



MEMBERSHIP

June 26, 2025

Company: CAREERLINK CO., LTD.
Representative: Motoaki Narusawa, President,
Representative Director, and
Executive Officer
(Securities code: 6070; Tokyo Stock
Exchange, Prime)
Contact Point: Hiroyoshi Fujieda, Director,
Managing Executive Officer, and
General Manager of Administration
Division
(Phone: +81-(0)3-6311-7321)

Notice Concerning the Issuance of Stock-Compensation-Type Stock Options (Stock Acquisition Rights)

CAREERLINK CO., LTD. (the “Company”) announces that at a meeting of the Board of Directors held today (June 26, 2025), it resolved to issue stock acquisition rights as stock-compensation-type stock options to Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors), pursuant to the provisions of Articles 236, 238, and 240 of the Companies Act, as described below. Furthermore, as the total issue price of this stock-compensation-type stock option is less than 100 million yen, it does not constitute a material fact for insider trading purposes.

1. The purpose of issuing stock acquisition rights as stock options
Stock-compensation-type stock options will be issued to Directors to raise their awareness in sharing the benefits and risks of fluctuating stock prices with the shareholders, as well as to raise their motivation to contribute to the improvement of business performance and enhancement of corporate value, thereby strongly encouraging them to achieve the Medium-term Management Plan.
2. Details of the issuance of the stock acquisition rights
 - (1) Name of the stock acquisition rights
CAREERLINK CO., LTD. July 2025 Stock-Compensation-Type Stock Acquisition Rights
 - (2) Total number of stock acquisition rights
The total number of stock acquisition rights shall be 55.
The above total represents the number of stock acquisition rights planned for allotment. In the event of a decrease in the total number of stock acquisition rights allotted, due to undersubscription and other factors, the total number of stock acquisition rights to be issued shall be the total number of stock acquisition rights to be allotted.

- (3) Persons eligible to receive the allotment of stock acquisition rights, the number of recipients, and the number of stock acquisition rights to be allotted.

Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors):

Four (4) individuals, 55 stock acquisition rights

- (4) The class and number of shares under the stock acquisition rights

The class of shares under the stock acquisition rights shall be the common stock of the Company, and the number of shares for each stock acquisition right (the “Number of Shares Granted”) shall be 100.

However, if after the date of allotment of the stock acquisition rights (the “Allotment Date”), as set forth in paragraph (14) below, the Company conducts a stock split (including a gratis allotment of common stock of the Company, hereinafter the same shall apply) or a reverse stock split of its common stock, the Number of Shares Granted shall be adjusted according to the following formula.

Adjusted Number of Shares Granted = Number of Shares Granted before adjustment x Ratio of the stock split or stock consolidation

Fractions of less than one share resulting from the above adjustment shall be omitted.

The Adjusted Number of Shares Granted shall become effective, in the case of a stock split, on and after the day following the record date of the relevant stock split (or its effective date if no record date is specified) or, in the case of a consolidation of shares, on and after its effective date; provided, however, that, in the event that a stock split is conducted on the condition that a proposal to increase stated capital or capital reserves by reducing the amount of surpluses is approved at the General Meeting of Shareholders and that the record date for such stock split is prior to the date of closing of said General Meeting of Shareholders, the Adjusted Number of Shares Granted shall become effective on and after the day following the date of closing of said General Meeting of Shareholders.

In addition to the above, after the Allotment Date, if the Company merges with another corporation, conducts a company split or share transfer, or is deemed necessary in similar circumstances to adjust the Number of Shares Granted, the Board of Directors of the Company may make the adjustments deemed necessary to the Number of Shares Granted.

- (5) The value of assets to be contributed upon the exercise of the stock acquisition rights

The amount of assets to be contributed upon exercise of each stock acquisition right shall be the amount that is equal to the product of one yen as the exercise price per share for the shares that may be issued upon exercise of the stock acquisition rights and the Number of Shares Granted.

