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To whom it may concern

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Notice Concerning Disposal of Treasury Shares as Restricted Share-based Remuneration

TAZMO CO.,LTD. (hereinafter the "Company") hereby announces that it has resolved, at a meeting of the Board of Directors held on April 14, 2025 (hereinafter the "Allotment Resolution Date"), to dispose of treasury shares (hereinafter the "Treasury Share Disposal" or "Disposal") as restricted share-based remuneration as described below.

1. Overview of disposal

(1)	Date of disposal	May 13, 2025
(2)	Class and number of shares for disposal	13,851 common shares of the Company
(3)	Disposal price	1,653 yen per share
(4)	Total amount of disposal	22,895,703 yen
(5)	Recipients and number thereof; and number of shares for disposal	4 Directors of the Company (excluding Directors who are Audit and Supervisory Committee members and Outside Directors); 13,851 shares
(6)	Other matters	The Treasury Share Disposal is subject to the effectiveness of a written notice of securities in accordance with the Financial Instruments and Exchange Act.

2. Purpose and reason for the Disposal

At a meeting of the Board of Directors held on February 13, 2023, it was resolved that a restricted share based remuneration plan (the "Plan") be introduced as a new remuneration plan for Directors of the Company (excluding Directors who are Audit and Supervisory Committee members and Outside Directors) (the "Eligible Directors"). The purpose is to raise awareness among directors of the need to contribute to improving the Company's business performance and increasing its corporate value over the medium to long term by further clarifying the linkage between remuneration and the Company's business performance and stock value, and having directors share not only the benefits of stock price increases but also the risk of stock price declines with shareholders. In addition, at the 51st Ordinary General Meeting of Shareholders held on March 28, 2023, it was approved that, based on this Plan, the Company shall provide monetary claims of up to 50,000,000 yen per year to the Eligible Directors as remuneration to be used as property contributed to acquire restricted shares (hereinafter the

"Restricted Share-based Remuneration") and issue or dispose of up to 50,000 common shares of the Company per year, and that the transfer restriction period of the restricted shares shall be from the date of allotment of the Company's common shares according to a restricted share allotment agreement executed between the Company and each of the Eligible Directors to the time immediately following resignation or retirement from the position as an officer or employee of the Company or its subsidiary as predetermined by the Board of Directors of the Company.

The outline of the Plan is as follows.

[Outline and other matters of the Plan]

The Eligible Directors and others shall pay in all of the monetary claims to be paid under the Plan as property contributed in kind, and common shares of the Company shall be issued or disposed of in return. The amount to be paid in per share shall be determined by the Board of Directors using the closing price of the Company's common share on the Tokyo Stock Exchange on the previous business day of a resolution of the Board of Directors as a basis (if there is no transaction on that day, the immediately preceding day's closing price) within the range that is not particularly advantageous to the Eligible Directors and others who undertake such common shares.

In addition, for the issuance or disposal of common shares of the Company under the Plan, a restricted share allotment agreement shall be concluded between the Company and the Eligible Directors and others. The terms and conditions of the agreement shall include the following: (i) the Eligible Directors and others shall be prohibited for a certain period from transferring to a third party, granting security interests, or otherwise disposing of the common shares of the Company allotted to them under the restricted share allotment agreement and (ii) the Company shall acquire such common shares without consideration if certain events occur.

This time, after consultation with the Nomination and Compensation Committee, taking into consideration the purpose of the Plan, the Company's business conditions, the scope of each Eligible Director's responsibilities, and various circumstances, the Company has decided to provide monetary claims totaling ¥22,895,703 (the "Monetary Claims") and 13,851 common shares in total as the Restricted Share-based Remuneration for the fiscal year ending December 31, 2025 (from January 1, 2025 to December 31, 2025) to the Eligible Directors under the Plan with the aim of further motivating each of the Eligible Directors and others.

In the Treasury Share Disposal, the four (4) Eligible Directors who are scheduled allottees will pay in all of the Monetary Claims against the Company as property contributed in kind under the Plan and will receive common shares of the Company (hereinafter the "Allotted Shares") to be disposed of. The outline of the restricted share allotment agreement (the "Allotment Agreement") to be executed between the Company and the Eligible Directors in connection with the Treasury Share Disposal is as described in 3. below.

