



July 11, 2025

Company name: MatsukiyoCocokara & Co.
 Listing: Prime Market, Tokyo Stock Exchange
 Stock code: 3088
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Notice Regarding the Disposal of Treasury Shares as Restricted Stock Compensation

MatsukiyoCocokara & Co. (the “Company”) hereby announces that, the Board of Directors, in their meeting held on July 11, 2025, has resolved to dispose of treasury shares as outlined below (the “Disposal of Treasury Shares” or the “Disposal”).

Details

1. Outline of the Disposal

(1) Disposal date	August 8, 2025
(2) Class and number of shares to be disposed	Common shares of the Company – 32,340 share
(3) Disposal price	¥3,081.0 per share
(4) Total value of shares to be disposed	¥99,639,540
(5) Persons eligible for allotment of shares and number thereof, and number of shares for allotment	Eight Directors of the Company (excluding Outside Directors): 32,340 shares in total
(6) Other information	A report concerning this Disposal of Treasury Shares has been submitted as an Extraordinary Report in accordance with the Financial Instruments and Exchange Act.

2. Purpose and Reasons for the Disposal

At the Board of Directors meeting held on May 10, 2019, MatsukiyoCocokara & Co. resolved to introduce a new compensation plan in the form of restricted stock (hereinafter referred to as the “Plan”) for the directors of the Company,

excluding outside directors (hereinafter referred to as the “Eligible Directors”). The purpose of the Plan is to provide medium- to long-term incentives and to promote the sharing of values with shareholders. Furthermore, at the **12th Annual General Meeting of Shareholders** held on June 27, 2019, the shareholders approved the granting of monetary compensation claims (hereinafter referred to as the “Restricted Stock Compensation”) under the Plan to the Eligible Directors, in an amount not exceeding ¥85 million per year, as consideration for the acquisition of restricted stock. The shareholders also approved that the restriction period for the transfer of such shares shall be determined by the Board of Directors and set within a range of three to five years. Subsequently, at the **17th Annual General Meeting of Shareholders** held on June 21, 2024, the shareholders approved amendments to the Plan to increase the annual maximum number of shares to be granted to 90,000 and the maximum amount of monetary compensation claims to ¥360 million per year.

An outline of the Plan is provided below:

[Outline of the Plan]

Under the Plan, the Eligible Directors shall contribute the full amount of the monetary compensation claims granted by the Company as contributions in kind and, in return, receive newly issued or disposed shares of the Company’s common stock.

The total number of shares of common stock to be issued or disposed of under the Plan shall not exceed 90,000 shares per year. The per-share payment amount shall be determined by the Board of Directors based on the closing price of the Company’s common stock on the Tokyo Stock Exchange Prime Market on the business day immediately preceding the date of the relevant Board resolution (or, if no closing price is available on that date, the closing price on the most recent prior trading day). The price shall be set within a range that is not deemed particularly favorable to the Eligible Directors receiving the shares.

In connection with the issuance or disposal of the Company’s common stock under the Plan, the Company and each Eligible Director shall enter into a Restricted Stock Allocation Agreement. The terms of this agreement shall include the following provisions:

1. For a specified period, the Eligible Directors shall not transfer, pledge or otherwise dispose of the allocated shares of the Company’s common stock; and
2. The Company, may, under certain circumstances, acquire the allocated shares without compensation

This time, taking into account the objectives of the Plan, the Company’s business performance, the scope of responsibilities of each Eligible Director, and other relevant factors, and with the aim of securing talented individuals and further enhancing their motivation, the Company has resolved to grant a total of ¥99,639,540 in monetary compensation claims (hereinafter referred to as the “Compensation Claims”) and allocate 32,340 shares of common stock. To ensure the long-term alignment of interests with shareholders, which is the purpose of the Plan, the transfer restriction period for this allocation has been set at three years.

