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TRANSACTION

December 4, 2025

FOR IMMEDIATE RELEASE

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Listing: Tokyo Stock Exchange Prime Market
Securities code: 7818
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Notice Concerning the Disposal of Treasury Shares as Restricted Stock Compensation

TRANSACTION Co., Ltd. (the “Company”) hereby announces that at the Board of Directors meeting held on December 4, 2025 (the “Allotment Resolution Date”), it resolved to dispose of its treasury shares (the “Disposal of Treasury Shares” or the “Disposal”), as set forth below.

Details

1. Outline of the Disposal

For the Company’s directors (excluding outside directors and directors who are audit and supervisory committee members):

(1) Allotment Date	December 23, 2025
(2) Class and Number of Shares to be Disposed of	60,000 common shares of the Company
(3) Disposal Price and Total Disposal Amount	¥1,062 per share Note: The Disposal of Treasury Shares will be made without consideration as compensation and other remuneration, and issued to the Company’s directors (pursuant to Article 202-2 of the Companies Act). To ensure fair value, the disposal price is set at the closing price of the Company’s common shares on the Prime Market of the Tokyo Stock Exchange on the business day immediately prior to the Board of Directors’ resolution (December 3, 2025), which was ¥1,062 per share. The total disposal amount, calculated by multiplying the disposal price by the number of shares to be disposed of, is ¥63,720,000.
(4) Allottees, Number of Allottees, and Number of Shares to be Disposed of	60,000 shares; four directors of the Company (excluding outside directors and directors who are audit and supervisory committee members)

For directors of the Company's subsidiaries:

(1) Disposal Date	December 23, 2025
(2) Class and Number of Shares to be Disposed of	4,500 common shares of the Company
(3) Disposal Price	¥1,062 per share
(4) Total Disposal Amount	¥4,779,000
(5) Allottees, Number of Allottees, and Number of Shares to be Disposed of	4,500 shares; three directors of the Company's subsidiaries

2. Purpose and Reason for the Disposal

At a meeting of the Board of Directors held on October 24, 2019, the Company resolved to introduce a restricted stock compensation plan (the "Plan") for its directors, excluding outside directors and directors who are audit and supervisory committee members (the "Eligible Directors"). The Plan is designed to provide incentives for achieving the targets of the medium-term management plan and to further reinforce value sharing with our shareholders. In the 33rd Annual General Meeting of Shareholders held on November 28, 2019, a resolution was passed, under the Plan, for the provision of monetary claims of up to ¥60 million per year to the Eligible Directors as compensation (the "Restricted Stock Compensation"), to be contributed as property in kind for the acquisition of restricted stock. Subsequently, in the 39th Annual General Meeting of Shareholders held on November 27, 2025, a resolution was adopted to partially amend the Plan in order to revise the maximum number and maximum amount of restricted stock to be granted to the Eligible Directors, and to enable the granting of restricted stock to the Eligible Directors by a method that does not require payment of money or contribution of property in kind.

In addition to the above, at a meeting of the Board of Directors held on October 23, 2025, the Company resolved to introduce a restricted stock compensation plan, similar to the Plan, for the directors of the Company's subsidiaries (the "Subsidiary Directors," who, together with the Eligible Directors, are collectively referred to as the "Eligible Directors, etc."), as well as for the employees of the Company and its subsidiaries (who, together with the Eligible Directors, etc., are collectively referred to as the "Allottees").

An overview of the Plan and related matters is as follows.

Overview of the Plan and related matters

The Plan is a system under which the Company issues or disposes of its common shares to the Eligible Directors as compensation and other remuneration, either through a method whereby the Company may issue or dispose of its common shares without requiring payment of money or contribution of property in kind (the "Gratis Allotment"), or through a method whereby monetary claims are granted to the Eligible Directors as compensation and the full amount of monetary claims is contributed as property in kind in exchange for the issuance or disposal of the Company's common shares (the "Contribution-in-Kind Allotment"). In connection with such issuance or disposal, the Company and the Eligible Directors shall enter into a Restricted Stock Allotment Agreement, which shall include: (i) a prohibition, for a specified period, on the Eligible Directors transferring to third parties, creating pledges or other security interests over, or otherwise disposing of the Company's common shares allotted under the Agreement; and (ii) a provision granting the Company the right to acquire such common shares without compensation upon the occurrence of certain events, among other terms.

