



June 25, 2025

To whom it may concern,

Company name	Takuma Co., Ltd.
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### **Notice Regarding Disposal of Treasury Stock as Restricted Stock Compensation**

Takuma Co., Ltd. (“the Company,” hereafter) has decided to undertake disposal of treasury stock (“the Treasury Stock Disposal” or “the Disposal,” hereafter) at the meeting of the Board of Directors held on June 25, 2025, as detailed below.

#### 1. Summary of the Disposal

(1) Disposal date	July 24, 2025
(2) Type and number of shares for disposal	The Company’s common stock: 69,459 shares
(3) Disposal price	2,005 yen per share
(4) Total disposal amount	139,265,295 yen
(5) Disposal recipients and the number thereof, and number of shares for disposal	The Company’s Board of Directors (excluding Audit and Supervisory Committee members or outside directors) 6 persons 27,908 shares The Company’s executive officers 9 persons 15,984 shares The Company’s associate officers 6 persons 3,156 shares Directors of subsidiaries of the Company 33 persons 22,411 shares

#### 2. Purpose and Reasons for the Disposal

At the meeting of the Board of Directors held on April 24, 2019, a resolution intended to provide medium- to long-term incentives, as well as foster alignment with shareholder values, among the Company’s directors who are not Audit and Supervisory Committee members or outside directors (“Eligible Directors,” hereafter) was passed which introduced a restricted stock compensation plan (“the Plan,” hereafter) as a new compensation plan aimed at Eligible Directors, executive officers and associate officers, and directors of the Company’s subsidiaries (“Eligible Directors and Others,” hereafter collectively). Furthermore, at the 115th Annual General Meeting of Shareholders held on June 26, 2019, approval was given for payment of monetary compensation claims of up to 90 million yen per year to Eligible Directors as monetary compensation to be used as contributed assets for the acquisition of restricted stock (“Restricted Stock Compensation,” hereafter) under the Plan, to limit the amount of restricted stock to be allocated to Eligible Directors in each fiscal year to 120,000 shares, and to establish a 30 year transfer restriction period for restricted stock.

Today, the Company's Board of Directors has resolved to allot, as Restricted Stock Compensation for the period from each company's Annual General Meeting of Shareholders held in June 2025 for fiscal year 2024 to each company's Annual General Meeting of Shareholders to be held in June 2026 for fiscal year 2025, a total of 69,459 common shares of the Company’s stock to six Eligible Directors, nine executive officers and six associate officers, and 33 directors of the Company’s

subsidiaries, with the Eligible Directors and Others being required to pay as contribution in kind the total of 139,265,295 yen in monetary compensation claims paid to them. The amount of monetary compensation claim paid to the individual Eligible Directors and Others is determined after comprehensive consideration of various factors, including the contribution of the individual Eligible Directors and Others to the Takuma Group. The monetary compensation claim will be paid on the condition that the individual Eligible Directors and Others enter into a restricted stock allocation agreement (“Allocation Agreement,” hereafter) with the Company, the contents of which shall essentially be the contents described in 3. below.

### 3. Summary of the Allocation Agreement

#### (1) Transfer restriction period: from July 24, 2025 to July 23, 2055

#### (2) Conditions for lifting transfer restrictions

Provided that the Eligible Directors and Others continue to serve as the Company’s Board of Directors (excluding directors who are Audit and Supervisory Committee members), as directors who are Audit and Supervisory Committee members, as executive officers or associate officers, as directors or auditors of the Company’s subsidiaries, or as any other equivalent position in the Company or in the Company’s subsidiaries during the transfer restriction period, the transfer restrictions will be lifted for all of the shares of restricted stock allocated to such Eligible Directors and Others pursuant to the Allocation Agreement (“the Allocated Shares,” hereafter) at the expiration of the transfer restriction period.

#### (3) Handling in the event that an Eligible Director or Other resigns or retires during the transfer restriction period due to the expiration of his/her term of office, reaching retirement age, or for other legitimate reasons

In the event that an Eligible Director or Other resigns or retires from his/her position as the Company’s Board of Directors (excluding directors who are Audit and Supervisory Committee members), as directors who are Audit and Supervisory Committee members, as executive officers or associate officers, as directors or auditors of the Company’s subsidiaries, or as any other equivalent position in the Company or in the Company’s subsidiaries due to the expiration of his/her term of office, reaching retirement age, or for another legitimate reason, the transfer restrictions on the number of the Allocated Shares held by such Eligible Director or Other, in proportion to their term of office or months in office per year, will be lifted immediately after such resignation or retirement (however, in the case of resignation or retirement due to death, at a time separately determined by the Company’s Board of Directors after the death of the Eligible Director or Other).

#### (4) Acquisition by the Company without compensation

With respect to the Allocated Shares for which the transfer restrictions are not lifted at the expiration of the transfer restriction period, or at the time when the transfer restrictions are lifted as per (3) above, the Company will automatically acquire such Allocated Shares free of charge.

#### (5) Share management

During the transfer restriction period, the Allocated Shares will be managed in dedicated accounts opened by the Eligible Directors and Others at Nomura Securities Co., Ltd. so that the shares cannot be transferred, used for the establishment of security interests, or otherwise disposed of during the transfer restriction period. In order to ensure the effectiveness of the transfer restrictions and other conditions placed upon the Allocated Shares, the Company has entered into an agreement with Nomura Securities Co., Ltd. regarding the management of the accounts of the Allocated Shares held by each of the Eligible Directors and Others. In addition, the Eligible Directors and Others shall consent to the specifics of the management of said accounts.

#### (6) Handling in the event of organizational restructuring or other such changes

During the transfer restriction period, if a merger agreement in which the Company will be the absorbed company, a share exchange agreement or share transfer plan in which the Company will become a wholly owned subsidiary, or if other matters related to organizational restructuring or other such changes are approved at the Company’s General Meeting of Shareholders (or, in cases where the organizational restructuring or other such changes do not require approval at the Company’s General Meeting of Shareholders, by approval of the Company’s Board of Directors), the transfer restrictions will be lifted immediately before the business day preceding the effective date of the organizational restructuring or other such changes for the number of Allocated Shares held by the Eligible Directors and Others in

proportion to their term of office or months in office per year. In addition, immediately after the transfer restrictions are lifted pursuant to (6), the Company will automatically acquire, free of charge, all the Allocated Shares for which the transfer restrictions have not been lifted.

4. Calculation basis for, and specific details of, the amount to be paid

The Treasury Stock Disposal with respect to the planned allottees will be carried out using the monetary compensation claims paid as Restricted Stock Compensation for the Takuma Group for fiscal year 2025 under the Plan as contributed assets. In order to eliminate arbitrariness, the Disposal price has been set at 2,005 yen, which is the closing price of the Company's common stock on the Prime Market of the Tokyo Stock Exchange on June 24, 2025 (the business day before the date of the Board of Directors' resolution). This is the market price immediately before the date of the Board of Directors' resolution, and it is felt that this is reasonable and not a particularly favorable price.