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May 29, 2026

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Notice Regarding Disposal of Treasury Shares as Restricted Stock Compensation

Scroll Corporation (the "Company") hereby announces that it has resolved, at a meeting of the Board of Directors held today, to dispose of treasury shares as Restricted Stock compensation (the " Disposal of Treasury Shares" or the "Disposal"), as described below.

1. Outline of the Disposal

(1)	Disposal date	June 30, 2026
(2)	Class and number of shares to be disposed	124,000 shares of common stock of the Company
(3)	Disposal price	1,626 yen per share
(4)	Total value of shares to be disposed	201,624,000 yen
(5)	Allottees etc.	5 Directors of the Company (excluding directors who are members of the Audit and Supervisory Committee and Outside Directors); 30,000 shares 5 Group Officers of the Company not concurrently serving as directors; 20,000 shares 19 Segment Officers of the Company not concurrently serving as directors; 38,000 shares 36 Employees of the Company; 21,000 shares 21 Employees of certain subsidiaries of the Company; 15,000 shares
(6)	Others	The Company has submitted an extraordinary report on the Disposal of Treasury Shares in accordance with the Financial Instruments and Exchange Act.

2. Purpose and reason for the Disposal

At a meeting of the Board of Directors held on May 10, 2022, the Company resolved to introduce a restricted stock compensation plan (hereinafter the "Plan") as a compensation plan for the Company's directors (excluding directors who are members of the Audit and Supervisory Committee and outside directors, hereinafter the "Eligible Directors"), Group Officers of the Company not concurrently serving as directors, Segment Officers of the Company not concurrently serving as directors, and employees of the Company and certain of its subsidiaries (hereinafter collectively referred to as the "Eligible Directors, etc."). The purpose of the Plan is to provide them with incentives to continuously improve the corporate value of the Company and to further promote value sharing with shareholders.

In addition, at the 85th Ordinary General Meeting of Shareholders to be held on May 29, 2026, we received shareholder approval for matters including the provision of monetary compensation claims of up to 100 million yen per year to the Eligible Directors as remuneration to serve as contributed assets for the acquisition of restricted stock under the Plan, as well as the issuance or disposal of up to 80,000 shares of the Company's common stock per year. Shareholders also approved that the transfer restriction period for the restricted stock shall be from the date of allotment of the Company's common stock—pursuant to the restricted stock allotment agreement entered into between the Company and the Eligible Directors—until the time immediately after the respective Eligible Director retires or resigns from a position as an officer or employee of the Company or its subsidiaries, as predetermined by the Company's Board of Directors.

At a meeting of the Board of Directors held on May 29, 2026, after consultation with the Nomination and Compensation Committee, and taking into consideration the purpose of the Plan, the Company's business conditions, the scope of responsibilities of each Eligible Director, and various other circumstances, aiming to further motivate each Eligible Director, the Company resolved that the Company or its subsidiaries will grant monetary compensation claims of 201,624,000 yen to 86 Eligible Directors, etc., and that Eligible Directors, etc. will pay all of these monetary compensation claims as assets contributed in kind, and 124,000 shares of common stock of the Company (the “Allotted Shares”) will be allotted as restricted stock. The outline of the restricted stock allotment agreement (the "Allotment Agreement") to be concluded between the Company and the Eligible Directors, etc. is as described in 3. below.

3. Outline of the Allotment Agreement

(1) Restricted period of transfer

From June 30, 2026 (the "Payment Date") to the time immediately following the retirement or resignation of any director of the Company or its subsidiary, executive officer, Group Officer not concurrently serving as a director, Segment Officer not concurrently serving as a director, employee, trustee, advisor or counselor, or any other similar position (provided, however, that if the time immediately following the relevant resignation or retirement is prior to the time of the conclusion of the first Ordinary General Meeting of Shareholders held after the Payment Date (provided that this shall not apply if the time of the conclusion of such regular shareholders' meeting is after the time of the conclusion of the business year in which the Payment Date falls plus three months), then the time of the conclusion of such Ordinary General Meeting of Shareholders).

(2) Conditions for cancellation of the transfer restrictions

On the condition that the Eligible Directors, etc. have continuously held one of the following positions: director of the Company or its subsidiary, executive officer, Group Officer not concurrently serving as a director, Segment Officer not concurrently serving as a director, employee, trustee, advisor or counselor, or any other similar position during the period from the date of commencement of execution of duties by the Eligible Directors, etc. to the time immediately preceding the conclusion of the first Ordinary General Meeting of Shareholders to be held thereafter (however, if the Eligible Directors, etc. are Group Officers or Segment Officers not concurrently serving as directors, or employees of the Company or its subsidiaries, the term "the period from the first day of the fiscal year that includes the date of the Ordinary General Meeting of Shareholders to the last day of the current fiscal year" shall be deemed to be replaced with, and hereinafter referred to as “the Service Period"), the Company will lift the transfer restrictions of all of the Allotted Shares at the expiration of the restriction period.

