

August 8, 2025

To whom it may concern:

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(Code No.: 2678, Tokyo Stock Exchange Prime Market)  
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### **Notice Regarding Disposal of Treasury Stock as Restricted Stock Remuneration**

ASKUL Corporation (the “Company”) hereby announce that, pursuant to a written resolution in lieu of a meeting of the Board of Directors in accordance with Article 370 of the Companies Act, the Company has resolved today to dispose its treasury stock (hereinafter the “Disposal of the Treasury Stock” or the “Disposal”) as outlined below.

#### **1. Outline of Disposal**

##### **<Outline of Disposal of the Treasury Stock to Directors and Executive Officers of the Company and Directors of the Company’s subsidiaries>**

(1) Date of disposal	September 1, 2025
(2) Class and number of shares for disposal	33,300 shares of common stock of the Company (of which, 19,900 continued service-linked shares, and 13,400 ESG Indicator-linked shares)
(3) Disposal price	1,574 yen per share
(4) Total amount of disposal	52,414,200 yen
(5) Allottees, number of allottees, and number of shares for allotment	Directors of the Company*: 3 Directors, 15,400 shares (of which, 10,200 continued service-linked shares, and 5,200 ESG Indicator-linked shares) Executive Officers of the Company: 9 Executive Officers, 13,200 shares (of which, 6,600 continued service-linked shares, and 6,600 ESG Indicator-linked shares) Directors of the Company’s subsidiaries: 2 Directors, 4,700 shares (of which, 3,100 continued service-linked shares, and 1,600 ESG Indicator-linked shares) *Excluding directors serving as an Audit & Supervisory Committee Member and Outside Directors

## 2. Purpose of and Reason for Disposal

The Company has introduced a restricted stock remuneration plan with the aim of giving incentives to achieve the sustainable enhancement of the Company's corporate value for the Company's directors eligible to receive restricted stock (hereinafter referred to as "Eligible Directors") and further promote sharing value with shareholders.

Based on the Plan, the Company shall provide monetary compensation claims to Eligible Directors up to 160 million yen per year (of which, the amount paid to Outside Directors shall not exceed 40 million yen per year; however, not including employee salaries for directors who serve concurrently as employees.) as monetary compensation to be used as contributed assets to acquire the restricted stock (hereinafter referred to as the "Restricted Stock Remuneration"), the total number of shares of the Company's common stock to be newly issued or disposed of by making payments in kind as contributed assets using all of the monetary compensation claims provided by the Company shall not exceed 100,000 shares per year; the amount paid in per common stock issued or disposed of shall be the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day before the day of each resolution of the Board of Directors (or, if no trading is reported on the day, it shall be the closing price on the immediately preceding trading day), and the period in which transfer of the restricted stock is restricted shall be stipulated in advance by the Board of Directors of the Company to be between three years and five years from the date of allotment.

Moreover, the Company has introduced the restricted stock remuneration system for, in addition to the Eligible Directors, the Company's Executive Officers and the Company's subsidiaries' Directors (together with the Eligible Directors, hereinafter collectively referred to as the "Eligible Directors, Etc.") for the same purpose as set forth above.

Based on the resolution of the 62nd Annual General Meeting of Shareholders held on August 5, 2025, and the written resolution in lieu of a meeting of the Board of Directors in accordance with Article 370 of the Companies Act, the Company resolved to grant that, for the Eligible Directors, Etc.: 1) the Company shall pay restricted stock compensation with the holding of a position of Director, Audit & Supervisory Board Member, Executive Officer, employee, or other equivalent position of the Company or a consolidated subsidiary or an affiliated company of the Company during the transfer restriction period as a condition for the removal of transfer restrictions (hereinafter referred to as the "Continued Service Conditions"), and in addition, 2) the Company, which advocates ethical e-commerce, shall pay restricted stock compensation with the achievement of ESG indicators as a condition for the removal of transfer restrictions (hereinafter referred to as the "ESG Indicator Conditions") with the aim of increasing effectiveness in resolving ESG issues.

