

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.



September 8, 2025

Company name : Weathernews Inc.  
Representative : Tomohiro Ishibashi,  
President and Representative Director  
Stock code : 4825  
Stock exchange : Tokyo (Prime Market)  
Contact : Director and Executive Officer  
Masanori Yoshitake  
Phone : 043-274-5536

## Notice of Disposition of Treasury Shares as Restricted Stock Compensation

Weathernews Inc. hereby announces that at a meeting of our Board of Directors held today, a resolution was passed to dispose of treasury stock as restricted stock compensation (hereinafter referred to as the "Treasury Stock Disposal") as detailed below.

### 1. Overview of the Disposal

(1) Date of Disposal	October 6, 2025
(2) Type and Number of Shares to be Disposed	Common stock of the Company: 16,100 shares
(3) Disposal Price	4,700 yen per share
(4) Total Disposal Amount	75,670,000 yen
(5) Planned Disposal Recipient	3 Directors (*) of the Company 2,500 shares 11 Executive Officers of the Company (including those with executive officer status) 6,700 shares 22 Employees of the Company 6,900 shares ※ Limited to executive directors who are not outside directors.
(6) Other	Regarding this disposal of treasury stock, we have submitted a special report pursuant to the Financial Instruments and Exchange Act.

### 2. Purpose and Reason for Disposal

The Company resolved at its Board of Directors meeting held on July 12, 2018, to introduce a stock compensation system (hereinafter referred to as "the System") that grants restricted stock to its directors (limited to executive directors who are not outside directors). The purpose of this System is to further enhance the motivation of the Company's directors to contribute to stock price increases and the improvement of corporate value over the medium to long term, and to share the benefits and risks of stock price fluctuations with shareholders, based on improved governance. (limited to executive directors who are not outside directors). Furthermore, in 2018, At the Company's 32nd Annual General Meeting of Shareholders held on August 11, the Company's directors (limited to executive directors who are not outside directors) shall be the total amount of monetary compensation claims paid as compensation, etc., for restricted stock for the period from the date of the Company's regular shareholders' meeting held during the fiscal year in which the transfer restriction period begins to the date of the first subsequent Company regular shareholders' meeting held thereafter, and the total amount of monetary compensation rights paid as compensation, etc., for each target period under the performance-linked stock compensation system (For details on the Performance-Linked Stock Compensation System and the Target Periods, refer to the Company's July 12, 2018 press release titled "Notice Regarding the Introduction of a Restricted Stock Compensation System and a Performance-Linked Stock Compensation System"). The total number of restricted shares allocated to the Company's directors (limited to executive directors who are not outside directors) in each fiscal year shall not exceed 100,000 shares, and the transfer restriction period for restricted shares shall be set between 10 and 50 years. However, if the total number of issued shares of the Company increases or decreases after the date of the Company's 32nd Ordinary General Meeting of Shareholders due to a share consolidation, a share split, a gratis allotment of shares, etc., the upper limit of the total number of the Company's common shares to be issued by the Company to the Eligible Directors (100,000 shares) and the number of the Company's common shares to be issued to each Eligible Shareholder will

be adjusted proportionately.

We have received your approval regarding matters such as the period to be determined by our Board of Directors. Today, by resolution of our Board of Directors, we will grant restricted stock compensation for the period from our 39<sup>th</sup> Annual General Meeting of Shareholders to our 40th Annual General Meeting of Shareholders scheduled for August 2026. This compensation will be provided to the following allottees: three directors (limited to executive directors

who are not outside directors), eleven executive officers, and twenty-two employees (hereinafter referred to as the "Allottees"). The total monetary compensation claims granted amount to 75,670,00 yen in monetary compensation claims. In exchange for the Allottees contributing the entirety of these monetary compensation claims as in-kind contributions, the Company resolved to allocate 16,100 shares of its common stock as Restricted Stock Units. The amount of monetary compensation payable to each Assignee was determined after comprehensive consideration of various factors, including each Assignee's contribution to the Company.

Furthermore, such monetary compensation shall be paid subject to conditions including the execution by each Assignee of a Restricted Stock Assignment Agreement (hereinafter referred to as the "Assignment Agreement") with the Company, the substance of which shall include the following. Furthermore, to maximize the benefits and risks of stock price fluctuations for shareholders, based on the allocation recipients' heightened motivation to contribute to stock price increases and medium-to-long-term corporate value enhancement, as well as improved governance, the transfer restriction period is set at and to share the benefits and risks of stock price fluctuations with shareholders based on improved governance, the transfer restriction period is set at 50 years to maximize the long-term realization of this program's objectives.

