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June 26, 2026

Dear all,

Company name Smaregi, Inc.
Representative Ryuhei Miyazaki, Representative Director
(Code number: 4431 TSE Growth)
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Notice Concerning the Introduction of the Performance-Linked Restricted Stock (PSURS) Compensation Plan

Smaregi, Inc. (the “Company”) hereby announces that, pursuant to a resolution of its Board of Directors adopted on June 26, 2026, it has reviewed its directors’ compensation system and resolved to introduce a new performance-linked restricted stock (PSURS) compensation plan (the “PSURS Plan”), and has decided to submit a proposal relating to the PSURS Plan to the Company’s 21st Annual General Meeting of Shareholders scheduled to be held on July 29, 2026 (the “AGM”), as described below.

1. Purpose and Conditions for Introducing the PSURS Plan

(1) Purpose of Introducing the PSURS Plan

The PSURS Plan is being introduced for the Company’s Directors (the “Eligible Directors”) for the purpose of providing them with an attractive incentive toward the sustained enhancement of the Company’s corporate value and shareholder value, and of further strengthening the alignment of interests with shareholders and their motivation to create mid- to long-term value.

(2) Conditions for Introducing the PSURS Plan

Because the PSURS Plan involves the delivery of the Company’s common stock (restricted stock) to Eligible Directors as compensation, the introduction of the PSURS Plan is conditional upon obtaining the approval of the Company’s shareholders at the AGM for the payment of such compensation.

With respect to monetary compensation, the amount of compensation payable to the Company’s Directors was approved at the 12th Annual General Meeting of Shareholders held on July 31, 2017, within an annual limit of ¥300 million (excluding the portion attributable to employee salaries). In addition, at the 16th Annual General Meeting of Shareholders held on July 28, 2021, the Company obtained shareholder approval for the introduction of a restricted stock compensation plan (the “RS Plan”) and an ex-post delivery-type performance-linked stock compensation plan (the “PSU Plan,” and together with the RS Plan, the “Existing Plans”), as well as for setting: (i) the aggregate amount of monetary compensation claims to be paid to Eligible Directors as compensation relating to restricted stock under the RS Plan for the period from the commencement date of the restriction period through the date of the Company’s annual general meeting of shareholders held during the fiscal year in which such commencement date falls, together with the aggregate amount of monetary compensation claims to be paid as compensation for one fiscal year under the PSU Plan, within the above compensation limit (an annual

limit of ¥300 million), at no more than ¥100 million (up to ¥20 million for Outside Directors); and (ii) the total number of shares of the Company's common stock to be issued or disposed of under the Existing Plans, at no more than 20,000 shares per year (up to 4,000 shares per year for Outside Directors).

At the AGM, in addition to the Existing Plans, the Company plans to introduce the PSURS Plan and, in light of changes in the Company's business environment and the rise in market compensation levels, to increase the weighting of performance-linked stock compensation and raise the upper limit of the payout ratio, with a view to further strengthening Directors' commitment to achieving performance targets. Having comprehensively considered the contribution of the Eligible Directors and other relevant circumstances, the Company plans to request shareholder approval, in connection with the introduction of the PSURS Plan, for: (i) increasing the amount of Director compensation to an annual limit of ¥400 million (excluding the portion attributable to employee salaries) (up to ¥70 million for Outside Directors); (ii) setting, within the revised compensation limit above (an annual limit of ¥400 million), the aggregate amount of compensation relating to the Existing Plans (with respect to the PSU Plan, including the content as revised if approved at the AGM) together with the aggregate amount of monetary compensation claims to be paid as compensation under the PSURS Plan, at an annual limit of ¥200 million (up to ¥40 million for Outside Directors); and (iii) setting the total number of shares of the Company's common stock to be issued or disposed of under the PSURS Plan, together with the total number of shares to be issued or disposed of under the Existing Plans, at no more than 100,000 shares per year (up to 20,000 shares per year for Outside Directors) (provided that, in the event of a stock split or reverse stock split of the Company's common stock, such total number may be adjusted in accordance with the split or consolidation ratio).

The specific timing and content of the delivery of shares to each Eligible Director will be determined by the Company's Board of Directors within the above compensation limit, in accordance with the details set forth below.

2. Overview of the PSURS Plan

(1) Overview of the PSURS Plan

The PSURS Plan is an ex-post delivery-type, performance-linked stock compensation plan under which the Company's Board of Directors sets numerical targets for the Company's business performance, etc. in advance for a single fiscal year (the "Evaluation Period"), and delivers, as compensation for that Evaluation Period, a number of shares of the Company's common stock (restricted stock) corresponding to the achievement rate of such targets. The initial Evaluation Period will be the one-year period from May 1, 2026 to April 30, 2027. After the initial Evaluation Period ends, the PSURS Plan may continue to be implemented, within the scope approved at the AGM, using each subsequent Evaluation Period as the fiscal year commencing immediately after the end of the preceding Evaluation Period. The specific indicators used for the numerical targets will be determined by the Board of Directors from among ARR (Annual Recurring Revenue), net sales, and other management indicators, in light of the business environment and business strategy prevailing at the time.

Accordingly, because shares of the Company's common stock (restricted stock) are delivered under the PSURS Plan based on the achievement rate of the numerical targets described above, neither whether shares will be delivered nor the number of shares to be delivered has been determined as of the time of the introduction of the PSURS Plan.