The outline, etc. of the Plan is as set forth below.

### <Outline of the Plan>

Eligible Directors, Etc. based on the Plan, will make payments in kind as contributed assets using all of the monetary compensation claims or monetary claims provided to them by the Company or a subsidiary of the Company, and shall receive the disposal of common stock of the Company.

Upon disposal of the Company's common stock under the Plan, the Company and Eligible Directors, Etc. shall conclude an agreement on the allotment of restricted stock with the following contents: 1) Eligible Directors, Etc. may neither transfer, set collateral rights for, nor otherwise dispose of the Company's common stock allocated pursuant to the agreement for a certain period of time; and 2) in case a certain event occurs, the Company will acquire the said common stock without a contribution.

In consideration of the purpose of the Plan, the business conditions of the Company, the scope of duties of each Eligible Directors, Etc., and various circumstances, the Company has decided to dispose common stock of the Company (hereinafter referred to as the "Shares") to 14 Eligible Directors, Etc., using the monetary compensation claims or monetary claims as contributed assets as follows.

#### (1) Restricted Stock Remuneration to Eligible Directors, Etc. (Continued Service-linked)

- i) A total of 31,322,600 yen of monetary compensation claims (of which, 16,054,800 yen for Directors, 10,388,400 yen for Executive Officers, and 4,879,400 yen for Directors of the Company's subsidiaries)

- ii) A total of 19,900 shares of common stock (of which, 10,200 shares for Directors, 6,600 shares for Executive Officers, and 3,100 shares for Directors of the Company's subsidiaries)
- (2) Restricted Stock Remuneration to Eligible Directors, Etc. (ESG Indicator-linked)
  - i) A total of 21,091,600 yen of monetary compensation claims (of which, 8,184,800 yen for Directors, 10,388,400 yen for Executive Officers, and 2,518,400 yen for Directors of the Company's subsidiaries)
  - ii) A total of 13,400 shares of common stock (of which, 5,200 shares for Directors, 6,600 shares for Executive Officers, and 1,600 shares for Directors of the Company's subsidiaries)

### **3. Outline of Allocation Agreement**

#### **(1) Transfer restriction period**

From September 1, 2025 to August 31, 2028

#### **(2) Condition for lifting restriction on transfer**

##### **i) Continued Service Conditions**

The Company will lift the restriction on transfer with respect to all the Shares at the expiration of the transfer restriction period on the condition that the Eligible Directors, Etc. continuously hold a position of Director, Audit & Supervisory Board Member, Executive Officer, employee, or other equivalent position of the Company or a consolidated subsidiary or an affiliated company of the Company during the transfer restriction period.

##### **ii) ESG Indicator Conditions**

The Company will lift the restriction on transfer with respect to all the Shares at the expiration of the transfer restriction period provided that the prescribed number of criteria are achieved within the annual targets for the following five criteria related to the Company's Material Issues (important issues).

<E: Environment>

- i) Reduction in the number of delivered box by increasing the number of products in each box
- ii) Achieve the overall score target for products with environmental scores

<S: Society>

- iii) Employee engagement index which represents the connection between corporations and employees
- iv) 30% female manager ratio

<G: Governance>

- v) Evaluations by external organizations that evaluate initiatives concerning the governance

#### **(3) Treatment of Eligible Directors, Etc. who retire or resign from their positions during the transfer restriction period due to the expiration of term of office, expiration of term of a contract, mandatory retirement age, death, or any other legitimate reason**

If any Eligible Directors, Etc. retire or resign from a position of Director, Audit & Supervisory Board Member, Executive Officer, employee, or other equivalent positions of the Company or a consolidated subsidiary or an affiliated company of the Company due to expiration of term of office, expiration of term of a contract, mandatory retirement age, death, or any other legitimate reason (excluding such Eligible Directors, Etc.' own convenience; hereinafter the same shall apply) after the day following the submission date of the Company's semi-annual securities report for the fiscal year that includes the disposal date and before expiration of the transfer restriction period (and, in the case of ESG Indicator Conditions, the prescribed number of criteria within the ESG Indicator Conditions are achieved), the Company will lift the restriction on transfer of all the Shares related to the Continued Service Conditions and the ESG Indicator Conditions for such Eligible Directors, Etc. who retires or resigns from his/her position due to death at a time separately determined by the Board of Directors after his/her death, or who retires or resigns from his/her position due to a legitimate reason other than death, at expiration of the transfer restriction period.

