



June 25, 2026

To Whom It May Concern

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Notice Regarding Disposal of Treasury Shares as Restricted Stock Compensation

RIKEN KEIKI Co., Ltd. (the “Company”) announces that, at a meeting of the Board of Directors held today, it resolved to implement disposal of treasury shares (the “Disposal of Treasury Shares” or “Disposal”) as follows.

1. Overview of the Disposal

(1) Date of disposal	July 21, 2026
(2) Type and number of shares to be disposed of	4,977 common shares of the Company
(3) Disposal price	¥3,615 per share
(4) Total amount of disposal	¥17,991,855
(5) Recipient of the shares, number of persons, and number of disposed shares	Three Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors) 4,977 shares

2. Purpose and reason for the Disposal

At the meeting of the Board of Directors held on May 12, 2020, the Company resolved to introduce a restricted stock compensation plan (the “Plan”) as a new compensation plan for its Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors) (the “Eligible Directors”) with the aim of providing medium- to long-term incentives to the Eligible Directors and sharing shareholder value. In addition, at the 114th Annual General Meeting of Shareholders held on June 25, 2020, approval was granted for the provision of monetary compensation claims of up to ¥60 million per year to the Eligible Directors as monetary compensation for properties to be contributed to acquire restricted shares (the “Restricted Stock Compensation”), and for the period of transfer restriction of the restricted shares to be a period between three and 30 years as determined by the Board of Directors of the Company pursuant to the Plan.

The outline of the Plan is as follows.

Outline of the Plan

The Eligible Directors will pay in all of the monetary compensation claims provided by the Company under the Plan as properties contributed in kind, and receive the Company's common shares, upon issuance or disposal thereof. The total number of common shares issued or disposed of by the Company for the Eligible Directors pursuant to the Plan shall be no more than 160,000* shares per year, and the amount to be paid in per share shall be determined by the Board of Directors within the scope of an amount that is not particularly advantageous to the Eligible Directors who will subscribe for the common shares, based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately preceding the day of the resolution by the Board of Directors (if no transaction was concluded on that day, the closing price on the most recent trading day immediately preceding that day).

Furthermore, when issuing or disposing of the Company's common shares pursuant to the Plan, the Company and the Eligible Directors shall enter into a restricted share allotment agreement, which includes provisions prescribing that (1) the Eligible Directors shall not transfer, create a security interest on, or otherwise dispose of the Company's common shares allotted to them pursuant to the restricted share allotment agreement for a certain period of time and (2) under certain circumstances, the Company shall make a gratis acquisition of the common shares allotted to them.

This time, taking into account the purpose of the Plan, the business conditions of the Company, the scope of responsibilities of each Eligible Director, and other various circumstances, the Company has decided to grant monetary compensation claims in a total of ¥17,991,855 (the "Monetary Compensation Claims") and 4,977 common shares. In addition, in order to achieve the purpose of introducing the Plan, which is to share shareholder value over the medium to long term, the transfer restriction period has been set at 30 years this time.

In the Disposal of Treasury Shares, the three Eligible Directors who are the intended recipients of the allotment will pay in all of their Monetary Compensation Claims to the Company as properties contributed in kind and receive an allotment of the Company's common shares (the "Allotted Shares"). The outline of the restricted share allotment agreement (the "Allotment Agreement") to be executed between the Company and the Eligible Directors is as follows.

*Effective as of April 1, 2024, the Company implemented a 2-for-1 share split of common shares.

3. Outline of the Allotment Agreement

(1) Transfer restriction period: July 21, 2026 to July 20, 2056

(2) Conditions for lifting the transfer restriction

The transfer restriction on all of the Allotted Shares will be lifted at the end of the transfer restriction period, provided that each Eligible Directors continues to hold one of the following positions during the transfer restriction period: director, executive officer who does not concurrently serve as director, auditor or employee of the Company or a subsidiary of the Company.

(3) Handling of cases where an Eligible Director retires or resigns due to the expiration of his/her term of office, mandatory retirement age, or other justifiable reasons during the restricted transfer period

(i) Timing of lifting transfer restriction

If an Eligible Director retires or resigns from any and all of the positions of director, executive officer who does not concurrently serve as director, auditor or employee of the Company or a subsidiary of the Company due to the expiration of his/her term of office or mandatory retirement age or for other justifiable reasons (including cases of retirement due to death), the transfer restriction shall be lifted as of the time immediately following the Eligible Director's retirement or resignation.

(ii) Number of shares subject to the lifting of transfer restriction

The number of shares subject to the lifting of transfer restriction shall be the number of shares obtained by multiplying (a) the number of the Allotted Shares held at the time of the relevant resignation or retirement as stipulated in (i) above by (b) the number obtained by dividing the period of the Eligible Director's tenure of office during the transfer restriction period (counted in month) by 12 (if the number exceeds one, it shall be one) (however, any fraction less than one share resulting from the calculation shall be rounded down).

(4) Gratis acquisition of Allotted Shares by the Company

The Company shall automatically make a gratis acquisition of the Allotted Shares for which the transfer restriction has not been lifted at the time of the expiration of the transfer restriction period or at the time of the lifting of the transfer restriction as stipulated in (3) above.

(5) Administration of shares

To prevent any transfer, creation of any security interest on, or disposal by other means of the Allotted Shares during the transfer restriction period, the Allotted Shares shall be administered in an individual account of each of the Eligible Directors opened with Nomura Securities Co., Ltd. To ensure the effectiveness of the transfer restriction, the Company has entered into an agreement with Nomura Securities Co., Ltd. concerning the administration of the accounts for the Allotted Shares held by the Eligible Directors. In addition, the Eligible Directors are required to give consent to the content of the administration of said accounts.

(6) Procedures in the event of organizational restructuring, etc.

If, during the transfer restriction period, any matters with regard to a merger agreement under which the Company will become a dissolving company, a share exchange agreement or a share transfer plan under which the Company will become a wholly owned subsidiary or any other organizational restructuring are approved by the general meeting of shareholders of the Company (or by the Board of Directors of the Company in the case where approval of the general meeting of shareholders of the Company about such organizational restructuring, etc. is not necessary), the transfer restriction shall be lifted, subject to resolution of the Board of Directors, as of the time immediately before the business day prior to the effective date of said organizational restructuring, etc., in respect of the number of shares obtained by multiplying (a) the number of the Allotted Shares held at the relevant time by (b) the number obtained by dividing the number of months from the start of the transfer restriction period to the month to which the date of approval belongs by 12 (if the number exceeds one, it shall be one) (however, any fraction less than one share resulting from the calculation shall be rounded down). In addition, the Company shall automatically make a gratis acquisition of the Allotted Shares for which the transfer restriction remains in effect as of the time immediately after the transfer restriction is lifted.

4. Basis of calculating the amount to be paid in for the Allotted Shares and specific details thereof

The Disposal of Treasury Shares to the intended recipients of the Allotted Shares shall be funded by the monetary compensation claims provided as the Restricted Stock Compensation for the Company's 120th business year under the Plan. To eliminate arbitrariness in the disposal price, the closing price of the Company's common shares on the Tokyo Stock Exchange on June 24, 2026 (the business day immediately preceding the day of the relevant resolution of the Board of Directors) or ¥3,615 is to be designated as the disposal price. The Company believes that this value is reasonable insofar as it represents the share price on the market on the day immediately preceding the day of the relevant resolution of the Board of Directors and that the price is not especially favorable to the recipients.