In cases where the allotment to the Eligible Directors is made through the Gratis Allotment, the Eligible Directors shall not be required, upon receiving the issuance or disposal of the Company's common shares, to make any contribution of monetary claims as property in kind in exchange for such shares. The per-share amount of the Company's common shares shall be calculated 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 each Board of Directors' resolution (or, if no trading occurred on that day, the closing price on the most recent prior trading day), as the per-share amount of the Company's common shares to be issued or disposed of.

Furthermore, in cases where the allotment to Allottees is made through the Contribution-in-Kind Allotment, the Allottees shall contribute in kind the full amount of monetary claims granted to them by the Company or its subsidiaries under the Plan, and the Company's common shares shall be issued or disposed of to the Allottees. 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 (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 Allottees receiving the shares.

Taking into account the recommendations of the Remuneration Committee, which serves as an advisory body to the Board, together with the business conditions of the Group, the positions and expected roles of individual Eligible Directors, etc., and share price trends, the Company resolved, with the aim of further enhancing their motivation, to grant a total of 60,000 shares of its common shares to four Eligible Directors as consideration for the execution of their duties, and to grant 4,500 common shares of the Company to three Subsidiary Directors, with monetary claims totaling ¥4,779,000, granted to such Subsidiary Directors in respect of the Company's subsidiaries, to be contributed as property in kind.

Regarding the Disposal of Treasury Shares, an overview of the Restricted Stock Allotment Agreements (each, an "Allotment Agreement" and collectively, the "Allotment Agreements" in the respective Plans A through C) to be entered into between the Company and the Eligible Directors, etc., is provided in Section 3 below.

3. Overview of the Allotment Agreements

For Eligible Directors:

Plan A

(1) Transfer restriction period

The period shall commence on December 23, 2025 (the "Allotment Date" under Plan A), and continue until the time immediately after resignation from the position of Director or Auditor of the Company or any of its subsidiaries.

(2) Conditions for lifting transfer restrictions

The transfer restrictions on all of the Company's common shares allotted under the Allotment Agreement (the "Allotted Shares" in Plan A) shall be lifted upon expiration of the transfer restriction period, provided that the Eligible Directors have continuously served as Directors of the Company during the period from the Allotment Date until immediately prior to the conclusion of the Annual General Meeting of Shareholders for the 44th fiscal year ending August 2030 (the "Service Period" in Plan A), and that the cumulative consolidated profit for the five fiscal years from the 40th fiscal year ending August 2026 through the 44th fiscal year ending August 2030, as stated in the Company's securities reports, has reached at least ¥25.02 billion (the "Performance Target under this Plan").

However, if, during the Service Period, the Eligible Directors resign (including in the event of death) from the positions of Directors of the Company, the transfer restrictions on all of the Allotted Shares shall not be lifted, regardless of the reason. Furthermore, if the Eligible Directors return their monetary compensation as Directors of the Company to the Company, the transfer restrictions on all of the Allotted Shares shall also not be lifted.

(3) Acquisition without consideration by the Company

Upon the lifting of the transfer restrictions, the Company shall, as a matter of course, acquire without consideration all of the Allotted Shares for which such restrictions remain in effect.

(4) Treatment in the event of organizational restructuring, etc.

If, during the transfer restriction period, matters relating to an organizational restructuring—such as 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 other forms of organizational restructuring—are approved at the Company’s General Meeting of Shareholders (or, if shareholder approval is not required with respect to such organizational restructuring, at the Company’s Board of Directors meeting), and if the Performance Target has been achieved, then pursuant to a resolution of the Board of Directors, the transfer restrictions on all of the Allotted Shares held at that time shall be lifted as of immediately prior to the business day preceding the effective date of such restructuring. In addition, at the point immediately after the lifting of the transfer restrictions, all of the Allotted Shares still subject thereto shall, as a matter of course, be acquired by the Company without consideration.

(5) Management of shares

To ensure that the Allotted Shares cannot be transferred, pledged, or otherwise disposed of during the transfer restriction period, they shall be held in a dedicated account established by each Eligible Director at Nomura Securities Co., Ltd. The Company has entered into an agreement with Nomura Securities Co., Ltd. to secure the effectiveness of such transfer restrictions, in connection with the management of the accounts for the Allotted Shares held by the Eligible Directors, and the Eligible Directors shall be deemed to consent to the terms of such account management.

