

Company name: Taikisha Ltd.  
 Representative: Masashi Osada  
 Representative Director, President  
 (TSE Prime Market, Securities Code: 1979)  
 Contact: Seiji Takeshita  
 Managing Corporate Officer,  
 Chief Executive, Administrative Management  
 Headquarters  
 TEL: +81-3-5338-5052  
 URL: <https://www.taikisha.co.jp/>

Notice Regarding Disposal of Treasury Shares through Third-Party Allotment in Association with  
Additional Contributions to Board Benefit Trust (“BBT”)

Taikisha Ltd. (the “Company”), at its Board of Directors Meeting held today, made a resolution on the disposal of its treasury shares by third-party allotment (hereinafter referred to as the “Disposal of Treasury Shares”), whose details are described below. The Disposal of Treasury Shares will be conducted formally with Custody Bank of Japan, Ltd. (Trust E Account) as the allottee. Custody Bank of Japan, Ltd. is the re-trustee that has been re-entrusted by the trustee of the trust established under the trust agreement concluded with Mizuho Trust & Banking Co., Ltd. (the “Trust”) concerning the performance-linked stock-based compensation plan “Board Benefit Trust (BBT)” (the “Plan”). However, this is substantially the same as allocation of shares to Executive Directors and Corporate Officers (the “Directors”) as consideration for the provision of services to the Company.

1 . Outline of Disposal

(1)	Date of disposal	Thursday, February 26, 2026
(2)	Class and number of shares to be disposed of	124,700 common shares
(3)	Disposal price	3,553 yen per share
(4)	Total amount of disposal	443,059,100 yen
(5)	Allottee	The Company’s 5 Executive Directors, 116,906 shares The Company’s 17 Corporate Officers, 7,794 shares (Notes 1, 2)
(6)	Other	The Disposal of Treasury Shares is subject to the submission of the Extraordinary Report in accordance with the Financial Instruments and Exchange Act.

(Note 1) The formal allottee for the Disposal of Treasury Shares is the Custody Bank of Japan, Ltd. (Trust E Account). Custody Bank of Japan, Ltd. (Trust E Account) is the trust account established by a trust agreement between the Company and Mizuho Trust & Banking Co., Ltd., wherein the Company is the settlor and Mizuho Trust & Banking, Ltd. is the trustee (the re-trustee is Custody Bank of Japan, Ltd.). The Disposal of Treasury Shares is conducted to make payments to Directors under the Plan, and since it is substantially the same as the case where shares are allotted to Directors as consideration for the

provision of services to the Company, Directors are listed as the Allottee.

(Note 2) Under the Plan, Directors shall be awarded points based on their position, performance achievement levels, and other factors. Upon acquisition of the right to receive benefits under certain conditions, Directors shall be granted shares of the Company equivalent to the points awarded and/or a monetary amount equivalent to the market value of such shares (the “Company’s shares”). Therefore, the above number of shares is the maximum number, and the actual number of the Company’s shares to be granted to Directors will vary depending on their position, performance achievement levels, and other factors.

## 2 . Purpose and Reason for Disposal

Pursuant to a resolution of the Annual Shareholders’ Meeting held on June 27, 2019, the Company has introduced the Plan. (For an outline of the Plan, please refer to “Announcement Regarding Introduction of Performance-linked Stock-based Compensation Plan” dated May 15, 2019, “Announcement Regarding Disposal of Treasury Shares by Third-Party Allotment in Accordance with Introduction of Performance-linked Stock-based Compensation Plan” dated August 9, 2019 and “Announcement Regarding Disposal of Treasury Shares by Third-Party Allotment in Accordance with Additional Contribution to Board Benefit Trust (BBT) and Employee Stock Ownership Plan (J-ESOP)” dated May 15, 2023.)

In continuing the Plan, the Company has decided to make an additional contribution of money (hereinafter referred to as the “Additional Trust”) to the Trust, respectively for the purpose of acquiring the shares expected to be required for future benefits, and to dispose of its treasury shares by third-party allotment (the Disposal of Treasury Shares) to the respective Trust E Accounts established with Custody Bank of Japan, Ltd. (the re-trustee that has been re-entrusted by Mizuho Trust & Banking Co., Ltd., the trustee of the Trust) for the purpose of holding and disposing of the Company’s shares in the administration of the Plans.

The number of shares to be disposed of is equivalent to the sum of the number of shares expected to be distributed to Directors during the trust period in accordance with the “Director Stock Benefit Rules” and the “Corporate Officer Stock Benefit Rules” (for the three fiscal years from the fiscal year ended March 31, 2026 to the fiscal year ending March 31, 2028). This represents 0.19 % against the total number of 67,164,018 shares issued as of September 30, 2025 (representing 0.20% of the total voting rights, 633,475, as of September 30, 2025 (all figures rounded to the nearest hundredth)). The Company has determined that the level of dilution is reasonable in light of the purpose of the Plan described in the “Announcement Regarding Introduction of Performance-linked Stock-based Compensation Plan” dated May 15, 2019 and “Announcement Regarding Disposal of Treasury Shares by Third-Party Allotment in Accordance with Additional Contribution to Board Benefit Trust (BBT) and Employee Stock Ownership Plan (J-ESOP)” dated May 15, 2023.

### \* Outline of the Additional Trust

Date of Additional Trust: February 26, 2026

Amount of Additional Trust: 443,059,100 yen

Class of shares to be acquired: The Company’s common share

Number of shares to be acquired: 124,700 shares

Date of acquisition of shares: February 26, 2026

Method of acquisition of shares: Acquisition by underwriting the disposal of the Company’s treasury shares (the Disposal of Treasury Shares)

### 3 . Basis for Calculation of Disposal Price and Details Thereof

The disposal price was set to be 3,553 yen (rounded down to the nearest yen), the average closing price of the Company's common share on the Tokyo Stock Exchange for the one-month period ending the business day immediately preceding the date of board resolution on the Disposal of Treasury Shares (from January 13, 2026 to February 9, 2026).

The Company used the average closing price for the one-month period ending the business day immediately preceding the date of board resolution because it determined that adopting a leveled value of the average stock price for a certain period of time rather than the stock price at a specific point in time can eliminate the effects of special factors such as temporary stock price fluctuations, and it is a highly objective and reasonable basis for calculation. In addition, the calculation period was set at the most recent one month because the Company determined that it is reasonable to adopt a certain period closest to the most recent market price compared to the most recent three months or the most recent six months.

The disposal price of 3,553 yen is obtained by multiplying the closing price of 3,835 yen on the business day immediately preceding the date of board resolution by 92.65%, by multiplying the average closing price of 3,339 yen (rounded down to the nearest yen) for the three-month period ending the business day immediately preceding the date of board resolution by 106.41%, and by multiplying the average closing price of 3,130 yen (rounded down to the nearest yen) for the six-month period ending the business day immediately preceding the date of board resolution by 113.51%. In light of the above, the Company has determined that the disposal price for the Disposal of Treasury Shares is reasonable and not particularly favorable.

5 corporate auditors (including 3 outside corporate auditors), who attended the Board of Directors meeting, expressed their opinion that the disposal price above does not fall under a particularly favorable disposal price.

### 4 . Matters Concerning Procedures under the Code of Corporate Conduct

The Disposal of Treasury Shares neither requires an opinion from an independent third party nor a procedure for confirming the intent of shareholders, which are provided under Article 432 of the Securities Listing Regulations of the Tokyo Stock Exchange, Inc., because (i) the dilution ratio is less than 25% and (ii) the disposal does not involve a change in controlling shareholders.