

## Notice Concerning Disposal of Treasury Shares as Restricted Stock Compensation

Seikagaku Corporation announces that at its Board of Directors meeting held on June 19, 2026, it resolved to dispose of treasury shares (the “Treasury Share Disposal” or “Disposal”) as restricted stock compensation as outlined below.

### 1. Overview of Disposal

(1) Disposal date	July 10, 2026
(2) Number and class of shares for disposal	22,436 common shares of the Company
(3) Disposal price	726 yen per share
(4) Total value of disposal	16,288,536 yen
(5) Disposal recipients, number of recipients, and number of shares for disposal	4 directors of the Company (excluding outside directors) 17,862 shares 2 executive officers of the Company who do not concurrently serve as directors 4,574 shares

### 2. Purpose and Reason for the Disposal

At the Board of Directors meeting held on May 10, 2019, the Company resolved to introduce a restricted stock compensation plan for directors excluding outside directors (hereinafter referred to as the “Target Directors”) in order to provide incentives to enhance the Company’s sustainable corporate value and promote long-term, stable shareholding, thereby further advancing value sharing with shareholders. Furthermore, at a meeting of the Board of Directors held on June 13, 2019, the Company resolved to make executive officers who do not concurrently serve as directors subject to the same system as the restricted stock compensation plan for the Target Directors (hereinafter collectively referred to as the “Plan”).

In addition, at the 73rd Ordinary General Meeting of Shareholders held on June 19, 2019, based on the restricted stock compensation plan, approval was obtained to provide monetary compensation claims of up to ¥50 million per year to the Target Directors as consideration for the acquisition of restricted stock, and to set the transfer restriction period for the restricted stock as the period until immediately after the resignation or retirement of the relevant director.

An overview of the Plan and other relevant details are provided below.

### 3. Overview of the Plan, etc.

The Target Directors and the executive officers who do not concurrently serve as directors (hereinafter collectively referred to as the “Target Directors, etc.”) shall pay all monetary compensation claims granted by the Company under this system as in-kind contributions and receive the issuance or disposal of common shares of the Company.

The total number of common shares issued or disposed of by the Company to the Target Directors, etc. under the restricted stock compensation plan shall not exceed 40,000 shares per year, and the subscription price per share shall be the closing price of the Company’s common shares on the Tokyo Stock Exchange on the business day preceding the date of the board of directors’ resolution regarding

the allotment of shares (or the closing price on the immediately preceding trading day if no transaction is made on that business day).

In addition, in connection with the issuance or disposal of the Company's common shares under this system, the Company will enter into a restricted stock allotment agreement with the Target Directors, etc., and the terms of such agreement shall include the following: (i) the Target Directors, etc. shall not transfer, create security interests over, or otherwise dispose of the Company's common shares allotted to them under the restricted stock allotment agreement during the period from the date of allotment under the restricted stock allotment agreement until the date immediately after their resignation or retirement from any position as a director or executive officer of the Company; and (ii) in the event certain conditions are met, the Company shall acquire such common shares without consideration, among other provisions.

In this case, in light of the deliberations of the Nomination and Compensation Committee composed of the President and Representative Director and all Outside Directors, as well as the purpose of the Plan, the Company's business performance, and the scope of duties of each of the Target Directors, etc., it has been determined to grant a total of 16,288,536 yen in monetary compensation claims (the "Monetary Compensation Claims" ) and 22,436 shares of common stock.

In this Treasury Share Disposal, pursuant to the Plan, the six Target Directors, etc. who are the proposed allottees will contribute the entire Monetary Compensation Claims as in-kind contributions and receive the Company's common shares (the "Allotted Shares"). The outline of the restricted stock allotment agreement (the "Allotment Agreement") to be entered into between the Company and the Target Directors, etc. in connection with this Treasury Share Disposal is as set forth below.

### **3-1. Transfer Restriction Period**

From July 10, 2026 until immediately after the relevant allottee retires or resigns from office.

