



January 14, 2026

To whom it may concern,

Company name: Atrae, Inc.  
Representative: Yoshihide Arai, President and CEO  
Stock Code: 6194 TSE Prime Market  
Contact: Hidekazu Suzuki, Director CFO

### **Notice Regarding Issuance of New Shares as Specific Restricted Stock to Executive Directors of the Company**

Atrae, Inc. (the “Company”) hereby announces that, as of January 14, 2026, its Board of Directors resolved to issue new shares (the “Issuance of New Shares”) as specific restricted stock (meaning the specific restricted stock prescribed in Article 84, Paragraph 1 of the Order for Enforcement of the Income Tax Act; hereinafter the same) to executive directors of the Company who are not audit and supervisory committee members (excluding outside directors), as described below.

#### 1. Overview of issuance

(1) Payment date	February 2, 2026
(2) Class and number of shares to be issued	180,000 shares of the Company’s common shares
(3) Issue price	700 yen per share
(4) Total issue amount	126,000,000 yen
(5) Planned allottees	180,000 shares of the Company’s common shares to two (2) directors of the Company who are not audit and supervisory committee members (excluding outside directors) as of the resolution of the Board of Directors concerning the Issuance of New Shares

#### 2. Purpose and reason for issuance

The basic policy for the compensation of the Company’s directors is to establish a compensation structure linked to shareholder value so that it functions sufficiently as an incentive to sustainably improve corporate value, and to set compensation for individual directors at an appropriate level based on their respective responsibilities. Specifically, the compensation for directors who are not audit and supervisory committee members (excluding outside directors who bear supervisory functions) consists of basic compensation determined according to roles and responsibilities, and stock compensation as non-monetary compensation. The Company has introduced a stock compensation plan (the “Plan”) that delivers specific restricted stock.

The Company resolved to introduce the Plan for directors, by a resolution of the Board of Directors dated

November 15, 2018. Subsequently, at the 15th Ordinary General Meeting of Shareholders held on December 14, 2018, approval was granted to grant restricted stock compensation to directors (excluding outside directors) based on the Plan. Furthermore, accompanying the Company's transition to a company with an audit and supervisory committee, approval was granted again at the 16th Ordinary General Meeting of Shareholders held on December 18, 2019, to grant restricted stock compensation to directors who are not audit and supervisory committee members (excluding outside directors). Additionally, at the 18th Ordinary General Meeting of Shareholders held on December 17, 2021, approval was granted to revise the total amount of monetary compensation claims provided to directors who are not audit and supervisory committee members (excluding outside directors) for the granting of restricted stock compensation to an amount not exceeding 300,000 thousand yen per year (excluding employee salaries for directors who concurrently serve as employees), and the maximum number of shares to be granted to 183,000 shares per year.

Based on the Plan, the Company resolved, by a resolution of the Board of Directors dated today, to issue and allot new shares as specific restricted stock to two (2) directors who are not audit and supervisory committee members (excluding outside directors) (the "Allottees"). In connection with the Issuance of New Shares, the Allottees will pay in all monetary compensation claims provided by the Company as property contributed in kind and will receive the issuance of the Company's shares. Furthermore, the Company and the Allottees will conclude a restricted stock allotment agreement (the "Allotment Agreement"), and from the perspective of increasing the Allottees' motivation toward medium- to long-term business performance improvement, the transfer restriction period has been set at three (3) years.

The overview of the Allotment Agreement is as follows.

(1) Transfer restriction period

The Allottees shall not transfer, create a security interest on, or otherwise dispose of the Company's common shares allotted under the Allotment Agreement (the "Allotted Shares") during the period from February 2, 2026, to February 1, 2029 (however, if the submission of the Company's semi-annual report for the fiscal year to which the payment date belongs has not been completed by February 1, 2029, the period shall be until the submission date of such semi-annual report; hereinafter the "Transfer Restriction Period").

(2) Conditions for lifting transfer restrictions

As a general rule, the Company will lift the transfer restrictions on all of the Allotted Shares upon the expiration of the Transfer Restriction Period, on the condition that the Allottee has continuously held the position of director, auditor, or employee of the Company or a subsidiary of the Company, or any other equivalent position (the "Positions") during the period from February 2, 2026, to February 1, 2029 (the "Service Period"). However, if the Allottee is unable to work for one (1) month or longer continuously during the Service Period due to leave of absence or other reasons, the transfer restrictions shall be lifted on the number of Allotted Shares calculated by multiplying the number of Allotted Shares by the number obtained by dividing the number calculated by subtracting the number of months the Allottee could not work (the "Months of Leave") from 36, by 36 (provided that if any fraction less than one share arises as a result of the calculation, it shall be truncated).

However, if the Allottee retires (including resignation; hereinafter the same) from all Positions of the Company

or its subsidiaries due to company circumstances or other justifiable reasons, the transfer restrictions shall be lifted immediately after such retirement on the number of Allotted Shares calculated by multiplying the number of Allotted Shares by the number obtained by dividing the number of months from the month including the payment date to the month including the date of such retirement (excluding Months of Leave) by 36 (provided that if any fraction less than one share arises as a result of the calculation, it shall be truncated). Furthermore, if the Allottee retires due to death, the transfer restrictions on all Allotted Shares shall be lifted immediately after such retirement.

(3) Acquisition without contribution by the Company

The Company will automatically acquire without contribution the Allotted Shares for which the transfer restrictions have not been lifted.

(4) Management of shares

The Allotted Shares for which the transfer restrictions have not been lifted shall be managed in accounts opened by the Allottees at SMBC Nikko Securities Inc. during the Transfer Restriction Period so that they cannot be transferred, subject to a security interest, or otherwise disposed of during the Transfer Restriction Period.

(5) Handling in the case of organizational restructuring

If, during the Transfer Restriction Period, a merger agreement under which the Company becomes a dissolving company, a share exchange agreement or share transfer plan under which the Company becomes a wholly-owned subsidiary, or other matters concerning organizational restructuring, etc. are approved at the Company's General Meeting of Shareholders (or by the Company's Board of Directors if approval by the General Meeting of Shareholders is not required for such organizational restructuring, etc.), the Company shall, by resolution of the Board of Directors, lift the transfer restrictions on the Allotted Shares immediately prior to the business day preceding the effective date of the organizational restructuring, etc. The number of shares to be lifted shall be calculated by multiplying the number of Allotted Shares held by the Allottee on the date of such approval by the number obtained by dividing the number of months from the month including the payment date to the month including the date of such approval (excluding Months of Leave) by 36 (provided that if the result of the calculation exceeds 1, it shall be 1; and if any fraction less than one share arises as a result of the calculation, it shall be truncated).

3. Basis for calculation of amount to be paid in and specific details thereof

To exclude arbitrariness, the issue price has been set at 700 yen, which is the closing price of the Company's common shares on the Prime Market of the Tokyo Stock Exchange on January 13, 2026 (the business day preceding the Board of Directors resolution date).

This is the market share price immediately preceding the Board of Directors resolution date, and the Company believes it is reasonable. Furthermore, the Company's Audit & Supervisory Committee has expressed the opinion that this does not constitute a particularly favorable amount.

Notes: This is an English translation of the captioned release. This translation is prepared and provided for the purpose of the reader's convenience. All readers are recommended to refer to the original version in Japanese of the release for complete information.