



[Translation]

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To whom it may concern

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## **Notice Regarding Disposal of Treasury Stock as Restricted Transfer Stock Remuneration**

Sankyu Inc. (the “Company”) hereby announces that the Board of Directors, at its meeting held today, resolved to dispose of treasury stock as restricted transfer stock remuneration (the “Disposal of Treasury Stock”), as described below.

### **1. Outline of the disposal**

(1) Payment date	July 25, 2025
(2) Class and total number of shares to be disposed of	22,318 shares of common stock of the Company
(3) Disposal price	7,762 yen per share
(4) Total value of shares to be disposed of	173,232,316 yen
(5) Scheduled allottees	5 Directors of the Company (excluding External Directors), 8,632 shares 4 External Directors of the Company, 800 shares 27 Corporate Officers of the Company, 12,886 shares
(6) Others	With respect to the Disposal of Treasury Stock, the Extraordinary Report set forth in the Japanese Financial Instruments and Exchange Act has been submitted.

### **2. Purposes and reasons for the disposal**

As stated in “Notice Regarding Introduction of a Restricted Transfer Stock Remuneration Plan,” dated April 25, 2025, the Board of Directors of the Company resolved at a meeting held on that same day to introduce a restricted transfer stock remuneration plan (the “Plan”) for the Company’s Directors (including External Directors) and Corporate Officers (collectively the “Eligible Officers”), to continuously enhance the Company’s corporate value by raising their awareness of participation in management through ownership of the Company’s shares, and to heighten medium- to long-term corporate value by further promoting value sharing with shareholders.

Moreover, in accordance with the resolution at the Board of Director’s meeting held today, the Company has resolved to pay a total of 173,232,316 yen in monetary claims (the “Monetary

Remuneration Claims”) to 36 Eligible Officers taking into consideration the purpose of the Plan, the Company’s business performance and other various circumstances. At the same Board of Director’s meeting held today, the Company also resolved to dispose of 22,318 shares of the Company’s common stock (the “Allotted Shares”) by having 36 Eligible Officers, who are the scheduled allottees, pay in all of the Monetary Remuneration Claims on the Company as property contributed in kind, based on the Plan. In order to realize the purpose of introducing the Plan, which is to continuously raise corporate value and share value with shareholders over the medium to long term, the transfer restriction period is set to last until the date of retirement or resignation from any position of Director, Audit & Supervisory Board Member, Corporate Officer, or employee of the Company or its subsidiaries.

#### Outline of the stock allotment agreement

The Company will enter into restricted stock allotment agreements with respective Eligible Officers, as outlined below.

##### (1) Transfer restriction period

The Eligible Officers must not transfer, create a security interest in, gift during their lifetime, or otherwise dispose of the Allotted Shares during the period from the payment date of the Allotted Shares (the “Payment Date”) to the later of either the date of retirement or resignation from any position of Director, Audit & Supervisory Board Member, Corporate Officer, or employee of the Company or its subsidiaries, or the filing date of the annual securities report (or a semi-annual report if the Payment Date is within six months after the start of the Company’s fiscal year) for the business year to which the Payment Date of the Allotted Shares belongs (the “Transfer Restriction Period”).

##### (2) Conditions for lifting transfer restriction

The transfer restriction on all of the Allotted Shares will be lifted upon expiration of the Transfer Restriction Period, provided that an Eligible Officer has continuously held the position of Director, Audit & Supervisory Board Member, Corporate Officer, or employee of the Company or its subsidiaries for the period from the month following the month that includes the Annual General Meeting of Shareholders immediately preceding the Payment Date to the conclusion of the Company’s first Annual General Meeting of Shareholders thereafter (the “Period of Service”).

However, if the Eligible Officer retires or resigns for justifiable reasons, or retires or resigns due to death during the Period of Service, the transfer restrictions will be lifted for the number of shares calculated by multiplying the number of Allotted Shares held by the Eligible Officer at the date of retirement or resignation by the number derived from dividing the number of months passed from the month following the month that includes the date of the Annual General Meeting of Shareholders immediately preceding the Payment Date to the month that includes the date of retirement or resignation of the Eligible Officer by 12 (however, when the resulting number is greater than one (1), the number shall be set at one (1); fractional shares less than one (1) share shall be rounded down).

##### (3) Reasons for acquisition without compensation

If an Eligible Officer retires or resigns from any position of Director, Audit & Supervisory Board Member, Corporate Officer, or employee of the Company or its subsidiaries without a justifiable reason during the Transfer Restriction Period, the Company will acquire the Allotted Shares rightfully without any compensation therefor.

In addition, at the time of lifting the transfer restrictions set forth in (2) above, the Company will acquire Allotted Shares, for which the transfer restriction has not been lifted, rightfully without any compensation therefor.

(4) Handling in case of reorganization

Notwithstanding the provisions of (1) above, in the case that a proposal for a merger agreement under which the Company will be absorbed, a share exchange agreement or a stock transfer plan under which the Company will become a wholly owned subsidiary or other forms of reorganization of the Company is approved by the Company's Annual General Meeting of Shareholders (or the Board of Directors of the Company when such reorganization does not require approval of the Company's General Meeting of Shareholders) during the Transfer Restriction Period, the Company will, by a resolution of its Board of Directors, lift the transfer restrictions on the number of shares calculated by multiplying the number of Allotted Shares held by the Eligible Officers on the date of such approval (the "Reorganization Approval Date") by the number obtained by dividing the number of months from the month following the month that includes the date of the Annual General Meeting of Shareholders (if the Eligible Officer is a Director, Audit & Supervisory Board Member, Corporate Officer, or employee of a subsidiary of the Company, the Annual General Meeting of Shareholders of the said subsidiary) immediately preceding the Payment Date to the month that includes the Reorganization Approval Date, by 12 (however, when the resulting number is greater than one (1), the number will be set at one (1); fractional shares of less than one (1) share will be rounded down), as of the time immediately preceding the business day before the effective date of said reorganization. In such a case, the Company will acquire the Allotted Shares for which the transfer restriction has not been lifted, rightfully without any compensation, as of the time immediately after the transfer restrictions are lifted.

(5) Management of shares

The Eligible Officers shall open a dedicated account with Mizuho Securities Co., Ltd. to enter or record the Allotted Shares in a manner designated by the Company, and shall keep and maintain all of the Allotted Shares in such dedicated account until the transfer restriction is lifted.

3. Basis for calculation of the amount to be paid and description of details

With respect to the disposal price for the Disposal of Treasury Shares, it has been set at 7,762 yen, which is the closing price of the Company's common stock on the Tokyo Stock Exchange as of the business day immediately before the Board of Directors meeting (June 25, 2025), in order to eliminate the arbitrariness. This is the market price immediately prior to the day of resolution of the Board of Directors of the Company, and the Company considers it to be reasonable and not particularly advantageous to the Eligible Officers.