February 28, 2025

Company name: V-cube, Inc.
Chairman & Group CEO: Naoaki Mashita
Tokyo Stock Exchange, Prime Market (stock code: 3681)
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Notice Concerning Determination of Stock Option Compensation Amounts and Details for Directors(Excluding Directors who are Audit and Supervisory Committee members and Outside Directors)

V-cube, Inc. (the "Company") hereby announces that, at the Board of Directors meeting held on February 28, 2025, it has resolved to submit a proposal regarding the amounts and details of compensation in the form of stock options (the "Stock Acquisition Rights") for the Company's directors (excluding directors who are Audit and Supervisory Committee members and outside directors) to the 25th Annual General Meeting of Shareholders, scheduled to be held on March 28, 2025, as detailed below.

Ⅰ. Reasons for the Proposal and Justification for the Appropriateness of the Compensation

To provide incentives for the sustainable enhancement of the Company's corporate value and to further promote value sharing with shareholders, the Company resolved to submit a proposal at the upcoming 25th Annual General Meeting of Shareholders, scheduled for March 28, 2025, to set the total annual amount of compensation related to the Stock Acquisition Rights for its directors (excluding directors who are Audit and Supervisory Committee members and outside directors) at a maximum of JPY 300 million.

If this proposal is approved, the Company plans to revise its policy on determining individual director compensation in accordance with the details of this proposal. This proposal aligns with the revised policy on determining individual director compensation and is deemed appropriate based on a comprehensive assessment of factors such as the Company's business scale, executive compensation structure and levels, the current number of directors, and future trends. The decision has been made by the Board of Directors following deliberation by the Nomination and Compensation Committee.

Ⅱ. Proposal Details (Amount and Content of Compensation)

Currently, the Board of Directors consists of eight members, including two outside directors. However, if the proposal for the election of directors is approved at the Annual General Meeting of Shareholders scheduled to be held on March 28, 2025, the number of directors will be reduced to seven, including two outside directors. As a result, the number of directors subject to this proposal (excluding directors who are Audit and Supervisory Committee members and outside directors) will be five.

(1)	Number of Stock Acquisition Rights	The maximum number of the Stock Acquisition Rights to be issued within one year from the date of each Annual General Meeting of Shareholders shall be 6,000.
(2)	Type and Number of Shares Subject to the Stock Acquisition Rights	Common stock 600,000 shares

(3)	Amount to be Paid in Exchange for Stock Acquisition Rights	The amount to be paid in for the Stock Acquisition Rights shall be the fair valuation amount calculated by the Black-Scholes Model on the allotment date of the Stock Acquisition Rights. However, such paid-in amount shall be set off against the compensation claim of the same amount against the Company by the allottee.
(4)	Value of Assets to be Contributed Upon Exercise of Stock Acquisition Rights	The Exercise Price shall be the closing price of the ordinary transactions of the Company's shares on the Tokyo Stock Exchange on the allotment date of the Stock Acquisition Rights. (or the closing price of the most recent preceding transaction if no transaction has been effected.) In the event that the Company conducts a stock split or reverse stock split after the allocation date of these stock acquisition rights, the exercise price shall be adjusted using the following formula, with any fraction less than one yen resulting from the adjustment rounded up: Adjusted Exercise Price = Pre-adjustment Exercise Price × 1 / Split (or Reverse Split) Ratio
(5)	Exercise Period of Stock Acquisition Rights	The exercise period of the Stock Acquisition Rights shall be determined by the Board of Directors within a range starting from the date two years after the resolution granting the Stock Acquisition Rights and ending on the date ten years after the resolution granting the Stock Acquisition Rights
(6)	Restrictions on Transfer of Stock Acquisition Rights	The approval of the Board of Directors of the Company shall be required.
(7)	Conditions for Exercising Stock Acquisition Rights	1. Stock Acquisition Right holders must be directors, auditors, or employees of the Company or its affiliates at the time of exercising their Stock Acquisition Rights. However, this requirement shall not apply in cases where the Board of Directors recognizes that the holder has resigned due to the expiration of their term, mandatory retirement, or other legitimate reasons. 2. Stock Acquisition Right holders may exercise their Stock Acquisition Rights only if they satisfy certain performance conditions predetermined by the Board of Directors, such as revenue recorded in the Company’s consolidated statement of income or income statement, market capitalization of outstanding shares, or other specified performance criteria. 3. The exercise of the Stock Acquisition Rights by the heirs of a Stock Acquisition Right holder shall not be permitted. 4. If the exercise of the Stock Acquisition Rights would result in the total number of issued shares exceeding the total number of shares authorized to be issued at that time, such Stock Acquisition Rights may not be exercised. 5. The exercise of less than 1 Stock Acquisition Right shall not be permitted. 6. Other conditions for the exercise of the Stock Acquisition Rights shall be determined by the Company’s Board of Directors.

(8)	Matters Related to the Acquisition of Stock Acquisition Rights	1. In the event that a merger agreement in which the Company is the dissolving entity, a company split agreement or plan in which the Company is the splitting entity, or a share exchange agreement, share delivery plan, or share transfer plan in which the Company becomes a wholly owned subsidiary is approved at a General Meeting of Shareholders (or by a resolution of the Board of Directors if such approval is not required), the Company may acquire all of the Stock Acquisition Rights without compensation upon the arrival of a date separately determined by the Board of Directors. 2. If, before the exercise of rights by a Stock Acquisition Right holder, the exercise of such Stock Acquisition Rights becomes prohibited pursuant to the provisions set forth in (7) above, the Company may acquire the relevant Stock Acquisition Rights without compensation upon the arrival of a date separately determined by the Board of Directors.
(9)	Other Matters Related to the Offering of Stock Acquisition Rights	Other details of the Stock Acquisition Rights shall be determined by the Board of Directors when resolving the matters related to the offering of the Stock Acquisition Rights.