For Subsidiary Directors:

(1) Transfer restriction period

The period shall commence on December 23, 2025 (the “Disposal Date” under Plan B and Plan C), and continue until the time immediately after resignation or retirement from the position of Director, Auditor, or full-time employee of the Company or any of its subsidiaries.

(2) Conditions for lifting transfer restrictions

Under Plan B and Plan C, the transfer restrictions on all of the Company’s common shares allotted under the Allotment Agreements (the “Allotted Shares” in the respective Plans for Subsidiary Directors) shall be lifted upon expiration of the transfer restriction period, provided that the Subsidiary Directors have continuously served as Directors or Auditors of the Company or its subsidiaries during the respective service periods defined below (each, the “Service Period”), and that the performance targets specified for the respective Plans (as defined below) (the “Performance Targets”) have been achieved. However, if, during the Service Period, the Subsidiary Directors resign (including in the event of death) from the positions of Directors or Auditors of the Company or its subsidiaries, the transfer restrictions on all of the Allotted Shares shall not be lifted, regardless of the reason. Furthermore, if the

Subsidiary Directors return their monetary compensation as Directors or Auditors of the Company or its subsidiaries to the Company or its subsidiaries, the transfer restrictions on all of the Allotted Shares shall also not be lifted.

Service Periods

Plan B: Three-year Service Period type

From the Disposal Date until immediately prior to the conclusion of the Annual General Meeting of Shareholders for the 42nd fiscal year ending August 2028

Plan C: Five-year Service Period type

From the Disposal Date until immediately prior to the conclusion of the Annual General Meeting of Shareholders for the 44th fiscal year ending August 2030

Performance Targets

Plan B: The cumulative consolidated operating profit for the three fiscal years from the 40th fiscal year ending August 2026 through the 42nd fiscal year ending August 2028, as stated in the Company's securities reports, shall reach at least ¥19.65 billion.

Plan C: The cumulative consolidated operating profit for the five fiscal years from the 40th fiscal year ending August 2026 through the 44th fiscal year ending August 2030, as stated in the Company's securities reports, shall reach at least ¥37.25 billion.

(3) Acquisition without consideration by the Company

Upon the lifting of the transfer restrictions, the Company shall, as a matter of course, acquire without consideration all of the Allotted Shares for which such restrictions remain in effect.

(4) Treatment in the event of organizational restructuring, etc.

If, during the transfer restriction period under the respective Plan, matters relating to an organizational restructuring—such as 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 other forms of organizational restructuring—are approved at the Company's General Meeting of Shareholders (or, if shareholder approval is not required with respect to such organizational restructuring, at the Company's Board of Directors meeting), and if the Performance Targets under the respective Plan have been achieved, then pursuant to a resolution of the Board of Directors, the transfer restrictions on all of the Allotted Shares held at that time shall be lifted as of immediately prior to the business day preceding the effective date of such restructuring. In addition, at the point immediately after the lifting of the transfer restrictions, all of the Allotted Shares still subject thereto shall, as a matter of course, be acquired by the Company without consideration.

(5) Management of shares

To ensure that the Allotted Shares under the respective Plan cannot be transferred, pledged, or otherwise disposed of during the transfer restriction period, they shall be held in a dedicated account established by each Subsidiary Director at Nomura Securities Co., Ltd. The Company has entered into an agreement with Nomura Securities Co., Ltd. to secure the effectiveness of such transfer restrictions, in connection with the management of the accounts for the Allotted Shares held by the Subsidiary Directors, and the Subsidiary Directors shall be deemed to consent to the terms of such account management.

4. Basis and Other Details of Calculation of the Payment Amount for the Disposal of Treasury Shares to the Subsidiary Directors

With respect to the Disposal of Treasury Shares to the Subsidiary Directors, the Company shall effect the allotment by way of contribution in kind of the monetary claims granted as Restricted Stock Compensation under the Plan. The disposal price is set at ¥1,062, being the closing price of the Company's common shares on the Prime Market of the Tokyo Stock Exchange on December 3, 2025, the business day immediately preceding the date of the Board of Directors' resolution, in order to eliminate arbitrariness in valuation. This price represents the market value immediately prior to the resolution date and is considered reasonable, and is not deemed to constitute a particularly favorable amount.