible Directors, and the contents of the Allocation Agreement will include the following items.

- 1) Eligible Directors must not transfer, create a security interest in or otherwise dispose of the shares of the Company's common stock that are allocated to them according to the Allocation Agreement during a predetermined period
- 2) In the event of certain circumstances, the Company will acquire the common stock without compensation