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December 18, 2025

To whom it may concern:

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Listing: Prime Market, Tokyo Stock Exchange  
Stock code: 4958  
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**Notice Concerning Disposal of Treasury Shares as Restricted Stock Compensation**

T. HASEGAWA CO., LTD. (the “Company”) hereby announces that it resolved at a meeting of the Board of Directors held on December 18, 2025, to dispose of its treasury shares as restricted stock compensation (the “Disposal of Treasury Shares” or the “Disposal”).

1. Outline of the Disposal

(1) Disposal date	January 16, 2026
(2) Class and number of shares to be disposed of	48,286 shares of the Company’s common shares
(3) Disposal value	2,760 yen per share
(4) Total disposal value	133,269,360 yen
(5) Allottees, number of allottees, and number of shares to be disposed of	Directors of the Company 6 persons, 26,791 shares (excluding outside Directors): Senior Vice Presidents of the Company: 8 persons, 15,976 shares Group Executive Officers of the Company 1 person, 1,997 shares (residents in Japan) Fellows of the Company 2 persons, 3,522 shares
(6) Others	For the Disposal of Treasury Shares, an Extraordinary Report under the Financial Instruments and Exchange Act has been submitted.

## 2. Purpose of and reasons for the Disposal

The Company resolved at the Board of Directors' meeting held on November 7, 2025, to introduce a Restricted Stock Compensation Plan (the "Plan") with the aim of providing Directors (excluding outside Directors, hereinafter referred to as "Eligible Directors"), Senior Vice Presidents, Group Executive Officers (residents in Japan), and fellows of the Company (hereinafter collectively referred to as "Eligible Executives" including the Eligible Directors) with an incentive for the continuous enhancement of the Company's corporate value and promote value sharing between the Eligible Executives and shareholders of the Company.

In addition, at the 64th Annual General Meeting of Shareholders held on December 18, 2025, the following have been approved: (i) to provide monetary claims of up to 150 million yen per annum to the Eligible Directors as compensation to be used as assets contributed to the allotment of restricted shares under the Plan, and to issue or dispose of up to 170,000 shares of common shares of the Company per annum, and (ii) to define the transfer restriction period for those restricted shares as the period until the time immediately after retiring from a position predetermined by the Board of Directors of the Company.

The overview of the Plan and other information are as follows.

### [Overview of the Restricted Stock Compensation Plan]

Under the Plan, monetary claims shall be granted to the Eligible Executives for the allotment of restricted shares, and the Eligible Executives shall pay in such monetary claims as assets contributed in kind and receive the issuance or disposition of the Company's common shares. The amount to be paid per one share of the Company's common shares to be issued or disposed of shall be determined by the Board of Directors of the Company based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day preceding the date of the relevant Board resolution (or, if no trading occurred on that day, the closing price on the immediately preceding trading day), within the scope that does not constitute an amount particularly favorable to the Eligible Executives receiving such common shares.

In issuing or disposing of the common shares of the Company under the Plan, a restricted share allotment agreement will be concluded between the Company and the Eligible Executives. The main contents of this agreement shall include the following: (i) the Eligible Executives shall not transfer, create a security interest on, or otherwise dispose of the Company's common shares allotted under the said restricted share allotment agreement for a certain period of time, and (ii) in the event that certain specified circumstances arise, the Company shall acquire the said common shares without compensation.

Taking into consideration the purpose of the Plan, the Company's business performance, the scope of responsibilities of each of the Eligible Executives, and other relevant circumstances, the Company has decided to grant a total of 133,269,360 yen in monetary claims and a total of 48,286 common shares of the Company to the Eligible Executives.

In addition, in order to achieve the provision of an incentive for continuous enhancement of corporate value and sharing of shareholder value, which are the purposes of introducing the Plan, the transfer restriction period shall be the period until the time immediately after retiring from all the positions of Director, Audit & Supervisory Board Member, Senior Vice President, Group Executive Officer (resident in Japan), and fellow of the Company and its subsidiaries.

In the Disposal of Treasury Shares, 17 Eligible Executives who are potential allottees shall pay in all monetary claims against the Company as contributed assets in kind under the Plan and receive common shares disposed of by the Company.

### 3. Overview of the restricted share allotment agreement

The Company and each of the Eligible Executives shall individually conclude a restricted share allotment agreement (the "Allotment Agreement"), which is outlined below.

#### (1) Transfer restriction period

The Eligible Executives shall not transfer, create a security interest on, or otherwise dispose of the Company's common shares allotted under the Allotment Agreement (the "Shares") during the period from the disposal date (January 16, 2026, hereinafter referred to as the "Disposal Date") to the time immediately after retiring from all the positions of Director, Audit & Supervisory Board Member, Senior Vice President, Group Executive Officer (resident in Japan), and fellow of the Company and its subsidiaries (if the relevant time is before the submission of the Company's Annual Securities Report for the fiscal year to which the Disposal Date belongs [if the Disposal Date is within 6 months after the commencement of the fiscal year, the Company's Semiannual Securities Report for the relevant fiscal year], until the time of the relevant submission) (the "Transfer Restriction Period").

#### (2) Conditions for lifting the transfer restrictions

The Company shall lift the transfer restrictions for all the Shares that are held by Eligible Executives as of the said time upon the expiration of the Transfer Restriction Period, on the condition that the Eligible Executives have continuously been in a position of Director, Audit & Supervisory Board Member, Senior Vice President, Group Executive Officer (resident in Japan), or fellow of the Company or any of its subsidiaries, during the period respectively defined in accordance with the classifications set forth in (a) and (b) below (the "Service Provision Period").

