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MEDIA DO Co., Ltd.

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(Securities code: 3678, TSE Prime)

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**Notice Regarding Issuance of Restricted Stock to Directors and Employees
of the Company and Director of Its Subsidiary**

MEDIA DO Co., Ltd. (the "Company") announces that, by way of a written resolution in lieu of a Board of Directors meeting pursuant to Article 370 of the Companies Act and Article 25 of the Company's Articles of Incorporation on June 18, 2026, it resolved to issue new shares of common stock (the "Shares") as restricted stock compensation as outlined below.

1. Overview of the Share Issuance

(1) Payment date	July 6, 2026	
(2) Type and number of shares	Common stock of the Company; 38,253 shares	
(3) Issue price per share	¥1,307 per share	
(4) Total issue amount	¥49,996,671	
(5) Allottees	3 Directors of the Company	30,603 shares
	5 Employees of the Company	6,120 shares
	1 Director of a subsidiary	1,530 shares

2. Purpose and Rationale

The Company introduced its restricted stock compensation plan (the "Plan") by resolution of the Board of Directors on April 26, 2018, for its Directors (excluding Outside Directors) with the aim of providing incentive for sustainable enhancement of the Company's medium- to long-term corporate and shareholder value and further aligning the interests of Directors and shareholders. Shareholders approved the Plan at the 19th Annual General Meeting of Shareholders on May 30, 2018. The Plan includes the following framework: "an annual limit of up to ¥50 million in monetary compensation claims, to be granted separately from existing compensation and used as payment in kind for the issuance or disposal of restricted shares to Directors", and "a restriction period, to be determined by the Board of Directors, within a range of two to five years."

The overview of the Plan is as follows:

(Overview of the Plan)

Under the Plan, Directors contribute the full amount of their granted monetary compensation claims as payment in kind for newly issued or disposed shares. The total number of shares of the Company's common stock to be issued or disposed of under

the Plan is limited to 60,000 shares per year. The issue price per share is determined by the Board of Directors based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of the Board resolution (if no trading took place on that day, the closing price on the most recent trading day prior thereto shall be used; hereinafter referred to as the "TSE Closing Price"), and is set at a level that is not particularly favorable to the Directors receiving the allotment.

Each Director subject to the Plan enters into a restricted stock allotment agreement with the Company, which includes the following provisions:

- 1) A prohibition on transferring, pledging, or otherwise disposing of the shares during a predetermined restriction period; and
- 2) The Company's right to acquire the shares without compensation under certain conditions.

The Company has also decided to grant similar restricted stock to employees and to the director of a subsidiary under the same objectives of promoting sustained enhancement of corporate and shareholder value and strengthening value sharing with shareholders.

(Summary of the Restricted Stock Allotment Agreement)

The Company will enter into individual restricted stock allotment agreements with each of the recipients described above (the "Eligible Recipients"). The main terms are as follows:

(1) Restriction period

Eligible Recipients may not transfer, pledge, or otherwise dispose of the shares allotted to them (the "Allotted Shares") during the period from July 6, 2026 (the "Payment Date") through the end of February 2029.

(2) Conditions for lifting transfer restrictions

The transfer restrictions on all Allotted Shares will be lifted upon the expiration of the restriction period, provided that the Eligible Recipient has continuously served as a Director, Audit & Supervisory Board Member, or employee of the Company or its subsidiaries during this period (including cases where, if the Eligible Recipient is an employee of the Company, he/she held the position of a director, Audit & Supervisory Board Member, or employee of a company other than the Company or its subsidiaries with the approval of the Company's Board of Directors). If the recipient loses their position as a Director, Audit & Supervisory Board Member, or employee of the Company or its subsidiaries during the restriction period due to the expiration of term, death, or other reason deemed legitimate by the Board of Directors, a portion of the restrictions will be lifted based on the number of months served, calculated as: $(\text{number of months from the payment month to the month of loss of position} \div 32) \times \text{number of shares granted}$ (any fractional shares will be rounded down).

(3) Acquisition without compensation

The Company will automatically acquire, without compensation, any shares for which the transfer restrictions have not been lifted, either upon the expiration of the restriction period or at the time the Eligible Recipient loses their position as a Director, Audit & Supervisory Board Member, or employee of the Company or its subsidiaries during the restriction period.

(4) Share management

The allotted shares will be managed in a dedicated account opened with Mizuho Securities Co., Ltd. to prevent any transfer, pledge, or disposal during the restriction period.

(5) Treatment in case of corporate reorganization

In the event of a corporate reorganization during the restriction period, the transfer restrictions will be lifted on a pro-rata portion of the Allotted Shares. A corporate reorganization includes a merger in which the Company is dissolved, or a share exchange or share transfer that results in the Company becoming a wholly owned subsidiary, provided such an action is approved by the General Meeting of Shareholders (or the Board of Directors, where applicable). The number of shares subject to early release will be calculated based on the number of months served, calculated as: $(\text{number of months from the payment month to the month containing the date of approval of the corporate reorganization} \div 32) \times \text{number of Allotted Shares held at that time}$ (any fractional shares will be rounded down). The transfer restrictions will be lifted as of the close of the business day immediately preceding the effective date of the corporate reorganization.

3. Basis for Determining the Issue Price

The Shares will be issued as payment in kind using the monetary compensation claims granted to the Eligible Recipients under the Plan. To eliminate arbitrariness, the issue price has been set at ¥1,307, which is the TSE Closing Price as of June 17, 2026, the business day preceding the date of the written resolution in lieu of a Board of Directors meeting. This issue price of the Shares is the market share price on the trading day immediately preceding the date of the written resolution in lieu of a Board of Directors meeting. Under circumstances where there are no special circumstances indicating that the most recent share price cannot be relied upon, the Company believes this price is reasonable, appropriately reflects its corporate value, and does not represent a price that is particularly favorable to the Eligible Recipients.