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Notice Concerning Disposal of Treasury Shares for Restricted Stock Compensation

TEIKOKU CORPORATION (the “Company”) hereby announces that it resolved, at a meeting of the Board of Directors held on June 29, 2026, to dispose of treasury shares as restricted stock compensation (hereinafter referred to as the “Disposal of Treasury Shares” or “Disposal”) as described below.

1. Overview of Disposal

(1) Due date of payment	July 24, 2026
(2) Class and number of shares to be disposed of	The Company’s common stock 7,500 shares
(3) Disposal price	3,185 yen per share
(4) Total disposal price	23,887,500 yen
(5) Method of offering or allotment	Method of allotting specified restricted shares
(6) Method of making contribution	By way of contribution in kind of monetary compensation claims.
(7) Persons to whom shares are allotted, the number of persons, and the number of shares to be allotted	- Three Directors (excluding Directors who are Members of Audit and Supervisory Committee and Outside Directors) 6,500 shares - One Executive Officer engaged under a mandate agreement who does not concurrently serve as Director 1,000 shares

2. Purpose and reason for Disposal

At a meeting of the Board of Directors held on May 19, 2025, the Company resolved to introduce a restricted stock compensation plan (hereinafter referred to as the “Plan”), under which the restriction on transfer will be lifted upon retirement, for the Company’s Directors (excluding Directors who are Members of Audit and Supervisory Committee and Outside Directors; hereinafter referred to as the “Eligible Directors”), with the aim of further increasing their willingness to contribute to the sustainable improvement of the Company’s corporate value by holding restricted shares until the time of retirement or resignation of the Eligible Directors, and to realize value sharing with shareholders as long as possible.

In addition, at the 121st Ordinary General Meeting of Shareholders held on June 26, 2025, approval was obtained for the payment to the Eligible Directors, under the Plan, of monetary claims of up to 50 million yen per year for issuance or disposal of up to 50,000 shares of the Company’s common stock per year as remuneration to be contributed in kind for restricted shares.

Separately, at a meeting of the Board of Directors held on April 14, 2025, the Company resolved to introduce the Plan for Executive Officers engaged under a mandate agreement who do not concurrently serve as Directors of the Company (hereinafter referred to as the “Eligible Executive Officers”) for the same purpose as the Eligible Directors. (Effective July 1, 2026)

The maximum amount (up to 50 million yen) and the number of shares (up to 50,000 shares) for the Eligible Directors mentioned above do not include the amount and the number for the Eligible Executive Officers.

3. Outline of the Plan

Under the Plan, monetary compensation claims will, in principle, be granted to Eligible Directors and Eligible Executive Officers each fiscal year, in order to allocate restricted shares, and Eligible Directors and Eligible Executive Officers will pay the said monetary compensation claims as assets contributed in kind and will receive issuance or Disposal of the Company’s common shares. Under the Plan, the total amount of monetary compensation claims for Eligible Directors (excluding Eligible Executive Officers) shall be no more than 50 million yen per year, and the specific timing of payment and allocation to each Eligible Director and Eligible Executive Officer shall be determined by the Board of Directors.

In addition, the total number of common shares to be issued or disposed of by the Company to Eligible Directors (excluding Eligible Executive Officers) under the Plan shall not exceed 50,000 shares per year, and the amount to be paid in per share shall be the closing price of the Company’s common shares on the Tokyo Stock Exchange as of the business day immediately preceding the date of resolution at a meeting of the Board of Directors (or, if no trade has been executed on the said day, the closing price on the most recent day on which a trade has been executed).

Upon the issuance or Disposal of the Company’s common shares under the Plan, the Company

and the Eligible Directors and Eligible Executive Officers shall enter into a restricted stock allotment agreement, which stipulates, among other matters, that (i) the Eligible Directors and Eligible Executive Officers shall not transfer, pledge as security interests, or otherwise dispose of the Company's common shares allotted under the restricted stock allotment agreement for a specified period of time, and (ii) the Company shall acquire such common shares without consideration under certain circumstances.

Taking into consideration the purpose of the Plan, the Company's business performance, the scope of responsibilities of each eligible person and various circumstances, the Company has decided to grant a total of 23,887,500 yen in monetary compensation claims and the Company's common stock totaling 7,500 shares to the Eligible Directors.

In addition, the transfer restriction period is until the time of retirement in order to further enhance the willingness to contribute to the sustainable improvement of the Company's corporate value, which is the purpose of introducing the Plan, and to realize the longest possible period of value sharing with shareholders.

Upon the Disposal of Treasury Shares, the three Eligible Directors and one Eligible Executive Officer, who are scheduled allottees, will provide all of the monetary compensation claims to the Company as assets contributed in kind under the Plan and will subscribe to the common shares to be disposed of by the Company.

4. Overview of Restricted Stock Allotment Agreement

The Company and each Eligible Director and Eligible Executive Officer will individually enter into a Restricted Stock Allotment Agreement (hereinafter referred to as the "Allotment Agreement"), the outline of which is as follows.