##### (a) If the Eligible Executive is a Director of the Company as of the conclusion of the Allotment Agreement

The period from the day following the Company's Annual General Meeting of Shareholders for the fiscal year immediately preceding the fiscal year to which the Disposal Date belongs until the conclusion of the Company's next Annual General Meeting of Shareholders

##### (b) If the Eligible Executive is a Senior Vice President, Group Executive Officer (resident in Japan), or fellow of the Company as of the conclusion of the Allotment Agreement

The period from the first day of the fiscal year to which the Disposal Date belongs until the last day of the relevant fiscal year

#### (3) Reason for acquisition by the Company without contribution

##### (a) If the Eligible Executive retires from all the positions of Director, Audit & Supervisory Board Member, Senior Vice President, Group Executive Officer (resident in Japan), and fellow of the Company and its subsidiaries for reasons other than death, expiration of term of office, or other justifiable reasons, the Company shall acquire all the Shares without contribution.

##### (b) Other reasons for acquisition without contribution shall be as set forth in the Allotment Agreement based on a resolution of the Board of Directors of the Company.

#### (4) Treatment in the case of death or early retirement

Regardless of the provisions in (1) and (2) above, if the Eligible Executive retires from all the positions of Director, Audit & Supervisory Board Member, Senior Vice President, Group Executive Officer (resident in Japan), and fellow of the Company and its subsidiaries during the Service Provision Period due to death, expiration of term of office, or other justifiable reasons, the transfer restrictions for the number of the Shares obtained by multiplying the figure set forth in (i) below by the figure set forth in (ii) below (however, any fraction of a share resulting from

the calculation shall be rounded up to the nearest whole number) shall be lifted upon the expiration of the Transfer Restriction Period. In such case, the Company shall automatically acquire without contribution all of the Shares on which the transfer restrictions have not been lifted as of the time immediately after the lifting of the transfer restriction.

- (i) Number of the Shares held by the Eligible Executives at the time of their retirement
- (ii) The number of months of the period respectively defined in accordance with the classifications set forth in (a) and (b) below divided by 12 (however, if the calculation result exceeds 1, 1 shall apply)
  - (a) If the Eligible Executive is a Director of the Company as of the conclusion of the Allotment Agreement  
From the month following the month containing the start date of the Service Provision Period until the month containing the date of the relevant retirement
  - (b) If the Eligible Executive is a Senior Vice President, Group Executive Officer (resident in Japan), or fellow of the Company as of the conclusion of the Allotment Agreement  
From the month containing the start date of the Service Provision Period until the month containing the date of the said retirement

(5) Treatment in the case of reorganization, etc.

Notwithstanding the provisions of (1) and (2) above, if, during the Transfer Restriction Period, matters relating to a merger agreement in which the Company is the disappearing company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or other reorganization, etc. are approved at the Company's General Meeting of Shareholders (or at a meeting of its Board of Directors in cases where approval at the Company's General Meeting of Shareholders is not required in relation to the reorganization, etc.), the Company shall lift the transfer restrictions on the number of the Shares obtained by multiplying the figure set forth in (i) below by the figure set forth in (ii) below (however, any fraction of a share resulting from the calculation shall be rounded up to the nearest whole number) based on a resolution by the Board of Directors at the time immediately preceding the business day prior to the effective date of the reorganization, etc. In addition, the Company shall automatically acquire without contribution all of the Shares on which the transfer restrictions have not been lifted as of the time immediately after the lifting of the transfer restrictions.

- (i) Number of the Shares held by the Eligible Executives as of the date of the approval of the said reorganization, etc.
- (ii) The number of months of the period respectively defined in accordance with the classifications set forth in (a) and (b) below divided by 12 (however, if the calculation result exceeds 1, 1 shall apply)
  - (a) If the Eligible Executive is a Director of the Company as of the conclusion of the Allotment Agreement  
From the month following the month containing the start date of the Service Provision Period until the month containing the date of the approval of the said reorganization, etc.
  - (b) If the Eligible Executive is a Senior Vice President, Group Executive Officer (resident in Japan), or fellow of the Company as of the conclusion of the Allotment Agreement  
From the month containing the start date of the Service Provision Period until the month containing the date of the approval of the said reorganization, etc.

(6) Management of shares

The Shares shall be managed in a dedicated account opened by the Eligible Executives at a securities company during the Transfer Restriction Period, ensuring that the Shares are not transferred, pledged, or otherwise disposed of during the Transfer Restriction Period. In order to ensure the effectiveness of the transfer restrictions on the Shares, the Company has entered into an agreement with securities companies for the management of the accounts for the Shares held by each of the Eligible Executives. The Eligible Executives shall agree to the details of the management of those accounts.

4. Basis for calculation of the monetary amount to be paid in and specific details thereof

The price to be paid in for the Disposal of Treasury Shares is set at 2,760 yen, which is the closing price of the Company's common shares on the Prime Market of the Tokyo Stock Exchange on December 17, 2025 (the business day preceding the date of the Board of Directors' resolution), in order to avoid arbitrary pricing. This is the market share price immediately prior to the date of the Board of Directors' resolution, and the Company believes that this is reasonable and not a particularly advantageous price.