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# TRANSACTION

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FOR IMMEDIATE RELEASE

Company name: TRANSACTION Co., Ltd.  
Listing: Tokyo Stock Exchange Prime Market  
Securities code: 7818

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## Notice Concerning the Revision of the Restricted Stock Compensation Plan

TRANSACTION Co., Ltd. (the “Company”) hereby announces that at the Board of Directors meeting held today, it resolved to revise the restricted stock compensation plan (the “Plan”). In connection with this resolution, the Company has decided to submit a proposal regarding the Plan to the 39th Annual General Meeting of Shareholders to be held on November 27, 2025 (the “Shareholders’ Meeting”), as outlined below.

### Details

#### 1. Reason for the Revision of the Plan

The Plan is designed to provide incentives to the Company’s directors (excluding outside directors and directors who are audit and supervisory committee members; collectively, the “Eligible Directors”), with the aim of promoting the sustainable enhancement of the Company’s corporate value and further reinforcing value sharing with our shareholders.

The Plan was originally introduced following the approval of Proposal No. 2, “Determination of Compensation for Granting Restricted Stock to Directors (Excluding Outside Directors and Directors Who Are Audit and Supervisory Committee Members),” at the 33rd Annual General Meeting of Shareholders held on November 28, 2019.

In order to further encourage active engagement in achieving the targets set forth in the Group’s medium-term management plan and to more effectively contribute to the sustainable enhancement of the Group’s medium- to long-term corporate and shareholder value, the Company hereby proposes to revise the maximum amount of stock-based compensation and the maximum number of the Company’s common shares to be granted. In addition, following the enforcement of the Act Partially Amending the Companies Act (Act No. 70 of 2019), the Company intends to make the necessary amendments to enable the granting of restricted stock without requiring payment of money or contribution in kind of monetary claims. These matters are scheduled to be submitted for approval by the shareholders at the Shareholders’ Meeting.

#### 2. Overview of the Revision of the Plan

With respect to the granting of restricted stock under the Plan, the Company shall revise the existing framework to enable, in addition to the conventional method whereby monetary claims are granted to Eligible Directors as compensation and the full amount of such claims is contributed as property in kind

in exchange for the issuance or disposal of the Company's common shares, an alternative method whereby the Company may issue or dispose of its common shares to Eligible Directors as compensation or other remuneration without requiring payment of money or contribution of monetary claims as property in kind. Under the revised Plan, the total annual amount of monetary claims to be granted to Eligible Directors shall not exceed ¥150 million, and the total number of the Company's common shares to be newly issued or disposed of shall not exceed 135,000 shares per year. However, in the event that a stock split (including a gratis allotment of the Company's common shares) or a reverse stock split of the Company's common shares is implemented with an effective date on or after the date determined by resolution of the Shareholders' Meeting, such total number may be reasonably adjusted on or after such effective date, as necessary, in accordance with the applicable split ratio, consolidation ratio, or other relevant factors. In principle, however, the total amount of such compensation is intended to reflect the value of services rendered over multiple fiscal years, taking into account factors such as the duration of the medium-term management plan and other relevant elements, and is expected to be granted in a lump sum. Accordingly, the effective allocation is considered to correspond to no more than ¥30 million and 27,000 shares per fiscal year.

In cases where, under the revised Plan, the Company's common shares are granted to Eligible Directors as compensation without the issuance of monetary claims, such common shares shall be issued or disposed of as compensation to the Eligible Directors and shall not require payment of monetary claims as property in kind in exchange for the shares. The value of the Company's common shares to be granted to each Eligible Director shall be calculated based on the per-share amount determined using the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately preceding the date of the relevant resolution of the Board of Directors concerning such issuance or disposal (or, if no trading occurred on that day, the closing price on the most recent prior trading day).

On the other hand, in cases where monetary claims are granted to Eligible Directors under the revised Plan as property in kind for the acquisition of the Company's common shares, such Eligible Directors shall, pursuant to a resolution of the Board of Directors, contribute the full amount of the monetary claims granted under the revised Plan as property in kind, and receive the issuance or disposal of the Company's common shares. In such cases, the per-share payment amount shall be determined by resolution of the Company's Board of Directors, based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately preceding the date of such resolution of the Board of Directors (or, if no trading occurred on that day, the closing price on the most recent prior trading day), within a range that does not constitute a particularly favorable price for the Eligible Directors receiving the shares.

The specific timing and allocation of such grants to each Eligible Director shall be determined by resolution of the Board of Directors, taking into account the recommendations of the Emuneration Committee which serves as an advisory body to the Board.

Furthermore, in connection with the issuance or disposal of the Company's common shares under the revised Plan (the "Shares"), and the granting of monetary claims as contribution in kind, the grant shall be subject to the execution of a restricted stock allotment agreement between the Company and the Eligible Directors, which shall include: (i) a prohibition, for a certain period (the "Restriction Period"), on any transfer of the Shares to third parties, creation of pledge or other security interests, or any other form of disposition; and (ii) a provision granting the Company the right to acquire the Shares without compensation upon the occurrence of certain events. To ensure that the Shares cannot be transferred, pledged, or otherwise disposed of during the Restriction Period, they shall be held in a dedicated account established by each Eligible Director at Nomura Securities Co., Ltd.

Subject to approval of the relevant proposal concerning the Plan at the Shareholders' Meeting, the Company also intends to introduce a restricted stock compensation plan for its employees as well as for the directors and employees of its subsidiaries, in line with the announcement made today titled "Notice Concerning the Introduction of a Restricted Stock Compensation Plan for Employees, etc.", which is based on the same framework as the Plan.