July 17, 2026

Company Name: TRADERS HOLDINGS CO., LTD.
Name of Representative: Takayuki Kanamaru
Representative Director, Chairman and President
(Standard Market of the Tokyo Stock Exchange, Code: 8704)
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Executive Managing Director
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Notice Regarding the Disposal of Treasury Shares as Restricted Stock Compensation

TRADERS HOLDINGS CO., LTD. (the "Company") hereby announces that, at the meeting of the Board of Directors held today, it resolved to dispose of treasury shares as restricted stock compensation (the "Disposal of Treasury Shares" or the "Disposal"), as described below.

Details

1. Outline of the Disposal

(1)	Payment Date	August 7, 2026
(2)	Class and Number of Shares to be Disposed of	179,800 shares of the Company's common stock
(3)	Disposal Price	1,294 yen per share
(4)	Total Disposal Amount	232,661,200 yen
(5)	Persons to Whom the Shares Will Be Allotted, Number of Such Persons, and Number of Shares to Be Allotted	Eligible allottees: Six (6) persons in total (comprising three (3) Full-time Directors of the Company, one (1) Outside Director of the Company, one (1) Director who is an Audit and Supervisory Committee Member of the Company, and one (1) Outside Director of a subsidiary of the Company) Number of shares to be allotted: 179,800 shares in total
(6)	Other	An extraordinary report under the Financial Instruments and Exchange Act has been filed in connection with this Disposal of Treasury Shares.

2. Purpose and Reason for the Disposal

At the 25th Annual General Meeting of Shareholders held on June 26, 2024, the Company obtained approval for, among other matters, setting the total amount of monetary compensation claims to be provided to eligible Directors (excluding Outside Directors and Directors who are Audit and Supervisory Committee Members) for the grant of restricted stock under the restricted stock compensation plan at no more than 300 million yen per year and setting the total number of common shares of the Company to be issued or disposed of under the plan at no more than 800,000 shares per year.

In addition, at the 27th Annual General Meeting of Shareholders held on June 24, 2026, the Company obtained approval for, among other matters, setting the total amount of monetary compensation claims to be provided for the grant of restricted stock under the restricted stock compensation plan for Outside Directors (excluding Directors who are Audit and Supervisory Committee Members) at no more than 100 million yen per year, and setting the total number of common shares of the Company to be issued or disposed of under such plan at no more than 100,000 shares per year. The Company also obtained approval for setting the total amount of monetary compensation claims to be provided for the grant of restricted stock under the restricted stock compensation plan for Directors who are Audit and Supervisory Committee Members at no more than 30 million yen per year and setting the total number of common shares of the Company to be issued or disposed of under such plan at no more than 30,000 shares per year.

In light of the purpose of the restricted stock compensation plan, the Company's business conditions, the responsibilities and scope of duties of each eligible Director, and other relevant factors, the Board of Directors of the Company has determined to grant monetary compensation claims totaling 232,661,200 yen (the "Monetary Compensation Claims") and a total of 179,800 shares of the Company's common stock (the "Allotted Shares") to the eligible Directors, from the perspective of enabling them to fulfill their expected roles in continuously enhancing medium- to long-term corporate value and shareholder value and further sharing value with shareholders. One (1) Outside Director of the Company's subsidiary was granted Monetary Compensation Claims by the subsidiary pursuant to a resolution of its Board of Directors held on July 16, 2026. The Company intends to assume the subsidiary's obligation with respect to such Monetary Compensation Claims through a joint and several assumptions of obligations.

Under the Disposal of Treasury Shares, pursuant to the plan, five (5) Directors of the Company (including Outside Directors and Directors who are Audit and Supervisory Committee Members) and one (1) Outside Director of a subsidiary of the Company, who are the planned allottees, will contribute all of the Monetary Compensation Claims against the Company as assets contributed in kind and will receive the Allotted Shares of the Company by way of the Disposal. With respect to one (1) Outside Director of a subsidiary, the Company will enter into a tripartite agreement to effect a joint and several assumption of obligations among the Company, the subsidiary and such Outside Director, under which the Company will jointly and severally assume the subsidiary's obligations relating to such Monetary Compensation Claims, receive such Monetary Compensation Claims as assets contributed in kind, and allot the Allotted Shares through the Disposal.

In connection with the Disposal of Treasury Shares, the Company will enter into a restricted stock allotment agreement with each of the eligible Directors who are planned allottees. An outline of the agreement is as follows.

<Outline of the Restricted Stock Allotment Agreement to be Entered into with Eligible Directors of the Company>

(1) Transfer Restriction Period

The eligible Directors shall not transfer, create security interests on, or otherwise dispose of the Allotted Shares (the "Transfer Restrictions") for a period of 30 years from the payment date for the Allotted Shares (the "Payment Date") (the "Transfer Restriction Period").

