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For Immediate Release

INTLOOP Inc.

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**Notice Concerning the Amount and Details of Remuneration, etc.
in the Form of Stock Options for Directors**

INTLOOP, Inc. (the “Company”) hereby announces that at a meeting of its Board of Directors held today, it was resolved to propose to the 21st Annual General Meeting of Shareholders, scheduled for October 29, 2025 (the “Annual General Meeting”), a resolution concerning the amount and details of remuneration, etc., of share acquisition rights in the form of stock options for Directors (excluding Directors who are Audit and Supervisory Committee Members), pursuant to the provisions of Article 361 of the Companies Act.

1. Reason for the Proposal and Justification for the Remuneration

The Company seeks approval for the amount of remuneration, etc., and the specific details of share acquisition rights in the form of tax-qualified stock options for its Directors (excluding Directors who are Audit and Supervisory Committee Members). This motion is intended to increase their motivation and willingness to achieve the medium-term management plan and to continuously enhance the corporate value of the INTLOOP Group, thereby promoting business development that places even greater emphasis on the interests of its shareholders.

2. Details of the Proposal (Amount of Remuneration, etc. and Details of the Share Acquisition Rights)

(1) Amount of Remuneration, etc. of the Share Acquisition Rights in the Form of Stock Options

Based on Article 361, Paragraph 1 of the Companies Act, the amount of monetary remuneration for the Company’s Directors (excluding Directors who are Audit and Supervisory Committee Members) was approved at the Annual General Meeting of Shareholders held on October 28, 2021, to be within an annual limit of 200 million yen. This amount has remained unchanged to date.

To further increase the motivation and morale of its Directors to enhance business performance and corporate value, and to promote business development that places even greater emphasis on shareholder interests, the Company is seeking approval for a new annual limit of 100 million yen for remuneration, etc. in the form of tax-qualified stock options for the Directors (excluding Directors who are Audit and Supervisory Committee Members), separate from the existing monetary remuneration limit.

The amount of the share acquisition rights to be issued as tax-qualified stock option remunerations to the Company's Directors (excluding Directors who are Audit and Supervisory Committee Members) will be the fair value per share acquisition right, calculated on the allotment date, multiplied by the total number of the share acquisition rights to be allotted. For the calculation of the fair value per share acquisition right on the allotment date, the Company will use a calculation method commonly used for determining the fair value of share acquisition rights.

Currently, the Company has five Directors (including three Directors who are Audit and Supervisory Committee Members). However, after the approval of Proposals 1 and 2 as originally drafted, the number of Directors will be six (including three Directors who are Audit and Supervisory Committee Members). Furthermore, in addition to its Directors (excluding Directors who are Audit and Supervisory Committee Members), the Company plans to allocate similar tax-qualified stock options to its employees. The specific grantees, timing of payment, and distributions will be determined by the Board of Directors.

(2) Details of Remuneration, etc. (Specific Details of the Share Acquisition Rights Issued in the Form of Stock Options)

1) Number of the Share Acquisition Rights

The maximum number of share acquisition rights to be issued within one year from the date of the Annual General Meeting of Shareholders for each fiscal year shall be 600.

2) Class and Number of Shares to be Issued upon Exercise of the Share Acquisition Rights

The maximum number of shares to be issued upon exercise of the share acquisition rights within one year from the date of the Annual General Meeting of Shareholders for each fiscal year shall be 60,000 shares. The class of shares to be issued upon exercise of the share acquisition rights shall be common stock, and the number of shares to be issued upon exercise of each share acquisition right (the "Number of Granted Shares") shall be 100 shares.

In the event that, following the allotment date of the share acquisition rights, the Company conducts a stock split of its common shares (including free allotment of its common shares; the same shall apply hereinafter) or stock consolidation, the Number of Granted Shares shall be adjusted using the formula below. However, the adjustment will only apply to those shares underlying the share acquisition rights that have not been exercised by the time of the split or consolidation, and any fraction of less than one share resulting from the adjustment shall be rounded down.

$$\text{Post-adjustment Number of Granted Shares} = \text{Pre-adjustment Number of Granted Shares} \times \text{ratio of stock split or stock consolidation}$$

If, after the allotment date of the share acquisition rights, the Company is required to adjust the Number of Granted Shares because it conducts a merger, company split, stock exchange or stock distribution, or otherwise due to similar reasons, the Company may appropriately adjust the Number of Granted Shares within a reasonable scope.

3) Amount to be Paid in Exchange for the Share Acquisition Rights

No payment of money shall be required in exchange for the share acquisition rights.

4) Value of the Assets to be Contributed upon Exercise of the Share Acquisition Rights

The value of the assets to be contributed upon the exercise of one share acquisition right shall be the amount to be paid in per share that can be granted upon exercise of the share acquisition rights (hereinafter, the "Exercise Price") multiplied by the Number of Granted Shares.

