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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 for Employees of the Company and its Subsidiaries

TRANSACTION Co., Ltd. (the “Company”) hereby announces that at the Board of Directors meeting held on December 4, 2025, 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

(1) Disposal Date	May 1, 2026
(2) Class and Number of Shares to be Disposed of	223,300 common shares of the Company
(3) Disposal Price	¥1,062 per share
(4) Total Disposal Amount	¥237,144,600
(5) Allottees, Number of Allottees, and Number of Shares to be Disposed of	Employees of the Company and its subsidiaries in general manager positions or above: 21 persons, 18,400 shares Employees of the Company and its subsidiaries in manager positions or below: 435 persons, 204,900 shares
(6) Other	An extraordinary report has been filed pursuant to the Financial Instruments and Exchange Act with respect to the Disposal of Treasury Shares.

2. Purpose and Reason for the Disposal

At a meeting of the Board of Directors held on October 23, 2025, the Company resolved to introduce a restricted stock compensation plan (the “Plan”) for employees of the Company and its subsidiaries in general manager positions or above (the “Eligible Executive Employees”) and for employees of the Company and its subsidiaries in manager positions or below (the “Eligible Employees,” who, together with the Eligible Executive Employees, are collectively referred to as

the “Allotted Employees”). 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.

Overview of the Plan and related matters

The Allotted Employees 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 Allotted Employees. 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 Allotted Employees receiving the shares.

In connection with such issuance or disposal under the Plan, the Company and the Allotted Employees shall enter into a Restricted Stock Allotment Agreement, which shall include: (i) a prohibition, for a specified period, on the Allotted Employees 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. With respect to the Disposal of Treasury Shares, the Company has resolved to grant monetary claims totaling ¥237,144,600 and 223,300 common shares, to 456 Allotted Employees, who are the allottees of such shares.

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 D through H) to be entered into between the Company and the Allotted Employees is provided in Section 3 below.

3. Overview of the Allotment Agreements

For Eligible Executive Employees:

(1) Transfer restriction period

The period shall commence on May 1, 2026, and continue until the time immediately after resignation or retirement from any of the positions of Director, Auditor, or full-time employee 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 Agreements (the “Allotted Shares” in the respective Plans D and E for Eligible Executive Employees) shall be lifted upon expiration of the transfer restriction period, provided that the Eligible Executive Employees have continuously served in any of the positions of Directors, Auditors, Executive Officers, General Managers, Office Heads, or Department Heads of the Company or any of its subsidiaries during the Service Period defined for each Plan, and that the Performance Targets specified for each Plan (as defined below) have been achieved. However, if, during the Service Periods, the Eligible Executive Employees resign or retire (including in the event of death) from the above positions, the transfer restrictions on all of the Allotted Shares shall not be lifted, regardless of the reason. Furthermore, if the Eligible Executive Employees return their monetary compensation as Directors or Auditors of the Company or any of 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 D: From May 1, 2026, to November 30, 2028

Plan E: From May 1, 2026, to November 30, 2030

Performance Targets

Plan D: 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 E: 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 Eligible Executive Employee 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 Executive Employees, and the Eligible Executive Employees shall be deemed to consent to the terms of such account management.

For Eligible Employees:

- (1) Transfer restriction period

Plan F (Three-year Service Period type) and Plan G (Employee Shareholding Association membership type): From May 1, 2026, to May 1, 2031

Plan H (Five-year Service Period type): From May 1, 2026, to May 1, 2033

(2) Conditions for lifting transfer restrictions

The transfer restrictions on all of the Company's common shares allotted under the Allotment Agreements (the "Allotted Shares" in the respective Plans F, G, and H for Eligible Employees) shall be lifted upon expiration of the respective restriction periods, provided that the Eligible Employees have continuously served in any of the positions of Directors, Auditors, full-time employees, or contract employees of the Company or any of its subsidiaries during the Service Period defined for each Plan, and that the Performance Targets specified for each Plan (as defined below) have been achieved. However, if, during the Service Periods, the Eligible Employees resign or retire (including in the event of death) from the above positions, the transfer restrictions on all of the Allotted Shares shall not be lifted, regardless of the reason. Furthermore, if the Eligible Employees return their monetary compensation as Directors or Auditors of the Company or any of 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 F (Three-year Service Period type) and *Plan G (Shareholding Association membership type)*: From May 1, 2026, to November 30, 2028

Plan H (Five-year Service Period type): From May 1, 2026, to November 30, 2030

Performance Targets

Plan F (Three-year Service Period type) and *Plan G (Shareholding Association membership type)*:

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 H (Five-year Service Period type):

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) Treatment in the event of resignation or retirement for legitimate reasons after completion of the Service Periods and during the transfer restriction periods

If, after completion of the Service Periods and during the transfer restriction periods, the Eligible Employees resign or retire (including in the event of death) from any of the positions of Directors, Auditors, full-time employees, or contract employees of the Company or any of its subsidiaries for legitimate reasons recognized by the Company's Board of Directors, then the transfer restrictions on all of the Allotted Shares shall be lifted as of immediately after such resignation or retirement.

(4) Acquisition without consideration by the Company

If, during the Service Periods under the respective Plan, the Eligible Employees fall under certain events specified in the Allotment Agreements, the Company shall, as a matter of course, acquire without consideration all of the Allotted Shares immediately thereafter. 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. Furthermore, under Plan G, if the Eligible Employees withdraw from or suspend participation in the Company's Employee Shareholding Association during the Service Period under Plan G, then, unless the Company recognizes a reasonable cause, the Company shall, as a matter of course, acquire without consideration all of the Allotted Shares immediately upon such

withdrawal or suspension.

- (5) 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.

- (6) 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 Eligible Employee 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 Employees, and the Eligible Employees shall be deemed to consent to the terms of such account management.

4. Basis and Other Details of Calculation of the Payment Amount

With respect to the Disposal of Treasury Shares to employees to whom the shares are to be allotted, 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.