June 22, 2026

Name of listed company:
Bandai Namco Holdings Inc.
Name of representative:
Yuji Asako,
President and Representative Director
(Code Number: 7832; TSE Prime Market)
Contact: Takashi Tsuji, Director, CFO

Notice Regarding Disposal of Treasury Shares as Share Compensation

Bandai Namco Holdings Inc. (the "Company") hereby announces that the Board of Directors, at a meeting held today, has passed a resolution to implement the disposal of treasury shares as share compensation (the "Disposal of Treasury Shares"). The details are as follows.

I. Disposal of treasury shares based on a post-delivery performance-based share compensation plan for the directors of the Company (excluding Audit & Supervisory Committee members and Outside Directors) and Executive Directors of the Company group's Business Management Companies, Etc. (that disposal, "Disposal of Treasury Shares I")

1. Overview of disposal

(a) Date of disposal	July 10, 2026
(b) Class and number of shares to be disposed of	171,900 shares of the Company's common shares
(c) Disposal value	¥3,591 per share
(d) Total disposal value	¥617,292,900
(e) Allottees (Note)	Directors of the Company (excluding Audit & Supervisory Committee members and Outside Directors): 5 people; 53,200 shares Directors of Business Management Companies, Etc. (excluding Non-Executive Directors): 27 people; 118,700 shares
(f) Other matters	An extraordinary report has been filed in accordance with the Financial Instruments and Exchange Act in relation to the Disposal of Treasury Shares.

(Note) "Business Management Companies, Etc." stated in the table above is defined in "2. Objective of and reason for the disposal."

2. Objective of and reason for the disposal

At the Twentieth Ordinary General Meeting of Shareholders of the Company held on June 23, 2025, the Company received approval for a performance-based share compensation plan for directors of the Company (excluding Audit & Supervisory Committee members and Outside Directors; hereinafter, "Directors of the Company"; that compensation plan is hereinafter referred to as "Plan I") that provides monetary compensation claims for granting common shares of the Company and pays cash with an upper limit that is the amount obtained by multiplying, for each fiscal year, 140,000 shares by the Delivery Share Price (defined in (*4) in (2) of "Content of Plan I" below; the same applies hereinafter) as a means of complying with the "Mid-Term Plan of the Bandai Namco Group (From April 2025 to March 2028)" that started in April 2025 (hereinafter "the Mid-term Plan"). Moreover, the Company's subsidiaries Bandai Co., Ltd., Bandai Namco Entertainment Inc., Bandai Namco Filmworks Inc., Bandai Namco Experience Inc., Bandai Spirits Co., Ltd, and Bandai Namco Music Live Inc. (collectively, "Business Management Companies, Etc.") also introduced performance-based share compensation plans that are similar to that of the Company. Details regarding Plan I of the Company and the Business Management Companies, Etc. are as described under "Content of Plan I."

Disposal of Treasury Shares I will be implemented based on a resolution at a meeting of the Company's Board of Directors held on June 22, 2026, in accordance with the approval, etc. granted at the Twentieth Ordinary General Meeting of Shareholders held on June 23, 2025 with respect to Plan I. The Company's common shares subject to Disposal of Treasury Shares I will, as performance-based share remuneration for the fiscal year ended March 31, 2026, be delivered through disposal of treasury shares by (i) allowing the allottees of the disposal who are directors of the Company (excluding Audit & Supervisory Committee members and Outside Directors) to make contribution in kind using the monetary compensation claims that have been granted to them by the Company and (ii) allowing the allottees of the disposal who are directors of the Business Management Companies, Etc. (excluding Non-Executive Directors; collectively with Directors of the Company, "Plan I Eligible Directors") to make contribution in kind using the monetary compensation claims that have been granted to them by the Business Management Companies, Etc.. Plan I Eligible Directors will make an oath vowing not to transfer the Company's common shares that has been allotted based on Disposal of Treasury Shares I (this includes establishment of a security interest or any other disposal), during the time up until the holder ceases to have any status as director, audit & supervisory board member, or employee of either the Company or a subsidiary of the Company.

Content of Plan I

(1) Overview of Plan I

Under Plan I, common shares of the Company (*1) and cash (hereinafter referred to as the "Company's Shares, Etc.") shall be delivered or paid to Plan I Eligible Directors according to the degree of attainment of the performance target for consolidated operating profit for each fiscal year of the Mid-term Plan (each of those years, an "Evaluation Fiscal Year"). The Company's Shares, Etc. shall be delivered or paid only when consolidated operating profit is 100,000 million yen or higher, and the payment ratio will gradually increase in accordance with performance based on consolidated operating profit, but the payment ratio shall become the payment upper limit of

100% when the Mid-term Plan's final fiscal year target figure of 200,000 million yen is reached (the payment ratio will be rounded up to the first decimal place).

