FASF

July 14, 2026

To whom it may concern

Company name: Starzen Co., Ltd.
Representative: Kazuhiko Yokota
Representative Director, President & CEO
Securities code: 8043 (TSE Prime Market)
Inquires: Yukinaga Ishigami
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Notice Regarding Disposal of Treasury Stock as Restricted Stock to Directors, Executive Officers and Employees

Starzen Co., Ltd. (hereinafter, "Starzen" or the "Company") hereby announces that, at the Board of Directors meeting of the Company held today, the Company resolved to dispose of treasury stock as restricted stock (the "Disposal of Treasury Stock") as outlined below.

1. Overview of the Disposal

(1) Date of disposal	August 14 , 2026
(2) Class and number of shares to be disposed of	134,373 shares of the Company's common stock
(3) Disposal price	1,284 yen per share
(4) Total value of disposal	172,534,932 yen
(5) Planned allottees	5 directors of the Company: 47,973 shares 11 executive officers of the Company: 52,950 shares 80 employees of the Company: 33,450 shares
(6) Other	With regard to the Disposal of Treasury Shares, the Company has filed an extraordinary report in accordance with the Financial Instruments and Exchange Act.

2. Purpose and Reason for the Disposal

At the Board of Directors meeting held on May 12, 2020, a resolution was passed regarding the introduction of a restricted stock remuneration plan (the “Plan”) for the directors of the Company (excluding outside directors and non-executive directors; the “Eligible Directors”) in order to provide them with incentives to sustainably increase the Company’s corporate value, as well as to further promote shared interests between directors and shareholders. Additionally, at the 81st Annual General Meeting of Shareholders held on June 26, 2020, it was approved that (i) in accordance with the Plan, the Company may grant monetary remuneration claims of no more than 100 million yen per year to the Eligible Directors, (ii) the total number of shares of restricted stock to be allocated under the Plan shall be capped at 30,000 shares per year and (iii) the transfer restriction period for the restricted stock, during which the transfer of the restricted stock is prohibited, shall be 30 years from the date of delivery of the shares of the Company’s common stock to be allocated pursuant to the restricted stock allocation agreement concluded between the Company and the Eligible Directors.

Subject to approval at the General Meeting of Shareholders of the proposal regarding the determination of remuneration for the grant of restricted stock to the Eligible Directors as described above, the Company has also introduced a restricted stock grant program for the Company’s executive officers and employees (hereinafter, directors and executive officers are referred to respectively as the “Eligible Directors” and “Eligible Executive Officers,” and collectively as the “Eligible Officers.” Employees are referred to as the “Eligible Employees,” and together with the Eligible Officers, as the “Eligible Persons”) that is substantially the same as the Plan.

The overview of the Plan is as follows.

<Overview of the Plan>

Under the Plan, the Eligible Persons will contribute, as property contributed in kind, all of the monetary remuneration claims (in the case of Eligible Employees, monetary claims, the same shall apply hereinafter) provided by the Company and will receive the issuance or disposal of common stock of the Company.

The total number of shares of common stock of the Company to be issued or disposed of under the Plan shall not exceed 30,000 shares per fiscal year (provided, however, that if a stock split (including a free allocation) or a consolidation of the Company's common stock is carried out, or if an adjustment becomes necessary for similar reasons to the foregoing, after the date on which the resolution regarding the Plan was approved at the 81st Annual General Meeting of Shareholders held on June 26, 2020, the total number of shares of restricted stock issued or disposed of under the Plan may be reasonably adjusted). The amount to be paid per share of the Company’s common stock will be decided by the Board of Directors based on the closing price of the Company’s common stock on the Tokyo Stock Exchange on the business day preceding the date of the resolution of the Board of Directors (or, if there is no transaction concluded on said date, the closing price of the most recent trading day preceding said date), provided that such amount shall not be excessively favorable to the Eligible Persons.

The Company grants the monetary remuneration claims in connection with the disposal of shares of the Company's common stock under the Plan on the condition that the Company and each Eligible Person conclude a restricted stock allocation agreement.

The Disposal of Treasury Shares is being carried out as part of the Plan, targeting 5 Eligible Directors, 11 Eligible Executive Officers, and 80 Eligible Employees.

Considering the purpose of the Plan and the positions held by the Eligible Persons, and with the aim of further incentivizing the Eligible Persons, the Company has decided to grant monetary remuneration claims in a total amount of 172,534,932 yen for the allotment of 134,373 shares of the Company's common stock.