- (6) Calculation method for the amount to be paid in per stock acquisition right (issue price)

The amount to be paid in per stock acquisition right (issue price) shall be calculated based on the Black-Scholes model on the Allotment Date. This amount shall represent the fair price of the stock acquisition right, and it shall not constitute a favorable issuance. Additionally, pursuant to the provisions of Article 246, Paragraph 2 of the Companies Act, the compensation receivables from the Company held by the persons who are to receive the allotment shall offset the obligation to pay the amount to be paid in for the stock acquisition rights.

- (7) Exercise period of the stock acquisition rights

Within 30 days from the date following the first General Meeting of Shareholders to be held on and after the Allotment Date of the stock acquisition rights (if the 30th day is a holiday, then until the preceding business day).

- (8) Conditions for the exercise of stock acquisition rights

- 1) In the event that a stock acquisition rights holder loses his or her position of Director before the first General Meeting of Shareholders to be held on and after the Allotment Date of the stock acquisition rights, the number of stock acquisition rights, which may

be exercised shall be adjusted according to the duration of the term of office of the relevant Director, as provided in the Stock Acquisition Right Allotment Agreement to be concluded between the Company and the stock acquisition rights holder.

- 2) Notwithstanding the provisions of paragraph (1) above, in the event that the following proposals are approved by the Company's General Meeting of Shareholders (or by resolution of the Board of Directors, when approval of said meeting is not required, or a decision is made by the Executive Officers who have been delegated authority pursuant to the provisions of Article 416, Paragraph 4 of the Companies Act), the stock acquisition right holders may only exercise their stock acquisition rights within 30 days of the day following the date of such approval: a proposal to approve a merger agreement in which the Company becomes the non-surviving company; a proposal to approve either a company split agreement or plans for a company split in which the Company becomes the split company; or a proposal to approve a share exchange agreement or a share transfer plan in which the Company will become a wholly owned subsidiary. However, the foregoing shall not apply when stock acquisition rights holders are issued stock acquisition rights of a reorganized company pursuant to the matters concerning issuance of stock acquisition rights accompanying the act of reorganization, as set forth in paragraph (12) below.
 - 3) Other conditions shall be set forth in the "Stock Acquisition Rights Allotment Agreement" to be concluded between the Company and the stock acquisition rights holder.
- (9) Matters concerning the increase in the amount of stated capital and capital reserves when issuing shares upon the exercise of stock acquisition rights
- 1) The amount of increase in stated capital arising from the issuance of new shares upon exercise of the stock acquisition rights shall be 50% of the maximum amount of capital increase calculated pursuant to Article 17, Paragraph 1 of the Corporate Accounting Rules, with the resulting amounts of less than one yen rounded up to the nearest yen.
 - 2) The amount of increase in capital reserves arising from the issuance of new shares upon exercise of the stock acquisition rights shall be calculated by subtracting the amount of increase in stated capital determined under 1) above from the maximum amount of capital increase referred to in 1) above.
- (10) Conditions for the acquisition of the stock acquisition rights
- If any of the proposals listed in 1), 2), 3), 4) or 5) below is approved at the General Meeting of Shareholders of the Company (or, if a resolution of the General Meeting of Shareholders is not required, is resolved at the Board of Directors meeting, or a decision is made by the Executive Officers who have been delegated authority pursuant to the provisions of Article 416, Paragraph 4 of the Companies Act), the Company may acquire the stock acquisition rights without consideration on the date to be separately determined by the Board of Directors of the Company:
- 1) Proposal for approval of a merger agreement under which the Company will become a non-surviving company;
 - 2) Proposal for approval of a split agreement or split plan under which the Company will be split;
 - 3) Proposal for approval of a share exchange agreement or share transfer plan under which the Company will become a wholly-owned subsidiary;
 - 4) Proposal for approval of an amendment to the Articles of Incorporation to establish the provision that an acquisition by way of transfer of any of the shares to be issued by the Company shall require the approval of the Company; and
 - 5) Proposal for approval of an amendment to the Articles of Incorporation to establish the provision that an acquisition by way of transfer of a class of shares to be delivered upon exercise of the stock acquisition rights shall require the approval of the Company or that the Company may acquire all of such class of shares upon a resolution of the General Meeting of Shareholders.