(2) Treatment upon Retirement or Resignation

If an eligible Director retires or resigns from all positions as Director, employee or any other equivalent position of the Company before the expiration of the Transfer Restriction Period, the Company shall automatically acquire the Allotted Shares without consideration, unless there is a justifiable reason for such retirement or resignation, such as expiration of the term of office or death.

(3) Lifting Transfer Restrictions

Notwithstanding the provisions of (1) above, the Company shall lift the Transfer Restrictions on all of the Allotted Shares upon expiration of the Transfer Restriction Period, on the condition that the eligible Director has continuously held any position as Director, employee or other equivalent position of the Company during the Transfer Restriction Period. However, if such eligible Director retires or resigns from all of the positions set forth in (2) above before expiration of the Transfer Restriction Period due to expiration of the term of office, death or any other justifiable reason as set forth in (2) above, the timing of the lifting of the Transfer Restrictions and the number of Allotted Shares for which the Transfer Restrictions are to be lifted shall be as follows. The Company shall automatically acquire without consideration the Allotted Shares for which the Transfer Restrictions have not been lifted as of immediately after the lifting of the Transfer Restrictions pursuant to the above provisions. In each of the following items, the "Submission Date" means the filing date of the Company's annual securities report for the fiscal year including the Payment Date (or, if the Payment Date falls within six months after the start of such fiscal year, the filing date of the Company's semi-annual securities report for such fiscal year).

(i) Timing of Transfer Restrictions

In the case of retirement or resignation due to expiration of the term of office or any other justifiable reason (excluding retirement or resignation due to death), the Transfer Restrictions shall be lifted as of immediately after such retirement or resignation (or, if the time of such retirement or resignation is on or before the Submission Date, on the day following the Submission Date). In the case of retirement or resignation due to death, the Transfer Restrictions shall be lifted after the death of the eligible Director at the time separately determined by the Board of Directors (or, if the time of such death is on or before the Submission Date, at the time separately determined by the Board of Directors on or after the day following the Submission Date).

(ii) Number of Allotted Shares for Which Transfer Restrictions Will Be Lifted

The number shall be calculated by multiplying the number of Allotted Shares held at the time of retirement or resignation set forth in (i) by the number obtained by dividing by 12 the number of months from the month including the Payment Date to the month including the date of such retirement or resignation (if such number exceeds 1, it shall be deemed to be 1). Any fraction of less than one share unit shall be rounded down.

(4) Treatment in the Event of Organizational Restructuring, etc.

Notwithstanding the provisions of (1) above, if, during the Transfer Restriction Period, matters relating to a merger agreement under which the Company becomes the dissolving company, a share exchange agreement or share transfer plan under which the Company becomes a wholly owned subsidiary, or any other organizational restructuring, etc. are approved at a General Meeting of Shareholders of the Company (or by the Board of Directors of the Company if approval by a General Meeting of Shareholders of the Company is not required for such organizational restructuring, etc.), the Company shall, by resolution of the Board of Directors of the Company, lift the Transfer Restrictions, immediately before the business day immediately preceding the effective date of such organizational restructuring, etc., on the number of Allotted Shares calculated by multiplying the number of Allotted Shares held as of the time of such approval by the number obtained by dividing by 12 the number of months from the month including the Payment Date to the month including the date of such approval (if such number exceeds 1, it shall be deemed to be 1). Any fraction of less than one share unit shall be rounded down. In such case, the Company shall automatically acquire without consideration the Allotted Shares for which the Transfer Restrictions have not been lifted as of immediately after the lifting of the Transfer Restrictions. However, if the time immediately before the business day immediately preceding the effective date of such organizational restructuring, etc. is on or before the Submission Date (as defined in (3) above), the Company shall not lift the Transfer Restrictions and shall automatically acquire without consideration all of the Allotted Shares on the business day immediately preceding the effective date of such organizational restructuring, etc.

(5) Management of Shares

The Allotted Shares shall be managed in a dedicated account opened by each eligible Director with SMBC Nikko Securities Inc. during the Transfer Restriction Period so that the Allotted Shares cannot be transferred, made subject to security interests or otherwise disposed of during the Transfer Restriction Period. In order to ensure the effectiveness of the Transfer Restrictions, etc. relating to the Allotted Shares, the Company has entered into an agreement with SMBC Nikko Securities Inc. in connection with the management of the accounts for the Allotted Shares held by each eligible Director. Each eligible Director shall agree to the details of the management of such account.

3. Basis for Calculation of the Payment Amount and Specific Details Thereof

The Disposal of Treasury Shares to the planned allottees will be carried out by using the monetary compensation claims provided under the plan as assets contributed to kind. In order to eliminate arbitrariness in the disposal price, the disposal price has been set at 1,294 yen, which is the closing price of the Company's common shares on the Standard Market of the Tokyo Stock Exchange on July 16, 2026 (the business day immediately preceding the date of the resolution of the Board of Directors). The Company believes that this price is reasonable as the market price immediately prior to the date of the resolution of the Board of Directors and does not constitute a particularly favorable price.

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