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## **Notice Regarding Grant of Stock Options (Stock Acquisition Rights) and Terms of Issuance**

Nojima Corporation (the “Company”) hereby announces that it has resolved, at the Board of Directors meeting held today, to issue stock acquisition rights as stock options without consideration and to determine the specific terms and conditions of the issuance, pursuant to the provisions of Articles 236, 238, and 239 of the Companies Act. The details are described below.

- (1) Purpose of introducing the stock option plan and reason for issuing the stock acquisition rights without consideration

The purpose of the issuance is to enhance the corporate value of the Company by increasing the motivation and morale of the eligible persons to contribute to improving the business performance of the Nojima Group. To appropriately achieve this purpose, the stock acquisition rights will be issued without consideration.

- (2) Persons to whom stock acquisition rights will be allotted

Employees of the Company and employees of its subsidiaries who are approved by the Board of Directors of the Company.

Persons who were eligible for the grant of restricted stock compensation but did not receive such grant, and who are approved by the Company’s Board of Directors.

- (3) Terms and conditions of issuance of stock acquisition rights

1. Date of issuance of stock acquisition rights	August 5, 2025
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2.	Number of stock acquisition rights to be issued	30,166 rights (100 shares of the Company's common stock per stock acquisition right)
3.	Issue price of stock acquisition rights	No payment of cash is required in exchange for the stock acquisition rights
4.	Type and number of shares underlying the stock acquisition rights	Common stock of the Company (number of shares to be determined)
5.	Amount to be paid upon exercise of stock acquisition rights	Undetermined (to be determined on August 5, 2025) * The amount shall be the closing price of the Company's common stock in regular trading on the Tokyo Stock Exchange on the date of allotment of the stock acquisition rights (or the closing price on the most recent trading day prior thereto if no trading takes place on such date).
6.	Total amount to be paid upon exercise of stock acquisition rights	Undetermined (to be determined on August 5, 2025)
7.	Exercise period of stock acquisition rights	From July 16, 2028 to July 15, 2030
8.	Amount not incorporated into capital out of the issue price of shares issued upon exercise of the stock acquisition rights	The amount not incorporated into capital shall be calculated by deducting the amount to be incorporated into capital from the amount to be paid in per share issued upon the exercise of the stock acquisition rights. The amount to be incorporated into capital shall be one-half of the maximum amount of increase in capital, etc., as calculated in accordance with Article 17, Paragraph 1 of the Regulation on Corporate Accounting, and any fraction less than one yen resulting from such calculation shall be rounded up.
9.	Number of persons to whom stock acquisition rights will be allotted	Employees of the Company (*1): 1,328 persons Directors or employees of the Company's subsidiaries (*2) : 2,194persons

\*1. Includes individuals who concurrently serve as directors or executive officers of the Company's subsidiaries.

\*2. Refers to wholly owned subsidiaries of the Company: ITX Corporation, ITX Communications Inc., UPBEAT CORPORATION, CONEXIO Corporation, NIFTY Corporation, NIFTY Communications Co., Ltd., Cecile Co., Ltd., HuAD inc., AXN Co., Ltd., and TKY logistics Co., Ltd.

The number of shares of the Company's common stock to be issued or transferred upon exercise of each stock acquisition right (the "Number of Shares to be Allotted") shall be 100 shares. However, in the event that the Company conducts a stock split (including an allotment of shares of common stock without consideration; the same shall apply hereinafter) or a consolidation of shares after the date on which the stock acquisition rights are allotted (the "Allotment Date"), the Number of Shares to be Allotted shall be adjusted in accordance with the following formula. Such adjustment shall be made only with respect to the Number of Shares to be Allotted for stock acquisition rights that have not been exercised at the time of the adjustment, and any fraction less than one share resulting from the adjustment shall be rounded down.

Number of Shares to be Allotted after adjustment

= Number of Shares to be Allotted before adjustment × Ratio of stock split or consolidation

In addition to the above, if the Company conducts a merger, company split, share exchange, or share

transfer (collectively, hereinafter the “Merger, etc.”), or in any other case where it is necessary to adjust the Number of Shares to be Allotted, the Company shall make an adjustment to the Number of Shares to be Allotted to a reasonable extent, taking into account the conditions of the Merger, etc. and other relevant factors.

