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Notice Concerning the Disposal of Treasury Shares as Restricted Stock Remuneration for Directors

TECHMATRIX CORPORATION (the “Company”) hereby notifies that, at a meeting of the Board of Directors held on June 27, 2025, it resolved to dispose of treasury shares as restricted stock remuneration (the “Treasury Share Disposal”). The details are as follows.

1. Outline of the Disposal

(1) Payment date	July 25, 2025
(2) Class and number of shares to be disposed of	Ordinary shares of the Company 3,973 shares
(3) Disposal price	2,272 yen per share
(4) Total value of the Disposal	9,026,656 yen
(5) Recipients of treasury shares to be disposed of	Directors of the Company (*) 4 persons, 3,973 shares *Excluding Directors who are Audit & Supervisory Committee Members and Outside Directors.

2. Purposes and Reasons for the Disposal

At a meeting of the Board of Directors held on May 20, 2022, the Company resolved to revise its officer compensation system and introduce a Post-Delivery Type Performance-Linked Share Remuneration Plan for Directors of the Company (excluding Directors who are Audit & Supervisory Committee Members and Outside Directors; hereinafter, “Eligible Directors”) with the aim of providing incentives to further improve business performance and promoting the sharing of value with shareholders.

Furthermore, at the 38th Annual General Meeting of Shareholders held on June 24, 2022, the following was approved: (i) The number of Company shares to be delivered by the Company to Eligible Directors under the

Post-Delivery Type Performance-Linked Share Remuneration Plan will be no more than 60,000 shares per year, and the amount of monetary remuneration claims to be paid will be no more than 60 million yen per year; and (ii) For shares granted under this plan, an allotment agreement must be concluded between the Company and Eligible Directors that stipulates a transfer restriction period of at least three years as stipulated by the Board of Directors of the Company.

Based on a resolution of the Board of Directors held today and in consideration of the Company's business performance in the period April 1, 2024 to March 31, 2025, the Company has resolved to grant a total of 3,973 of the Company's ordinary shares to the four Eligible Directors with a total figure of 9,026,656 yen in monetary remuneration claims against the Company as a contribution in kind (The amount of monetary remuneration claim to be contributed per offered share is 2,272 yen) (hereinafter, the "Allotted Shares").

<Outline of the Allotment Agreement for the Restricted Stock>

An allotment agreement pertaining to the restricted stock (hereinafter, the "Allotment Agreement") shall be concluded individually between the Company and Eligible Directors. An outline of these Allotment Agreements is presented below.

(1) Transfer restriction period

Eligible Directors may not transfer, create a security interest on, or otherwise dispose of the Allotted Shares for a period of three years from the payment date (July 25, 2025).

(2) Conditions for removal of transfer restrictions

The Company shall remove the transfer restrictions on all Allotted Shares upon expiration of the transfer restriction period on the condition that the Eligible Directors continue to serve as Directors of the Company throughout the period set out above in (1).

(3) Gratis acquisition by the Company

If Eligible Directors violate laws and regulations, internal rules or the Allotment Agreement, or if there arises reasonable grounds for the Company, as determined by the Board of Directors, to acquire shares without consideration, the Company will acquire such shares without consideration.

(4) Share administration

In order to prevent the transfer, creation of a security interest on, or disposal of the Allotted Shares during the transfer restriction period, the Eligible Directors shall deposit the Allotted Shares in dedicated accounts opened with Daiwa Securities Co. Ltd. for administration during the transfer restriction period.

(5) Handling in the event of a reorganization of the Company

If a merger agreement in which the Company becomes the absorbed company, a share exchange agreement or a share transfer plan in which the Company becomes a wholly owned subsidiary, or any other matters pertaining to a reorganization is approved at a General Meeting of Shareholders (if the approval of the General Meeting of Shareholders is not required, then the approval of the Board of Directors of the Company) during the transfer restriction period, the Company shall remove the transfer restrictions for all of the Allotted Shares by a resolution of the Board of Directors ahead of the effective date of the aforementioned reorganization.

3. Basis for calculating the amount to be paid for each share and other specific details

The Treasury Share Disposal shall be made by way of monetary remuneration claims paid to the recipients of the treasury shares under this plan in the form of property to be contributed in kind. To avoid issuing the shares based on arbitrary decisions on price, the amount to be paid shall be set to 2,272 yen, which was the closing price of the ordinary shares of the Company on the Tokyo Stock Exchange on June 26, 2025 (the business day immediately prior to the resolution of the Board of Directors). This was the market price immediately before the date of the resolution of the Board of Directors. Absent of any particular circumstances that would indicate that the most recent share price is not a reliable indicator, we believe that this price is a reasonable and appropriate reflection of the corporate value of the Company and is not particularly favorable to the recipients of the said treasury shares.