

To whom it may concern

Company Name: **TPR Co., Ltd.**
 Representative: Kazumi Yano
 Representative Director, President & COO
 (Securities Code: 6463, Tokyo Stock Exchange,
 Prime Market)
 Inquiries: Minoru Tsukahara
 Director, Managing Executive Officer, General
 Manager of Investor & Shareholder Relations
 Department
 Telephone: +81-3-5293-2814

**Notice of Disposal of Treasury Shares by Third-Party Allotment in Connection with
 Additional Contribution to the
 Stock Benefit Trust (BBT-RS and BBT)**

At a meeting of the Board of Directors held today, the Company resolved, as set forth below, to dispose of treasury shares by way of third-party allotment (the “Disposal of Treasury Shares”) in connection with an additional contribution relating to the stock compensation plans “Restricted Stock Benefit Trust (BBT-RS (Board Benefit Trust-Restricted Stock))” and “Stock Benefit Trust (BBT (Board Benefit Trust))” (collectively, the “Plan”), and hereby announces the same.

Details

1. Summary of the Disposal

(1)	Disposal Date	Friday, March 13, 2026
(2)	Type and Number of Shares to be Disposed of	468,700 shares of common stock
(3)	Disposal Price	1,386 yen per share
(4)	Total Disposal Amount	649,618,200 yen
(5)	Scheduled Allottee	Custody Bank of Japan, Ltd. (Trust Account E)
(6)	Other	An Extraordinary Report under the Financial Instruments and Exchange Act will be filed with respect to this Disposal of Treasury Shares.

(Note) The Scheduled Allottee, Custody Bank of Japan, Ltd. (Trust Account E), is a trust account established pursuant to a trust agreement (the “Trust Agreement”) entered into between the Company, as trustor, and Mizuho Trust & Banking Co., Ltd., as trustee, under which Custody Bank of Japan, Ltd. acts as sub-trustee. The trust established pursuant to the Trust Agreement is hereinafter referred to as the “Trust”. This Disposal of Treasury Shares is intended to provide benefits to the Company’s directors and executive officers who do not concurrently serve as directors (hereinafter referred to as “Directors, etc.”) under the

Plan, and is substantially the same as the allotment of shares to Directors, etc. as consideration for services rendered to the Company.

2. Purpose and Reasons for the Disposal

The Company has introduced the Plan in accordance with the resolutions adopted at the Annual General Meeting of Shareholders held on June 29, 2017, June 29, 2021, and June 27, 2024 (for an overview of the Plan, please refer to the “Notice Regarding the Introduction of Stock Benefit Trust (BBT)” dated May 24, 2017, the “Notice Regarding the Introduction of Stock Benefit Trust (BBT) (Determination of Details)” dated August 10, 2017, the “Notice Regarding the Abolition of the Officer Retirement Benefit Plan and the Revision of the Stock Compensation Plan” dated May 25, 2021, and the “Notice Regarding the Revision of the Stock Compensation Plan” dated May 15, 2024).

In connection with the continuation of the Plan, the Company has decided to make an additional monetary contribution to the Trust (the “Additional Contribution”) in order for the Trust to acquire the shares expected to be required for future benefits, and to dispose of treasury shares by way of third-party allotment to Custody Bank of Japan, Ltd. (Trust Account E), the sub-trustee re-entrusted by the trustee of the Trust, for the purpose of holding and disposing of the Company’s shares in the operation of the Plan (the “Disposal of Treasury Shares”).

The number of shares to be disposed of corresponds to the number of shares expected to be granted to Directors, etc. during the trust period in accordance with the “Directors’ Stock Benefit Regulations” (covering three fiscal years from the fiscal year ended March 31, 2025 to the fiscal year ended March 31, 2027), and represents 0.68% of the total number of issued shares (68,600,198 shares) as of September 30, 2025, and 0.71% of the total number of voting rights (656,446 voting rights) as of September 30, 2025 (both figures rounded to the nearest third decimal place). In light of the purpose of the Plan as described in the “Notice Regarding the Revision of the Stock Compensation Plan” dated May 15, 2024, the Company has determined that the scale of dilution is reasonable. Since the Company conducted a 2-for-1 stock split of its common stock effective October 1, 2025, the total number of issued shares stated above reflects such stock split.

*Outline of Additional Contribution

Date of Additional Contribution March 13, 2026

Amount of Additional Contribution 649,618,200 yen

Type of Shares to Be Acquired Common stock of the Company

Number of Shares to Be Acquired 468,700 shares

Date of Acquisition of Shares March 13, 2026

Method of Share Acquisition Acquisition by way of subscribing to the Company’s disposal of treasury shares (the Disposal of Treasury Shares)

3. Basis for Calculation of the Disposal Price and Details Thereof

The disposal price was set at 1,386 yen, being the closing price of the Company’s common stock on Tokyo Stock Exchange on the business day immediately preceding the date of the Board of Directors’ resolution on the Disposal of Treasury Shares.

The closing price on the business day immediately preceding the date of the Board of Directors’ resolution was adopted because it represents the Company’s appropriate corporate value in the stock market and was deemed reasonable.

With respect to the disposal price of 1,386 yen, it is the amount obtained by multiplying the average closing price of the Company's common stock for the most recent one-month period retroactive from the business day immediately preceding the date of the Board of Directors' resolution, being 1,373 yen (rounded down to the nearest yen), by 100.95%, the amount obtained by multiplying the average closing price for the most recent three-month period, being 1,335 yen (rounded down to the nearest yen), by 103.82%, and the amount obtained by multiplying the average closing price for the most recent six-month period, being 1,272 yen (rounded down to the nearest yen), by 108.96%. Taking the above into consideration, the Company has determined that the disposal price for the Disposal of Treasury Shares is not particularly favorable and is reasonable. Since the Company conducted a 2-for-1 stock split of its common stock effective October 1, 2025, both the share price and deviation ratio above reflect such stock split.

With respect to the disposal price set forth above, five corporate auditors (including three outside corporate auditors) who attended the Board of Directors' meeting expressed the opinion that such disposal price does not constitute a particularly favorable price.

4. Matters Concerning Procedures under the Code of Business Conduct

Because (i) the dilution ratio of the Disposal of Treasury Shares is less than 25% and (ii) it does not involve a change in the controlling shareholder, the procedures to obtain an opinion from an independent third party and to confirm shareholders' intent, as stipulated in Article 432 of the Securities Listing Regulations of Tokyo Stock Exchange, are not required.