(3) Treatment in the event the Eligible Directors, etc. retire or resign due to the expiration of their term of office, mandatory retirement age, or other justifiable reasons during the Service Period

(i) Timing of cancellation of the transfer restrictions

If, during the Service Period, Eligible Directors, etc. resign or retire from any of the positions of director of the Company or its subsidiary, executive officer, Group Officer not concurrently serving as a director, Segment Officer not concurrently serving as a director, employee, trustee, advisor, or counselor or any other similar position due to the expiration of his/her term of office, mandatory retirement age, or any other justifiable reason, the Company will cancel the transfer restrictions of shares as of the time immediately following the retirement or resignation of the Eligible Directors, etc.

Furthermore, after the expiration of the term of the Service Period, if, as of the Payment Date, any of Group Officer of the Company not concurrently serving as a director, Segment Officer of the Company not concurrently serving as a director and employee of the Company and certain of its subsidiaries has resigned or retired from any of the positions of director of the Company or its subsidiary, executive officer, Group Officer of the Company not concurrently serving as a director, Segment Officer of the Company not concurrently serving as a director, auditor, employee, director, advisor, or counselor or any other similar position due to the expiration of their term of office, retirement, death, or other valid reasons, the transfer restrictions shall be lifted immediately upon such resignation or retirement.

(ii) Number of shares subject to cancellation of the transfer restrictions

The number of shares obtained by multiplying the number of the Allotted Shares held at the time of such retirement or resignation as specified in (i) above by the number of months from the month including the Payment Date (however, if the Eligible Directors, etc. are Group Officers not concurrently serving as directors or Segment Officers not concurrently serving as directors or employees of the Company or its subsidiary, then "the Payment Date" shall be read as "the beginning of the fiscal year that includes the Payment Date") to the month including the date of retirement or resignation of the Eligible Directors, etc. divided by the number of months (12) pertaining to the Service Period (if such number exceeds 1, the number shall be 1) (provided, however, that any fraction of the unit of shares resulting from the calculation shall be discarded).

(4) Acquisition by the Company without consideration

In the event that the Eligible Directors, etc. commit an act in violation of laws and regulations during the transfer restriction period, or in the event that certain events specified in the Allotment Agreement occur, the Company will naturally acquire all of the Allotted Shares held by the Eligible Directors, etc. as of the relevant time without consideration. In addition, at the expiration of the transfer restriction period or at the time of cancellation of the transfer restrictions stipulated in (3) above, the Company will naturally acquire without consideration the Allotted Shares for which the transfer restrictions are not cancelled.

(5) Treatment in organizational restructuring, etc.

If, during the transfer restriction period, matters relating to the merger agreement in which we become a corporation which ceases to exist, the share-for-share exchange agreement or the share-for-share transfer plan in which we become a wholly-owned subsidiary, or any other organizational restructuring, etc. are approved at the General Meeting of Shareholders of the Company (provided, however, that in the case where the approval of the relevant organizational restructuring, etc. is not required at the General Meeting of Shareholders of the Company, the Board of Directors of the Company), by resolution of the Board of Directors, the transfer restrictions are terminated on the number of shares obtained by multiplying the number of the Allotted Shares held at that time by the number of months from the month including the Payment Date (however, if the Eligible Directors, etc. are Group Officers who are not concurrently serving as Directors or Segment Officers not concurrently serving as Directors or employees of the Company or its subsidiary, then "the Payment Date" shall be read as "the beginning of the fiscal year that includes the Payment Date") to the month including the date of such approval divided by the number of months (12) pertaining to the Service Period (if such number exceeds 1, the number shall be 1) (provided, however, that any fraction of the unit of shares resulting from the calculation shall be discarded), upon immediately before the business day prior to the effective day of organizational restructuring, etc. In addition, we will naturally acquire, free of charge, all of the Allotment Shares for which the transfer restrictions have not been lifted immediately after the release of the transfer restrictions.

(6) Management of shares

The Allotted Shares shall be managed in an exclusive account opened by the Eligible Directors, etc. with Nomura Securities Co., Ltd. during the restricted transfer period so that the Allotted Shares may not be transferred, pledged or otherwise disposed of during the restricted transfer period. In order to ensure the effectiveness of the transfer restrictions, etc. of the Allotted Shares, the Company has entered into an agreement with Nomura Securities Co., Ltd. in relation to the management of the account for the Allotted Shares held by each Eligible Director, etc. The Eligible Directors, etc. shall agree to the details of the management of such account.

4. Basis and specifics of the calculation of the Disposal price

In order to eliminate arbitrariness, the disposal price for the Disposal of Treasury Shares is set at 1,626 yen, which is the closing price of the Company's common stock on the Tokyo Stock Exchange Prime Market on May 28, 2026 (the business day immediately prior to the date of the Board of Directors' resolution). This is the market share value immediately prior to the date of the Board of Directors' resolution, and we believe that it is reasonable and does not constitute a particularly favorable value.