### **3-2. Conditions for Lifting the Transfer Restrictions**

The transfer restrictions on all of the Allotted Shares shall be lifted at the expiration of the transfer restriction period, provided that the Target Directors, etc. have continuously served in the position of either a director of the Company or an executive officer of the Company who does not concurrently serve as a director during the period from the payment date until immediately before the conclusion of the first ordinary general meeting of shareholders to be held thereafter (the "Service Period").

### **3-3. Treatment in the Event that the Target Directors, etc. Retire or Resign During the Service Period Due to Expiration of Term of Office, Mandatory Retirement, or Other Justifiable Reason**

#### **(i) Timing of lifting transfer restrictions**

If any of the Target Directors, etc. resigns or retires from the position of director of the Company or executive officer of the Company who does not concurrently serve as a director due to expiration of term of office, reaching mandatory retirement age, or any other justifiable reason (including resignation or retirement due to death), the transfer restrictions shall be lifted immediately after such retirement or resignation, upon expiration of the transfer restriction period.

#### **(ii) Number of Allotted Shares for which transfer restrictions are lifted**

The number of Allotted Shares for which the transfer restrictions shall be lifted shall be the number of Allotted Shares held by the relevant Target Directors, etc. at the time of such retirement or resignation, multiplied by the number obtained by dividing the period of service in months by 12 (provided that if such number exceeds 1, it shall be deemed to be 1), and any fraction of less than one share resulting from the calculation shall be rounded down to the nearest whole share. The period of service shall mean the service period during the Service Period.

### **3-4. Acquisition by the Company Without Consideration**

The Company shall acquire, without consideration, any Allotted Shares for which the transfer restrictions have not been lifted as of the expiration of the transfer restriction period.

### **3-5. Management of Shares**

During the transfer restriction period, the Allotted Shares shall be managed in dedicated accounts opened by the Target Directors, etc. at Nomura Securities Co., Ltd. to ensure that they cannot be transferred, that a security interest cannot be created, and that they cannot otherwise be disposed of during such period. To ensure the effectiveness of the transfer restrictions on the Allotted Shares, the Company has entered into an agreement with Nomura Securities Co., Ltd. regarding the management of the accounts for the Allotted Shares held by the Target Directors, etc. Furthermore, the Target Directors, etc. have consented to the details of such account management.

### **3-6. Treatment in the Event of Organizational Restructuring, etc.**

During the transfer restriction period, if a merger agreement in which the Company is the dissolving 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, etc. is approved at a general meeting of shareholders of the Company (or by the Board of Directors of the Company if approval at a general meeting of shareholders is not required with respect to such organizational restructuring, etc.), then, based on a resolution of the Board of Directors, the transfer restrictions shall be lifted, immediately before the business day preceding the effective date of such organizational restructuring, etc., for the number of shares obtained by multiplying the number of Allotted Shares held at that time by the number obtained by dividing the number of months from the month in which the transfer restriction period commenced through the month including the date of such approval by 12 (provided that if such number exceeds 1, it shall be deemed to be 1), and any fraction of less than one share resulting from the calculation shall be rounded down to the nearest whole share. In addition, immediately after the transfer restrictions are lifted, the Company shall acquire, without consideration, all Allotted Shares for which the transfer restrictions remain in effect.

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

The Treasury Share Disposal to the proposed allottees will be implemented under the Plan as an in-kind contribution of monetary compensation claims granted as restricted stock compensation for the Company's 81st fiscal year. The disposal price has been set at 726 yen, being the closing price of the Company's common shares on the Tokyo Stock Exchange on June 18, 2026 (the business day immediately preceding the date of the Board of Directors' resolution), in order to eliminate arbitrariness. This is the market price on the business day immediately preceding the date of the Board of Directors' resolution, and the Company believes that it is reasonable and not especially favorable to the recipients.

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**Note:** This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.