(*1) Method of delivering the Company's common shares under Plan I
The Company or the Business Management Companies, Etc. shall provide monetary compensation claims as remuneration to Plan I Eligible Directors, who shall pay in the monetary compensation claims as property contributed in kind to receive delivery of the Company's common shares.
However, for Plan I Eligible Directors who are non-residents of Japan, in place of the delivery of the Company's common shares, they shall be paid cash in the amount obtained by converting all of the number of the determined share units at the Delivery Share Price.

(2) Calculation method of the number of the Company's Shares, Etc., and the total amount of the Company's Shares, Etc., to be delivered or paid to Plan I Eligible Directors

Taking the predetermined reference number of share units for Plan I Eligible Directors as the basis for calculation, the number of shares of common shares of the Company and amount of cash to be delivered or paid are calculated according to the amount of consolidated operating profit of the Company for each Evaluation Fiscal Year based on the formula below.

(a) The number of shares of common shares of the Company to be delivered to each Plan I Eligible Director
Number of payment share units × 50% (with any resulting odd-lots of less than 100 shares rounded up)

(Note 1) Number of payment share units = Predetermined reference number of share units (*2) × Ratio according to the consolidated operating profit of the Company for the Evaluation Fiscal Year in question (payment ratio) (*3) (with any resulting odd-lots of less than 100 shares rounded down)

(Note 2) If a Plan I Eligible Director concurrently serves as a Plan I Eligible Director at multiple Business Management Companies, Etc., the number of payment share units to be granted under Note 1 above for that Plan I Eligible Director with respect to each Business Management Companies, Etc. shall be calculated by multiplying the number of payment share units determined under Note 1 by the service allocation percentage (*gyomu juji wari-ai*) for that Business Management Companies, Etc., as approved by the Board of Directors based on the nature of the duties performed by the Plan I Eligible Director at that Business Management Companies, Etc.

(Note 3) As stated (*1) in (1), what are actually provided to Plan I Eligible Directors are monetary compensation claims corresponding to the amount obtained by multiplying the number of the abovementioned common shares of the Company by the Delivery Share Price (*4). These are for making payment as property contributed in kind upon delivery of the Company's common shares.

(b) The amount of cash to be provided to each Plan I Eligible Director
(Number of payment share units – The number calculated in (a) above) × Delivery Share Price

(Note 1) If a Plan I Eligible Director concurrently serves as a Plan I Eligible Director at multiple Business Management Companies, Etc., the number of payment share units shall be the number produced after multiplication by the service allocation percentage (*gyomu juji wari-ai*) provided for in (a).

(*2) Reference number of share units shall be determined in advance based on the roles and responsibilities of each Plan I Eligible Director.

(*3) The Company's Shares, Etc. shall not be provided if consolidated operating profit does not reach 100,000 million yen. If consolidated operating profit is 200,000 million yen or higher, 100% of the Company's Shares, Etc. shall be provided. The specific method for determining the payment ratio is set out below.

Consolidated operating profit	Payment ratio
Less than 100,000 million yen	0%
100,000 million yen or more but less than 200,000 million yen	[100 x 1/2 + {(Amount of consolidated operating profit (in hundreds of millions of yen) – 100,000 million yen) ÷ 100 million yen ÷ 10} x 1/2]% (Rounded up to the first decimal place)
200,000 million yen or more	100%

However, directors of the Business Management Companies, Etc. (including any Directors of the Company who serve concurrently as a director of any of those Business Management Companies, Etc.) will not be paid performance-based share compensation if in the Evaluation Fiscal Year in question the operating profit for any of the following businesses in his or her respective charge at the Business Management Companies, Etc. in question is in the red.

Company name	Bandai Co., Ltd.	Bandai Namco Entertainment Inc.	Bandai Namco Filmworks Inc.	Bandai Namco Experience Inc.	Bandai Spirits Co., Ltd.	Bandai Namco Music Live Inc.
Handled business	Toys and Hobby Business	Digital Business	Visual and Music Business	Amusement Business	Toys and Hobby Business	Visual and Music Business

(*4) Delivery Share Price is the closing price of common shares of the Company on the Tokyo Stock Exchange as of the business day immediately preceding the date of the resolution at a Board of Directors meeting to deliver the Company's common shares related to Plan I held within two months from the date of the Ordinary General Meeting of Shareholders pertaining to each Evaluation Fiscal Year stipulated in (3) below (if the Company's shares were not traded on that day, the closing price on the last day the shares were traded prior to that).

