



June 11, 2025

Company name: Treasure Factory Co. Ltd.
Name of representative: Eigo Nosaka, President & CEO
(Securities code: 3093; Tokyo Stock Market Prime)
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Notice Regarding Disposal of Treasury Shares as Restricted Stock Compensation

Treasure Factory Co., Ltd. (the “Company”) hereby announces that at a meeting of its Board of Directors held today, it resolved to dispose of treasury shares as restricted stock compensation (the “Disposal of Treasury Shares”), as outlined below.

1. Overview of the Disposal

(1) Disposal Date	July 8, 2025
(2) Type and Number of Shares to Be Disposed	5,200 shares of the Company’s common stock
(3) Disposal Price	¥1,881 per share
(4) Total Disposal Amount	¥9,781,200
(5) Allottees and Number of Shares to Be Allotted	Three Directors of the Company (excluding Outside Directors): 5,200 shares in total

2. Purpose and Reason for the Disposal

At the Board of Directors meeting held on April 19, 2023, the Company resolved to introduce a restricted stock compensation plan (the “Plan”) for Directors of the Company (excluding Outside Directors; the “Eligible Directors”) to provide incentives for the sustainable enhancement of the Company’s corporate value and to promote greater value sharing with shareholders.

At the 28th Annual General Meeting of Shareholders held on May 24, 2023, the shareholders approved the following: the Company may grant monetary compensation claims of up to ¥30 million per year (excluding salaries for Directors also serving as employees) to be contributed as property for acquiring restricted shares, and may issue or dispose of up to 30,000 shares of its common stock annually under the Plan. The restricted period shall be three years.

Under the Plan, Eligible Directors shall contribute all such monetary compensation claims as property in kind and receive the Company’s common stock in exchange. The paid-in amount per share shall be based on the closing price of the Company’s common stock on the Tokyo Stock Exchange on the business day prior to the date of the Board resolution, ensuring that the allotment does not constitute favorable terms for the Directors. Additionally, the Company and each Eligible Director shall enter into a Restricted Stock Allotment Agreement including terms such as:

Prohibition on transfer or pledge of the allotted shares for a predetermined period; and

Mandatory forfeiture of the shares without compensation upon occurrence of certain events.

Taking into account the purpose of the Plan, the Company’s business performance, the responsibilities of each Director, and other relevant factors, the Company has resolved to allot a total of 5,200 shares to three Directors in exchange for monetary compensation claims totaling ¥9,781,200 as payment in kind.

3. Outline of the Restricted Stock Allotment Agreement

Transfer Restriction Period:

From July 8, 2025 (the allotment date) to July 7, 2028, the allotted shares may not be transferred, pledged, or otherwise disposed of.

Lifting of Transfer Restrictions:

All transfer restrictions will be lifted at the end of the restriction period, provided the Director remains in office throughout.

If a Director resigns due to death or other legitimate reasons (e.g., medical treatment, family care, term

expiration, or retirement), the number of shares with restrictions lifted shall be prorated based on the number of months served out of 12.

Forfeiture of Shares:

Any shares for which transfer restrictions are not lifted at the end of the restriction period will be forfeited to the Company without compensation.

Management of Shares:

The allotted shares will be managed in a dedicated account at Okasan Securities Co., Ltd. to ensure they are not disposed of during the restriction period.

Handling in Corporate Reorganizations:

In the event of a merger or other reorganization approved at a shareholders' meeting (or Board meeting if shareholder approval is not required), a prorated number of shares will have transfer restrictions lifted immediately prior to the effective date of such reorganization.

4. Basis for Calculation of Disposal Price

The disposal price was determined based on the closing price of the Company's common stock on the Tokyo Stock Exchange on June 10, 2025 (the business day prior to the Board resolution), in order to eliminate arbitrariness. This price appropriately reflects the Company's fair value and does not constitute a favorable issuance to the Eligible Directors.