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June 28, 2024

To whom it may concern,

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(Securities code: 8007; Prime Market of the Tokyo Stock Exchange)
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Notice Concerning Disposal of Treasury Shares as Restricted Share-Based Remuneration

Takashima & 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 (the “Disposal of Treasury Shares” or the “Disposal”) as described below.

1. Overview of the Disposal

(1) Date of the Disposal	July 24, 2024
(2) Class and number of shares to be disposed of	41,701 shares of common shares of the Company
(3) Disposal price	1,043 yen per share
(4) Total amount of the Disposal	43,494,143 yen
(5) Disposal recipients, the number of such recipients and the number of shares to be disposed of	Directors (excluding Directors who are Audit and Supervisory Committee Members): 4 persons, 19,556 shares Directors who are Audit and Supervisory Committee Members: 5 persons, 3,255 shares Senior Executive Officers of the Company who do not concurrently serve as Directors: 3 persons, 5,865 shares Executive Officers of the Company who do not concurrently serve as Directors: 5 persons, 6,515 shares General Managers of the Company: 10 persons, 6,510 shares

2. Purpose and reason for the Disposal

The Company has resolved at its Board of Directors meeting held on May 17, 2024, to revise the officer remuneration system for the Company’s Directors (excluding those who are Audit and Supervisory Committee Members) (the “Plan”). This revision includes newly adding the Company’s outside Directors to coverage under the Plan and amending the contents of the Plan covering the Company’s Directors (excluding those who are Audit and Supervisory Committee Members) for the purpose of providing incentives for them to strive for sustainable improvement of the corporate value of the Company and further promoting the sharing of value with our shareholders. The Company also resolved to introduce the Plan, same as for Directors (excluding those who are Audit and Supervisory Committee Members), for the Company’s Directors who are Audit and Supervisory Committee Members (together with Directors (excluding those who are Audit and Supervisory Committee Members), hereinafter referred to as “eligible directors”) to further promote value sharing while providing incentive to the Company’s Directors who are Audit and Supervisory Committee Members to prevent damage to the Company’s corporate value and maintain its credibility. In addition, at the 136th Annual General Meeting of Shareholders held on June 25, 2024, the Company obtained approval to: 1) change the total amount of monetary remuneration claims to be paid to Directors (excluding those who are Audit and Supervisory Committee Members)

under the Plan to be not more than 60 million yen per year (of which, the amount for outside Directors is to be not more than 10 million yen; excluding employee salaries of Directors who concurrently serve as employees), and the total number of common shares of the Company to be issued or disposed of under the Plan to be not more than 96,000 shares per year (of which, the amount for outside Directors is to be not more than 16,000 shares per year); 2) set the total amount of monetary remuneration claims to be paid to Directors who are Audit and Supervisory Committee Members at not more than 10 million yen per year and the total number of common shares of the Company to be issued or disposed of at not more than 16,000 shares per year; and 3) change the definition of the Restriction Period from a “period between the date of allotment and the point of time immediately after retiring from the position specified in advance by the Company’s Board of Directors” to “period between the date of allotment and the point of time immediately after resigning or retiring from the position specified in advance by the Company’s Board of Directors among the positions of the officers and employees of the Company or subsidiaries of the Company (however, if said point of time immediately after resignation or retirement is earlier than the date when three months have elapsed after the end of the business year in which the date when the person is to be allotted the Allotted Shares falls, the end of the Restriction Period shall be adjusted within a reasonable scope as necessary). An overview of the Plan is as follows:

Overview of the Plan

The eligible directors, the Company’s Senior Executive Officers who do not concurrently serve as Directors, Executive Officers who do not concurrently serve as Directors, and General Managers (collectively the “eligible directors, etc.”) shall pay all monetary remuneration claims to be paid to them by the Company under the Plan, in the form of property contributed in kind, and shall, in return, receive ordinary shares of the Company that shall be issued or disposed of by the Company. The amount to be paid in per share shall be determined by the Board of Directors based on the closing price of the Company’s common shares on the Tokyo Stock Exchange on the business day immediately preceding each date of resolution by the Board of Directors (if there is no closing price on such date, the closing price on the closest preceding trading day) within the extent that the amount will not be particularly advantageous to the eligible directors, etc. who subscribe to the Company’s common shares.

Upon the issuance or disposal of common shares of the Company under the Plan, an agreement on the allotment of restricted shares shall be entered into between the Company and the eligible directors, etc. and shall include such provisions as: 1) the eligible directors, etc. will be prohibited from transferring to third parties, creating a security interest in, or otherwise disposing of the Company’s common shares allocated to them under the agreement for a certain time period; and 2) in the event that certain circumstances arise, the Company shall acquire the shares without contribution.

At this time, following consultation with the Remuneration Committee or deliberations among Directors who are Audit and Supervisory Committee Members, and considering the objectives of the Plan, the Company’s business conditions, the scope of responsibilities of each eligible director, etc., and various other factors, the Company has decided to grant a total of 43,494,143 yen in monetary compensation claims (the “Monetary Remuneration Claims”) and 41,701 common shares, with the aim of further enhancing the motivation of each eligible director, etc.

For the Disposal of Treasury Shares, 27 eligible directors, etc., who are the scheduled allottees, shall pay all of the Monetary Remuneration Claims to the Company under the Plan, in the form of property contributed in kind, and shall, in return, receive common shares of the Company (the “Allotted Shares”) to be disposed of by the Company. The overview of the agreement on the allotment of restricted shares (the “Allotment Agreement”) to be entered between the Company and the eligible director, etc. for the Disposal of Treasury Shares is as described in Item 3 below.

