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Notice Concerning Disposal of Treasury Shares as Transfer-Restricted Stock-Based Remuneration

Tomoku Co., Ltd. (the “Company”) hereby announces that it has resolved, at a meeting of the Board of Directors held today, to dispose of treasury shares as transfer-restricted stock-based remuneration (hereinafter the “Disposal of Treasury Shares”). The details are as described below.

1. Overview of disposal

(1) Due date of payment	July 10, 2026
(2) Class and number of shares subject to disposal	29,400 common shares of the Company
(3) Disposal price	¥3,775 per share
(4) Total disposal amount	¥110,985,000
(5) Scheduled disposal recipients	Six (6) Directors of the Company*1: 16,700 shares Fifteen (15) Executive Officers of the Company*2: 11,700 shares Two (2) Representative Director of the main subsidiary of the Company: 1,000 shares *1 Excluding External Directors *2 Excluding Directors concurrently serving as Executive Officers
(6) Other	A timely disclosure report will be submitted regarding this Disposal of Treasury Shares in accordance with the Financial Instruments and Exchange Act.

2. Purpose and reason for disposal

At the 83rd Annual General Meeting of Shareholders of the Company held on June 23, 2022, the introduction of a stock-based remuneration plan (hereinafter the “Plan”), under which transfer-restricted shares are granted to Directors (excluding External Directors) of the Company was approved. The purpose of the plan is for Directors (excluding External Directors) to share the benefits and risks

of stock price fluctuations with shareholders, thereby further enhancing their motivation to contribute to an increase in the stock price and corporate value. At this Annual General Meeting, it was also approved, among others, that the total annual amount of monetary compensation claims to be granted to Directors (excluding External Directors) as remuneration, etc. relating to transfer-restricted shares under the Plan shall be set at 80 million yen or less, that the total number of transfer-restricted shares to be allotted to Directors (excluding External Directors) of the Company each fiscal year shall be 40 thousand shares or less, and that the transfer restriction period for the transfer-restricted shares shall be set as the period from the date on which the transfer-restricted shares are granted until the date on which the recipient retires or resigns from all positions as Director, Executive Officer, or Advisor of the Company or its subsidiaries.

In addition, in order for Executive Officers of the Company and Representative Directors of the main subsidiaries of the Company to share the benefits and risks of stock price fluctuations with shareholders, thereby further enhancing their motivation to contribute to an increase in the stock price and corporate value, granting of transfer-restricted shares to them has been determined.

At a meeting of the Board of Directors held today, the Company has resolved that it shall pay monetary compensation claims totaled 110,985,000 yen as transfer-restricted stock-based remuneration, for the period between the 87th and 88th Annual General Meetings of Shareholders of the Company, to the scheduled allottees consisting of six Directors, fifteen Executive Officers of the Company, and two Representative Director of a main subsidiary of the Company (hereinafter the “Allottees”), and that, upon the Allottees making in-kind contributions of all such monetary compensation claims, 29,400 shares of the Company’s common shares shall be allotted as specified transfer-restricted shares. The Company has determined the amount of monetary compensation claims to be granted to each of the Allottees, comprehensively taking into account matters such as the level of contribution of each Allottee to the Company. Furthermore, those monetary compensation claims will be granted to each of the Allottees on the condition that each of them has concluded a transfer-restricted shares allotment agreement with the Company (hereinafter the “Allotment Agreement”), which shall, in substance, include the following content as the details thereof.

3. Overview of the Allotment Agreement

(1) Transfer restriction period

The transfer restriction period shall be from July 10, 2026 until the date on which the Allottee retires or resigns from all positions as Director, Executive Officer, and Advisor of the Company and the subsidiaries of the Company.

During the transfer restriction period as set forth above (hereinafter the “Transfer Restriction Period”), the Allottees shall not transfer, establish a pledge, assign by way of security, make gifts inter vivos, bequeath or otherwise dispose of (hereinafter the “Transfer Restrictions”) the transfer-restricted shares allotted to them (hereinafter the “Allotted Shares”).

