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June 12, 2025

Listed company name: Shinko Shoji Co., Ltd.
Representative: Tatsuya Ogawa,
President and Representative
Director
(Code No.: 8141, Tokyo Stock
Exchange Prime Market)
Contact: Shuji Isshiki, Director
(Telephone: +81-3-6361-8111)

Notice Regarding Disposal of Treasury Stock as Restricted Stock for Employees

Shinko Shoji Co., Ltd. (the “Company”) hereby provides notice that it was resolved at the Board of Directors’ meeting held today to dispose of treasury stock as restricted stock (hereinafter referred to as “Disposal of Treasury Stock” or “Disposal”).

1. Overview of Disposal of Treasury Stock

(1) Payment date	September 29, 2025
(2) Class and number of shares to be disposed of	250,100 shares of common stock of the Company
(3) Disposal price	951 yen per share
(4) Total value of share disposal	237,845,100 yen
(5) Planned allottees	Employees of the Company: 335 employees, 250,100 shares
(6) Other	The Company has submitted an extraordinary report in accordance with the Financial Instruments and Exchange Act regarding the Disposal of Treasury Stock.

2. Purpose and Reasons for Disposal

At the Board of Directors’ meeting held on June 12, 2025, the Company resolved (i) to introduce a restricted stock grant plan (hereinafter referred to as the “Plan”) in order to provide an incentive for employees of the Company to sustainably improve the Company’s corporate value and to promote further shared values with shareholders and (ii) to grant monetary claims under the Plan in a total amount of 237,845,100 yen to 335 employees of the Company (hereinafter referred to as the “Eligible Employees”) and to allot 250,100 shares of common stock (hereinafter referred to as the “Allotted Shares”) as the Disposal of Treasury Stock with all of such monetary claims to be contributed in kind by the Eligible Employees for the Allotted Shares (the amount of monetary claims to be contributed per share is 951 yen).

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The Eligible Employees will contribute in kind all the monetary claims provided by the Company under the Plan and in return receive all the Allotted Shares through the Disposal.

In connection with the Disposal of Treasury Stock, the Company will enter into a restricted stock allotment agreement (the “Allotment Agreement”) with the Eligible Employees, the overview of which is as follows.

Overview of Allotment Agreement

The Company and the Eligible Employees will enter into separate Allotment Agreements, the overview of which is as follows.

(1) Transfer Restriction Period

The Eligible Employees may not transfer, create securities interests on or otherwise dispose of the Allotted Shares during the period from September 29, 2025 to December 1, 2028 (hereinafter refer to as the “Transfer Restriction Period”).

(2) Conditions for Lifting Transfer Restrictions

If the Eligible Employee remains in his/her position as an employee of the Company (hereinafter referred to as the “Position”) during the Transfer Restriction Period, the transfer restrictions on all of his/her Allotted Shares shall be lifted upon the expiration of the Transfer Restriction Period.

However, if an Eligible Employee ceases to hold the Position during the Transfer Restriction Period due to death, retirement, or other reasons deemed valid by the Board of Directors of the Company, the Company shall lift the transfer restrictions on the number of Allotted Shares which is calculated as follows immediately after the Eligible Employees ceases to hold the Position: the number of months from September 2025 to the month including the day on which the Eligible Employees ceases to hold the Position divided by 40 (if the quotient exceeds one, it will be rounded down to one), multiplied by the number of Allotted Shares held by the Eligible Employee at that time (provided that a fraction of less than 1 share will be rounded down).

In addition, if an Eligible Employee is unable to provide services to the Company due to a leave of absence, etc. during the Transfer Restriction Period, the number of Allotted Shares for which the transfer restrictions are lifted shall be adjusted taking into account the period of the leave of absence, etc.

(3) Acquisition by the Company without Compensation

The Company shall acquire without compensation the Allotted Shares for which transfer restrictions have not been lifted at the time the Transfer Restriction Period expires or such other time as specified in the Allotment Agreement.

(4) Management of Shares

The Allotted Shares shall be managed in dedicated accounts opened by the Eligible Employees at Daiwa Securities Co., Ltd. during the Transfer Restriction Period so that they cannot be transferred, used as security or otherwise disposed of during the Transfer Restriction Period.

(5) Treatment upon Reorganization, etc.

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If a merger agreement in which the Company will be the disappearing company, a share exchange agreement or share transfer plan in which the Company will become a wholly-owned subsidiary of another company, or other matters concerning reorganization, etc. are approved at a general meeting of shareholders of the Company (or by the Company's Board of Directors if approval for said reorganization, etc. at the general meeting of shareholders is not required) during the Transfer Restriction Period, the transfer restrictions on all of the Allotted Shares held by the Eligible Employees at that time will be lifted by a resolution of the Board of Directors, as of the business day immediately preceding the effective date of the reorganization, etc.

3. Basis of Calculation and Specific Details of Payment Amount

The Disposal of Treasury Stock shall be carried out using monetary claims provided to Eligible Employees under the Plan as property contributed in kind. To eliminate any arbitrariness in the disposal price, the closing price for shares of common stock of the Company on June 11, 2025 (the business day immediately preceding the date of the resolution by the Board of Directors) on the Tokyo Stock Exchange of 951 yen will be used as the disposal price. As this is the market share price on the day immediately preceding the date of the resolution by the Board of Directors, in the absence of special circumstances indicating that it would not be appropriate to rely on the latest share price of the Company, this price is deemed to be reasonable as it appropriately reflects the Company's corporate value and is not particularly favorable to Eligible Employees.