An overview of the restricted stock allocation agreement to be concluded between the Company and each Eligible Person in connection with the Disposal of Treasury Shares (the "Allocation Agreement") is set forth in Section 3 below.

3. Overview of the Allocation Agreement

(1) Transfer Restriction Period

a. From August 14, 2026 (the date of disposal) to August 13, 2056 (for Eligible Officers)

b. From August 14, 2026 (the date of disposal) until the date on which the individual ceases to be an employee of the Company (excluding employees rehired after reaching mandatory retirement age) (for Eligible Employees)

During the transfer restriction period specified above (hereinafter referred to as the "Transfer Restriction Period"), the Eligible Person may not transfer, create a security interest on, make an inter vivos gift of, bequeath, or otherwise dispose of the Company's common stock allotted to them (hereinafter referred to as the "Allotted Stock") to any third party (hereinafter referred to as the "Transfer Restriction").

(2) Acquisition of the Allotted Stock by the Company without Consideration

The Company shall acquire, without payment of consideration, the Allotted Stock for which the Transfer Restriction has not been lifted if an Eligible Officer resigns from the position of Director or Executive Officer of the Company, or any other position specified by the Company's Board of Directors (the "Positions"), during the Transfer Restriction Period (or, in the case of an Eligible Employee, if the Eligible Employee ceases to hold the position of employee of the Company or any other position specified by the Company's Board of Directors) except in the event of death, expiration of the term of office, retirement, or other reasons deemed valid by the Board of Directors of the Company. . Furthermore, if any Allotted Stock remains subject to the Transfer Restriction after the Transfer Restriction is lifted in accordance with the provisions of paragraph (3) below, the Company shall automatically acquire such Allotted Stock without the payment of consideration.

(3) Conditions for Lifting the Transfer Restriction

At the end of the Transfer Restriction Period, the Company shall lift the Transfer Restriction for all of the Allotted Stock that the Eligible Person possesses at the time on the condition that the Eligible Person has continuously served in any of the Positions during the entire Transfer Restriction Period.

(4) Management of Allotted Stock

Until the Transfer Restriction is lifted, the Allotted Stock will be managed in a dedicated restricted stock account opened by the Eligible Person in the manner specified by the Company with Daiwa Securities Co. Ltd. so that the Eligible Person cannot transfer, create a security interest on, or otherwise dispose of the Allotted Stock during the Transfer Restriction Period.

(5) Measures to Be Taken upon Restructuring, etc.

Notwithstanding the provisions of paragraph (1) above, if a merger agreement under which the Company is the disappearing company, a share exchange agreement or stock transfer plan under which the Company becomes a wholly-owned subsidiary, or other event involving organizational restructuring, etc. is approved at the Company's General Meeting of Shareholders (or at the Company's Board of Directors meeting in the case where approval of the General Meeting of Shareholders is not required for the said organizational restructuring, etc.) during the Transfer Restriction Period (limited to cases where effective date of the organizational restructuring, etc. falls prior to the expiration of the Transfer Restriction Period; hereinafter referred to as the "Date of Approval of Organizational Restructuring, etc."), the Transfer Restriction shall be lifted prior to the effective date of the organizational restructuring, etc. on the number of shares of Allotted Stock reasonably calculated considering the period until the Date of Approval of Organizational Restructuring, etc. (for Eligible Directors, the number of months from August 2026 to the month in which the Date of Approval of Organizational Restructuring, etc. falls, and for the Eligible Executive Officers and Eligible Employees, the number of months from April 2026 to the month in which the Date of Approval of Organizational Restructuring, etc. falls). (In such case, the Company shall automatically acquire, immediately after the Transfer Restriction is lifted, the Allotted Stock for which the Transfer Restriction has not been lifted.)

4. Basis for Calculating the Paid-in Amount and Specific Details Thereof

In order to adopt a price that is not arbitrary, the amount to be paid per share for the Disposal of Treasury Shares is 1,284 yen, which is the closing price of the Company's common stock on the Tokyo Stock Exchange on July 13, 2026 (the business day immediately prior to the date of the resolution of the Board of Directors). As this price represents the market share price immediately prior to the date of the resolution of the Board of Directors, it is a reasonable price and not especially favorable to the Eligible Persons.