### 3. Overview of the Allocation Agreement

#### ① Transfer Restriction Period

October 6, 2025 to October 5, 2075

During the transfer restriction period specified above (hereinafter referred to as the "Transfer Restriction Period"), the Allottee shall not transfer, establish a pledge, establish a transfer security interest, make an inter vivos gift, make a bequest, or otherwise dispose of in any manner whatsoever the restricted shares allocated to such Allottee (hereinafter referred to as the "Allocated Shares") to any third party (hereinafter referred to as the "Transfer Restriction").

#### ② Acquisition of Restricted Shares Without Consideration

The Company shall automatically acquire the Allocated Shares without compensation as of the date of resignation or retirement of the Allocation Recipient from any position as a director, executive officer, or employee of the Company, unless the Board of Directors deems there to be a valid reason (such as expiration of term of office), provided that such resignation or retirement occurs between the commencement date of the Transfer Restriction Period and the day before the date of the first regular general meeting of shareholders of the Company held after the commencement date of the Transfer Restriction Period. Furthermore, with respect to the Allocated Shares, upon the expiration of the Transfer Restriction Period (hereinafter referred to as the "Expiration Point"),

If any transfer restrictions remain in effect at the expiration of the term based on the grounds for release specified in item ③ below, the Company shall automatically acquire such shares without compensation immediately upon the expiration of the term.

#### ③ Release of Transfer Restrictions

The Company shall lift the transfer restrictions on all Allotted Shares held by the Allottee as of the expiration date, provided that the Allottee has continuously held the position of a director, executive officer, or employee of the Company from the commencement date of this transfer restriction period until the date of the first regular shareholders' meeting of the Company held thereafter. However, if the Allottee resigns or retires from any position as a director, executive officer, or employee of the Company prior to the expiration of this Transfer Restriction Period for reasons deemed valid by the Company's Board of Directors (such as expiration of term), the transfer restrictions shall be lifted as of September 2025. The number obtained by dividing the number of months up to and including the month in which the Allocation Recipient resigns or retires from any position as a director, executive officer, or employee of the Company by 12 (provided that if the result of the calculation exceeds 1, it shall be 1) multiplied by the number of Allocated Shares held by the Allocation Recipient at that point in time (provided that if the calculation results in a fractional share of less than one share, such fraction shall be discarded).

#### ④ Provisions Concerning Share Management

The Allottees shall complete the opening of an account with SMBC Nikko Securities Inc. in the manner specified by the Company for recording or registering the Allotted Shares, and shall hold and maintain the

Allotted Shares in such account until the transfer restrictions are lifted.

⑤ Treatment in the Event of Reorganization

During the Transfer Restriction Period, if a proposal concerning a merger agreement where the Company is the dissolving company, a share exchange agreement or share transfer plan where the Company becomes a whollyowned subsidiary, or other organizational restructuring is submitted to the Company's shareholders' meeting,

(However, in cases where the relevant organizational restructuring, etc. does not require approval by the Company's shareholders' meeting, the Company's Board of Directors) has approved it (provided, however, that the effective date of such organizational restructuring, etc. occurs prior to the expiration date). hereinafter referred to as the "Reorganization Approval Date"), and if the Allottee resigns or retires from any position as a director, executive officer, or employee of the Company as a result of such reorganization, etc., the Company's Board of Directors may resolve to set the period as the number of months from September 2025 to the month including the approval date, divided by 12 (provided, however, that if the result of the calculation exceeds 1, it shall be 1). On the date of such approval, the transfer restrictions on the number of Allotment Shares (calculated by multiplying the number of Allotment Shares held by the Allotment Recipient on the date of such approval; provided, however, that any fraction of a share resulting from such calculation shall be disregarded) shall be lifted as of the close of business on the business day immediately preceding the effective date of such organizational restructuring, etc. Furthermore, upon approval of the Reorganization, etc., the Company shall automatically acquire, without consideration, all Allotted Shares for which the transfer restriction has not been lifted as of the business day immediately preceding the effective date of the Reorganization, etc.

4. Basis for Calculating the Payment Amount and Specific Details

The disposal price for this treasury stock disposal is set at 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 by the Company's Board of Directors (September 5, 2025), which was 4,700 yen. This represents the market share price immediately prior to the Board resolution date and is considered a reasonable price that is not particularly advantageous.