(3) Requirements for delivering or paying the Company's Shares, Etc. to Plan I Eligible Directors

Under Plan I, the Company's Shares, Etc. shall be delivered or paid when the Evaluation Fiscal Year in question ends and Plan I Eligible Directors fulfill the following requirements.

The number of the Company's Shares, Etc. to be delivered or paid shall be decided at a Board of Directors meeting for delivering the Company's common shares related to Plan I held within two months from the Ordinary General Meeting of Shareholders for the Evaluation Fiscal Year in question.

(a) The Plan I Eligible Director remained in office as a Director or the like until the end of the Evaluation Fiscal Year in question
(b) The Plan I Eligible Director did not engage in any specified misconduct
(c) Other requirements deemed necessary that have been set by the Board of Directors

II. Disposal of treasury shares based on a post-delivery performance-based share compensation plan for the Executive Directors of the Company's group companies within Japan aside from Business Management Companies, Etc. (that disposal, "Disposal of Treasury Shares II")

1. Overview of disposal

(a) Date of disposal	July 10, 2026
(b) Class and number of shares to be disposed of	8,400 shares of the Company's common shares
(c) Disposal value	¥ 3,591 per share
(d) Total disposal value	¥ 30,164,400
(e) Allottees (Note)	Executive Directors of the Company's group companies within Japan aside from Business Management Companies, Etc.: 58 people; 8,400 shares
(f) Other matters	An extraordinary report has been filed in accordance with the Financial Instruments and Exchange Act in relation to the Disposal of Treasury Shares.

2. Objective of and reason for the disposal

The Company's group companies within Japan aside from the Business Management Companies, Etc. ("Plan II Eligible Subsidiaries") have introduced performance-based share compensation plans for their respective Executive Directors. Details regarding Plan II are as described under "Content of Plan II."

Disposal of Treasury Shares II will be implemented based on a resolution at a meeting of the Company's Board of Directors held on June 22, 2026. The Company's common shares subject to Disposal of Treasury Shares II will, as performance-based share remuneration for the fiscal year ended March 31, 2026, be delivered through disposal of treasury shares by allowing the allottees of the disposal who are Plan II Eligible Directors to make contribution in kind using the monetary compensation claims that have been granted to them by Plan II Eligible Subsidiaries. Plan II Eligible Directors will make an oath vowing not to transfer the Company's common shares that has been allotted based on Disposal of Treasury Shares II

(this includes establishment of a security interest or any other disposal), during the time up until the holder ceases to have any status as director, audit & supervisory board member , or employee of either the Company or a subsidiary of the Company.

Content of Plan II

(1) Overview of Plan II

Under Plan II, the Company's Shares, Etc., (common shares of the Company (*1) and cash) shall be delivered or paid to Plan II Eligible Directors only when the base value for consolidated operating profit for the Evaluation Fiscal Year (each fiscal year of the Mid-Term Plan) is reached. The base value for the consolidated operating profit of the Company is set at 100,000 million yen, and the Company's Shares, Etc. shall be delivered or paid only when the consolidated operating profit of the Company for the Evaluation Fiscal Year in question is 100,000 million yen or higher.

(*1) Method of delivering the Company's common shares under Plan II
Plan II Eligible Subsidiaries shall provide monetary compensation claims as remuneration to Plan II Eligible Directors, who shall pay in the monetary compensation claims as property contributed in kind to receive delivery of the Company's common shares.
However, for Plan II Eligible Directors who are non-residents of Japan, in place of the delivery of the Company's common shares, they shall be paid cash in the amount obtained by converting all of the number of the determined share units at the Delivery Share Price.

(2) Calculation method of the number of the Company's Shares, Etc., and the total amount of the Company's Shares, Etc., to be delivered or paid to Plan II Eligible Directors

For Plan II Eligible Directors, the number of shares of common shares of the Company and amount of cash to be delivered or paid are calculated in accordance with the formula below based on the predetermined position-based number of share units (*2) if the base value for consolidated operating profit of the Company for the Evaluation Fiscal Year in question (*3) is reached.

(a) The number of shares of common shares of the Company to be delivered to each Plan II Eligible Director
Position-based number of share units × 50% (with any resulting odd-lots of less than 100 shares rounded up)

(Note 1) As stated (*1) in (1), what are actually provided to Plan II Eligible Directors are monetary compensation claims corresponding to the amount obtained by multiplying the number of the abovementioned common shares of the Company by the Delivery Share Price (*4). These are for making payment as property contributed in kind upon delivery of the Company's common shares.

(b) The amount of cash to be provided to each Plan II Eligible Director

(Position-based number of share units – The number calculated in (a) above) × Delivery Share Price

(*2) Reference number of share units shall be determined in advance based on the roles and responsibilities of each Plan II Eligible Director.

