



July 11, 2025

Company name: Tokyo Tekko Co., Ltd.
Name of representative: Tsunebumi Yoshihara, Chairman
(Securities code: 5445, Prime Market of the Tokyo Stock Exchange)
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Notice Concerning Disposal of Treasury Shares as Restricted Share Remuneration

Tokyo Tekko Co., Ltd. (the “Company”) hereby announces that it has resolved, at the meeting of the Board of Directors held today, the disposal of treasury shares as restricted share remuneration (hereinafter the “Disposal of Treasury Shares”). The details are described below.

1. Overview of disposal

(1)	Deadline for payment	July 31, 2025
(2)	Type and number of shares to be disposed of	5,130 shares of common shares of the Company
(3)	Disposal price	5,540 yen per share
(4)	Total amount of disposal	28,420,200 yen
(5)	Scheduled allottees	Six (6) Directors of the Company, 3,560 shares Six (6) Corporate Officers of the Company 1,570 shares * Excluding Directors who are Audit Committee Members

2. Purposes and reasons for disposal

At the 96th Annual General Meeting of Shareholders held on June 26, 2024, the Company obtained approval to introduce a share remuneration plan, under which restricted shares will be issued to Directors of the Company (excluding Directors who are Audit Committee Members; hereinafter “Eligible Directors”) so that the Eligible Directors will share with our shareholders the benefits and risks of fluctuations in the stock price and to further raise their motivation to contribute to the increase in the stock price and the enhancement of corporate value (hereinafter the “Plan”). It was also approved that, under the Plan, the total amount of monetary remuneration claims to be paid to Eligible Directors as remuneration, etc. related to restricted shares shall be set at an amount not to exceed 100 million yen per annum, the maximum number of restricted shares allotted to Eligible Directors in each fiscal year shall be 20,000 shares, and the transfer restriction period of restricted shares shall be from the date of delivery of the restricted shares until Eligible Directors have resigned or retired from any and all positions of Director, Corporate Officer, and employee of the Company.

Today, the Board of Directors of the Company resolved to pay to six (6) Eligible Directors and six (6) Corporate Officers, who are scheduled allottees (hereinafter “Eligible Allottee(s)”), monetary remuneration claims of 28,420,200 yen in total as restricted share remuneration for the period from the Company’s 97th Annual General Meeting of Shareholders held on June 26, 2025 to the Company’s 98th Annual General Meeting of Shareholders scheduled to be held in June 2026, and Eligible Allottees will receive an allotment of 5,130 shares of the Company’s common shares as specified restricted shares by furnishing the entire quantity of those monetary remuneration claims as contribution in kind. The amount of monetary remuneration claims to be paid to each Eligible

Allottee is determined based on comprehensive consideration of various factors, including the degree of contribution by each Eligible Allottee in the Company. In addition, the monetary remuneration claims will be paid on the condition that each Eligible Allottee enters into a restricted share allotment agreement (hereinafter “Allotment Agreement”) with the Company, which will include the following contents as an outline.

3. Outline of the Allotment Agreement

(i) Transfer restriction period

From July 31, 2025 until Eligible Allottees have resigned or retired from any and all positions of Director, Corporate Officer, and employee of the Company

During the transfer restriction period set forth above (hereinafter the “Transfer Restriction Period”), Eligible Allottees may not transfer, pledge, assign as mortgage, provide as an inter vivos gift, bequeath, or otherwise dispose of (hereinafter “Transfer Restrictions”) the restricted shares allotted to the Eligible Allottees (hereinafter the “Allotted Shares”) to a third party.

(ii) Acquisition of restricted shares without compensation

In the event of the resignation or retirement by Eligible Allottees from any and all positions of Director, Corporate Officer, and employee of the Company on or after the date of commencement of the Transfer Restriction Period until the day preceding the date of the first Annual General Meeting of Shareholders of the Company to be held after that date, the Company shall rightfully acquire the Allotted Shares without compensation at the point in time of such resignation or retirement, unless there are reasons recognized as legitimate by the Board of Directors of the Company.