The Exercise Price shall be the average of the closing prices of the Company's common stock on the Tokyo Stock Exchange on each day (excluding days on which no transaction took place) of the month preceding the month of the allotment date of the share acquisition rights, multiplied by 1.05 (any fraction less than one yen shall be rounded up). However, if this value is less than the closing price on the allotment date of the share acquisition rights (or the closing price of the most recent trading day prior to the allotment date if no transaction occurred), the said closing price shall be the Exercise Price.

In the event that the Company conducts a stock split or a stock consolidation after the allotment date of the share acquisition rights, the Exercise Price shall be adjusted according to the following formula, with any fraction less than one yen resulting from the adjustment to be rounded up.

$$\text{Post-adjustment Exercise Price} = \text{Pre-adjustment Exercise Price} \times \frac{1}{\text{Ratio of split or consolidation}}$$

Moreover, in the event that the Company issues new shares or disposes of treasury shares at a price below the market value for its common shares after the allotment date of the share acquisition rights (excluding the issuance of new shares or disposal of treasury shares based on the exercise of the share acquisition rights, or the issuance of new shares and delivery of treasury shares due to a merger, company split, stock exchange, or stock distribution), the Exercise Price shall be adjusted according to the following formula, with any fraction less than one yen resulting from the adjustment to be rounded up.

$$\text{Post-adjustment Exercise Price} = \text{Pre-adjustment Exercise Price} \times \frac{\frac{\text{Number of shares already issued} + \frac{\text{Number of newly issued shares} \times \text{Paid-in amount per share}}{\text{Market value per share before new issue}}}{\text{Number of shares already issued} + \text{Number of shares newly issued}}}$$

In the above formula, "Number of shares already issued" refers to the number obtained by subtracting the number of treasury shares pertaining to the Company's common stock from the total number of issued shares of its common stock, and when disposition is made of treasury shares pertaining to the Company's common stock, "Number of shares newly issued" shall be read as "Number of treasury shares disposed."

Furthermore, in addition to what is stated above, if the Company is required to adjust the Exercise Price because it conducts a merger, company split, stock exchange or stock distribution after the allotment date of the share acquisition rights, or otherwise due to similar reasons, the Company may appropriately adjust the Exercise Price within a reasonable scope.

5) Period during which the Share Acquisition Rights May be Exercised

The exercise period shall be a period determined by the Board of Directors, ranging from the date two years after the date of the resolution for the grant of the share acquisition rights to the date ten years after the date of the said resolution.

6) Restrictions on Acquisition of the Share Acquisition Rights by Transfer

Acquisition of the share acquisition rights by transfer requires the approval of the Board of Directors.

7) Terms of Exercising the Share Acquisition Rights

- i) The share acquisition rights holders must hold the position of Director, Auditor, or employee of the Company or its subsidiaries at the time of exercising the share acquisition rights. This, however, shall not apply in cases of resignation due to expiration of term, mandatory retirement, or other reasons deemed justifiable by the Board of Directors.

- ii) Exercise of the share acquisition rights by heirs of holders of the share acquisition rights is not permitted.
- iii) If the exercise of the share acquisition rights would cause the total number of issued shares of the Company to exceed the total number of authorized shares at that time, such share acquisition rights may not be exercised.
- iv) Partial exercising of any fraction less than one of the share acquisition rights is not permitted.
- v) Other conditions for the exercise of the share acquisition rights shall be determined by a resolution of the Board of Directors.

8) Matters Regarding the Acquisition of the Share Acquisition Rights

- i) In the event that the General Meeting of Shareholders approves (or the Board of Directors resolves if approval by the General Meeting of Shareholders is not required) a merger agreement where the Company becomes the dissolving company, a split agreement or plan for a company split where the Company becomes the splitting company, or a stock exchange agreement, stock distribution plan, or stock transfer plan where the Company becomes a wholly-owned subsidiary, the Company may acquire all of the share acquisition rights without compensation on a date to be separately determined by the Board of Directors.
- ii) If any share acquisition right holder becomes unable to exercise the share acquisition rights prior to exercising them due to the provisions specified in 7) above, the Company may acquire the unexercisable share acquisition rights without compensation on a date to be separately determined by the Board of Directors.

9) Other Terms of the Share Acquisition Rights Offering

Other details of the share acquisition rights shall be decided by the Board of Directors for determining the terms of the share acquisition rights offering.

(Note) This document is a translation of the original Press Release in Japanese. This translation is provided for your reference and convenience only and without any warranty as to its accuracy or otherwise. In the event of any discrepancy, the original Press Release in Japanese shall prevail.