Under the Disposal of Treasury Shares, pursuant to the Plan, the eight Eligible Directors as planned allottees will contribute their Compensation Claims in full as contributions in kind and receive allocated shares of the Company’s common stock (hereinafter referred to as the “Allocated Shares”).

An overview of the Restricted Stock Allocation Agreements (hereinafter, the “Allocation Agreements”) to be entered into between the Company and the Eligible Directors in connection with the Disposal is provided in Section 3 below.

3. Overview of the Restricted Stock Allocation Agreement

- (1) Transfer Restriction Period From August 8, 2025, to August 7, 2028.
- (2) Conditions for Lifting Transfer Restrictions

All transfer restrictions on the Allocated Shares shall be lifted at the end of the restriction period, provided that the Eligible Director has continuously held any of the following positions during the restriction period: Director, Executive Officer not concurrently serving as a Director, Audit & Supervisory Board Member, employee, advisor, or a comparable

role at the Company or any of its subsidiaries.

(3) Treatment in the Event of Resignation or Retirement for Legitimate Reasons during the Restriction Period

① Timing of Lifting Transfer Restrictions

If an Eligible Director resigns or retires from all positions at the Company or any of its subsidiaries due to the expiration of their term, reaching retirement age, or any other legitimate reason (excluding resignation or retirement due to death), the transfer restrictions shall be lifted immediately upon resignation or retirement. In the case of resignation or retirement due to death, the transfer restrictions shall be lifted immediately upon the time of death.

② Number of Shares Eligible for Lifting of Transfer Restrictions

The number of shares for which the transfer restrictions will be lifted shall be calculated by multiplying the number of Allocated Shares held at the time of resignation or retirement (as defined in ① above) by the number of months from the commencement of the Eligible Director's service in the 19th fiscal year up to and including the month of resignation, divided by 36. Any fractional shares resulting from this calculation shall be rounded down.

(4) Acquisition without Compensation by the Company

Any Allocated Shares for which the transfer restrictions have not been lifted, either at the end of the restriction period or at the time of lifting as specified in (3), shall be automatically acquired by the Company without compensation.

(5) Management of Share

To prevent any transfer, pledge, or other disposition during the restriction period, the Allocated Shares shall be managed in a dedicated account established by the Eligible Director at Nomura Securities Co., Ltd. To ensure enforcement of the transfer restrictions, the Company has entered into an agreement with Nomura Securities concerning the management of such accounts. The Eligible Directors shall be deemed to have consented to the terms of this account management.

(6) Treatment in the Event of Corporate Reorganization

If, during the transfer restriction period, a corporate reorganization is approved—such as a merger agreement in which the Company is the dissolving entity, a share exchange agreement or share transfer plan that results in the Company becoming a wholly owned subsidiary, or other comparable reorganization— is approved at a general meeting of shareholders (or by the Board of Directors, if such approval by the shareholders' meeting is not required), then, by resolution of the Board of Directors, the transfer restrictions shall be lifted immediately prior to the effective date of such reorganization for the number of Allocated shares held at the time of such approval multiplied by the number of months inclusive of the month in which the Eligible Director commenced service in the 19th fiscal year and the month in which such approval occurs, divided by 36. (Any fractional shares resulting from this calculation shall be rounded down.). Immediately after the transfer restrictions are lifted, any remaining Allocated Shares not subject to the lifting of restrictions shall be automatically acquired by the Company without compensation.

4. Basis and Details of the Payment Amount

The Disposal of Treasury Shares to the planned allottees will be conducted as a compensation in kind, using the monetary compensation claims granted under the Plan as restricted stock compensation for the Company's 18th fiscal year. To ensure that the payment amount is not arbitrary, the disposal price has been set at ¥3,081.0 per share—the closing price of the Company's common stock on the Tokyo Stock Exchange Prime Market on July 10, 2025 (the business day immediately preceding the date of the Board of Directors resolution). This price reflects the market value immediately prior to the resolution and is considered fair and not particularly favorable to the allottees.