September 18, 2026

Company name: JDC CORPORATION
Representative: Yukio Hasegawa, Representative Director and President
Stock exchange listing: Tokyo Stock Exchange, Prime Market
Code number: 1887
Inquiries: Akiko Onishi, General Manager, Sustainability Management Division
Telephone: +81-3-6777-7881

Notice of Disposal of Treasury Shares as Restricted Stock Compensation

JDC CORPORATION (the "Company") hereby announces that, at a meeting of its Board of Directors held on September 18, 2026, it resolved to dispose of treasury shares as restricted stock compensation (the "Disposal of Treasury Shares" or the "Disposal"), as described below.

Details

1. Overview of the Disposal

(1)	**Disposal date**	**October 16, 2026**
(2)	**Class and number of shares to be disposed of**	**57,400 shares of the Company's common stock**
(3)	**Disposal price**	**¥553 per share**
(4)	**Total disposal value**	**¥31,742,200**
(5)	**Prospective allottees**	Three Directors appointed on August 26, 2025 (excluding Outside Directors and Directors who are Audit & Supervisory Committee Members): 17,400 shares Ten Executive Officers appointed for the fiscal year ended May 2026: 40,000 shares

2. Purpose of and Reasons for the Disposal

At a meeting of the Board of Directors held on July 23, 2019, the Company resolved to introduce a restricted stock compensation plan (the "Plan") as a new compensation plan for the Company's Directors (excluding Outside Directors and Directors who are Audit & Supervisory Committee Members; the "Eligible Directors"). The purpose of the Plan is to provide the Eligible Directors with incentives to sustainably enhance the Company's corporate value by further clarifying the linkage between their compensation and the Company's business performance and share value, and to promote greater value sharing with shareholders.

At the Ordinary General Meeting of Shareholders held on August 29, 2019, shareholders approved the payment to the Eligible Directors of monetary compensation claims of up to ¥36 million per year (excluding the portion of employee salaries for Directors concurrently serving as employees), within the existing annual compensation limit for Directors of ¥240 million (excluding the portion of employee salaries for Directors concurrently serving as employees), as monetary compensation for the acquisition of restricted shares under the Plan. Shareholders also approved a transfer restriction period of three years from the date on which the shares are allotted under the relevant allotment agreement. Following the approval of the restricted stock compensation plan for the Eligible Directors at that General Meeting of Shareholders, the Company also decided to introduce a similar restricted stock compensation plan for its Executive Officers (the "Eligible Executive Officers"; together with the Eligible Directors, the "Eligible Directors, etc.").

Pursuant to the resolution of the Board of Directors adopted today, the Company will grant monetary compensation claims totaling ¥31,742,200 (the "Monetary Compensation Claims") to three Directors appointed on August 26, 2025 (excluding Outside Directors and Directors who are Audit & Supervisory Committee Members) and ten Executive Officers appointed for the fiscal year ended May 2026. The Company will allot 57,400 shares of its common stock as restricted shares to the Eligible Directors, etc. in exchange for the contribution in kind of all such Monetary Compensation Claims. The amount of the Monetary Compensation Claims granted to the Eligible Directors, etc. has been determined by comprehensively taking into account the Company's business performance, the responsibilities of each Eligible Director, etc., and other relevant factors. The Monetary Compensation Claims will be granted subject to the Eligible Directors, etc. entering into restricted stock allotment agreements with the Company containing the terms outlined below.

3. Overview of the Allotment Agreements

① Transfer restriction period

From October 16, 2026 to October 15, 2029

② Acquisition of the restricted shares without consideration

If an Eligible Director, etc. who has received an allotment of restricted shares resigns or retires from the position of Director of the Company (excluding Directors who are Audit & Supervisory Committee Members) or Executive Officer who has entered into a service agreement with the Company (collectively, "Directors, etc.") before the expiration of the transfer restriction period, the Company shall automatically acquire the allotted shares without consideration, unless the Board of Directors determines that there is a justifiable reason.

In addition, if any of the allotted shares remain subject to transfer restrictions at the expiration of the transfer restriction period described in ① above because the conditions for lifting the restrictions described in ③ below have not been satisfied, the Company shall automatically acquire such shares without consideration.

③ Lifting of transfer restrictions

The Company shall lift the transfer restrictions on all allotted shares upon expiration of the transfer restriction period, provided that the Eligible Director, etc. who received the allotment continuously held the position of Director, etc. of the Company throughout the transfer restriction period.

However, if an Eligible Director, etc. resigns or retires from the above position before expiration of the transfer restriction period for a reason that the Board of Directors deems justifiable, the number of allotted shares for which the transfer restrictions will be lifted and the timing of such lifting shall be reasonably adjusted as necessary.

④ Treatment in the event of organizational restructuring, etc.

If, during the transfer restriction period, a merger agreement under which the Company becomes a disappearing company, a share exchange agreement or share transfer plan under which the Company becomes a wholly owned subsidiary, or any other matter relating to organizational restructuring is approved at a General Meeting of Shareholders of the Company (or by the Board of Directors if shareholder approval is not required), the Company shall, by resolution of the Board of Directors, lift the transfer restrictions before the effective date of such organizational restructuring with respect to a number of allotted shares reasonably determined in light of the period from the commencement date of the transfer restriction period to the date of approval of the organizational restructuring. In such case, immediately after the transfer restrictions are lifted, the Company shall automatically acquire without consideration any allotted shares for which the transfer restrictions have not been lifted.

⑤ Management of the allotted shares

The allotted shares will be managed in dedicated accounts opened by the Eligible Directors, etc. with Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. so that the shares may not be transferred, pledged, or otherwise disposed of during the transfer restriction period.

4. Basis for Calculation of the Disposal Price and Specific Details Thereof

To eliminate arbitrariness, the disposal price has been set at ¥553, the closing price of the Company's common stock on the Tokyo Stock Exchange on September 17, 2026, the business day immediately preceding the date of the Board of Directors' resolution. As this is the market price immediately prior to the date of the Board of Directors' resolution, the Company considers the disposal price to be reasonable and not particularly favorable to the Eligible Directors, etc.

End