In addition, if, at the point in time that the Transfer Restriction Period has expired (hereinafter the “Time of Transfer Restriction Period Expiration”), there are any Allotted Shares for which the Transfer Restrictions have not yet been removed based on the reasons for removal of the Transfer Restrictions in (iii) below, the Company shall rightfully acquire those shares without compensation at the point in time immediately after the Time of Transfer Restriction Period Expiration.

(iii) Removal of Transfer Restrictions

On the condition that the Eligible Allottees have served continuously in any of the positions of Director, Corporate Officer, or employee of the Company on or after the date of commencement of the Transfer Restriction Period until the date of the first Annual General Meeting of Shareholders of the Company to be held after that date, the Company will, at the Time of Transfer Restriction Period Expiration, remove the Transfer Restrictions for all of the Allotted Shares held by the Eligible Allottees at that point in time. However, in the event that an Eligible Allottee resigns or retires from any and all positions of Director, Corporate Officer, and employee of the Company on or after the date of commencement of the Transfer Restriction Period until the day preceding the date of the first Annual General Meeting of Shareholders of the Company to be held after that date for a reason recognized by the Board of Directors of the Company as legitimate, the Company shall, at the point in time immediately after such resignation or retirement, remove the Transfer Restrictions, with the number of Allotted Shares calculated by multiplying the number calculated by dividing the number of months from July 2025 to the month in which the date of the resignation or retirement of the Eligible Allottee from any and all positions of Director, Corporate Officer, and employee of the Company falls by 12, (however, in the case where the calculation results in a number greater than one, the number shall be one), by the number of the Allotted Shares held by

the Eligible Allottee at the point in time of such resignation or retirement (however, in the case where the calculation results in a fraction of less than one share, the fraction is rounded down).

(iv) Management of shares

The Eligible Allottees shall complete the opening of an account to state or record the Allotted Shares at SMBC Nikko Securities Inc. in a manner designated by the Company, and keep and maintain the Allotted Shares in such account until the Transfer Restrictions are removed.

(v) Treatment in the event of organizational restructuring, etc.

In the event that, during the Transfer Restriction Period, a merger agreement whereby the Company will be the non-surviving party to the merger, or a share exchange agreement or share transfer plan whereby the Company will become a wholly owned subsidiary of another party, or any other matters concerning organizational restructuring, etc. is approved at the Annual General Meeting of Shareholders of the Company or by the Board of Directors of the Company if such organizational restructuring, etc. does not require approval at the Annual General Meeting of Shareholders of the Company (only if the effective date of the organizational restructuring, etc. falls prior to the Time of Transfer Restriction Period Expiration; hereinafter “Time of Organizational Restructuring Approval”), and the Eligible Allottees are to resign or retire from any and all positions of Director, Corporate Officer, and employee of the Company due to such organizational restructuring, etc., the Company shall, based on the resolution of the Board of Directors of the Company, remove the Transfer Restrictions, with the number of Allotted Shares calculated by multiplying the number calculated by dividing the number of months from July 2025 to the month in which the date of approval of such organizational restructuring, etc. falls by 12 (however, in the case where the calculation results in a number greater than one, the number shall be one), by the number of the Allotted Shares held by the Eligible Allottees as of the date of approval of such organizational restructuring, etc. (however, in the case where the calculation results in a fraction of less than one share, the fraction is rounded down), at the time immediately prior to the business day immediately preceding the effective date of that organizational restructuring, etc.

In addition, at the Time of Organizational Restructuring Approval, the Company shall, on the business day preceding the effective date of that organizational restructuring, etc., rightfully acquire, without compensation, all of the Allotted Shares for which the Transfer Restrictions have not yet been removed as of that day.

4. Basis for calculation of amount of payment and details thereof

The disposal price per share in the Disposal of Treasury Shares shall be 5,540 yen, which is the closing price of common shares of the Company in the Tokyo Stock Exchange on the business day (July 10, 2025) immediately prior to the date of resolution by the Board of Directors of the Company, in order to make it an amount eliminating any arbitrariness. The Company believes that the amount is reasonable and does not constitute an amount particularly advantageous, as the amount is a quoted share price immediately prior to the date of resolution by the Board of Directors of the Company.