In issuing or disposing of shares of the Company's common stock under the PSURS Plan, the Company will enter into a restricted stock allotment agreement (the "Allotment Agreement") with each Eligible Director (limited to a person who, as of the date of the resolution to deliver such shares, holds the position of Director or another position designated by the Company's Board of Directors), which will include the following matters:

- (i) From the date of delivery of the relevant shares until the date on which the Eligible Director ceases to hold the position of Director or another position designated by the Company's Board of Directors, the

Eligible Director may not transfer, create any security interest over, or otherwise dispose of the shares of the Company's common stock allotted under the Allotment Agreement; and

(ii) In the event that certain specified circumstances occur, the Company will acquire such shares of common stock without consideration.

(2) Mechanism of the PSURS Plan

The specific mechanism of the PSURS Plan is as follows.

(i) The Company's Board of Directors will determine the indicators and formulas necessary for the specific calculation of the number of shares of the Company's common stock to be delivered to Eligible Directors, including each numerical target for the Company's business performance, etc., to be used under the PSURS Plan and the method for calculating the payout ratio corresponding to the achievement rate of such targets.

(ii) After the end of the Evaluation Period, the Company will determine the number of shares of the Company's common stock to be delivered to each Eligible Director based on the payout ratio calculated according to the achievement rate, etc. of each numerical target for the Company's business performance, etc. during that Evaluation Period.

(iii) The Company will grant each Eligible Director a monetary compensation claim for contribution in kind, in an amount corresponding to the number of shares of the Company's common stock to be delivered to that Eligible Director as determined under (ii) above, and each Eligible Director will receive an allotment of shares of the Company's common stock by contributing the entire amount of such monetary compensation claim to the Company in kind. The paid-in price for the shares of the Company's common stock will be determined by the Company's Board of Directors, at a price that is not particularly favorable to the Eligible Directors subscribing for such shares, based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution of the Company's Board of Directors relating to the issuance or disposal of such shares (or, if no trades were executed on that day, the closing price on the most recent trading day prior thereto).

(3) Method of Calculating the Number of Shares of the Company's Common Stock to Be Delivered to Each Eligible Director Under the PSURS Plan

The Company will calculate the number of shares of the Company's common stock to be delivered to each Eligible Director based on the following formula.

[Formula] Base Number of Shares to be Delivered (Note 1) × Payout Ratio (Note 2)

*Note 1: Determined by the Company's Board of Directors, taking into account the position, etc. of each Eligible Director.

*Note 2: Calculated within a range of 0% to 200%, using a method determined by the Company's Board of Directors, based on the achievement rate of each numerical target for the Company's business performance, etc. during the Evaluation Period.

The monetary compensation claim described in (2)(iii) above will be paid within the aggregate amount of compensation relating to the Existing Plans and the PSURS Plan described above (an annual limit of ¥200 million) (up to ¥40 million for Outside Directors), and the total number of shares of the Company's common stock to be issued or disposed of under the PSURS Plan, together with the total number of shares to be issued or disposed of under the Existing Plans, will be no more than 100,000 shares per year (up to 20,000 shares per year for Outside Directors) (provided that, in the event of a stock split or reverse stock split of the Company's common stock, such total number may be adjusted in accordance with the split or consolidation ratio).

(4) Requirements for the Delivery of the Company's Common Stock to Eligible Directors

Under the PSURS Plan, shares of the Company's common stock (restricted stock) will be delivered, after the end of the Evaluation Period, to each Eligible Director who has continuously held the position of Director or

another position designated by the Company's Board of Directors throughout the Evaluation Period. The delivery of shares of the Company's common stock will be effected through the issuance of new shares or the disposal of treasury shares by the Company, and the Eligible Directors to whom shares of the Company's common stock will be delivered, together with the terms of the offering relating to such issuance or disposal, will be determined by the Company's Board of Directors after the end of the Evaluation Period, in accordance with the calculation method described in (3) above. An Eligible Director will forfeit the right to receive compensation under the PSURS Plan in the event of certain acts of misconduct, etc., as determined by the Company's Board of Directors.

(5) Treatment in the Event of Organizational Restructuring, etc.

If, during the Evaluation Period, an Eligible Director retires from the position of Director or another position designated by the Company's Board of Directors due to death or other reason recognized as justifiable by the Company's Board of Directors, or if a proposal relating to a merger agreement under which the Company would become the absorbed company, a share exchange agreement or share transfer plan under which the Company would become a wholly owned subsidiary, or any other organizational restructuring is approved at a general meeting of shareholders of the Company (or, where such organizational restructuring does not require approval at a general meeting of shareholders of the Company, by the Company's Board of Directors), the Company will, pursuant to a resolution of its Board of Directors, at a time reasonably determined by the Board of Directors, deliver a reasonably adjusted number of shares, or, in lieu of shares of the Company's common stock, pay a reasonably determined amount of money (provided that such amount, together with the total value of shares of the Company's common stock delivered under the PSURS Plan, will not exceed an annual limit of ¥200 million (up to ¥40 million for Outside Directors)).

The Company considers the content of this proposal to be appropriate, on the grounds that it constitutes content that is necessary and reasonable for granting individual compensation to Directors in a manner consistent with the revised policy for determining the details of individual compensation for Directors described below, that the total number of shares to be issued or disposed of to Eligible Directors in any one year falls within the upper limit described above, and that the resulting dilution is minor.

[Reference]

Subject to the approval of the introduction of the PSURS Plan at the AGM, the Company also plans to introduce a performance-linked restricted stock (PSURS) compensation plan similar to the PSURS Plan for its Executive Officers and others.