

August 8, 2025

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(Securities code: 6306 Prime
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**Notice Concerning Disposal of Treasury Shares as
Stock Compensation (Shares with Restriction on Transfer)
(Awarding of Treasury Shares to Employees of the Company and Group Companies)**

At the meeting of the Board of Directors held today, Nikko Co., Ltd. (the “Company”) resolved to dispose of treasury shares as stock compensation (shares with restriction on transfer) (hereinafter “Disposal of Treasury Shares”) as described below.

1. Outline of the disposal

(1)	Date of the disposal	September 12, 2025
(2)	Class and number of shares to be disposed of	15,500 shares of common stock of the Company
(3)	Disposal value	¥777 per share
(4)	Total disposal value	¥12,043,500
(5)	Planned recipients of disposal	Employees, etc. of the group companies that fulfill certain requirements of the Company (excluding the Company’s Directors, Audit & Supervisory Board Members, Executive Officers, and Associate Directors)* 155 persons

(*) Employees, etc. of the group companies that fulfill certain requirements of the Company refers to persons who fulfill any of the following requirements:

- (i) Employees who have achieved 10, 20, and 30 years in service in fiscal year 2025
- (ii) New-graduate and mid-career hires to the Company and companies of the Company group (the “Group”) (excluding employees who previously received an initial award of shares)

2. Purpose and reason for the disposal

The Company will conduct the disposal to express gratitude to employees who have significantly contributed to the development of the Company and those who have served for many years; to foster loyalty and encourage continuous employment among new employees of the Company and the Group companies; and also to enhance corporate value and boost motivation among employees by aligning their perspective with that of the Company’s shareholders.

In the Disposal of Treasury Shares, the Company pay a total of ¥12,043,500 in monetary compensation claims to employees, etc. of the group companies that fulfill certain requirements of the Company (excluding the Company’s Directors, Audit & Supervisory Board Members, Executive Officers, and Associate Directors) that number 155 persons (hereinafter the “Allottees”), and the Allottees shall contribute all the monetary compensation claims in kind to the Company, whereby the Company allocates 15,500 shares of common stock of the Company as specified restricted shares. In addition, such monetary compensation claims shall be paid on the condition that each Allottee enters into a Restricted Shares Allocation Agreement (hereinafter the

“Allocation Agreement”) with the Company, the contents of which shall include, in substance, the following.

3. Overview of Allocation Agreement

(i) Transfer restriction period

From September 12, 2025 to December 1, 2026

During the transfer restriction period specified above (hereinafter the “Transfer Restriction Period”), the Allottees may not transfer, establish a lien, establish a collateral interest, make a gift of, bequeath, or otherwise dispose of the restricted shares to any third party.

(ii) Acquisition of restricted shares without contribution

If an Allottee resigns or retires from any position as a Director, Audit & Supervisory Board Member, Executive Officer, or employee of the Group, the Company shall, except for reasons deemed valid by the Board of Directors of the Company (mandatory retirement, etc.), automatically and without consideration acquire all of the allocated shares as of the date of such resignation or retirement.

In addition, if the transfer restrictions on any of the allocated shares have not been lifted at the time the Transfer Restriction Period expires, the Company shall automatically acquire such shares without consideration as of the date immediately following the expiration date.

(iii) Lifting of the transfer restrictions

The Company shall lift the transfer restrictions on all of the allocated shares at the expiration date of the Transfer Restriction Period, provided that the Allottees have continuously held the position of Director, Audit & Supervisory Board Member, Executive Officer, or employee of the Group during the Transfer Restriction Period. However, if an Allottee resigns or retires from any position as Director, Audit & Supervisory Board Member, Executive Officer, or employee of the Group before the expiration of the Transfer Restriction Period due to a reason that is deemed valid by the Board of Directors of the Company (mandatory retirement, etc.), the transfer restrictions shall be lifted immediately after such resignation or retirement with respect to all of the allocated shares held by the Allottee.

(iv) Provisions concerning the management of stock

The Allottees shall open an account designated by the Company with SMBC Nikko Securities Inc. for the purpose of registering or recording the allocated shares, and they shall keep and maintain the allocated shares in said account until the transfer restrictions are lifted.

(v) Treatment during reorganization, etc.

During the transfer restriction period, if a matter regarding a merger agreement in which the Company becomes the dissolving company, a share exchange agreement or share transfer plan in which the Company becomes a wholly-owned subsidiary, or other organizational restructuring is approved at the Company’s General Shareholders’ Meeting (or, in cases where the approval of the Company’s General Shareholders’ Meeting is not required for the organizational restructuring, at the Company’s Board of Directors Meeting), by resolution of the Board of Directors, the transfer restrictions on such shares shall be lifted as of immediately before the business day preceding the effective date of the relevant organizational restructuring or similar transaction.

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

The disposal value for the Disposal of Treasury Shares has been determined to exclude arbitrariness and is set at the closing price of the Company’s common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution of the Board of Directors (August 7, 2025), which is ¥777. This represents the market price of the Company’s common stock immediately prior to the date of the resolution of the Board of Directors and is considered reasonable.

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.