

TAKE and GIVE NEEDS Co.,Ltd.

Notice Concerning Disposal of Treasury Stock as Stock Remuneration

Tokyo, Jun. 25, 2025

Securities Code: 4331 Tokyo Stock Exchange Prime Market
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TAKE and GIVE NEEDS Co., Ltd. (the “Company”) hereby announces that it has resolved, at a meeting of the Board of Directors held today, to dispose of treasury stock as described below.

1. Overview of the Disposal

(1) Date of Disposal	Aug.1,2025
(2) Class and number of shares to be disposed	Common stock of the Company: 8,300 shares
(3) Value of disposal	865 JPY per share
(4) Total value of disposal	7,179,500 JPY
(5) Recipients of allocation	3 Directors of the Board

2. Reason

The company resolved at the Board of Directors’ meeting held on May 24,2019 to introduce the Stock Remuneration Plan (the “Plan”) for Directors (excluding Outside Directors,” Directors.”) for the purpose of heightening awareness among corporate officers regarding their contributions to improving our performance and to enhancing its corporate value over the medium-to long-term, and promoting the further alignment of their interests with those of shareholders. The Plan was approved at the 21st Ordinary General Meeting of Shareholders held on Jun.26,2019.

The Disposal is made to Directors who meet the conditions to deliver the shares specified in the Attachment in order to deliver the shares in consideration of service during “the Service Period” from Jun. 26,2024 to Jun. 25, 2025 specified in the Attachment under the Plan. The Company delivers the common stocks in the Company to Directors in exchange of contribution in kind of all monetary claims given to Directors.

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(1) Outline of the Plan

The Plan is a service-based stock unit award that the Company delivers to Directors the pre-determined number of the Shares (the “Shares”), in consideration of service provided for each one year (the “Service Period”).

(2) Calculation Method for Compensation under the Plan

Under the Plan, the Company shall deliver a number of the Company’s shares determined for each director, and the total number of the Company’s shares to be delivered under the Plan shall not exceed 30,000 shares for each director per year of service period (“Maximum number of shares to be delivered”).

After the expiration of each service period, the Company shall hold a meeting of the Board of Directors (“the resolution of the Board of Directors”) to determine the issuance of shares or disposal of treasury stock in order to deliver the Company's shares under the plan.

Based on the resolution of the Board of Directors' meeting for delivery, the Company will deliver shares of the Company's stock by issuing shares or disposing of treasury stock to the directors by providing them with (i) monetary claims (the monetary claim”) and having them contribute (ii) in kind of all the monetary claims.

The maximum amount of the Monetary Claims to be provided to each Director shall be the amount determined by the calculation method set forth below for all Directors per one-year service period.

(Calculation Method for monetary claim (maximum))

<div style="display: flex; justify-content: space-between; align-items: center;"> <div style="text-align: center;"> <p>The monetary claim for Directors</p> </div> <div style="text-align: center;"> <p>=</p> </div> <div style="text-align: center;"> <p>Maximum number of shares to be delivered × (times) The market price of the Company's common stock</p> </div> </div>

※ The market price of the Company's common stock shall be (a) the closing price of the Company's common stock in regular trading on the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution of the Board of Directors on the issuance (If no trading is conducted on the same day, the closing price shall mean the closing price of the most recent trading day preceding the date of the resolution of the Board of Directors; “Closing price of the Company's stock”) or (b) the higher of the average closing prices of the Company's common stock for the past one month until the business day immediately preceding the date of the resolution of the Board of Directors.

(3) Retirement during the Service Period, etc.

In the case that Directors retire due to death or other reasons deemed justifiable by the Board of Directors of the Company, or in the case that a certain reorganization approved by the general meeting of shareholders of the Company, etc., at the Company's option, (a) the Company may, by a resolution of the Board of Directors after the occurrence of such event, deliver a reasonably determined number of shares of the Company's stock within the maximum amount of the aforementioned the monetary claims set forth in above(2), or (b) a reasonably determined amount of money within the amount obtained by multiplying the closing price of the Company's stock on the date of occurrence of such event by the maximum number of shares to be delivered.

(4) Reasons for loss of the right to receive remuneration under the Plan

Directors will lose the right to receive compensation under the plan in the case of certain noncompliance as determined by the Board of Directors or resignation for certain reasons.

(5) Adjustment due to consolidation or split of shares, etc.

If the total number of shares issued in the Company increases or decreases by consolidation or split of shares (including but not limited to the Allotment of Shares without Contribution provided for in Article 185 of the Companies Act), the Number of shares to be Delivered shall be adjusted accordingly by multiplying the rate of consolidation or split of shares.

3. Basis of calculation and specific details of the amount to be paid in

The Disposal of Treasury Stock to the scheduled allottees shall be carried out using the monetary claims paid as the stock remuneration under the Plan as property contributed in kind. To eliminate arbitrariness in the value of disposal, the disposal value is set at ¥865, which is the closing price of the Company's common shares on the Prime Market of the Tokyo Stock Exchange on Jun. 24, 2025 (the business day immediately prior to the date of the resolution of the Board of Directors). We believe that this amount is reasonable and does not constitute a particularly favorable amount as it is the market share price on the day immediately prior to the date of the resolution of the Board of Directors.

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