3. Overview of Allotment Agreement

(1) Restriction Period

From July 24, 2024 (the “Disposal Date”) until the later of the time immediately after resigning or retiring from the position of Director, Executive Officer who does not concurrently serve as a Director, employee, or any other equivalent position of the Company, or the arrival of July 1, 2025

(2) Conditions of lifting of transfer restrictions

The transfer restriction on all of the Allotted Shares will be lifted at the expiration of the Restriction Period on the condition that the eligible directors, etc. continuously hold the position of Director, Executive Officer who does not concurrently serve as a Director, employee, or any other equivalent position of the Company during the period from the date when they commence their duties to the time immediately preceding the conclusion of the first Annual General Meeting of Shareholders to be held thereafter (however, in the case where eligible directors, etc. are Senior Executive Officers who do not concurrently serve as Directors,

Executive Officers who do not concurrently serve as Directors, or General Managers, this period shall be read as the period from the beginning of the business year containing the Disposal Date to the last day of that business year; hereinafter referred to as the “Service Period”).

- (3) Treatment in the event that the eligible director, etc. retires or resigns due to the expiration of their term of office, retirement age or other justifiable reasons during the Service Period or after the Service Period but before the expiration of the Restriction Period

1) Timing of lifting of transfer restrictions

In the event that an eligible director, etc. resigns or retires from any position as a Director, Executive Officer who does not concurrently serve as a Director, employee, or any other equivalent position of the Company due to the expiration of their term of office, retirement age, or any other justifiable reason (including resignation or retirement due to death), the Company will lift the restrictions on transfer of shares immediately after such resignation or retirement.

2) Number of shares subject to lifting of transfer restrictions

The number of shares subject to the lifting of transfer restrictions shall be the number obtained by multiplying the number of the Allotted Shares held by the eligible director, etc. at the time of retirement or resignation as specified in 1) above by the number obtained by dividing the number of months from the month including the Disposal Date (however, in the case where the eligible director, etc. is Senior Executive Officer who does not concurrently serve as a Director, Executive Officer who does not concurrently serve as a Director, or General Manager, the date shall be read as the beginning of the business year containing the Disposal Date) to the month containing such resignation or retirement by the number of months (12) contained in the Service Period (if the number obtained by the division is larger than 1, the number shall be 1, and any fraction less than one share resulting from the calculation shall be rounded down).

- (4) Acquisition without contribution by the Company

In the event that an eligible director, etc. commits any act in violation of laws and regulations during the Restricted Period or falls under certain circumstances as set forth in the Allotment Agreement, the Company shall automatically acquire without contribution the Allotted Shares held by the eligible director, etc. at that time. In addition, the Company shall automatically acquire without contribution the Allotted Shares on which the transfer restriction has not been lifted immediately after the expiration of the Restriction Period or the lifting of the transfer restriction as stipulated in (3) above.

- (5) Treatment during reorganization, etc.

If, during the Restriction Period, matters relating to a merger agreement in which the Company is the disappearing 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 its Board of Directors in cases where approval at the Company’s General Meeting of Shareholders is not required in relation to the reorganization, etc.), the Company shall, by resolution of the Board of Directors, lift the transfer restrictions on the Allotted Shares as at the time immediately before the business day prior to the date on which the reorganization, etc. becomes effective. The number of Allotted Shares subject to the lifting of restrictions are calculated by multiplying the number of the Allotted Shares held at the time by the number obtained by dividing the number of months from the month including the Disposal Date (however, in the case where the eligible director, etc. is Senior Executive Officer who does not concurrently serve as a Director, Executive Officer who does not concurrently serve as a Director, or General Manager, the date shall be read as the beginning of the business year containing the Disposal Date) to the month containing the approval date by the number of months (12) contained in the Service Period (if the number obtained by the division is larger than 1, the number shall be 1, and any fraction less than one share resulting from the calculation shall be rounded down). In addition, the Company shall automatically acquire without contribution all of the Allotted Shares on which the transfer restriction has not been lifted as of the business day prior to the date on which the reorganization, etc. becomes effective.

- (6) Administration of shares

The Allotted Shares shall be administered in a dedicated account opened by the eligible directors, etc. with Nomura Securities Co., Ltd. during the Restricted Period to ensure that they cannot be transferred, pledged or otherwise disposed of during the Restricted Period. In order to ensure the effectiveness of the restrictions on transfer, etc. of the Allotted Shares, the Company has entered into an agreement with Nomura Securities Co., Ltd. in relation to the management of the accounts for the Allotted Shares held by each eligible director, etc. The eligible directors, etc. shall consent to the details of the management of such account.

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

The Disposal of Treasury Shares to the scheduled allottees shall be carried out using the monetary remuneration claims paid as the Restricted Share-Based Remuneration for the 137th fiscal year of the Company under the Plan as property contributed in kind. To eliminate arbitrariness in the disposal amount, the disposal price is set at 1,043 yen, which is the closing price of the Company's common shares on the Prime Market of the Tokyo Stock Exchange on June 24, 2024 (the last business day prior to the date of resolution by the Board of Directors). The Company believes that this amount is reasonable and does not constitute a particularly favorable amount as it is the market share price on the day immediately prior to the date of resolution by the Board of Directors.

End.