3. Outline of the Allotment Agreement

(1) Transfer restriction period

The period from May 13, 2025 (the "Disposal Date") to the time immediately after resignation from the position as either director or regular employee of the Company

(2) Conditions for lifting transfer restriction

The transfer restriction of all of the Allotted Shares pertaining to the Restricted Share-based Remuneration shall be lifted at the expiration of the transfer restriction period on the condition that, during the period from the date of commencement of the Eligible Director's execution of duties to the time immediately preceding the conclusion of the first ordinary general meeting of shareholders of the Company held thereafter (the "Service Period"), the Eligible Director has continuously held the position of Director of the Company and has achieved performance conditions set by the Company.

(3) Acquisition by the Company without consideration

In the event that the Eligible Director resigns from the position as Director of the Company during the Service Period, has committed an act in violation of laws and regulations during the Transfer Restriction Period, has failed to achieve the performance conditions, or falls under any other certain case stipulated in the Allotment Agreement, the Company

shall, as a matter of course, acquire without consideration all of the Allotted Shares pertaining to the Restricted Share-based Remuneration held at the time in question. In addition, the Company shall, as a matter of course, acquire without consideration all of the Allotted Shares pertaining to the Restricted Share-based Remuneration for which transfer restriction has not been lifted by the time immediately after the expiration of the transfer restriction period.

(4) Treatment in the event of reorganization, etc.

(i) Time to lift transfer restriction

In the event that a matter related to a merger agreement under which the Company becomes a defunct company, a share exchange agreement or share transfer plan under which the Company becomes a wholly owned subsidiary, or any other reorganization, etc. is approved at a general meeting of shareholders of the Company (or by the Board of Directors of the Company if approval by a general meeting of shareholders is not required for such reorganization, etc.) during the transfer restriction period, the transfer restriction on the Allotted Shares shall be lifted immediately before the business day immediately prior to the effective date of such reorganization, etc.

(ii) Number of shares subject to the lifting of transfer restriction

Transfer restriction shall be lifted with respect to a certain number of shares, immediately prior to the effective date of such reorganization, etc. That number is “the number of the Allotted Shares pertaining to the Restricted Share-based Remuneration held by the Eligible Director as of the date of the approval as set forth in (i) above” times a value obtained by dividing “the number of months between and including the month including the Allotment Resolution Date and the month including the date of the approval” by “the number of months (12) pertaining to the Service Period.” Here, the above “value” shall be replaced by one (1) if it exceeds one (1), and the obtained number shall be rounded down if it includes a fraction less than one (1) share. In addition, the Company shall, as a matter of course, acquire without consideration all of the Allotted Shares pertaining to the Restricted Share-based Remuneration for which transfer restriction has not been lifted as of the business day prior to the effective date of such reorganization, etc.

(5) Management of shares

The Allotted Shares pertaining to the Restricted Share-based Remuneration shall be managed in a dedicated account opened by the Eligible Director at Nomura Securities Co., Ltd. during the transfer restriction period so that the Allotted Shares may not be transferred, pledged as collateral or otherwise disposed of during the transfer restriction period. In order to ensure the effectiveness of transfer restriction on the Allotted Shares pertaining to the Restricted Share-based Remuneration, the Company has entered into an agreement with Nomura Securities Co., Ltd. concerning the management of the account for the Allotted Shares held by each of the Eligible Directors in relation to the Restricted Share-based Remuneration. In addition, the Eligible Director shall agree to the details of the management of such account.

4. Basis of calculation and specific details of the amount to be paid in

The Treasury Share Disposal to the scheduled allottees is implemented with monetary claims, which are provided as the Restricted Share-based Remuneration to the Eligible Directors for the 54th fiscal year under the Plan, used as contributed property. The disposal price is set at 1,653 yen, which is the closing price of the Company's common shares on the Prime Market of the Tokyo Stock Exchange on April 11, 2025 (the business day immediately before the date of the Board of Directors' resolution), in order to eliminate arbitrariness. This is the market share price immediately prior to the date of the Board of Directors' resolution, which we believe is reasonable and does not constitute a particularly favorable price.