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To whom it may concern

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**Notice Concerning Disposal of Treasury Shares by Third-Party Allotment
Based on the Incentive Plan for Employee Stock Ownership Plan
(Special Incentive Plan)**

TOMY Company, Ltd. (the "Company") hereby announces that the Company Board of Directors resolved at a meeting held today to dispose of its treasury shares by way of third-party allotment (the "Disposal of Treasury Shares") to TOMY Employee Shareholder Association (the "Shareholder Association") based on the Incentive Plan for Employee Stock Ownership Plan (Special Incentive Plan; hereinafter referred to as the "Plan").

1. Outline of disposal

(1)	Date of disposal	January 15, 2026
(2)	Class and number of shares to be disposed of	78,200 shares (see Note) of the Company common stock
(3)	Disposal price	3,221 yen per share
(4)	Total disposal amount	251,882,200 yen (see Note)
(5)	Disposal method (Scheduled allottees)	By way of third-party allotment (Shareholder Association)
(6)	Other matters	The Disposal of Treasury Shares is subject to the effectiveness of a securities registration statement in accordance with the Financial Instruments and Exchange Act.

(Note) The "Number of shares to be disposed of" and "Total disposal amount" are the maximum values, and the actual number of shares to be disposed of and the total disposal amount will be in accordance with the number of employees of the Company and the Company subsidiaries who are eligible to be a member of the Shareholder Association and have agreed to the Plan (the "Eligible Employees"). The "Number of shares to be disposed of" and "Total

disposal amount" will be announced as soon as they are finalized.

2. Purpose and reason for disposal

As announced in the "Notice Concerning Introduction of Incentive Plan for Employee Stock Ownership Plan (Special Incentive Plan)" dated May 13, 2025, the Company resolved at the Company Board of Directors Meeting held today to provide Eligible Employees with an opportunity to acquire the common stock to be disposed of by the Company (the "Company Shares") with the aim of contributing to employee asset building and enhancing awareness toward active engagement in increasing corporate value and participation in management by granting special incentives specifically for the purpose of allotment of Company Shares (the "Special Incentive(s)") and allotting 78,200 treasury shares currently held by the Company to the Shareholder Association based on the Plan and the details described therein with regard to allotting Company Shares to the Shareholder Association in return for the contribution of the Special Incentives.

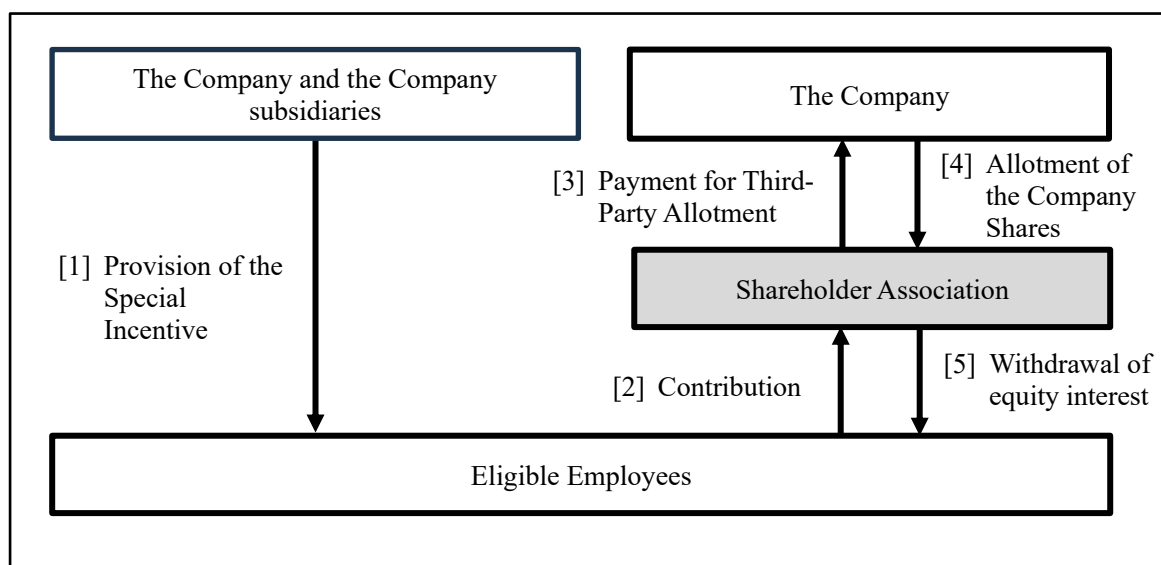
Under the Plan, the Special Incentives will be provided to Eligible Employees, and the Company Shares will be allotted to the Shareholder Association with the contribution of the Special Incentives. With respect to the number of shares to be disposed of, as described in (Note) of 1. Outline of disposal, the Company plans to allot up to 78,200 shares to the Shareholder Association.

Furthermore, as this represents 0.08% of the total number of issued shares which was 93,616,650 shares as of March 31, 2025, and 0.09% of the total number of voting rights which was 895,089 as of March 31, 2025 (both percentages are rounded to two decimal places), the degree of dilution is considered reasonable in light of the purpose of the Plan.

3. Outline of the Plan

Under the Plan, the Special Incentives will be paid from the Company and the Company subsidiaries to Eligible Employees who join the Shareholder Association, and the Eligible Employees will contribute the Special Incentive to the Shareholder Association. By collecting the Special Incentives contributed by the Eligible Employees and paying them into the Company, the Shareholder Association will receive allotment of the Company Shares.

The Plan is as follows.



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

To achieve fair and objective pricing, the disposal price for the Disposal of Treasury Shares has been set at 3,221 yen, which is the closing price of the Company Shares on the Tokyo Stock Exchange on the business day immediately preceding the date of the Company Board Resolution (August 4, 2025). This is the market share price immediately before the date of the Company Board Resolution, and we believe it is reasonable.

Regarding this price, the deviation rate from the simple average closing price of 3,211 yen (rounded down to the nearest yen; the same applies hereinafter to simple average closing prices) of the Company Shares on the Tokyo Stock Exchange for the one-month period up to the business day immediately preceding the date of the Board Resolution (from July 5 to August 4, 2025) is 0.31% (rounded to two decimal places; the same applies hereinafter to deviation rate calculations); the deviation rate from the simple average closing price of 3,144 yen for the three-month period up to the same immediately preceding business day (from May 5 to August 4, 2025) is 2.45%; and the deviation rate from the simple average closing price of 3,338 yen for the six-month period up to the same immediately preceding business day (from February 5 to August 4, 2025) is -3.51%, and therefore, the Company has determined that the price is not particularly advantageous to the allottees.

All of the 4 Audit & Supervisory Board Members (including 3 Outside Audit & Supervisory Board Members) who attended the meeting of the Board of Directors of the Company held today expressed their opinion that, with respect to the above amount to be paid in, in view of the fact that purpose of the Disposal of Treasury Shares is for the implementation of the Plan and that the above amount to be paid in was the closing price of the Company Shares on the Tokyo Stock Exchange on the business day immediately preceding the date of the Company Board Resolution in relation to the Disposal of Treasury Shares, it was reasonable for the Company to determine that the amount to be paid in is not particularly favorable to the Shareholder Association, which is the recipient of the Disposal of Treasury Shares, and that such determination was lawful.

5. Matters concerning procedures under the corporate code of conduct

Since the Disposal of Treasury Shares (1) has a dilution ratio of less than 25% and (2) does not involve a change in controlling shareholders, the procedures for receiving the opinion from an independent third party and confirmation of the intent of shareholders as prescribed in Article 432 of the Securities Listing Regulations of the Tokyo Stock Exchange are not required.