



April 20, 2026

For Immediate Release

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Notice Regarding Continuation and Partial Amendment of  
Performance-linked Stock Compensation Plan for Officers

BELLSYSTEM24 HOLDINGS, INC. (Head Office: Minato-ku, Tokyo; President, CEO and Representative Director: Hiroshi Kajiwara; hereinafter the “Company”) hereby announces that it has resolved at a meeting of its Board of Directors held on April 20, 2026 to submit proposals concerning the partial amendment and continuation of the Board Incentive Plan Trust (hereinafter the “Trust”), a performance-linked stock compensation plan (hereinafter the “Plan”) introduced in fiscal 2018 for its Directors (excluding Outside Directors, nonresidents of Japan and people dispatched from other companies) and its Executive Officers (excluding nonresidents of Japan and people dispatched from other companies; hereinafter, Directors and Executive Officers shall collectively be the “Directors, etc.”) and Directors (excluding Outside Directors, nonresidents of Japan and people dispatched from other companies) and Executive Officers (excluding nonresidents of Japan and people dispatched from other companies) of the Company’s major subsidiaries (Hereinafter, the Company and its major subsidiaries shall collectively be the “Covered Companies,” and the Directors, etc. of the Company and Directors and Executive Officers of the major subsidiaries shall collectively be the “Eligible Directors, etc.”) at the 12th General Meeting of Shareholders scheduled on May 27, 2026 (hereinafter the “Shareholders Meeting”). Details are as follows.

Details

1. Continuation of the Plan

- (1) As a result of the formulation of Medium-term Management Plan 2028, which was announced on April 8, 2026, the Covered Companies will partially amend the Plan as described in 2., below, and continue the Plan to ensure it facilitates the improvement of the business performance of the BELLSYSTEM24 Group (hereinafter the “Group”) over the medium- to long-term and the increase of corporate value.
- (2) The partial amendment of the Plan is conditional upon its approval at the Shareholders’ Meeting.

- (3) In the Plan, a BIP Trust scheme similar to performance-linked stock compensation (performance shares) and restricted stock compensation (restricted stock) schemes in Europe and the United States is adopted. Under it, shares of the Company's stock and funds in amounts equivalent to the conversion price of these shares (hereinafter the "Shares of the Company, etc.") are granted and provided to Eligible Directors, etc. (hereinafter "Delivery, etc." or, as the context requires, "Deliver" or "Delivered"), in accordance with their titles, the degree of achievement of business performance targets, etc.

## 2. Partial amendments to the Plan

The Company will continue the Plan by extending the trust period of the Trust by three years by amending the trust agreement and creating an additional trust. The applicable period after the continuation of the Plan will be three fiscal years, from the fiscal year ending February 28, 2027 to the fiscal year ending February 28, 2029. Conditional upon approval at the Shareholders' Meeting, the following points in the existing Plan will be revised for the continuation of the Plan. Excluding the amendments detailed below, the content of the Plan will remain unchanged.

- (1) Method for calculating the number of the Shares of the Company, etc. to be Delivered to the Eligible Directors, etc. (corrections are underlined.)

The number of the Shares of the Company, etc. to be Delivered to the Eligible Directors, etc. will be calculated based on the number of points granted to Eligible Directors, etc. every year.

The method for calculating points under the Plan after the revision is as follows.

In May every year during the trust period, Eligible Directors, etc. will receive performance-linked points, which are points for the fiscal year ending on the last day of February of the same year that are granted to incentivize the Eligible Directors, etc. to contribute to the improvement of the Company's business performance over the medium to long term and increase corporate value. At the same time, Eligible Directors, etc. will also receive fixed points, which are points granted to Eligible Directors, etc. based on their holding of Shares of the Company, etc. during their tenure of office to reinforce their sharing of common interests with shareholders.

The ratio of performance-linked points to fixed points will be 7:3.

- (i) Performance-linked points

These points are calculated by multiplying the reference points predetermined for each title by a performance-linked coefficient based on the degree of achievement of performance goals for the individual fiscal year during the applicable period. The performance-linked coefficient will be determined according to the degree of achievement of financial (net income attributable to owners of the parent, etc.) and non-financial indicator targets.

- (ii) Fixed points

They are calculated based on the reference points predetermined for each title.

One point equates to one share of the Company; provided, however, that if a situation arises during the trust period whereby it is deemed fair to make adjustments to the number of points, such as a share split or share consolidation with respect to the Company's shares, the number of the Company's shares granted per point will be adjusted according to such split ratio, consolidation ratio, or such like.

For reference: Overview of the trust agreement

(1) Type of trust	Money trust other than the individually operated designated money trust (third-party-benefit trust)
(2) Purpose of trust	Incentive granted to Eligible Directors, etc.
(3) Trustor	The Company
(4) Trustee	Mitsubishi UFJ Trust and Banking Corporation (Joint trustee: The Master Trust Bank of Japan, Ltd.)
(5) Beneficiaries	Eligible Directors, etc. who meet the requirements for beneficiaries
(6) Trust administrator	A third party who is a professional business practitioner and has no conflicts of interest with the Company
(7) Date of agreement to extend trust period	July 13, 2026 (planned)
(8) Trust period after extension	From August 1, 2026 to July 31, 2029 (planned)
(9) Handling of voting rights	Not to be exercised.
(10) Type of shares to be acquired	Common shares of the Company
(11) Maximum amount of trust money	A total of 315 million yen in any single applicable period (three business years) (including trust fees and trust expenses)
(12) Timing of share acquisition	From July 16, 2026 to July 31, 2026 (planned)
(13) Method of share acquisition	Acquisition in the stock market
(14) Rights holder	The Company
(15) Residual assets	The residual assets that the Company, the holder of a vested right, may receive shall be within the reserve for trust expenses after deducting the funds for the acquisition of shares from the trust money.