



June 20, 2025

Company name: RAKUS Co., Ltd.

Stock exchange listing: Tokyo PRIME/ Stock code: 3923

URL <https://www.rakus.co.jp/en/>

Representative: Representative Director and President, Takanori Nakamura

Inquiries: Director Takahiro Miyauchi

Notice Regarding Disposal of Treasury Stock as Restricted Stock

RAKUS Co., Ltd. (the "Company") hereby announces that the Board of Directors has decided to dispose of the treasury stock (hereinafter referred to as the "Disposal"). The details are as follows.

1. Overview of the Disposal

(1)	Disposal date	July 18, 2025
(2)	Class and number of shares to be disposed	1,510 shares of common stock of the Company
(3)	Disposal price	2,317 yen per share
(4)	Total value of disposed	3,498,670 yen
(5)	Scheduled allottee	One Executive Officer 1,510 shares

2. Purpose and reason for the Disposal

At the Board of Directors meeting held on May 14, 2024, the Company has resolved to introduce a new compensation plan for its directors (excluding outside directors) (hereinafter referred to as "the Plan") as a means of providing incentives for the sustained enhancement of corporate value and further promoting shared value with shareholders.

In addition, the Company has decided to grant restricted stock to its executive officers as well, aiming to provide incentives for the continuous enhancement of its corporate value and to further promote value sharing with its shareholders.

Today, at the Board of Directors meeting, the Company has resolved to provide a total monetary claim of 3,498,670 yen to one of our executive officers (hereinafter referred to as the "Eligible Officer").

Considering the purpose of this Plan, the position and responsibilities of the Eligible Officer, and other relevant factors, this amount will be contributed in kind, and 1,510 shares of our common stock will be disposed of as restricted stock. Please note that this time, no allocation is made to directors.

The Eligible Officer will contribute all the monetary claims granted to them as contribution in kind and subscribe for the common shares to be allotted by the Company through the Disposal.

<Overview of Allocation Agreement>

The Company and the Eligible Officer will individually execute the Restricted Stock Allocation Agreement accompanied by the Disposal, and the overview of the Allocation Agreement is as follows.

(1) Restriction period

The Eligible Officer must not transfer, create a security interest in, or otherwise dispose of the Company's common stock allocated under this allotment agreement (hereinafter referred to as "the Allocated Shares") during the period from July 18, 2025 (the payment date), until the day they retire as employee of the Company.

(2) Conditions for cancelling transfer restriction

If the Eligible Officer continuously holds the position of employee (including executive officers) of the Company during the period from the day of the Company's Annual General Meeting of Shareholders immediately preceding the payment date to the day of the Company's Annual General Meeting of Shareholders held the following year (hereinafter referred to as the "Service Period"), the transfer restrictions on all Allocated Shares will be lifted immediately after the end of the transfer restriction period. However, if the Eligible Officer retires as an employee during the Service Period due to death or other reasons deemed legitimate by the Board of Directors, the transfer restrictions on the Allocated Shares will be lifted immediately after such retirement. The number of Allocated Shares for which the transfer restrictions will be lifted will be calculated by multiplying the total number of Allocated Shares by a fraction, the numerator of which is the number of months from the month following the start of the Service Period to the month of resignation or retirement, and the denominator of which is 12 (with the maximum value of the fraction being 1). Any fractional shares resulting from this calculation will be rounded down to the nearest whole share.

(3) Acquisition of Allocated Shares by the Company without compensation

The Company will automatically acquire, without compensation, any Allocated Shares for which the transfer restrictions have not been lifted at the end of the transfer restriction period.

(4) Management of the Allocated Shares

During the restriction period, the Allocated Shares will be managed in a dedicated account for the restricted stock opened by the Eligible Officer in Daiwa Securities Co. Ltd. so that the Eligible Officer cannot transfer, create a security interest in, or otherwise dispose the Allocated Shares during the restriction period.

(5) Measures to be taken upon organizational restructuring, etc.

In the event that, during the transfer restriction period, a matter related to an organizational restructuring—such as a merger agreement in which the Company becomes the disappearing company, a share exchange agreement in which the Company becomes a wholly-owned subsidiary, or a share transfer plan—is approved at the Company's General Meeting of Shareholders (or, in cases where the approval of the General Meeting of Shareholders is not required for such organizational restructuring, at the Company's Board of Directors meeting), the transfer restrictions on the Allocated Shares will be lifted immediately prior to the effective date of such organizational restructuring. The number of Allocated Shares for which the transfer restrictions will be lifted will be calculated by multiplying the number of Allocated Shares held at that time by a fraction, the numerator of which is the number of months from

the month following the start of the Service Period to the month of approval of the organizational restructuring, and the denominator of which is 12 (with the maximum value of the fraction being 1). Any fractional shares resulting from this calculation will be rounded down to the nearest whole share.

3. Basis for calculating the payment amount and its specific details

The Disposal of treasury stock will be carried out using the monetary claims granted to the intended recipients as the assets to be contributed. To ensure the payment amount is free from arbitrariness, it has been set at 2,317 yen, which is the closing price of our common stock on the Tokyo Stock Exchange on June 19, 2025, the business day preceding the Board of Directors resolution. This price is the market value immediately preceding the date of the resolution of the Board of Directors and is a reasonable price that properly reflects the Company's corporate value in a state where there are no special circumstances under which the foregoing price is not relied upon the most recent stock price and does not fall within a price that is excessively advantageous for the Eligible Officer.

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