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August 26, 2026

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(Securities code: 6047; TSE Standard Market)
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# Notice Regarding Disposal of Treasury Shares as Restricted Stock Compensation

Gunosy Inc. (hereinafter "the Company") resolved at the Board of Directors meeting held on August 26, 2026, to carry out a disposal of treasury shares (hereinafter referred to as the "Treasury Share Disposal" or the "Disposal") as described below, and hereby announces the same.

1. Overview of the Disposal

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| (1) | Disposal Date | September 16, 2026 |
| (2) | Class and Number of Shares to be Disposed of | Common shares of the Company: 41,000 shares |
| (3) | Disposal Price | 420 yen per share |
| (4) | Total Disposal Amount | 17,220,000 yen |
| (5) | Allottees, Number of Allottees, and Number of Shares to be Allotted | Directors of the Company (excluding outside directors): 4 persons, 36,000 shares<br>Executive officers of the Company who do not concurrently serve as directors: 1 person, 5,000 shares |
| (6) | Other | With respect to the Treasury Share Disposal, a securities notification has been submitted pursuant to the Financial Instruments and Exchange Act. |

2. Purpose and Reason for the Disposal

At the Board of Directors meeting held on July 12, 2019, the Company resolved, as part of a review of the officer compensation system, to introduce a Restricted Stock Compensation Plan (hereinafter referred to as the "Plan") as a new compensation system targeting the Company's directors (excluding outside directors; hereinafter referred to as "Eligible Directors"), replacing the existing stock option plan, with the aim of providing incentives to Eligible Directors to achieve the sustained enhancement of the Company's corporate value and to further promote value sharing with shareholders. Furthermore, at the 7th Annual

General Meeting of Shareholders held on August 23, 2019, approval was obtained for the grant of monetary compensation claims not exceeding 100 million yen per annum to Eligible Directors as monetary compensation (hereinafter referred to as "Restricted Stock Compensation") to be used as contributed property for the acquisition of restricted shares under the Plan, and for the transfer restriction period of the restricted shares to be a period of between three and five years as determined by the Company's Board of Directors. The Company has also introduced a restricted stock grant plan similar to the Plan for its executive officers.

On this occasion, taking into consideration the purpose of the Plan, the Company's business conditions, the scope of responsibilities of each Eligible Director, and various other circumstances, and with the aim of securing talented personnel as officers and employees and further enhancing the motivation of Eligible Directors, the Company has resolved to grant monetary compensation claims totaling 17,220,000 yen (hereinafter referred to as the "Monetary Compensation Claims") and 41,000 common shares. Furthermore, in light of the purpose of introducing the Plan, namely to provide incentives to achieve the sustained enhancement of the Company's corporate value and to further promote value sharing with shareholders, the transfer restriction period for this occasion has been set at three years.
In the Treasury Share Disposal, pursuant to the Plan, the 4 Eligible Directors and 1 executive officer who are the intended allottees (hereinafter collectively referred to as the "Allottees") will contribute all of the Monetary Compensation Claims against the Company as property in kind, and the Company's common shares (the "Allotted Shares") will be disposed of to them. The outline of the Restricted Stock Allotment Agreement (hereinafter referred to as the "Allotment Agreement") to be entered into between the Company and the Allottees in connection with the Treasury Share Disposal is as set forth in 3. below.

3. Outline of the Allotment Agreement
(1) Transfer Restriction Period: September 16, 2026 to September 15, 2029

(2) Conditions for Lifting the Transfer Restriction
Subject to the condition that the Allottees continuously hold the position of director or executive officer (who does not concurrently serve as director) of the Company or any of its subsidiaries throughout the transfer restriction period, the transfer restriction on all of the Allotted Shares shall be lifted upon the expiration of the transfer restriction period.

(3) Treatment in the Event of Resignation or Retirement Due to Expiration of Term of Office, Mandatory Retirement Age, or Other Legitimate Reasons During the Transfer Restriction Period

① Timing of Lifting the Transfer Restriction

If an Allottee resigns or retires from all of the positions set forth in (2) above due to expiration of term of office, mandatory retirement age, or other legitimate reasons (excluding death), the transfer restriction on the number of shares set forth in ② below shall be lifted immediately upon such resignation or retirement. In the event of resignation or retirement due to death, the transfer restriction shall be lifted at a time separately determined by the Board of Directors.

② Number of Shares Subject to Lifting of Transfer Restriction
The number of shares shall be calculated by multiplying the number of Allotted Shares held at the time of resignation or retirement as set forth in ① by the number of months from the month including the commencement date of duties for the 15th fiscal year of the Allottee to the month including the date of such resignation or retirement, divided by 12 (if such number exceeds 1, it shall be deemed to be 1); provided that any fraction of less than one share resulting from such calculation shall be rounded down.

(4) Acquisition by the Company Without Consideration
The Company shall automatically acquire, without consideration, any Allotted Shares for which the transfer restriction has not been lifted at the time of expiration of the transfer restriction period or at the time of lifting of the transfer restriction as set forth in (3) above.

(5) Management of Shares
In order to prevent the transfer, creation of security interests, or any other disposition of the Allotted Shares during the transfer restriction period, the Allotted Shares shall be managed in a dedicated account opened by each Allottee at Nomura Securities Co., Ltd. during the transfer restriction period. The Company has entered into an agreement with Nomura Securities Co., Ltd. in connection with the management of the accounts holding the Allotted Shares of each Allottee in order to ensure the effectiveness of the transfer restrictions and other restrictions applicable to the Allotted Shares. In addition, each Allottee shall consent to the terms of management of such account.

(6) Treatment in the Event of Corporate Reorganization, etc.
If, during the transfer restriction period, any matter relating to a merger agreement under which the Company becomes the dissolving company, a share exchange agreement or share transfer plan under which the Company becomes a wholly-owned subsidiary, or any other corporate reorganization, etc., is approved at a general meeting of shareholders of the Company (or, in cases where approval by a general meeting of shareholders of the Company is not required in connection with such corporate reorganization, etc., at a meeting of the Board of Directors of the Company), the Board of Directors shall resolve to lift the transfer restriction on the number of shares calculated by multiplying the number of Allotted Shares held at such time by the number of months from the month including the commencement date of duties for the 15th fiscal year to the month including the date of such approval, divided by 12 (if such number exceeds 1, it shall be deemed to be 1; provided that any fraction of less than one share resulting from such calculation shall be rounded down), immediately prior to the business day preceding the effective date of the corporate reorganization, etc. Furthermore, the Company shall automatically acquire, without consideration, all Allotted Shares for which the transfer restriction has not been lifted immediately after the lifting of such transfer restriction.

4. Basis for Calculation of the Disposal Price and Specific Details Thereof
The Treasury Share Disposal to the intended allottees is carried out using the monetary compensation claims granted as restricted stock compensation for the Company's 15th

fiscal year under the Plan as contributed property. With respect to the disposal price, in order to eliminate arbitrariness, the closing price of the Company's common shares on the Tokyo Stock Exchange on August 25, 2026 (the business day immediately preceding the date of the Board of Directors resolution), which is 420 yen, has been adopted. The Company believes that this price, being the market price immediately prior to the date of the Board of Directors resolution, is reasonable and does not constitute a particularly favorable price.