November 14, 2024

Company name: RAKSUL INC.
Representative: Yo Nagami
Representative Director, President & Group CEO
(TSE Prime Market Code No. 4384)
Contact: Masaru Sugiyama
SVP & Group CFO

Announcement of Issuance of Stock-based Compensation Stock Options (Stock Acquisition Rights No.20)

RAKSUL INC. (the "Company") hereby announces that in accordance with the provisions of Articles 236, 238 and 240 of the Companies Act, a resolution has been passed to issue stock-based compensation stock options (Stock Acquisition Rights) to the Company's employees. This resolution was passed at the Board of Directors meeting held today, and the details are as follows.

I. Reason for issuing Stock Acquisition Rights as Stock Options

The Company is to issue stock compensation-type stock options (Stock Acquisition Rights) to its employees for the purpose of sharing with the shareholders not only the benefits of a rise in stock price but also the risks associated with a decline in the stock price, thereby further increasing morale and motivation of the employees to contribute to improving the Company's performance and corporate value over the medium to long term. The allottees are scheduled to separately enter into an allotment agreement with the Company that includes a limitation clause allowing them to exercise the Stock Acquisition Rights in one sixth increments every 6 months after May 31, 2025, according to the service period stipulated.

II. Outline of the Issuance of Stock Acquisition Rights No.20

1.Number of Stock Acquisition Rights

80,490 rights

The total number of shares to be issued upon exercise of the Stock Acquisition Rights shall be 80,490 shares of common stock of the Company. In the event that the number of shares to be issued upon exercise of the Stock Acquisition Rights is adjusted pursuant to 3(1) below, the number shall be obtained by multiplying the number of shares granted after the adjustment by the number of Stock Acquisition Rights.

2. Amount to be paid in exchange for Stock Acquisition Rights

No payment of money is required in exchange for Stock Acquisition Rights. The Stock Acquisition Rights are granted as incentive compensation and do not constitute a favorable issuance even if they do not require the payment of money.

3. Details of Stock Acquisition Rights

(1) Class and number of shares to be issued upon exercise of the Stock Acquisition Rights

The number of shares to be issued upon exercise of each Stock Acquisition Right (hereinafter referred to as the "Number of Shares Granted") shall be one share of common stock of the Company. The Number of Shares Granted shall be adjusted according to the following formula in the event that the Company conducts a stock split (including the gratis allotment of common stock of the Company; the same shall apply hereinafter) or a stock consolidation after the allotment date of the Stock Acquisition Rights. However, such adjustment shall be made only with respect to the number of shares underlying the Stock Acquisition Rights that have not been exercised at the time of such adjustment, and any fraction less than one hundredth of one share arising from the adjustment shall be rounded down.

Number of Shares Granted after adjustment =
Number of Shares Granted before adjustment × Ratio of stock split (or stock consolidation)

In addition, the Number of Shares Granted shall be adjusted appropriately to a reasonable extent if, after the allotment

date of the Stock Acquisition Rights, the Company conducts a merger, company split, share exchange, or share issuance that require adjustment of the Number of Shares Granted.

(2) Value or calculation method of assets to be contributed upon exercise of Stock Acquisition Rights

The value of the assets to be contributed upon the exercise of the Stock Acquisition Rights shall be the amount obtained by multiplying the amount to be paid per share, which shall be one yen (hereinafter referred to as the "Exercise Price"), by the Number of Shares Granted.

(3) Period during which the Stock Acquisition Rights are exercisable

The period during which Stock Acquisition Rights are exercisable (hereinafter referred to as the "Exercise Period") is from December 4, 2024 to December 3, 2029.

(4) Matters concerning the capital and capital reserve to be increased

(i) The amount of capital to be increased due to the issuance of shares upon exercise of the Stock Acquisition Rights shall be one-half of the maximum amount of increase in the capital, etc. The amount is to be calculated pursuant to Article 17, paragraph 1 of the Ordinance on Accounting of Companies, with any amount less than one yen arising from the calculation to be rounded up.

(ii) The amount of capital reserve to be increased in the event of issuance of shares upon exercise of the Stock Acquisition Rights shall be the amount obtained by subtracting the amount of increase in capital as specified in (i) above from the maximum amount of increase in capital, etc. as stated in (i) above.

(5) Restriction on acquisition of Stock Acquisition Rights through transfer

Any acquisition of Stock Acquisition Rights through transfer shall require approval by resolution of the Board of Directors of the Company.