- (11) Restrictions on the acquisition of the stock acquisition rights by way of transfer
The acquisition of stock acquisition rights by way of transfers shall require approval by resolution of the Company's Board of Directors.
- (12) Matters concerning the issuance of stock acquisition rights accompanying the act of reorganization
In the event of a merger (only in cases where the Company becomes a non-surviving company as a result of the merger), an absorption-type company split or incorporation-type company split (only in respective cases where the Company becomes the split company), a share exchange or share transfer (only in respective cases where the Company becomes a wholly owned subsidiary) (Hereinafter, the foregoing shall be referred to collectively as the "Act of Reorganization"), the Company shall issue stock acquisition rights as per a corporation described in Article 236, Paragraph 1, Items 8.1 through 8.5 of the Companies Act (the "Reorganized Company") to each stock acquisition rights holder of stock acquisition rights remaining unexercised immediately before the effective date of the Act of Reorganization (the "Remaining Stock Acquisition Rights"). (Hereinafter, the "effective date" shall refer to the effective date of an absorption-type merger for such mergers, the date of incorporation of a new company for incorporation-type mergers, the effective date of an absorption-type company split for such company splits, the effective date of incorporation of a new company for incorporation-type company splits, the effective share exchange date for share exchanges, and the date of incorporation of a wholly owning parent company through a stock transfer, for share transfers. Hereinafter, the same shall apply.) However, the foregoing is conditional upon providing for the issuance of stock acquisition rights of the Reorganized Company in the absorption-type merger agreement, the incorporation-type merger agreement, the absorption-type company split agreement, the incorporation-type company split plan, the share exchange agreement, or the share transfer plan in accordance with the following items:
- 1) The number of stock acquisition rights of the Reorganized Company to be issued
The Company shall issue the same number of stock acquisition rights as the Remaining Stock Acquisition Rights held by each stock acquisition right holder.
 - 2) The class of shares of the Reorganized Company under the stock acquisition rights
Shares of common stock of the Reorganized Company
 - 3) The number of shares of the Reorganized Company under the stock acquisition rights
This is to be determined in accordance with paragraph (4) above, taking into consideration the conditions of the Act of Reorganization.
 - 4) The value of assets to be contributed upon exercise of the stock acquisition rights
The value of assets to be contributed upon exercise of each stock acquisition right shall be the amount that is equal to the product of the exercise price after reorganization, as set forth below, and the number of shares of the Reorganized Company under the stock acquisition rights, as determined under 3) above. The exercise price after reorganization shall be one yen per share of the Reorganized Company, which may be received upon exercise of each stock acquisition right to be delivered.
 - 5) Exercise period of the stock acquisition rights
The period shall be from whichever is the later of the start date of the exercise period of the stock acquisition rights, as set forth in paragraph (7) above and the effective date of the Act of Reorganization to the date on which the exercise period of the stock acquisition rights expires, as set forth in paragraph (7) above.
 - 6) Matters concerning the increase in the amount of stated capital and capital reserves when issuing shares upon the exercise of stock acquisition rights
To be determined in accordance with paragraph (9) above.
 - 7) Restrictions on the acquisition of the stock acquisition rights by way of transfer
The acquisition of stock acquisition rights by way of transfer shall require approval by resolution of the Reorganized Company's Board of Directors.
 - 8) Conditions for the exercise of stock acquisition rights
To be determined in accordance with paragraph (8) above.
 - 9) Conditions for the acquisition of the stock acquisition rights
To be determined in accordance with paragraph (10) above.
- (13) Procedure for handling fractions of less than one share resulting from the exercise of stock

acquisition rights

In the event that fractions of less than one share are to be issued to stock acquisition rightsholders exercising stock acquisition rights, such fractions shall be omitted.

(14) Stock acquisition right allotment date

July 15, 2025

(15) Handling procedure for the issue of securities with stock acquisition rights

Securities with stock acquisition rights shall not be issued