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Company name: Takashima & Co., Ltd.
 Name of representative: Akira Yamamoto, Representative Director and President
 Securities code, Listing: 8007, TSE Prime Market
 Inquiries: Tsutomu Oki, General Manager of Corporate Strategy Department
 Telephone: +81-50-1732-8079

Takashima Announces 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 June 23, 2026, to dispose of treasury shares (the “Disposal of Treasury Shares” or the “Disposal”) as described below.

1. Outline of the disposal

(1)	Date of disposal	July 22, 2026
(2)	Class and number of shares to be disposed of	63,630 shares of the Company’s common stock
(3)	Disposal price	748 yen per share
(4)	Total amount of the disposal	47,595,240 yen
(5)	Disposal recipients, the number of such recipients and the number of shares to be disposed of	Directors of the Company (excluding Directors who are Audit and Supervisory Committee Members): 4 recipients; 24,543 shares Directors of the Company who are Audit and Supervisory Committee Members: 5 recipients; 4,545 shares Managing Executive Officers of the Company who do not serve concurrently as Directors: 2 recipients; 10,908 shares Senior Executive Officers of the Company who do not serve concurrently as Directors: 2 recipients; 5,454 shares Executive Officers of the Company who do not serve concurrently as Directors: 5 recipients; 9,090 shares General Managers of the Company and officers equivalent thereto: 10 recipients; 9,090 shares

2. Purpose and reason for disposal

At the Board of Directors' meeting held on May 17, 2024, the Company resolved to review the restricted stock compensation plan (hereinafter referred to as the “Plan”), one of the remuneration plans for the Directors of the Company (excluding Directors who are Audit and Supervisory Committee

Members) and to newly add Outside Directors of the Company to the eligible persons under the Plan and partially revise the content of the Plan for the Directors of the Company (excluding Directors who are Audit and Supervisory Committee Members) with the aim of providing incentives for the sustainable improvement of the corporate value of the Company and further promoting value sharing with our shareholders, as well as to introduce the Plan similar to that for the Directors of the Company (excluding Directors who are Audit and Supervisory Committee Members) which targets Directors who are Audit and Supervisory Committee Members of the Company (hereinafter, together with the Directors of the Company (excluding Directors who are Audit and Supervisory Committee Members), referred to as the “Eligible Directors”) with the aim of preventing damage to the corporate value of the Company, providing incentives to maintain its credibility and further promoting value sharing with our shareholders. The resolution was approved at the 136th Annual General Meeting of Shareholders held on June 25, 2024. In addition, at the 136th Annual General Meeting of Shareholders held on June 25, 2024, the shareholders approved that, among other things, the total amount of monetary compensation claims to be paid to the Company’s Directors (excluding Directors who are Audit and Supervisory Committee Members) under the Plan shall be 60 million yen or less per year (of which, 10 million yen or less will be paid to Outside Directors; however, this does not include employee salaries for Directors who concurrently serve as employees), the total number of shares of common stock of the Company to be issued or disposed of for them shall change to 192,000 shares or less per year (of which, 32,000 shares or less per year will be for the Outside Directors)(*), the total amount of monetary compensation claims to be paid to Directors of the Company who are Audit and Supervisory Committee Members shall be 10 million yen or less per year, the total number of shares of common stock of the Company to be issued or disposed of for them shall be 32,000 shares or less per year (*), and the transfer restriction period shall change from “the period from the day of allotment to the time immediately after their resignation from a position predetermined by the Board of Directors of the Company” to “the period from the day of allotment to the time immediately after their resignation or retirement from a position predetermined by the Board of Directors of the Company among the positions of officers and employees of the Company or its subsidiaries (however, if the time immediately after such resignation or retirement is before the day on which three months have passed after the business year that includes the day on which the Allotted Shares are to be allotted, the end of the transfer restriction period shall be adjusted to a reasonable extent as necessary).”

(*) The Company conducted a 2-for-1 stock split of common shares effective October 1, 2025. The total number of restricted shares is the number reasonably adjusted thereafter.

The outline of the Plan is as follows.