(6) Conditions for exercising Stock Acquisition Rights

(i) The person who has been allotted Stock Acquisition Rights (hereinafter referred to as the "Stock Acquisition Rights Holder") must be directors, auditors, or employees of the Company or its affiliates at the time of exercising their Stock Acquisition Rights. However, this shall not apply in cases where the Board of Directors of the Company recognizes that there is a justifiable reason such as retirement due to the expiration of the term of office, retirement at the mandatory retirement age, or other reasons.

(ii) If the exercise of the Stock Acquisition Rights causes the total number of issued shares of the Company to exceed its total number of authorized shares, such Stock Acquisition Rights may not be exercised.

(iii) Each Stock Acquisition Right may not be exercised for less than one Stock Acquisition Right.

4. Allotment date of Stock Acquisition Rights December 4, 2024

5. Acquisition of Stock Acquisition Rights

(1) In the event that the General Meeting of Shareholders (or the Board of Directors resolution if no approval is required by the General Meeting of Shareholders) approves a merger agreement, split agreement, split plan, share exchange agreement, or share transfer plan and the Company becomes a dissolved company, a split company, or a wholly owned subsidiary, the Company may acquire all of the Stock Acquisition Rights without any charge upon the arrival of a date separately specified by its Board of Directors.

(2) In the event that the exercise of the Stock Acquisition Rights becomes impossible pursuant to 3(6) above prior to the exercise by the Stock Acquisition Rights holder, the Company may acquire the Stock Acquisition Rights without any charge upon the arrival of a date separately specified by its Board of Directors.

6. Handling of Stock Acquisition Rights upon the Act of Structural Reorganization

In case the Company conducts a merger (limited to the case where the Company is dissolved as a result of the merger), an absorption-type company split, incorporation-type company split, share exchange or share transfer (hereinafter collectively referred to as "Act of Structural Reorganization"), the Stock Acquisition Rights of the Stock Company listed

in Article 236(1)(viii)(a) to (e) of the Companies Act (hereinafter referred to as the "Reorganized Company") shall be delivered to the Stock Acquisition Rights holder on the effective date of the Act of Structural Reorganization in each case according to the following conditions.

However, this shall be limited to the cases where it is stipulated in the absorption-type merger agreement, consolidation-type merger agreement, absorption-type company split agreement, incorporation-type company split plan, share exchange agreement, or share transfer plan that Stock Acquisition Rights of the Reorganized Company shall be delivered in accordance with the following conditions.

(1) Number of Stock Acquisition Rights of the Reorganized Company to be delivered

The same as the number of Stock Acquisition Rights held by the Stock Acquisition Rights holder shall be delivered respectively.

(2) Class of shares of the Reorganized Company to be issued upon exercise of Stock Acquisition Rights

Shares of common stock of the Reorganized Company shall be issued.

(3) Number of shares of the Reorganized Company to be issued upon exercise of Stock Acquisition Rights Shall be determined in accordance with 3(1) above based on the consideration of conditions of the Act of Structural Reorganization.

(4) Amount of assets to be contributed upon exercise of Stock Acquisition Rights Shall be determined based on the consideration of conditions of the Acts of Structural Reorganization, by multiplying the amount obtained after the reorganization by adjusting the Exercise Price in accordance with 3(2) above by the number of shares of the Reorganized Company to be issued upon exercise of the Stock Acquisition Rights as determined in accordance with 6(3) above.

(5) Period during which Stock Acquisition Rights are exercisable

The period shall be from the commencement date of the Exercise Period stipulated in 3(3) above, or the effective date of the Acts of Structural Reorganization, whichever is later, until the expiry date of the Exercise Period stipulated in 3(3) above.

(6) Matters concerning the capital and capital reserve to be increased when shares are issued upon the exercise of Stock Acquisition Rights to be determined in accordance with 3(4) above.

(7) Restriction on acquisition of Stock Acquisition Rights through transfer

Any acquisition of the Stock Acquisition Rights through transfer shall require approval by resolution of the Board of Directors of the Reorganized Company.

(8) Other conditions upon exercise of Stock Acquisition Rights

To be determined in accordance with 3(6) above.

(9) Conditions and provisions for acquisition of Stock Acquisition Rights

To be determined in accordance with 5 above.

(10) Other conditions shall be determined in accordance with the conditions of the Reorganized Company.

7. Matters concerning certificates of Stock Acquisition Rights

The Company shall not issue certificates of the Stock Acquisition Rights.

8. The due date for the application

December 4, 2024

9. The persons to whom and the number of the Stock Acquisition Rights to be allotted

132 employees of the Company: 80,490 rights

10. Provisions for fractions of less than one share arising from the exercise of the Stock Acquisition Rights

Any fraction of less than one share in the number of shares to be delivered to the right holders upon exercise of the Stock Acquisition Rights shall be rounded down.