



13 February 2026

Company name: JAC Recruitment Co., Ltd.
 Stock exchange listing: Tokyo Stock Exchange (TSE)
 Code number: 2124
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Disposal of Treasury Stock as Restricted Stock Remuneration for Directors

On 13 February 2026 (the "allotment resolution date"), our Board of Directors (the "Board of Directors") resolved to dispose of treasury stock (the "disposal of treasury stock" or "disposal") as follows.

1. Outline of this Disposal

*Stock Remuneration for Each Fiscal Year

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| (1) Disposal date | 12 March 2026 |
| (2) Type and number of shares to be disposed of | Our common stock 43,300shares (But this is the estimated number as of today, and the number disposed of will be the total amount disposed of in (4) divided by the disposal price in (3). However, any fractional shares less than one share will be rounded down.) |
| (3) Disposal price | 1,014yen per share However, if the highest closing price of our common shares on TSE on the business day immediately prior to 18 February to 21 February 2026 (hereinafter referred to as the "conditional date") exceeds 1,014yen, the disposal price shall be the same as the highest closing price on the business day prior to the Conditional Date. (NOTE) |
| (4) Total amount disposed of | 44,890,000yen or less (the estimated total amount as of today is 43,906,200yen) |
| (5) Destination, number of persons, and number of shares to be disposed of | Sales directors and directors (including senior sales directors and senior directors) who do not concurrently serve as our executive directors, 13persons, 43,300shares (But this is the estimated number as of today, and the number disposed of will be the total amount disposed of in (4) divided by the disposal price in (3). However, any fractional shares less than one share will be rounded down.) |

(NOTE) Method for determining the disposal of treasury stock (Purpose of establishing conditional date)

On 13 February 2026, the resolution date for this disposal, we also have disclosed our Consolidated Financial Results for the Fiscal Year Ended 31 December 2025 including Consolidated Financial Results Forecast for the Fiscal Year Ending 31 December 2026. For this reason, on 24 February 2026, the business day immediately following the final conditional date of 21 February 2026 (Saturday), we take the highest closing price of our common stock on TSE on 12 February 2026 and the closing prices on the business days before the conditional dates as the disposal price, with the aim of incorporating the change in the share price occurred by this financial results disclosure into this disposal price of our treasury stock.

2. Purpose and Reason for This Disposal

At the meeting of the Board of Directors held on 15 Feb. 2022, we resolved to introduce a restricted stock remuneration plan (the "plan") as a new remuneration plan for executive directors (excluding independent directors and independent directors as the members of the Audit and Supervisory Committee, hereinafter referred to as the "applicable executive directors") with the aim of providing them with an incentive to continuously increase our corporate value, and to further promote the sharing of value with our shareholders.

In addition, at the 35th Ordinary General Meeting of Shareholders held on 24 Mar. 2022, We received approval as compensation for the acquisition of restricted stock (hereinafter referred to as "restricted stock remuneration"), JPY40 million or less per year as "stock remuneration for each fiscal year" and JPY200 million or less as "lump-sum stock remuneration" (except for employees' salaries), and (1) 20,000 shares or less as "stock remuneration for each fiscal year", (2) 100,000 shares or less per year as "lump-sum stock remuneration", a total of 120,000 shares per year, to issue or dispose of restricted stock. And we also received approval, under the restricted stock allotment agreement entered between us and each applicable executive director, to make restricted period from the date on that they

received the allotment of our common stock to the point immediately after they retire from the position of our executive director, director, officer or employee including our subsidiaries.

In addition, at the meeting of the Board of Directors held on 14 Feb. 2024, we resolved to increase the ratio of the share portion of applicable executive directors' remuneration in future. At the 37th Ordinary General Meeting of Shareholders held on 27 Mar. 2024, we received approval to revise the above-mentioned "stock remuneration for each fiscal year" from "up to JPY40 million per year" to "up to JPY200 million per year," and to revise the said share limit for issuance and/or disposal from "up to 20,000 shares per year" to "up to 186,000 shares per year" based on a comprehensive consideration of 4-split of common stock on 1 Jan. 2024, and medium-term share price increase, etc.

In addition, at the meeting of the Board of Directors held on 22 Jan. 2025, we resolved to introduce this system for our sales directors and directors who do not concurrently serve as our executive directors (including senior sales directors and senior directors, hereinafter referred to as "directors", "applicable executive directors and directors" hereinafter referred to as "applicable directors"), with the same intent as above.

The overview of this system is as follows.

<Overview of this System>

Applicable Directors will pay all the monetary claims paid by us under this system as in-kind contribution assets and will be issued or disposed of by us with respect to our common stock. The amount to be paid per share will be determined by the Board of Directors to the extent that the amount is not specifically favorable to the applicable directors who will subscribe for such common stock on the basis of the closing price of our common stock on TSE on the business day prior to the date of resolution of each Board of Directors (if the transaction is not consummated on that date, the closing price on the most recent trading day prior to that date).

