



April 11, 2025

Company name: artience Co., Ltd.
 Name of representative: Satoru Takashima, President and Representative Director
 (Securities code: 4634; Tokyo Stock Exchange Prime Market)
 Inquiries: Takahiro Nakamura, Managing Operating Officer and General Manager of General Affairs Department
 Telephone: +81-3-3272-3853

Notice of Disposal of Treasury Shares as Restricted Stock Compensation

artience Co., Ltd. (the “Company”) hereby announces that a meeting of the Board of Directors held on April 11, 2025 passed a resolution regarding disposal of the Company’s treasury shares for restricted stock compensation (the “Disposal of Treasury Shares”). Details are as follows.

1. Outline of the disposal

(1) Payment date	April 28, 2025
(2) Type and number of shares to be disposed of	15,190 shares of common shares of the Company
(3) Disposal value	2,797 yen per share
(4) Total disposal amount	42,486,430 yen
(5) Allottee	3 Directors of the Company (*) 3,906 shares 14 Operating Officers of the Company 6,143 shares 1 Senior Advisor of the Company 2,148 shares 7 Advisors (including other positions equivalent thereto) of the Company who concurrently serve as directors of its subsidiaries 2,993 shares *Excluding directors who are Audit & Supervisory Committee members and outside directors

2. Purpose and reason for disposal

At the 184th Annual General Meeting of Shareholders held on March 23, 2022, the allotment of restricted stock to Directors of the Company (excluding directors who are Audit & Supervisory Committee members and outside directors; hereinafter, “Eligible Directors”) was approved to enable the Eligible Directors to share in the benefits and risks of the fluctuation of the stock price with shareholders and further motivate them to contribute to increasing the stock price and enhancing corporate value. The setting of the maximum total amount of monetary compensation to be provided to the Eligible Directors as compensation, etc. related to restricted stock at 100 million yen, the maximum total number of shares to be allotted to Eligible Directors in a single business year at 100,000 shares and the transfer restricted period being from the day the restricted stock is issued until the day the Eligible Director retires from their position as either a Director, an Operating Officer or an Advisor (including other positions equivalent to Advisor, such as Senior Advisor) of the Company or a subsidiary of the Company and other

matters were also approved.

At a meeting of the Board of Directors on April 11, 2025, the Company resolved to grant monetary compensation claim totaling 42,486,430 yen as restricted stock for the period from the 187th Annual General Meeting of Shareholders of the Company until the 188th Annual General Meeting of Shareholders to be held in March 2026 to the planned allottees (“Eligible Allottees”), specifically three (3) Eligible Directors, fourteen (14) Operating Officers of the Company, a (1) Senior Advisor of the Company and seven (7) Advisors (including other positions equivalent thereto) of the Company who concurrently serve as directors of the Company's subsidiaries. Through the payment and contribution-in-kind of all of this monetary compensation, the individual Eligible Allottees will be allotted 15,190 shares of ordinary stock of the Company as specific restricted stock. The amount of monetary compensation claims for each of the Eligible Allottees in the Company is decided taking into consideration various factors including contributions. This amount of monetary compensation claims will be provided to the Eligible Allottees subject to conditions including the one that each Eligible Allottee executes an agreement with the Company for the allocation of restricted stock that contains the following provisions (“Allocation Agreement”).

3. Overview of Allocation Agreement

(1) Transfer restriction period

The period from April 28, 2025 until the day when an Eligible Allottee retires from their position as either a Director, an Operating Officer, or an Advisor (including other positions equivalent to Advisor, such as Senior Advisor. The same shall apply hereafter) of the Company or a subsidiary of the Company (provided, however, if the day of retirement is before March 31, 2026, until April 1, 2026).

During the restricted period of transfer specified above (“Transfer Restriction Period”), an Eligible Allottee shall not transfer, pledge, offer as security of transfer, donate before death, bequeath or otherwise dispose of the restricted stock allotted to such Eligible Allottee (“Allotted Shares”) to a third party (“Restriction on Transfer”).

(2) Acquisition of restricted shares without compensation

If Eligible Allottees retire from all positions as Directors, Operating Officers, or Advisors of the Company or any subsidiary, the Company may automatically acquire the Allotted Shares without compensation, unless the acquisition is denied for reasons that the Board of Directors acknowledges to be justifiable.