(4) Amount to be paid in for stock acquisition rights or the method for calculating such amount

No payment of cash will be required in exchange for the stock acquisition rights. The stock acquisition rights are granted fairly as compensation for the performance of duties and do not constitute issuance under favorable conditions.

(5) Amount of assets to be contributed upon exercise of stock acquisition rights

The amount of assets to be contributed upon the exercise of each stock acquisition right shall be the amount obtained by multiplying the price to be paid per share upon exercise of the right (the “Exercise Price”) by the Number of Shares to be Allotted.

The Exercise Price shall be the closing price of the Company’s common stock in regular trading on the Tokyo Stock Exchange on the Allotment Date (or the closing price on the most recent trading day prior thereto if no trading takes place on such date).

If any of the events described below occur on or after the Allotment Date, the Exercise Price shall be adjusted accordingly.

- (i) In the event the Company conducts a stock split or a consolidation of shares, the Exercise Price shall be adjusted using the following formula, and any fraction less than one yen resulting from such adjustment shall be rounded up.

$$\text{Exercise Price after adjustment} = \text{Exercise Price before adjustment} \times \frac{1}{\text{Ratio of stock split or stock consolidation}}$$

- (ii) In the event that the Company issues new shares or disposes of treasury stock at a price below market value, the Exercise Price shall be adjusted in accordance with the following formula, and any fraction less than one yen resulting from the adjustment shall be rounded up.

$$\text{Exercise Price after adjustment} = \text{Exercise Price before adjustment} \times \frac{\text{Number of shares issued} + \frac{\text{Number of shares newly issued} \times \text{Amount to be paid in per share}}{\text{Market price per share}}}{\text{Number of shares issued} + \text{Number of shares newly issued}}$$

In the above formula, “Number of shares issued” shall mean the total number of shares issued by the Company minus the number of treasury shares held by the Company, and in the case of a disposal of treasury shares, “Number of shares to be newly issued” shall be replaced with “Number of treasury shares to be disposed of”.

- (iii) In the event that, after the Allotment Date, an unavoidable circumstance arises that necessitates an adjustment to the Exercise Price, such as the Company conducting a merger or other reorganization, the Company shall make an adjustment to the Exercise Price to a reasonable extent, taking into account the conditions of the Merger, etc. and other relevant factors.

(6) Exercise period of stock acquisition rights

The exercise period of the stock acquisition rights shall be the two-year period beginning on the day three years after the day following the date of the resolution of the Board of Directors to determine the matters regarding the offering of the stock acquisition rights.

(7) Conditions for the exercise of stock acquisition rights

- 1) Holders of stock acquisition rights (the “Rights Holder”) must be employed by the Company or any of its subsidiaries at the time of exercising the rights; provided, however, that this shall not apply if the Board of Directors determines that there is a justifiable reason.
- 2) Inheritance of stock acquisition rights is not permitted.
- 3) Exercise of part of each stock acquisition right is not permitted.

(8) Reason and conditions for the acquisition of stock acquisition rights

- 1) In the event that a proposal for approval of a merger agreement under which the Company becomes a dissolved entity is approved at a shareholders meeting of the Company, or a proposal for approval of a share exchange agreement or a share transfer plan under which the Company becomes a wholly owned subsidiary is approved at a shareholders meeting of the Company, the Company may acquire the stock acquisition rights without consideration on a separately determined date as specified by the Board of Directors.
- 2) If a Rights Holder becomes unable to exercise the rights due to failure to meet the conditions for exercise set forth in (7), or waives the rights, the Company may acquire the stock acquisition rights without consideration.
- 3) The Company may, at any time, cancel without consideration any stock acquisition rights it has acquired and holds.

(9) Restriction on transfer of share acquisition rights

Any acquisition of stock acquisition rights through transfer shall require the approval of the Board of Directors of the Company.

