



February 13, 2026

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| Securities code | 286A; Tokyo Stock Exchange Growth Section |
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Notice Regarding Revision of the Executive Compensation System and Introduction of a Restricted Stock Compensation Plan

EUCALIA, inc. (Head Office: Chiyoda-ku, Tokyo; President and Representative Director: Hideo Misawa, "the Company") hereby announces that, at a meeting of its Board of Directors held today, it resolved to revise the compensation system for Directors (excluding Directors who are Audit and Supervisory Committee Members, the "Eligible Directors") (the "Revision"). Accordingly, at the 21st Annual General Meeting of Shareholders scheduled to be held on March 26, 2026 (the "General Meeting"), the Company will submit a proposal regarding the introduction of a restricted stock compensation plan (the "Plan") and the establishment of the maximum number of shares of the Company to be granted to Eligible Directors thereunder.

Subject to approval of the relevant proposal at the General Meeting, the revised compensation system will be applied to compensation for Directors effective as of the conclusion of the Annual General Meeting of Shareholders to be held in March 2026. The Revision was submitted to the Board of Directors following a recommendation by the Compensation Committee based on advice from an external professional institution and was duly approved.

1. Purpose of the Revision

As part of the responsibilities of management and the Board of Directors, the Company aims to conduct management with an awareness of capital costs and share price. Through the introduction of the restricted stock compensation plan, the Company intends to clearly promote the steady execution of duties to motivate management personnel toward sustainable growth, thereby achieving management targets and strengthening competitiveness.

2. Overview of the Revision

The Revision consists of changes to the composition ratio and level of compensation for Eligible Directors, the introduction of performance evaluation indicators, and the introduction of the restricted stock compensation plan.

(1) Revision of Compensation Composition Ratio and Level

Currently, compensation for Eligible Directors consists of base compensation and stock options. Under the Revision, the compensation structure will be changed as follows. The overall level of total compensation and the ratio of variable compensation have been determined with reference to compensation market survey data provided by an external professional institution.

| Compensation Structure | Fixed Compensation | Variable Compensation | |
|------------------------|--------------------|----------------------------------|---------------------------------|
| | | ② Performance-based Compensation | ③ Restricted Stock Compensation |
| Before the Revision | 100% | — | — |
| After Revision | Approx. 85% | Approx. 15% | |

- ① Base Compensation: Monthly compensation is determined according to the responsibilities of each Director.
- ② Performance-Linked Monetary Compensation: Compensation determined individually according to each Director's contribution, within a maximum of 5% of consolidated net income attributable to owners of the parent for the previous fiscal year.
- ③ Restricted Stock Compensation (newly established): Compensation linked to the medium- to long-term share price through restricted stock awards.

Note: Stock options are not included in the above compensation structure ratio.

(2) Introduction of the Restricted Stock Compensation Plan

(i) Purpose of Introducing the Plan

The Plan is intended to promote the steady execution of duties to motivate management personnel toward sustainable growth, to achieve management targets and enhance competitiveness, and to provide a long-term incentive that enables Directors to share both the benefits and risks of share price fluctuations with shareholders, thereby further increasing their motivation to contribute to share price appreciation and enhancement of

corporate value.

(ii) Conditions for Introduction

As the Plan provides monetary compensation claims to Eligible Directors for the purpose of granting restricted stock, its introduction is subject to approval by shareholders at the General Meeting.

At the Extraordinary General Meeting of Shareholders held on August 9, 2024, shareholder approval was obtained for total annual compensation for Eligible Directors of up to 204 million yen (including up to 13 million yen for Outside Directors). As part of the review of the executive compensation system, the Company plans to seek approval to provide compensation for the allotment of restricted stock within the aforementioned compensation limit, with the aim of providing incentives for the sustainable enhancement of corporate value and further promoting value sharing with shareholders.

(iii) Outline of the Plan

Under the Plan, Eligible Directors will pay in, as contribution in kind, all monetary compensation claims granted by the Company and, in return, will receive issuance or disposal of the Company's common shares.

The total amount of monetary compensation claims to be granted to Eligible Directors under the Plan shall not exceed 30 million yen per year. The total number of the Company's common shares to be issued or disposed of under the Plan shall not exceed 34,000 shares per year; provided, however, that in the event of a stock split (including a gratis allotment of common shares) or a consolidation of shares with an effective date after the date of the resolution of the General Meeting, the total number of shares shall be adjusted within a reasonable range in accordance with the split ratio or consolidation ratio.

The specific timing of payment and allocation to each Eligible Director shall be determined by the Board of Directors.

The amount to be paid in per share shall be determined by the Board of Directors based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day preceding the date of each Board resolution (or, if no trading occurs on that date, the closing price on the most recent preceding trading day), within a range that is not particularly favorable to the Eligible Directors.

In connection with the issuance or disposal of shares under the Plan, the Company will enter into a restricted stock allotment agreement with each Eligible Director. The agreement shall include provisions such as: (a) prohibition of transfer to a third party, creation of security interests, or any other disposition of the shares during the period of service as Director (the "Restriction Period"); and (b) acquisition of the shares by the Company without consideration upon the occurrence of certain events.

During the Restriction Period, the shares will be managed in a dedicated account for

restricted stock opened by each Eligible Director at Okasan Securities Co., Ltd., so that transfer, creation of security interests, or other disposition cannot be made during such period.

Subject to approval of the proposal regarding the introduction of the Plan at the General Meeting, the Company also plans to introduce a restricted stock compensation plan similar to the Plan for its Executive Officers.

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