



June 25, 2025

Company name	ANYCOLOR Inc.
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Notice Regarding Introduction of Restricted Stock Compensation Plan

ANYCOLOR Inc. (the “Company”) hereby announces that at the Board of Directors meeting held today, a resolution was passed to introduce a restricted stock compensation plan (hereinafter, the “Plan”) as a new incentive plan for its Directors, and to submit a proposal regarding the Plan to the 8th Annual General Meeting of Shareholders (hereinafter the “General Meeting of Shareholders”) scheduled on July 29, 2025.

1. Purpose, etc. of introducing the Plan

(1) Purpose of introducing the Plan

The Plan is to be introduced as a compensation system to allot restricted stock to the Directors of the Company (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors; hereinafter, “Eligible Directors”), with the aim of providing them with the incentive to sustainably enhance the corporate value of the Company and to further promote the sharing of values between Eligible Directors and shareholders.

(2) Conditions for introducing the Plan

The introduction of the Plan is subject to the approval of shareholders at the General Meeting of Shareholders. At the 6th Annual General Meeting of Shareholders held on July 28, 2023, the maximum amount of remuneration for the Directors of the Company (excluding Directors who are Audit and Supervisory Committee Members) was approved to be 300 million yen per annum (including a maximum of 30 million yen for Outside Directors, excluding the employee portion of salaries for Directors who concurrently serve as employees). At the General Meeting of Shareholders, the Company intends to request shareholders’ approval for the compensation required for allotting restricted stock to the Eligible Directors, separate from the above compensation limit.

Further, if the introduction of the Plan is approved at the General Meeting of Shareholders, the Company intends to introduce a restricted stock compensation plan similar to the Plan for the Directors also for its Executive Officers.

2. Overview of the Plan

Under the Plan, monetary compensation claims shall be granted to Eligible Directors based on a resolution of the Board of Directors of the Company in order to allot restricted stock each fiscal year, in principle, and all monetary compensation claims shall be contributed to the Company as property contributed in kind, which enables the issuance or disposal of the common stock of the Company to Eligible Directors who shall hold the said stock.

The total amount of monetary compensation claims granted to Eligible Directors under the Plan shall be a maximum of 20 million yen per annum. In addition, the total number of

shares of common stock of the Company to be issued or disposed of under the Plan shall be a maximum of 10,000 shares (however, in the event that the common stock of the Company is subject to a stock split [including the gratis allotment of common stock of the Company] or a reverse stock split on or after the date of resolution by the General Meeting of Shareholders, or any similar case, where an adjustment to the maximum number of shares to be allotted is required, this maximum may be reasonably adjusted), and the payment amount per share shall be the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day preceding the date of each resolution by the Board of Directors (if no transactions are concluded on that day, the closing price on the most recent trading day preceding that date). The specific payment timing and allotment to each Eligible Director shall be determined by the Board of Directors.

Upon issuance or disposal of the common stock of the Company under the Plan, the Company and Eligible Directors shall enter into a restricted stock allotment agreement (hereinafter, the "Allotment Agreement"), and the details of the agreement shall include the following items.

- (1) Eligible Directors may not transfer, establish a security interest in, or otherwise dispose of the common stock of the Company allotted under the Allotment Agreement during the period specified below (hereinafter, the "Transfer Restriction Period").
 - i. Type I shares under the Allotment Agreement
Three years from the date of the receipt of the allotment under the Allotment Agreement
 - ii. Type II shares under the Allotment Agreement
A period starting from the date of the receipt of the allotment under the Allotment Agreement until the date of retirement as Director
- (2) In the event of certain occurrences, the Company shall acquire its common stock without consideration.
- (3) Details, etc. of the conditions for removing the transfer restrictions established in advance by the Board of Directors of the Company

The common stock allotted to Eligible Directors under the Plan shall be managed in dedicated accounts opened by Eligible Directors at securities companies designated by the Company during the Transfer Restriction Period so that said common stock cannot be transferred, subject to a security interest, or otherwise disposed of during the Transfer Restriction Period.