#### **(4) Acquisition by the Company without contribution**

If the Continued Service Conditions are not satisfied, excluding the event of (3) above, the Company will, immediately after such time, acquire, automatically and without contribution, all the Shares tied to the Continued Service Conditions owned by Eligible Directors, Etc. immediately after such time for which restriction on transfer is not lifted.

If the ESG Indicator Conditions are not satisfied, the Company will, immediately after such time, acquire, automatically and without contribution, all the Shares tied to the ESG Indicator Conditions owned by Eligible Directors, Etc. immediately after such time for which restriction on transfer is not lifted. Moreover, in the event of (3) above, if such Eligible Directors, Etc. retire or resign from his/her position due to death or retire or resign from his/her position due to a legitimate reason other than death, the Company will acquire, automatically and without contribution, all the Shares tied to the ESG Indicator Conditions of such Eligible Directors, Etc. on the relevant retirement or resignation date if the ESG Indicator Conditions have not been satisfied.

#### **(5) Management of stock**

Shares will be managed in dedicated accounts at a securities company designated by the Company opened by Eligible Directors, Etc. during the transfer restriction period in order to ensure that it is not possible to transfer, set collateral rights for, or otherwise dispose of the shares during the transfer restriction period. In order to secure the effectiveness of the restriction on transfer, etc. of the Shares, the Company has executed an agreement with such securities company on the management of accounts for the Shares owned by each Eligible Directors, Etc. Eligible Directors, Etc. shall consent to the management of such accounts.

#### **(6) Handling at the time of organizational restructuring, etc.**

If, during the transfer restriction period, a merger agreement in which the Company becomes the absorbed company, a share exchange agreement or a share transfer plan under which the Company becomes a wholly-owned subsidiary of another company, or any other matter related to organizational restructuring, etc. is approved at a general meeting of shareholders of the Company (or by the Board of Directors of the Company if approval of a general meeting of shareholders of the Company is not required in relation to the said organizational restructuring, etc.) (only if the said organizational restructuring, etc. takes effect after the day following the submission date of the Company's semi-annual securities report for the fiscal year that includes the disposal date and before expiration of the transfer restriction period), upon a resolution of the Board of Directors of the Company, the Company will, at the time immediately preceding the business day before the date on which the said organizational restructuring, etc. takes effect, lift the restriction on transfer with respect to all the Shares related to each of the Continued Service Conditions and the ESG Indicator Conditions (on the condition that, in the case of ESG Indicator Conditions, the ESG Indicator Conditions will be satisfied).

In the event set forth above, the Company will acquire, automatically and without contribution, the Shares owned by Eligible Directors, Etc. for which the restriction on transfer is not lifted on the business day preceding the date on which the said organizational restructuring, etc. takes effect.

#### **4. Basis for Calculation and Details of Amount to Be Paid in**

The disposal of the treasury stock to the persons who will receive the Shares will be made for payments of contributed assets using all of the monetary compensation claims, etc. provided by the Company or a subsidiary of the Company as Restricted Stock Remuneration for fiscal year ending May 2026. The disposal price is 1,574 yen, the closing price of the Company's common stock on the Tokyo Stock Exchange on August 7, 2025 (the business day before the resolution date pursuant to Article 370 of the Companies Act) to avoid arbitrariness. Because this price is the market stock price at the time immediately preceding the date of the resolution, we believe the price is reasonable and is not a particularly favorable price.