(1) Transfer restriction period

During the period from the date of disposal (July 24, 2026; the "Disposal Date") until the time at which the person resigns or retires from any position as a Director, Corporate Auditor, Executive Officer or employee of the Company or the Company's subsidiaries (the "Group") (however, in the case where the said time is before the expiration of a day exceeding three months after the end of the fiscal year to which the Disposal Date belongs, the time of expiration of a day exceeding three months after the end of the fiscal year to which the Disposal Date belongs) (the "Transfer Restriction Period"), the common shares of the Company allocated under the Allotment Agreement (the "Shares") may not be transferred, pledged as security interests or otherwise disposed of.

(2) Conditions for lifting the Transfer Restriction

The Company shall, in principle, lift the transfer restriction of all of the Shares upon the expiration of the Transfer Restriction Period, on the condition that the Eligible Directors and Eligible Executive Officers have been in any of the positions as a Director, Corporate Auditor,

Executive Officer or employee of the Group continuously during the period from the day following the Ordinary General Meeting of Shareholders immediately preceding the Disposal Date to the date of the next Ordinary General Meeting of Shareholders (hereinafter referred to as the “Service Period”).

(3) Grounds for acquisition by the Company without consideration

(i) If it is determined that an Eligible Director or Eligible Executive Officer will resign or retire from any of the positions as a Director, Corporate Auditor, Executive Officer or employee of the Group for reasons other than death, expiration of term of office, retirement at the retirement age or any other justifiable reason, the Company shall acquire all of the Shares without consideration.

(ii) Other grounds for acquisition without consideration shall be as stipulated in an allotment agreement based on the resolution at a meeting of the Board of Directors of the Company.

(4) Treatment of death and mid-term resignation

Notwithstanding the provisions of (1) and (2) above, if an Eligible Director or Eligible Executive Officer retires or resigns from any of the positions as a Director, Corporate Auditor, Executive Officer, or employee of the Group due to death or other justifiable reasons during the Service Period, the transfer restriction shall be lifted at the time of such resignation or retirement for the number of shares obtained by multiplying the number of Shares by the number obtained by dividing the number of months from the month including the date of the Ordinary General Meeting of Shareholders immediately prior to the Disposal Date to the month including the date of such resignation or retirement by 12 (however, if the quotient exceeds one, it shall be regarded as one) (however, if a fraction of less than one share occurs as a result of the calculation, it shall be rounded up). In addition, the Company will automatically acquire the Shares for which the transfer restriction is not lifted, without consideration, immediately after the transfer restriction is lifted.

(5) Treatment in Reorganization, etc.

Notwithstanding the provisions of (1) and (2) above, if a merger agreement under which the Company will become the dissolved company, a share exchange agreement or share transfer plan under which the Company will become a wholly-owned subsidiary, or other matters related to the Reorganization, etc., are approved at the General Meeting of Shareholders of the Company (however, if the Reorganization, etc., does not require an approval by a General Meeting of Shareholders of the Company, by the Board of Directors of the Company) during the Transfer Restriction Period, the Company shall, by a resolution of the Board of Directors, lift the transfer restriction for the number of the Shares calculated by multiplying the number of the Shares by the number obtained by dividing the number of months from the month including the date of the Ordinary General Meeting of Shareholders immediately prior to the Disposal Date to the month including the date of such approval by 12 (however, when the quotient exceeds one, it shall be regarded as one) immediately prior to the business day immediately preceding the effective date

of the Reorganization, etc. (however, if a fraction of less than one share occurs as a result of the calculation, it shall be rounded up). In addition, the Company will automatically acquire the Shares for which the transfer restriction is not lifted, without consideration, immediately after the transfer restriction is lifted.

(6) Treatment in Tender Offer, etc.

Notwithstanding the provisions of (1) and (2) above, in the event that a tender offer set forth in Article 27-2 and thereafter of the Financial Instruments and Exchange Act (the “Tender Offer”) is commenced for the common shares of the Company during the Transfer Restriction Period, and the Eligible Directors or Eligible Executive Officers make a written request to the Company to lift the transfer restriction in order to tender in the Tender Offer, the transfer restriction shall be lifted for all the Shares on a date separately determined by the Board of Directors of the Company.

(7) Management of shares

During the Transfer Restriction Period, the Shares shall be managed in a dedicated account opened by the Eligible Directors and Eligible Executive Officers at Nomura Securities Co., Ltd., so that the Shares may not be transferred, pledged, or otherwise disposed of during the Transfer Restriction Period. The Company, the Eligible Directors and the Eligible Executive Officers have entered into an agreement with Nomura Securities Co., Ltd., in connection with the management of the accounts for the Shares held by each Eligible Director and Eligible Executive Officer in order to ensure the effectiveness of transfer restriction, etc., related to the Shares.

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

The paid-in price for the Disposal of the Treasury Shares has been set at 3,185 yen, which is the closing price of the Company’s common shares on the Prime Market of the Tokyo Stock Exchange on June 26, 2026 (the business day immediately preceding the date of resolution at a meeting of the Board of Directors), in order to set the price without arbitrariness. This is the market share price immediately before the date of resolution at the meeting of the Board of Directors, and we believe that it is reasonable and is not considered a particularly favorable value.