In addition, if there are any Allocated Shares at the time of expiration of the Transfer Restriction Period (“Expiration of the Period”) for which the Restriction on Transfer is not released pursuant to the provision of causes for release specified in the following (3) Lifting of the Restriction on Transfer, the Company will automatically acquire such Allocated Shares without considerations immediately after the Expiration of the Period.

(3) Lifting of the Restriction on Transfer

I . In the case of an Eligible Allottee who is a Director of the Company (excluding directors who are Audit & Supervisory Committee members and outside directors)

The Company will lift the Restriction on Transfer on all the Allotted Shares held by an Eligible Allottee at the Expiration of the Period, provided the Eligible Allottee continues to be a Director from the beginning of the Transfer Restriction Period until the Company's first annual general shareholders' meeting in the period. However, if an Eligible Allottee retires from their position as a Director during the period between the start of the Transfer Restriction Period until the day before the Company's first annual general shareholders meeting in that period for reasons that the Board of Directors

acknowledges as justifiable, the Company will lift the Restriction on Transfer on Allotted Shares immediately after the Eligible Allottee's retirement. The number of Allotted Shares on which the Restriction on Transfer will be lifted will be calculated by multiplying the number of Allotted Shares held by the Eligible Allottee at the time of retirement by the number of months from April 2025 to the month when the Eligible Allottee retires from their position as a Director divided by 12 (one if the resulting number is more than one, any resulting fractions of shares less than one share shall be rounded down).

II. In the case of an Eligible Allottee who is a director of a subsidiary of the Company, or an Operating Officer or an Advisor of the Company

The Company will lift the Restriction on Transfer on all the Allotted Shares held by an Eligible Allottee at the Expiration of the Period, provided the Eligible Allottee continues to be either a director of a subsidiary of the Company, an Operating Officer or Advisor of the Company from the beginning of the Transfer Restriction Period until the Company's first annual general shareholders' meeting in the period. However, if an Eligible Allottee retires from their position as a director of a subsidiary of the Company, or an Operating Officer or an Advisor of the Company during the period between the start of the Transfer Restriction Period until the day before the Company's first annual general shareholders meeting in that period for reasons that the Board of Directors acknowledges as justifiable, the Company will lift the Restriction on Transfer on all the Allotted Shares immediately after the Eligible Allottee's retirement.

(4) Provision regarding management of shares

Eligible Allotees shall complete the procedure to open an account at SMBC Nikko Securities Inc. to register or record the Allocated Shares in such manner as designated by the Company, and shall store and maintain the Allocated Shares in such account during a period until the Restriction on Transfer is released.

(5) Treatment in case of organization restructuring

If during the Transfer Restriction Period a proposal regarding a merger agreement under which the Company will become a non-surviving company, a share exchange agreement under which the Company will become a wholly owned subsidiary or a share transfer plan or other organizational restructuring, etc. is approved at a general meeting of shareholders of the Company (or approved at a meeting of the Board of Directors of the Company, in cases where the approval of the organizational restructuring, etc. at a general meeting of shareholders of the Company is not required) (Limited to cases where the effective date of the organizational restructuring, etc. is before the Expiration of the Period; hereinafter the "Time of Approval for Organizational Restructuring, etc.") and if an Eligible Allottee retires from their position as a Director, an Operating Officer, or an Advisor of the Company or a subsidiary of the Company due to the organizational restructuring, etc., the Company will lift the Restriction on Transfer on Allotted Shares, the number of which is calculated by multiplying the number of Allotted Shares held by the Eligible Allottee on the day of the approval by the number of months from April 2025 until the month which includes the day of the approval divided by 12 (one if the resulting number is more than one, any resulting fractions of shares less than one share shall be rounded down), as of the end of the business day immediately preceding the effective date of the organizational restructuring, etc. in accordance with a resolution of the Board of Directors of the Company.

In the Time of Approval for Organizational Restructuring, etc., the Company will automatically acquire all the number of Allotted Shares without consideration on the business day before the effective date of such organization restructure, etc. for which the Restriction on Transfer is not

released on the same day.

4. Calculation basis of payment amounts and relevant details

Disposal price in the Disposal of Treasury Shares shall be 2,797 yen which is the closing price of the Company's common stock at Tokyo Stock Exchange on the business day (April 10, 2025) before the date of resolution in the Board of Directors meeting to exclude any arbitrariness. This is the market price immediately before the date of resolution in the Board of Directors meeting, which the Company believes is reasonable and is not deemed an advantageous price.