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June 26, 2025

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

PRESS KOGYO CO., LTD. (the “Company”) hereby announces that, at a meeting of the Board of Directors held on June 26, 2025, the Company resolved to conduct a disposal of the Company’s treasury shares (“Disposal of treasury shares” or “Disposal”) as follows.

### 1. Overview of disposal of treasury shares

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| (1) Date of disposal:   | July 25, 2025  |
| (2) Type and total number of shares to be disposed:   | Common stock of the Company<br>103,200 shares  |
| (3) Disposal price of shares:   | 541 yen per share  |
| (4) Total disposition price:  | 55,831,200 yen   |
| (5) Disposal recipients, the number of such recipients, and the number of shares to be disposed of: | Directors of the Company (excluding<br>Directors who are Audit & Supervisory<br>Committee Members, Non-executive<br>Directors and External Directors)<br>7 Directors / 55,000 shares<br>Executive Officers of the Company who do<br>not concurrently serve as Directors<br>14 Executive Officers / 48,200 shares |

### 2. Purpose of and reason for disposal

The Company, at its Board of Directors meeting held on March 7, 2022, resolved to introduce a restricted share-based remuneration plan (hereinafter referred to as the “Plan”). The purpose of the Plan is to provide incentives for Directors of the Company, excluding Directors who are Audit & Supervisory Committee Members, Non-executive Directors and External Directors (hereinafter referred to as “Eligible Directors”), as well as Executive Officers of the Company who do not concurrently serve as Directors (hereinafter referred to as “Eligible Directors, etc.” along with Eligible Directors) to increase the Company’s sustainable corporate value as well as to further promote sharing value with shareholders. In addition, at the 120th Annual Shareholders’ Meeting held on June 29, 2022, it was resolved that monetary claims with a maximum value of 60 million yen per year (but not including the employee salary portion for Directors serving concurrently as employees) shall be paid to Eligible Directors as monetary remuneration to be provided as property contributed in kind for the acquisition of restricted shares under the Plan, with the maximum total number of the Company’s common shares to be issued or disposed of being 300,000 per year, and for the restriction period for

restricted shares to be the period from the date of allotment of common shares of the Company under the restricted share allotment agreement concluded between Eligible Directors and the Company, to the right after the date when they retire or resign from positions prescribed by the Company's Board of Directors among those of officers and staff of the Company and its subsidiaries.

Outline of the Plan, etc. are described below.

(Outline of the Plan, etc.)

Eligible Directors, etc. will pay all the monetary claims provided by the Company under the Plan as property contributed in kind, and receive the issuance or disposal of the Company's common shares. The amount to be paid per share shall be determined by the Board of Directors based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day prior to the date of each resolution of the Board of Directors (or if the Company's shares are not traded on the said date, the closing price on the most recent preceding trading day) within the range of the amount not particularly advantageous to Eligible Directors, etc. who receive the said common shares.

In addition, to issue or dispose of the Company's common shares under the Plan, the Company and Eligible Directors, etc. shall conclude a restricted share allotment agreement including the following provisions: (1) Eligible Directors, etc. shall not transfer to a third party, create a security interest in, or otherwise dispose of shares received under the restricted share allotment agreement for a certain period of time and (2) the Company shall acquire the shares without consideration when certain grounds arise. On this occasion, having taken into account the purpose of the Plan, the status of the Company's business, policies for determining the remuneration, etc. of Directors and a variety of other information, the Company has made the decision to grant total monetary claims of 55,831,200 yen (hereinafter, "the Monetary Claims"), and 103,200 common shares.

The 21 Eligible Directors, etc. to whom allotments are scheduled to be made will pay all the Monetary Claims provided by the Company under the Plan as property contributed in kind for the Disposal of treasury shares, and receive a disposal of the Company's common shares (hereinafter, "Allotted Shares"). An outline of the restricted share allotment agreement (hereinafter, "the Agreement") that will be concluded between the Company and Eligible Directors, etc. for the Disposal of treasury shares, is as set out in 3. below.

### **3. Overview of the Agreement**

#### **1) Restriction Period**

From July 25, 2025 (hereinafter, "the Disposal Date") to the date directly after an officer or employee of the Company or a subsidiary of the Company (including advisors, counselors, and other appointments) resigns or retires from any position (hereinafter, "a Position").