[Outline of the Plan]

Eligible Directors will pay in as property contributed in kind all of the monetary compensation claims paid by the Company under the Plan and receive the issuance or disposal of the Company’s common shares. The amount to be paid in per share will be determined by the Board of Directors based on the closing price of the Company’s common shares on the Tokyo Stock Exchange as of the business day preceding the date of each resolution of the Board of Directors (If no trade has been executed on that day, the closing price on the most recent day on which trade has been executed before that day) so that the amount is not particularly favorable to Eligible Directors who will receive the common shares.

In addition, upon the issuance or disposition of the Company’s common shares under the Plan, the Company and the Eligible Directors will enter into a restricted stock allotment agreement, which will include provisions such as (1) the Eligible Directors will be prohibited from transferring to a third party, creating a security interest, or otherwise disposing of the Company’s common shares allotted under the

restricted stock allotment agreement for a certain period of time, and (2) in the case of certain events, the Company will acquire the common shares without consideration.

Based on a resolution of the Board of Directors, Managing Executive Officers, Senior Executive Officers and Executive Officers who do not concurrently serve as Directors of the Company (hereinafter, the term “Executive Officers” includes Managing Executive Officers, Senior Executive Officers and other Executive Officers), and General Managers and officers equivalent thereto will, in accordance with procedures for Eligible Directors, pay in as property contributed in kind all of the monetary compensation claims paid by the Company and receive the issuance or disposal of the Company’s common shares (hereinafter, Eligible Directors, as well as Managing Executive Officers, Senior Executive Officers and Executive Officers who do not concurrently serve as Directors of the Company, as well as General Managers (hereinafter simply referred to as “Employees”) and officers equivalent thereto shall be collectively referred to as “Eligible Directors, etc.”).

After consultation with the Compensation Committee or discussion by Directors who are Audit and Supervisory Committee Members, and taking into consideration the purpose of the Plan, the Company’s business conditions, the scope of responsibilities of each Eligible Director, etc., and various circumstances, the Company has decided to grant monetary compensation claims totaling 47,595,240 yen (hereinafter referred to as the “Monetary Compensation Claims”) and 63,630 shares of common stock with the aim of further motivating each Eligible Director, etc.

In this disposal of treasury shares, the 28 Eligible Directors, etc., who are the scheduled allottees, will pay in all of the Monetary Compensation Claims to the Company as property contributed in kind under the Plan and receive the disposal of common stock of the Company (hereinafter referred to as the “Allotted Shares”). An outline of the restricted stock allocation agreement (hereinafter referred to as the “Allotment Agreement”) to be entered into between the Company and the Eligible Directors, etc. in connection with this disposal of treasury shares is as described in 3. below.

3. Outline of the Allotment Agreement

(1) Transfer restriction period

The period from July 22, 2026 (hereinafter referred to as the “Date of Disposal”) to the day on which the person resigned or retired from the position of the Company’s Director, Executive Officer who does not concurrently serve as a Director, an Employee, or any other position equivalent thereto (not limited to a position as of the Date of Disposal, but also including a position to continuously execute business for the Company based on a contract of mandate, employment contract, or business outsourcing contract, etc. with the Company after resignation, etc. from the position as of the Date of Disposal), or June 30, 2027, whichever comes later.

(2) Conditions for lifting transfer restrictions

The transfer restrictions will be lifted for all of the Allotted Shares upon the expiration of the transfer restriction period, on the condition that an Eligible Director, etc. continues to be in the position of the Company’s Director, Executive Officer who does not concurrently serve as a Director, Employee, or any other position equivalent thereto during the period from the date of commencement of execution of duties by the Eligible Director, etc. to the time immediately prior to the conclusion of the first Annual General Meeting of Shareholders that arrives thereafter (however, in the case where the Eligible Director, etc. is an Executive Officer who does not concurrently serve as a Director, an Employee, or other officer equivalent thereto, the period shall be deemed to be the period from the commencement date of the business year that includes the Date of Disposal to the last day of the business year; hereinafter referred to as the “Service Period”).

