

July 11, 2025

Company Name: Wakita & Co., LTD.
Representative: Teiji Wakita, President and Representative Director
(Code number: 8125, Tokyo Stock Exchange Prime Market)
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Notice Concerning Disposal of Treasury Shares as Restricted Stock Compensation

Wakita & Co., LTD. (the “Company”) hereby announces that it has resolved, at a meeting of the Board of Directors held today, to dispose of treasury shares as restricted stock compensation (the “Disposal of Treasury Shares”) as described below.

1. Overview of Disposal

(1) Payment date	July 29, 2025
(2) Class and number of shares for disposal	188,700 common shares of the Company
(3) Disposal price	¥1,700 per share
(4) Total disposal amount	¥320,790,000
(5) Allotees, the number thereof, and the number of shares to be allotted	Employees of the Company who satisfy specified vesting conditions 629 persons 188,700 shares
(6) Other matters	Regarding the Treasury Share Disposal, an Extraordinary Report shall be submitted.

2. Purpose and reason for the Disposal of Treasury Shares

At the meeting of the Board of Directors held on April 11, 2025, the Company resolved to introduce a restricted stock compensation plan (the “Plan”) for employees of the company who satisfy specified vesting conditions (the “Allotees”), with the aim of providing incentive to enhance the Company’s sustainable corporate value, as well as further promoting the sharing of value with shareholders.

Now, at this time, taking into consideration the purpose of the Plan, the Company’s business performance, and various circumstances, the Company has resolved to provide a total of ¥320,790,000 in monetary remuneration claims to the Allotees on the condition that these claims be paid as in-kind contribution for the Disposal of Treasury Shares, and to carry out the Disposal of Treasury Shares. Also, in order to achieve the purpose intended by the introduction of the Plan, which is to provide an incentive to achieve the sustained enhancement of corporate value and the sharing of value with shareholders, as described in 3. below, the transfer restriction period shall be until June 23, 2028.

3. Overview of the restricted stock allotment agreement

The Company and each Allottee will enter into a restricted stock allotment agreement (“Allotment Agreement”), an overview of which is as follows.

(1) Transfer restriction period

The transfer restriction period shall be from July 29, 2025 until June 23, 2028, and during this period, the Allottee shall not transfer, create security interest in, or otherwise dispose of the common shares of the Company that have been allotted (the “Allotted Shares”).

(2) Removal of the transfer restrictions

If Allottees remain continuously employed by the Company and Japan resident during the Transfer Restriction Period, the Transfer Restriction on the Allotted Shares may be removed upon Expiration.

(3) Acquisition of the Allotted Shares without compensation

- ①The Company shall automatically acquire without compensation the Allotted Shares for which transfer restrictions have not been removed pursuant to the provisions of (2) above at the time when the transfer-restriction period expires.
- ②The Company will automatically and immediately acquire all of the Delivered Shares for no consideration if the relevant Allottee falls under any of the following cases during the Transfer Restriction Period.
 - (a) If the Allottee has been sentenced to imprisonment or more serious punishment;
 - (b) If a filing for the commencement of bankruptcy proceedings, civil rehabilitation proceedings, or other similar proceedings has been made concerning the Allottee;
 - (c) If the Allottee receives a petition for attachment, provisional attachment, provisional disposition, compulsory execution, or receives a disposition for delinquent public taxes and duties; or
 - (d) If the Allottee leaves the Company (or cannot remain continuously employed by the Company), be a non-Japan resident, or passes away.
- ③The company will automatically acquire all of Delivered Shares for no consideration upon the delivery of a written notification to the Allottee regarding this acquisition of the Delivered Shares of the Delivered Shares for no consideration, if the relevant Allottee falls under any of the following cases during the Transfer Restriction Period.
 - (a) If the General Affairs Manager determines that the Allottee is engaged in business activities that compete with the Company, or has assumed a position as an officer or employee of a competing corporation or other organization (except when prior written consent has been obtained from the Company); or
 - (b) If the General Affairs Manager determines that it is appropriate for the company to acquire all of these shares for no consideration.

(4) Management of shares

To ensure that the Allotted Shares cannot be transferred, used as security interest, or otherwise disposed of during the transfer restriction period, the Allottee shall open a dedicated account with a securities company designated by the Company, where the shares will be managed. The securities company is planned to be Daiwa Securities Co. Ltd.

(5) Handling in the event of organizational restructuring etc.

Notwithstanding the provisions of (1) above, if during the transfer restriction period (i) a merger agreement in which the Company is to become an absorbed company, (ii) a share exchange agreement or share transfer plan in which the Company is to become a wholly owned subsidiary, or (iii) other matter related to organizational restructuring etc., is approved by the Company’s General Meeting of Shareholders (or by the Company’s Board of Directors in cases where approval by the Company’s General Meeting of Shareholders is not required for the organizational restructuring etc.) then, prior to the effective date of the organizational restructuring etc., the transfer restrictions will be removed on a reasonably determined number of the Allotted Shares determined based on the period from the start date of the transfer restriction period to the effective date of the organizational restructuring etc. In addition, in this case, the Company will automatically acquire without compensation the Allotted Shares for which the transfer restrictions have not been removed as of the time immediately after the transfer restriction is removed.

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

The disposal price of the Disposal of Treasury Shares to the scheduled allottees is set at ¥1,700, the closing price on the business day immediately prior to the date of the Board of Directors’ resolution (July 10) , in order to eliminate arbitrariness in pricing. The Company believes that the disposal price of the Disposal of Treasury Shares is not particularly advantageous to the scheduled allottees and is reasonable.