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June 25, 2026

Company name: NSD Co., Ltd.
Name of representative: Yoshikazu Imajo, President & CEO
(Securities code: 9759; Tokyo Stock Exchange, Prime Market)

Disposal of Treasury Stock as Restricted Stock Compensation

The Board of Directors resolved at its meeting held on June 25, 2026, to dispose of treasury stock ("Treasury Stock Disposal") as restricted stock compensation as follows.

1. Overview of the Disposal

(1) Disposal date	July 17, 2026
(2) Class and number of shares	59,462 shares of the Company's common stock
(3) Disposal price	2,407 yen per share
(4) Total disposal amount	143,125,034 yen
(5) Recipients, their number, and the number of shares to be disposed	Four Directors of the Company (excluding outside directors): 24,093 shares (*) 21 Executive officers: 31,769 shares Three Subsidiaries' Directors: 3,600 shares (*)Including the amount for executive officers serving concurrently as directors (8,112 shares)
(6) Other matters	The Company has submitted an extraordinary report for the Treasury Stock Disposal pursuant to the Financial Instruments and Exchange Act.

2. Purpose and Reason for the Disposal

At the Board of Directors on May 10, 2021 and at the 52nd Ordinary General Meeting of Shareholders on June 24, 2021, the Company introduced Restricted Stock Compensation Plan ("Plan") for the Company's Directors excluding outside directors ("Eligible Company's Directors") as well as executive officers and their equivalent (together with the Eligible Company's Directors, collectively referred to as "Eligible Company's Officers."). The purpose of the Plan is to provide incentives for the Eligible Company's Officers to continuously improve the Company's corporate value and to promote further shared value with shareholders.

The payment of pecuniary compensation to the Eligible Company's Directors is capped

at 60 million yen per year and the total number of shares to be newly issued or disposed of is capped at 40,000 shares.

In addition, considering the increasing importance of subsidiaries' performance in the consolidated financial results, the Board of Directors resolved at its meeting held on February 6, 2024 to expand the eligibility of the Plan to include directors of subsidiaries approved by the Board of Directors ("Eligible Subsidiaries' Officers"), with the aim of providing directors of larger subsidiaries with an incentive to contribute to the sustainable growth of the Company Group.

Today, the Board of Directors resolved the allotment of a total of 59,462 shares of the Company's common stock to 28 Eligible Company's Officers and Eligible Subsidiaries' Officers ("Eligible Officers") whereby the Eligible Officers will make an in-kind contribution of all pecuniary compensation claims (total amount of 143,125,034 yen) provided as consideration for the execution of duties by the Eligible Officers in FY2026 pursuant to the Plan. Accordingly, the Company and each Eligible Officer will conclude the following restricted stock allotment agreement.

3. Overview of Restricted Stock Allotment Agreement

(1) Transfer restriction period

(a) Eligible Company's Officers

The Eligible Company's Officer receiving restricted shares shall not under any circumstances dispose of the shares to a third party, including but not limited to transfers, creation of a pledge, creation of collateral rights, gifting before death, and bequests, from the day the shares are allotted until the day that the Eligible Company's Officer retires from any position of director, executive officer or the equivalent ("Company Executive Position").

(b) Eligible Subsidiaries' Officers

The Eligible Subsidiaries' Officer receiving restricted shares shall not under any circumstances dispose of the shares to a third party, including but not limited to transfers, creation of a pledge, creation of collateral rights, gifting before death, and bequests, from the day the shares are allotted until the day that the Eligible Subsidiaries' Officer retires from the position of the subsidiary's director (includes cases where the Eligible Subsidiaries' Officer continues to be involved in management as an executive officer of the said subsidiary) ("Subsidiary Executive Position").

(2) Removal of transfer restrictions

The Company will lift transfer restrictions for all restricted shares upon the expiration of the transfer restriction period, provided that the Eligible Officer has remained in a Company Executive Position or a Subsidiary Executive Position ("Executive Position") continuously throughout the transfer restriction period.

However, if the Eligible Officer retires from an Executive Position during the transfer restriction period due to death or other reason deemed appropriate by the Board, the number of relevant shares and timing of the removal of restrictions may be adjusted to a reasonable extent as needed.

(3) Gratis acquisition of allotted shares

If the Eligible Officer retires from an Executive Position prior to the expiration of the transfer restricted period for any reason other than the justifiable reasons listed in (2) above or for other reasons listed in the Agreement, the Company will acquire all of the allotted shares without consideration.

(4) Treatment in organizational restructuring

In the case of an organizational restructuring during the transfer restriction period that is approved at a General Meeting of Shareholders (or Board of Directors meeting if shareholder approval is not required) – e.g., a merger agreement in which the Company is extinguished, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or other cases – the Company will lift the transfer restrictions prior to the effective date of the reorganization, pursuant to a Board resolution, for the allotted shares in a number reasonably determined based on the period from the starting date of the restricted period to the day that the reorganization is approved. In such case, the Company will acquire the restricted shares without consideration immediately after the transfer restrictions are lifted.

(5) Administration of the allotted stock

The Eligible Officers will open a dedicated account with a securities company designated in advance by the Company in which the restricted stock will be held in custody until the restriction is removed so that the Eligible Officers cannot transfer, create a security interest on, or dispose of in any way the allotted stock during the restriction period.

4. Basis for Calculation of Disposal Amount and Details

The disposal price will be 2,407 yen, the closing price of the Company's common stock traded on the Tokyo Stock Exchange on June 24, 2026 (the business day prior to the Board of Directors resolution) in order to ensure the price eliminates any arbitrariness. This price is believed to be reasonable as it does not provide unduly advantages to Eligible Officers.