(3) Handling of resignation or retirement by Eligible Directors, etc. due to the expiration of their

terms of office, retirement age, or for other justifiable reasons (including resignation or retirement due to death, but not for personal reasons; the same shall apply hereinafter) during the Service Period, or after the expiration of the Service Period but before the expiration of the transfer restriction period

(i) Time of lifting transfer restrictions

If an Eligible Director, etc. resigns or retires from the position of the Company's Director, Executive Officer who does not concurrently serve as a Director, Employee, or any other position equivalent thereto due to the expiration of the term of office, retirement age, or for other justifiable reasons, the transfer restrictions will be lifted immediately after the resignation or retirement of the Eligible Director, etc.

(ii) Number of shares subject to the lifting of transfer restrictions

The number of shares shall be calculated by multiplying the number of the Allotted Shares held at the time of such resignation or retirement as specified in (i) above, by the number obtained by dividing the number of months from the month including the Date of Disposal (however, in the case where the Eligible Director, etc. is an Executive Officer who does not concurrently serve as a Director, an Employee or other officer equivalent thereto, the Date of Disposal shall be deemed to be the commencement date of the business year that includes the Date of Disposal) to the month that includes the date of resignation or retirement of the Eligible Directors, etc., by the number of months in the Service Period (i.e., 12) (if the number exceeds 1, it shall be 1) (if the calculation results in a fraction less than one share, such fraction shall be discarded).

(4) Acquisition by the Company at no cost

If an Eligible Director, etc. commits an act in violation of laws and regulations during the transfer restriction period or falls under any other specified event stipulated in the Allotment Agreement, the Company shall automatically acquire, without consideration, all of the Allotted Shares held at that time. In addition, the Company will automatically acquire, without consideration, the Allotted Shares for which the transfer restrictions have not been lifted immediately after the expiration of the transfer restriction period or the lifting of the transfer restrictions set forth in (3) above.

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

During the transfer restriction period, if a merger agreement under which the Company will become the dissolved company, a share exchange agreement or share transfer plan under which the Company will become a wholly-owned subsidiary, or other matters related to reorganization, etc. are approved at a General Meeting of Shareholders of the Company (however, if the reorganization, etc. does not require an approval by a General Meeting of Shareholders of the Company, the Board of Directors of the Company), the Company will, by a resolution of the Board of Directors, lift the transfer restrictions as of the time immediately prior to the business day preceding the effective date of the reorganization, etc. for the number of relevant shares obtained by multiplying the number of the Allotted Shares held at the time of approval by the number obtained by dividing the number of months from the month that includes the Date of Disposal (in the case where the Eligible Director, etc. is an Executive Officer who does not concurrently serve as a Director, an Employee or other officer equivalent thereto, the Date of Disposal shall be deemed to be the commencement date of the business year that includes the Date of Disposal) to the month that includes the date of such approval by the number of the months in the Service Period (i.e., 12) (if the number exceeds 1, it shall be 1) (however, if the calculation results in a fraction less than one share, such fraction shall be discarded). In addition, the Company will automatically acquire, without consideration, all of the Allotted Shares for which transfer restrictions have not been lifted on the business day preceding the effective date of the reorganization, etc.

(6) Management of stocks

During the transfer restriction period, the allotted stocks will be managed in a dedicated account opened by the Eligible Directors, etc. at Nomura Securities Co., Ltd. so that they cannot be transferred, secured, or otherwise disposed of during the transfer restriction period. In order to ensure the effectiveness of the restriction. on transfer of the allotted stocks, etc., the Company has entered into an agreement with Nomura Securities Co., Ltd. in connection with the management of the accounts of the allotted stocks held by each of the Eligible Directors, etc. In addition, Eligible Directors, etc. shall consent to the content of the management of the account.

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

The disposition of treasury shares to the scheduled allottees will be conducted using monetary compensation receivables provided as restricted stock compensation for the 139th business year of the Company under the Plan as assets contributed in kind. To eliminate arbitrariness in the disposal amount, the disposal price is set at 748 yen, which is the closing price of the Company's common shares on the Prime Market of the Tokyo Stock Exchange on June 22, 2026 (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.