

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.



May 17, 2024

To whom it may concern,

Company name: Takashima & Co., Ltd.
Name of representative: Koichi Takashima, President and Representative Director
(Securities code: 8007; Prime Market)
Inquiries: Takahisa Tokumoto, General Manager of Strategic Planning & Management Department
(Telephone: +81-3-5217-7248)

Notice of Revision of the Restricted Stock Compensation System for Directors (excluding those who are Audit and Supervisory Committee Members and Outside Directors) and Introduction of a Restricted Stock Compensation System for Directors who are Audit and Supervisory Committee Members

Takashima Co., Ltd. ("the Company") has resolved at today's Board of Directors meeting to revise the restricted stock compensation system for our directors (excluding those who are Audit and Supervisory Committee members and outside directors) and to introduce a restricted stock compensation system for directors who are Audit and Supervisory Committee members. We have decided to submit these proposals to the 136th Annual General Meeting of Shareholders scheduled to be held on June 25, 2024 (hereinafter referred to as "this General Meeting of Shareholders"), and we hereby inform you as follows.

Note

1. Regarding the Revision of the Restricted Stock Compensation System

A) Overview of the Revision of This System

At the 132nd Annual General Meeting of Shareholders held on June 25, 2020, we received approval to provide compensation related to this system to our directors (excluding those who are Audit and Supervisory Committee members and outside directors). The purpose of introducing this system was to incentivize our directors (excluding those who are Audit and Supervisory Committee members and outside directors) to sustainably enhance the company's corporate value and to further promote the sharing of value with our shareholders.

This time, in order to provide an incentive for the sustainable enhancement of the company's corporate value and to further promote the sharing of value with our shareholders, we have decided to add our outside directors as new recipients of this system. Additionally, to further advance these objectives, we will partially revise the content of this system for our directors (excluding those who are Audit and Supervisory Committee members, hereinafter referred to as "Subject Director(s) (i)").

Specifically, we will change the total amount of monetary compensation claims for the grant of restricted stock under this system from an annual amount of up to 50 million yen to an annual amount of up to 60 million yen (with up to 10 million yen allocated for outside directors; however, this does not include salaries for directors who concurrently serve as employees). Additionally, the total number of shares of the company's common stock to be issued or disposed of under this system will be changed from up to 20,000 shares per year (however, due to a four-for-one stock split of the company's common stock on October 1, 2023, with September 30, 2023, as the record date, the total number has been adjusted to up to 80,000 shares per year) to up to 96,000 shares per year (with up to 16,000 shares allocated for outside directors). Moreover, regarding the content of the restricted stock allocation agreement to be concluded between the Subject Director(s) (i) and the company at the time of the allocation of restricted stock, we will change the transfer restriction period from the previous "from the date of allocation to the time immediately after stepping down from the position predetermined by the Board of Directors" to "from the date of allocation to the time immediately after stepping down or retiring from the position predetermined by the Board of Directors among the positions of officers or employees of the company or its subsidiaries (provided that if the time immediately after stepping down or retiring is before the date three months after the end of the fiscal year in which the allocation date falls, the end of the transfer restriction period shall be reasonably adjusted as necessary)." Furthermore, due to the change in the transfer restriction period, it will be necessary to make the

required adjustments to the lifting of transfer restrictions and the treatment upon stepping down or retiring.

B) Conditions for the Revision of This System

The above revision is conditional upon obtaining approval from our shareholders at the General Meeting of Shareholders.

C) Other Important Notes

In addition to the above revisions, there are no changes to the content of this system. For an overview of this system at the time of its introduction, please refer to our announcement dated May 26, 2020, titled "Notification Regarding the Introduction of the Restricted Stock Compensation System and the Revision of the Performance-Linked Cash Compensation System." (Only the Japanese version is available).

2. Introduction of a Restricted Stock Compensation System for Directors who are Members of the Audit Committee

The Company has decided to introduce a restricted stock compensation system for directors who are members of the Audit and Supervisory Committee of the Company (hereinafter referred to as "Subject Director(s) (ii)"). The purpose is to provide Subject Director (ii) with incentives to prevent the Company's corporate value from being damaged and to maintain the Company's credibility, as well as to promote further value sharing with our shareholders. Since monetary compensation claims will be paid to Subject Director (ii) as compensation for the grant of restricted transferable shares, the payment of such compensation is subject to the approval of the shareholders at this General Meeting of Shareholders. The remuneration to be paid to the Subject Director (ii) for the grant of the Restricted Shares shall be a monetary remuneration credit. The total amount shall be no more than 10 million yen per year and the total number of shares of common stock newly issued or disposed of by the Company shall be no more than 16,000 shares per year. (However, in the event of a stock split or consolidation of the Company's common stock, in either case with an effective date on or after the date of the resolution of this General Meeting of Shareholders, such total number shall be adjusted, if necessary, to a reasonable extent in accordance with the split ratio, consolidation ratio, etc.) (A stock split includes a gratis allotment of shares of the Company's common stock.)

In addition, when the Company issues or disposes of shares of common stock of the Company under the Restricted Stock Compensation Plan to Subject Director (ii), it shall be conditional upon the execution of a Restricted Stock Allotment Agreement with Subject Director (ii), which shall have the same contents as those of the agreement to be executed by Subject Director (i). Such agreement shall include the following: (i) prohibition of transfer, creation of security interest, or any other disposition of the Shares to a third party for a certain period of time; and (ii) acquisition of the Shares without consideration by the Company upon the occurrence of certain events.

End.