(*3) The base value for the Company's consolidated operating profit is set at 100,000 million yen, and the Company's Shares, Etc. shall be delivered or paid only when the consolidated operating profit of the Company is 100,000 million yen or higher.

(*4) Delivery Share Price is the closing price of common shares of the Company on the Tokyo Stock Exchange as of the business day immediately preceding the date of the resolution at a Board of Directors meeting to deliver the Company's common shares related to Plan II held within two months from the date of the Ordinary General Meeting of Shareholders pertaining to each Evaluation Fiscal Year stipulated in (3) below (if the Company's shares were not traded on that day, the closing price on the last day the shares were traded prior to that).

(Reference) The upper limit of the total amount of monetary compensation claims (to be used as property contributed in kind in payment for common shares of the Company) and cash provided to the Directors of the Company for each Evaluation Fiscal Year shall be the amount obtained by multiplying 140,000 shares by the Delivery Share Price and the upper limit of the total amount of monetary compensation claims (to be used as property contributed in kind in payment for common shares of the Company) and cash provided to the directors of Business Management Companies, Etc. and Plan II Eligible Directors for each Evaluation Fiscal Year shall be the amount obtained by multiplying 345,600 shares by the Delivery Share Price (*5). Of this, the upper limit for the total number of shares of common shares of the Company that can actually be delivered to the directors of the Company shall be 70,000 shares (0.01% of the total number of shares issued) and the upper limit for the total number of shares of common shares of the Company that can actually be delivered to the Directors of Business Management Companies, Etc. and Plan II Eligible Directors shall be 172,800 shares (0.03% of the total number of shares issued) (*6). However, at the close of the Twentieth Ordinary General Meeting of Shareholders held on June 23, 2025 or thereafter, if the Company carries out a share split (including allotments of shares without receipt of monetary consideration; the same shall apply hereinafter to share splits mentioned below) or share consolidation of the common shares of the Company, the abovementioned number of shares shall be adjusted in accordance with the following formula, with any fractions less than one share resulting from the adjustment being rounded down.
Number of shares after adjustment = Number of shares before adjustment × Ratio of share split or share consolidation

(*5) The “Notice Regarding Decision on Performance-based Share Compensation Plan” dated May 8, 2025 stated the figure 320,600 shares; however, the upper limit has been amended in connection with (i) the revision made to the upper limit for some companies among the Business Management Companies, Etc. and the Plan II Eligible Subsidiaries and (ii) the new addition of Plan II Eligible Subsidiaries.

(*6) The “Notice Regarding Decision on Performance-based Share Compensation Plan” dated May 8, 2025 stated the figure 160,300 shares; however, the upper limit has been amended as stated in (*5).

(3) Requirements for delivering or paying the Company’s Shares, Etc. to Plan II Eligible Directors

Under Plan II, the Company’s Shares, Etc. shall be delivered or paid when the Evaluation Fiscal Year in question ends and Plan II Eligible Directors fulfill the following requirements.

The number of the Company’s Shares, Etc. to be delivered or paid shall be decided at a Board of Directors meeting for delivering the Company’s common shares related to Plan II held within two months from the Ordinary General Meeting of Shareholders for the Evaluation Fiscal Year in question.

(a) The Plan II Eligible Director remained in office as a Director or the like until the end of the Evaluation Fiscal Year in question
(b) The Plan II Eligible Director did not engage in any specified misconduct
(c) Other requirements deemed necessary that have been set by the Board of Directors

III. Basis of calculation and specific details for the payment amount

To avoid arbitrary pricing, the closing price of common shares of the Company on June 19, 2026 (the business day immediately preceding the date of the resolution at the Board of Directors meeting) on the Prime Market of the Tokyo Stock Exchange of 3,591 yen is used as the disposal value for the Disposal of Treasury Shares. As this is the market price of the shares immediately before the date of the resolution at the Board of Directors meeting, it is considered to be reasonable.

Furthermore, this value has a deviation of －2.5% (rounded off to two decimal places; same in the deviation calculations below) from the simple average closing price of common shares of the Company of ¥3,683 yen (fractional yen rounded down; same in the simple average closing prices below) on the Prime Market of the Tokyo Stock Exchange for the most recent one-month period (from May 20, 2026 to June 19, 2026), a －5.25% deviation from the simple average closing price of ¥3,790 for the most recent three-month period (from March 20, 2026 to June 19, 2026, and a－9.27% deviation from the simple average closing price of 3,958 yen for the most recent six-month period (from December 20, 2025 to June 19, 2026). Accordingly, this value is not considered to be particularly advantageous to the allottees.

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Contact Information:
Corporate Communication Department
Bandai Namco Holdings Inc.
E-mail: ir-mail@bandainamco.co.jp