(10) Matters concerning amounts of capital stock and capital reserve to be increased in cases where shares will be issued as a result of the exercise of stock acquisition rights

- 1) The amount of capital stock to be increased upon the issuance of shares through exercise of the stock acquisition rights shall be one-half of the maximum amount of increase in capital stock, etc., as calculated in accordance with Article 17, Paragraph 1 of the Regulation on Corporate Accounting. Any fraction less than one yen resulting from such calculation shall be rounded up.
- 2) The amount of capital reserve to be increased upon the issuance of shares through exercise of the

stock acquisition rights shall be the amount obtained by deducting the amount of capital stock to be increased as set forth in item 1) above from the maximum amount of increase in capital stock, etc., as described in item 1) above.

- (11) Policy, etc. on the treatment of stock acquisition rights in cases of share exchanges, share transfers, and other organizational restructuring

In the event that the Company conducts a merger (limited to cases where the Company is to be dissolved as a result of the merger), an absorption-type company split or an incorporation-type company split (in each case, limited to cases where the Company is to be a splitting company), or a share exchange or a share transfer (in each case, limited to cases where the Company becomes a wholly owned subsidiary), (collectively, hereinafter the “Reorganization”), the Company shall, on the effective date of the Reorganization (meaning the effective date of the absorption-type merger in the case of an absorption-type merger; the date of incorporation of the company established through the incorporation-type merger; the effective date of the absorption-type company split in the case of an absorption-type company split; the date of incorporation of the company established through the incorporation-type company split; the effective date of the share exchange in the case of a share exchange; and the date of incorporation of the wholly owning parent company established through the share transfer; the same shall apply hereinafter), deliver stock acquisition rights of the corporation listed in Article 236, Paragraph 1, Item 8 (a) through (e) of the Companies Act (the “Reorganized Company”) to the holders of the stock acquisition rights that have not been exercised and not acquired by the Company as of the effective date (the “Remaining Stock Acquisition Rights”) in exchange for such Remaining Stock Acquisition Rights. In such cases, the Remaining Stock Acquisition Rights shall be extinguished, and the Reorganized Company shall newly issue stock acquisition rights. Provided, however, that this shall be subject to the condition that the absorption-type merger agreement, incorporation-type merger agreement, absorption-type company split agreement, incorporation-type company split plan, share exchange agreement, or share transfer plan stipulates that stock acquisition rights of the Reorganized Company shall be granted in accordance with the provisions of each of the following items.

- 1) Number of stock acquisition rights of the Reorganized Company to be delivered  
The same number of stock acquisition rights as the number of the Remaining Stock Acquisition Rights held by each Rights Holder shall be delivered to each such Rights Holder.
- 2) Type of shares of the Reorganized Company to be issued or transferred upon exercise of stock acquisition rights  
Shares of common stock of the Reorganized Company
- 3) Number of shares of the Reorganized Company to be issued or transferred upon exercise of stock acquisition rights  
Shall be reasonably determined based on the conditions of the Reorganization and other relevant factors, in accordance with item (3) “Terms and conditions of issuance of stock acquisition rights” above.
- 4) Amount of assets to be contributed upon exercise of stock acquisition rights  
The amount of assets to be contributed upon exercise of each delivered stock acquisition right shall

be the amount obtained by multiplying the adjusted Exercise Price determined in accordance with item (5) “Amount of assets to be contributed upon exercise of stock acquisition rights” (iii) above by the number of shares of the Reorganized Company to be issued upon exercise of each such stock acquisition right, as determined in accordance with item 3) above.

5) Period during which stock acquisition rights are exercisable

From the later of the commencement date of the Exercise Period set forth in item (6) “Exercise period of stock acquisition rights” above or the effective date of the Reorganization, to the expiry date set forth in the same item.

6) Matters concerning the capital stock and capital reserve to be increased when shares are issued upon exercise of stock acquisition rights

Shall be determined in accordance with item (10) “Matters concerning amounts of capital stock and capital reserve to be increased in cases where shares will be issued as a result of the exercise of stock acquisition rights” above.

7) Restriction on acquisition of stock acquisition rights through transfer

Acquisition of stock acquisition rights through transfer shall require approval of the Board of Directors of the Reorganized Company.

8) Reasons and conditions for acquisition of stock acquisition rights

Shall be determined in accordance with item (8) “Reason and conditions for the acquisition of stock acquisition rights” above.

(12) Treatment in case of issuance of certificates for stock acquisition rights

Certificates for stock acquisition rights shall not be issued by the Company.