(2) Acquisition of transfer-restricted shares without consideration

If the Allottee retires or resigns from all positions as Director, Executive Officer, and Advisor of the Company and its subsidiaries between the commencement date of the Transfer Restriction Period and the day immediately preceding the date of the first upcoming Annual General Meeting of Shareholders of Company, the Company shall automatically acquire the Allotted Shares without consideration at the time of the retirement or resignation unless there is a reason deemed justifiable by the Board of Directors of the Company.

In addition, if, as of the time of the expiration of the Transfer Restriction Period (hereinafter the “Time of Expiration”), there remain any Allotted Shares for which the Transfer Restrictions have not been lifted based on the grounds for lifting of the Transfer Restrictions as set forth in (3) below, the Company shall automatically acquire those Allotted Shares immediately after the Time of Expiration.

(3) Lifting of the Transfer Restrictions

The Company will lift, as of the Time of Expiration, the Transfer Restrictions on all Allotted Shares held by the Allottee at that time, on the condition that the Allottee has continuously held the position as Director, Executive Officer, or Advisor of the Company or its subsidiaries between the commencement date of the Transfer Restriction Period and the date on which the first upcoming Annual General Meeting of Shareholders of Company is held. However, if the Allottee retires or resigns from all positions as Director, Executive Officer, and Advisor of the Company and its subsidiaries on or before the day immediately preceding the date of the first upcoming Annual General Meeting of Shareholders of Company after the commencement date of the Transfer Restriction Period due to a reason deemed justifiable by the Company’s Board of Directors, the Company shall calculate the number of the Allotted Shares for which the Transfer Restrictions shall be lifted and lift the Transfer Restrictions on those shares immediately after the retirement or resignation. The number of such Allotted Shares shall be calculated by dividing by twelve the number of months from July 2026 through the month that includes the date of the retirement or resignation of the Allottee from all positions as Director, Executive Officer, and Advisor of the Company and its subsidiaries, then multiplying it by the number of the Allotted Shares held by the Allottee at that time (provided, however, that any fraction less than one share as a result of the calculation shall be rounded down).

(4) Management of shares

The Allottees shall complete the opening of an account with SMBC Nikko Securities Inc. for the purpose of recording or registering the Allotted Shares in the manner designated by the Company, and shall deposit and maintain the Allotted Shares in such account until the Transfer Restrictions are lifted.

(5) Treatment in the case of the Company’s reorganization, etc.

If, during the Transfer Restriction Period, proposals relating to a merger agreement in which the Company is the merged company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary or other reorganization, etc. are approved at the Company’s General Meeting of Shareholders (or at a meeting of the Company’s Board of Directors where approval at the Company’s General Meeting of Shareholders is not required for the reorganization, etc.) (provided, however, only in the case where the effective date of the reorganization, etc. comes before the Time of Expiration; such timing hereinafter referred to as the “Time of Approval of Reorganization, etc.”), and if the Allottee retires or resigns from all positions as Director, Executive Officer, and Advisor of the Company and its subsidiaries due to the reorganization, etc., the Company shall calculate the number of the Allotted Shares for which the Transfer Restrictions shall be lifted and, by resolution of the Company’s Board of Directors, lift the Transfer Restrictions on those shares immediately before the business day preceding the effective date of such organizational restructuring, etc. The number of such Allotted Shares shall be calculated by dividing by twelve the number of months from July 2026 through the month that includes the date of the approval (any figure exceeding one as a result of the calculation shall be treated as one),

then multiplying it by the number of the Allotted Shares held by the Allottee on the day of the approval (provided, however, that any fraction less than one share as a result of the calculation shall be rounded down).

In addition, at the Time of Approval of Reorganization, etc., the Company shall automatically acquire all Allotted Shares without consideration on the business day preceding the effective date of such organizational restructuring, etc., for which the Transfer Restrictions have not been lifted on the same day.

4. Basis for calculation of the amount to be paid and specific details thereof

The disposal price for the Disposal of Treasury Shares has been set at 3,775 yen, which was the closing price of common shares of the Company at the Tokyo Stock Exchange on the business day immediately before the date of the resolution of the Company's Board of Directors (June 23, 2026), in order to prevent any arbitrariness in the price. This was the market price for the shares immediately before the date of the resolution of the Company's Board of Directors, and therefore, the Company believes that the price is reasonable and not particularly favorable.