Translation

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October 30, 2026

For Immediate Release

Company name: Okabe Co., Ltd.
Representative: Hirohide Kawase, Representative Director, President and Chief Executive Officer
(Securities Code: 5959, TSE Prime Market)
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Notice Regarding Disposal of Treasury Stock as an Employee Incentive Plan

Okabe Co., Ltd. (the "Company") hereby announces that its Board of Directors, at a meeting held today, resolved to dispose of treasury stock as an employee incentive plan (hereinafter referred to as the "Disposal of Treasury Stock"). Details are as follows.

Details

1. Overview of the disposal of treasury stock

(1) Disposal Date	November 19, 2026
(2) Type and Number of Shares to be Disposed	Common stock of the Company: 43,500 shares
(3) Disposal Price	913 yen per share
(4) Total Disposal Amount	39,715,500 yen
(5) Planned Allottee	The Master Trust Bank of Japan, Ltd. (ESOP Trust Account)
(6) Other	The Disposal of Treasury Stock is conditioned on the effectuation of the securities registration statement in accordance with the Financial Instruments and Exchange Act.

2. Purpose and Reason for the Disposal

At the Board of Directors' meeting held on February 13, 2026, the Company approved the continuation of an employee incentive plan utilizing the share-issuing ESOP trust (the "ESOP Trust"), which was introduced in fiscal year 2017, designed for the medium- to long-term enhancement of corporate value by raising awareness of contribution to the medium- to long-term operating performance improvement and the Company's share price appreciation with a strong sense of identification among employees of the Company and its Group companies (the "Employees") as well as their participation in the management of the Company, while seeking to reciprocate the Employees with an enhanced benefits system. For details of the ESOP Trust, refer to the "Notice on Introduction of ESOP Trust for Granting Stock (available in Japanese only)" announced on February 14, 2017, and the "Notice of Extension of Share-Issuing ESOP Trust" announced on February 13, 2026.

This Disposal of Treasury Stock is conducted in accordance with the ESOP Trust agreement to be entered into between the Company and Mitsubishi UFJ Trust and Banking Corporation, with The Master Trust Bank of Japan, Ltd. acting as co-trustee (ESOP Trust Account).

The number of shares to be disposed is based on the estimated number of shares to be granted to the Employees during the trust period under the Share Delivery Regulations. The expected dilution is 0.09% of the total number of issued shares (rounded to the second decimal place), and 0.10% of the total voting rights as of June 30, 2026 (443,243 voting rights).

The shares allocated through this disposal will be granted to the Employees in accordance with the Share Delivery Regulations and are not expected to be immediately released into the market. Therefore, the impact on the stock market is considered minimal, and the scale of dilution is deemed reasonable.

3. Basis and Details of the Disposal Price
   The disposal price is set at 913 yen, which is the closing price of the Company's shares on the Tokyo Stock Exchange on the business day prior to the Board resolution date (October 29, 2026), in order to eliminate arbitrariness and ensure objectivity based on recent stock price trends. The Company decided to adopt this price because it represents the market price immediately prior to the resolution of the Board of Directors, which is deemed to be highly objective and reasonable as the basis for calculation.

   All Audit and Supervisory Committee members (three in total, including two outside directors) who attended the Board meeting expressed the opinion that the basis for calculating the disposal price is reasonable and does not constitute a particularly favorable price.

4. Procedures under the Code of Corporate Conduct
   Since the dilution ratio resulting from this disposal is less than 25% and there is no change in controlling shareholders, procedures such as obtaining opinions from independent third parties or confirming shareholder intent, as stipulated in Article 432 of the Tokyo Stock Exchange's Securities Listing Regulations, are not required.