

June 12, 2025

Listed Company Name: Riso Kyoiku Co., Ltd.

President and Representative Director: Masahiko Tenbo

(Listing Code: 4714 Prime Market of the TSE)

For Inquiries: Executive Vice President (CFO) Masaaki Kume

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Notice Regarding the Disposal of Treasury Shares as Restricted Stock Compensation

We hereby announce that, at the meeting of the Board of Directors held today, our company resolved to dispose of treasury shares as restricted stock compensation (hereinafter the “Disposal of Treasury Shares”) as outlined below.

1. Overview of the Disposal

(1) Payment Date	July 11, 2025
(2) Class and Number of Shares to be Disposed	218,300 shares of common stock of the Company
(3) Disposal Price	224 yen per share
(4) Total Disposal Amount	48,899,200 yen
(5) Allottees	3 Directors of the Company: 176,300 shares (Excludes non-executive and outside directors) 7 Directors of subsidiaries: 42,000 shares (Excludes directors also serving as employees of wholly owned subsidiaries)

2. Purpose and Reason for the Disposal

At the Board of Directors meeting held on April 18, 2025, the Company resolved to introduce a restricted stock compensation plan (hereinafter the “Plan”) for Directors (excluding non-executive and outside directors) to provide incentives for the sustainable enhancement of corporate value and to promote further value sharing with shareholders.

Subsequently, at the 40th Annual General Meeting of Shareholders held on May 23, 2025, the following items related to the Plan were approved:

To grant restricted stock to Directors or provide compensation for such grants, with the restriction period lasting until the Director retires or resigns from their position.

The grant will be made either through the issuance or disposal of shares without monetary contribution, or through contribution in kind of monetary compensation receivables granted to Directors.

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The total number of shares issued or disposed under the Plan shall not exceed 260,000 shares per year, and the total monetary amount shall not exceed 100 million yen per year or 1.5% of consolidated ordinary income for the fiscal year, whichever is lower, and shall be separate from existing monetary compensation.

Additionally, in pursuit of the same objectives, the Company has decided to grant restricted stock to Directors of its subsidiaries.

Today, the Board resolved to grant a total of 48,899,200 yen in monetary compensation receivables to 3 Directors of the Company and 7 Directors of its subsidiaries (collectively the “Eligible Officers”), to be contributed in kind in exchange for the disposal of 218,300 shares of restricted stock.

3. Summary of the Restricted Stock Allotment Agreement

Each Eligible Officer will enter into a restricted stock allotment agreement with the Company. The key terms are as follows:

(1) Restriction Period

For Company Directors: From July 11, 2025, until retirement or resignation from positions as determined by the Board.

For Subsidiary Directors: From July 11, 2025, until retirement or resignation from positions such as Director, Executive Officer, or Employee of the Company or its subsidiaries.

(2) Conditions for Lifting Transfer Restrictions

For Company Directors: Restrictions are lifted upon continued service from the day before the 2025 AGM until the day of the 2026 AGM. Partial lifting may apply upon earlier resignation due to death or other justified reasons.

For Subsidiary Directors: Restrictions are lifted upon continued service from the day before the subsidiary’s 2025 AGM until the day of its 2026 AGM. Partial lifting applies similarly.

(3) Free Acquisition by the Company

Any shares still under restriction at the end of the restriction period will be acquired by the Company without compensation.

(4) Share Management

During the restriction period, restricted shares will be managed in a dedicated account at Daiwa Securities Co. Ltd. to prevent transfer, pledge, or other dispositions.

(5) Handling in Reorganization

In the event of merger, share exchange, or other reorganization approved at a shareholder or board meeting, restrictions will be partially lifted in proportion to the service period, based on a Board resolution.

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4. Basis and Specifics for Calculating Payment Amount

The disposal price is based on the closing price of the Company's common shares on the Tokyo Stock Exchange on June 11, 2025, the business day prior to the Board resolution, which was 224 yen per share. This price eliminates arbitrariness and is deemed fair and reasonable, appropriately reflecting the Company's corporate value and not particularly advantageous to the Eligible Officers.

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