In addition, in issuing and/or disposing of our common stock under the Plan, we shall conclude a restricted stock allotment agreement between us and each applicable director. The content of this agreement includes: (1) applicable directors will be prohibited from transferring to a third party, establishing a security interest or any other disposition of our common stock that has been allocated under the restricted stock allotment agreement for a certain period, (2) in the events prescribed, we will acquire such common stock free of charge.

This time, we decided to grant 44,890,000yen (hereinafter referred to as "the monetary claims") for the share remuneration with restriction on transfer and the number of common shares specified above in "1. Outline of this Disposal", for the share remuneration granted every fiscal year (for the 40th Fiscal Year), by disposing of treasury shares to be paid to 13 directors. It is with the aim of providing stock remuneration as an incentive for the creation of shareholder value, taking into consideration the amount of their base remuneration (fixed remuneration) and performance-linked remuneration for the 40th Fiscal Year (1 January 2026 to 31 December 2026). We decided these after consulting with the Independent Board of Directors constituted with independent Board Members prescribed by TSE.

In this disposal of treasury stock, 13 directors who are expected to be allotted shall pay all the monetary claims to us as property of contribution in kind and receive the disposal of our common shares (hereinafter referred to as the "allotted shares"). The outline of the restricted stock allotment agreement (hereinafter referred to as the "allotment agreement") entered by and between us and each applicable director in connection with the disposal of treasury shares is as follows.

3. Outline of this Allotment Agreement

*Stock remuneration for each fiscal year (restricted stock remuneration for the 40th fiscal year)

(1) Restriction period on transfer

From 12 March 2026 (the date of this disposal) to the point immediately after they retire from any position of executive director, sales director, director, officer or employee including our subsidiaries.

(2) Termination conditions of restriction on transfer

The restriction on transfer shall be terminated with respect to all the allotted shares at the time of expiration of the restriction period on transfer, on condition that they hold any position of executive director, sales director, director, officer or employee including our subsidiaries. during the business year subject to the payment of this restricted stock remuneration (hereinafter referred to as the "service offer period").

(3) Handling of resignation or retirement of applicable directors due to expiration of their term of office or for other justifiable reasons during the service offer period

(a) Timing of cancellation of restriction on transfer

If applicable directors resign or retire due to the expiration of their terms of office or for other justifiable reasons (including retirement due to death), the transfer restrictions will be lifted at the time immediately after their retirements of director, if any of executive director, sales director, director, officer, or employee including our subsidiaries.

(b) Number of shares subject to termination of restriction on transfer

The number of the allotment shares held at the time of such resignation or retirement as set forth in paragraph (a) shall be the number of shares (if the number exceeds 1, the number shall be 1) obtained by dividing the number of months from the month following the month including the date of the allotment resolution to the month including the date of resignation or retirement of the director by the number of months pertaining to the service offer period (12)

(provided, however, that any fraction less than 1 share arising as a result of the calculation shall be rounded down).

(4) Free acquisition by us

With respect to the allotment shares for which the restriction on transfer is not terminated at the time of expiration of the Restriction on Transfer or at the time of termination of the restriction on transfer as set forth in paragraph (3) above, we shall naturally acquire these without charge.

(5) Treatment in organizational restructuring, etc.

If, during the restriction period on transfer, the matters occurred relating to the merger agreement, the share exchange agreement, the share transfer plan, or other organizational restructuring by that we become a wholly owned subsidiary are approved by our shareholders' meeting (our board of directors meeting, if such organizational restructuring does not require approval by our shareholders' meeting), the restriction on transfer of shares shall be terminated immediately prior to the business day immediately prior to the effective date. In those cases, the number of shares of which the restriction on transfer were terminated shall be the number obtained by multiplying the number of allotted shares held at that time by the number of months (if the number exceeds 1, the number shall be 1) from the month following the month that includes the date of the allotment resolution to the month that includes the date of such termination divided by the number of months (12) pertaining to the service offer period (provided, however, that any fraction less than 1 share arising as a result of the calculation shall be rounded down). In addition, we will naturally acquire, without charge, all the allotment shares for which the restrictions have not been lifted as of the time immediately after the restriction on transfer has been lifted.

(6) Management of shares

The allottable shares are managed by a dedicated account opened by applicable directors at Nomura Securities Co., Ltd. during the restricted period, so that they may not transfer, create a security interest or otherwise dispose of the shares. We enter into an agreement with Nomura Securities Co., Ltd. in connection with the management of the account of the allotment shares held by them to ensure the effectiveness of the transfer restrictions, etc. related to the allotment shares. In addition, they shall agree on the details of our management of their relevant account.

4. Basis for calculating the amount to be paid and the specific contents thereof

The disposal price is the highest of the closing price of our common stock on TSE on 12 February 2026 (the business day prior to the resolution date of our Board of Directors meeting) and the closing prices on the business day prior to the conditional dates. This method of determining the disposal price of treasury stock is a reasonable method in consideration of the profits of existing shareholders. In addition, the disposal price is determined to be the same as the market share price. Therefore, we have determined that the objectivity and rationality of this calculation basis are high, and it does not constitute a particularly favorable price.

End of notice