#### **2) Conditions for lifting of transfer restrictions**

Transfer restrictions shall be lifted at the expiry of the restriction period for Eligible Directors, etc. for all Allotted Shares, provided that they have served continuously in a Position during the period from the date on which the Annual Shareholders' Meeting is held in the fiscal year containing the Disposal Date to the point directly before the conclusion of the first Annual Shareholders' Meeting subsequently held, hereinafter referred to as "the Service Provision Period," (however, in the case of those eligible for allotments who are Executive Officers not serving concurrently as Directors of the Company, this shall be deemed to be replaced by the period from the first day of the fiscal year containing the Disposal Date to the last day of said fiscal year; hereinafter the same shall apply).

#### **3) Handling of resignation or retirement of Eligible Directors, etc. during the Service Provision Period due to expiration of their term of office or other reasonable grounds**

##### **i) Timing of lifting of transfer restrictions**

In the event that an Eligible Director, etc. resigns or retires from a Position during the Service Provision Period due to expiration of their term of office or other reasonable grounds (including retirement or resignation as a result of death), the transfer restriction shall be lifted immediately

after their resignation or retirement.

ii) Number of shares eligible for lifting of transfer restrictions

The number of Allotted Shares owned at the point of the resignation or retirement determined in i) shall be the number derived by multiplying the number of months from the month containing the Disposal Date (however, in the case of those eligible for allotments who are Executive Officers not serving concurrently as Directors of the Company, this shall be deemed to be replaced by the first month of the fiscal year containing the Disposal Date) to the month containing the resignation or retirement of the Eligible Director, etc., divided by the number of months (12) in the Service Provision Period (but this shall be set to 1 in cases where it exceeds 1), with fractions of less than one unit resulting from the calculation being discarded.

4) Acquisition of shares without consideration by the Company

In the event that an Eligible Director, etc. commits a violation of the law during the restriction period or in the case of other specific reasons stipulated in the Agreement, the Company shall at that point in time acquire all of their Allotted Shares automatically and without consideration. In addition, the Company shall acquire automatically and without consideration all shares on which transfer restrictions have not been lifted directly after the expiration of the restriction period or directly after the lifting of transfer restrictions set out in 3).

5) Handling of organizational restructuring, etc.

In the event that during the restriction period a merger agreement in which the Company is the dissolving company, a share exchange agreement in which the Company becomes a wholly owned subsidiary, share transfer plan, or some other matter related to organizational restructuring, etc., is approved by the Company's Shareholders' Meeting (or by the Board of Directors in cases where the approval of the Company's Shareholders' Meeting is not required for said organizational restructuring, etc.), a resolution of the Board of Directors restrictions shall be used to lift transfer restrictions on a number of shares directly before the business day before the organizational restructuring, etc. comes into effect, with the number of shares derived by multiplying the number of months from the month containing the Disposal Date (however, in the case of those eligible for allotments who are Executive Officers not serving concurrently as Directors of the Company, this shall be deemed to be replaced by the first month of the fiscal year containing the Disposal Date) to the month containing said approval, divided by the number of months (12) in the Service Provision Period (but this shall be set to 1 in cases where it exceeds 1), with fractions of less than one unit resulting from the calculation being discarded. In the cases set out above, on the business day before the organizational restructuring, etc. set out in the Agreement comes into effect, the Company shall also acquire automatically and without consideration all Allotted Shares on which transfer restrictions have not been lifted.

6) Management of shares

The Allotted Shares will be managed in dedicated accounts to be opened with Nomura Securities Co., Ltd. by Eligible Directors, etc. during the Restriction Period so that they cannot transfer to a third party, create a security interest in, or otherwise dispose of the Allotted Shares during the Restriction Period. In order to ensure the effectiveness of transfer restrictions, etc. on the Allotted Shares, the Company has entered into an agreement with Nomura Securities Co., Ltd. pertaining to the management of the dedicated accounts for the Allotted Shares held by Eligible Directors, etc. Eligible Directors, etc. have consented to the details of the management of said dedicated accounts.

**4. Basis for calculation of amount to be paid and specific details**

The Monetary Claims paid under the Plan will be used as property contributed in kind for the Disposal of treasury shares to those to whom allotments are scheduled to be made. To exclude arbitrariness, the Disposal price shall be 541 yen, which was the closing price of the Company's common shares on the Prime Market of the Tokyo Stock Exchange on June 25, 2025 (the business

day before the date of the resolution by the Board of Directors). This is the market price directly before the date of the Board of Directors resolution, which is considered reasonable and not particularly advantageous for the parties involved.