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April 30, 2026

To whom it may concern:

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## **Notice Regarding the Disposal of Treasury Stock** **as Restricted Stock Compensation**

ACCESS CO., LTD. hereby announces that at the Board of Directors meeting held on April 30, 2026, the Company resolved to dispose of treasury stock as restricted stock compensation (hereinafter referred to as the "Disposal of Treasury Stock"), as detailed below.

### **1. Overview of the Disposal of Treasury Stock**

(1) Payment Date	May 28, 2026
(2) Class and Number of Shares to be Disposed	136,200 shares of common stock of the Company
(3) Disposal Price	530 yen per share
(4) Total Amount of Disposal	72,186,000 yen
(5) Persons Eligible for Allotment, Number of Persons, and Number of Shares to be Allotted	7 Directors: 84,800 shares (including 5,200 shares for 4 Outside Directors) 3 Executive Officers: 51,400 shares
(6) Other	With respect to this Disposal of Treasury Stock, the Company has submitted an extraordinary report in accordance with the Financial Instruments and Exchange Act.

### **2. Purpose and Reasons for the Disposal**

At the Board of Directors meeting held on March 15, 2019, the Company resolved to introduce a restricted stock compensation plan (hereinafter referred to as the "Plan") as a new compensation system for the Company's Directors and Executive Officers (hereinafter referred to as the "Eligible Directors, etc."), for the purpose of providing incentives to continuously improve the Company's corporate value and promoting shared values with shareholders. In addition, at the 35th Ordinary General Meeting of Shareholders held on April 17, 2019, approval was granted to provide monetary compensation claims of up to 200 million yen per year (of which up to 20 million yen for Outside Directors, excluding the employee salary portion of Directors who concurrently serve as employees) as monetary compensation to be paid to the Company's Directors as contributed assets for the acquisition of restricted stock based on the Plan (hereinafter referred to as the "Restricted Stock Compensation"), and to set the restricted period for the restricted stock as a period determined by the Company's Board of Directors between 3 and 30 years.

The overview of the Plan is as follows:

[Overview of the Plan]

The Plan shall consist of (i) "Tenure-Based Stock Compensation" as a long-term incentive to promote value sharing with shareholders through stock ownership and sustainable improvement of the Company's corporate value, and (ii) "Performance-Based Stock Compensation" as a medium-term incentive to improve the Company's medium-term performance and stock price. Note that compensation for the granting of restricted stock related to the "Performance-Based Stock Compensation" shall not be paid to Outside Directors.

The Eligible Directors, etc., shall pay all of the monetary compensation claims provided by the Company based on the Plan as in-kind contributed assets, and shall receive the issuance or disposal of the Company's common stock. In addition, the total number of common stock to be newly issued or disposed of by the Company to Directors under the Plan shall not exceed 200,000 shares per year (of which up to 20,000 shares for Outside Directors), and the amount to be paid per share shall be determined by the Board of Directors within a range that is not particularly advantageous to the Eligible Directors, etc. who subscribe to the common stock, based on 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 each Board of Directors (if no trade is executed on the same day, the closing price on the most recent preceding trading day).

Furthermore, when issuing or disposing of the Company's common stock under the Plan, the Company and the Eligible Directors, etc. shall enter into a restricted stock allotment agreement, which shall include the following: 1) the Eligible Directors, etc. shall not transfer, create a security interest on, or otherwise dispose of the common stock of the Company allotted under the restricted stock allotment agreement for a certain period; and 2) the Company shall acquire the common stock without consideration if certain events occur.

At this time, considering the purpose of the Plan, the Company's business conditions, the scope of responsibilities of each Eligible Director, etc., and various circumstances, the Company has decided to grant a total of 72,186,000 yen in monetary compensation claims (hereinafter referred to as the "Monetary Claims") and 136,200 shares of common stock, with the aim of further improving the motivation of each Eligible Director, etc. The breakdown is as follows:

(i) Tenure-Based Stock Compensation	Monetary compensation: 20,776,000 yen	(including 2,756,000 yen for Outside Directors)
	Common stock: 39,200 shares	(including 5,200 shares for Outside Directors)
(ii) Performance-Based Stock Compensation	Monetary compensation: 51,410,000 yen	
	Common stock: 97,000 shares	

In this Disposal of Treasury Stock, 10 Eligible Directors, etc. to whom shares are scheduled to be allotted shall, based on the Plan, pay all of the Monetary Claims against the Company as in-kind contributed assets and receive the allotment of the Company's common stock (hereinafter referred to as the "Allotted Shares"). The overview of the restricted stock allotment agreement (hereinafter referred to as the "Allotment Agreement") to be concluded between the Company and the Eligible Directors, etc. in this Disposal of Treasury Stock is as shown in 3. below.

### 3. Overview of the Allotment Agreement

<Allotment Agreement for Tenure-Based Stock Compensation>

- (1) Transfer Restriction Period: May 28, 2026 to May 28, 2056
- (2) Conditions for Lifting Transfer Restrictions:

The transfer restrictions on the Allotted Shares shall be lifted upon the expiration of the Transfer Restriction Period, provided that the Eligible Directors, etc. have continuously held the position of Director,

Executive Officer not concurrently serving as Director, or employee of the Company or its subsidiaries during the Transfer Restriction Period.

- (3) Treatment in the Event an Eligible Director, etc. Retires or Resigns During the Transfer Restriction Period due to Expiration of Term of Office or Other Reasons Deemed Justifiable by the Company's Board of Directors:

i) Timing of lifting transfer restrictions

If an Eligible Director, etc. retires or resigns from the position of Director, Executive Officer not concurrently serving as Director, or employee of the Company or its subsidiaries due to expiration of the term of office or other reasons deemed justifiable by the Company's Board of Directors (excluding retirement or resignation due to death), the transfer restrictions shall be lifted immediately after the retirement or resignation of the Eligible Director, etc. In the case of retirement or resignation due to death, the transfer restrictions shall be lifted at a time separately determined by the Board of Directors after the death of the Eligible Director, etc.

ii) Number of shares subject to lifting of transfer restrictions

The number of shares shall be obtained by multiplying the number of Allotted Shares held at the time of retirement or resignation defined in i) above by the number obtained by dividing the tenure (in months) from the month including the date of the Company's 42nd Ordinary General Meeting of Shareholders to the month including the date of retirement or resignation by 12 (if the resulting number exceeds 1, it shall be 1) (however, any fraction of less than one trading unit resulting from the calculation shall be rounded down).

- (4) Acquisition without Consideration by the Company:

The Company shall naturally acquire without consideration all of the Allotted Shares for which the transfer restrictions have not been lifted at the expiration of the Transfer Restriction Period or at the time the transfer restrictions are lifted as defined in (3) above.

- (5) Management of Shares:

During the Transfer Restriction Period, the Allotted Shares shall be managed in a dedicated account opened by the Eligible Directors, etc. at Nomura Securities Co., Ltd., so that they cannot be transferred, pledged, or otherwise disposed of. In order to ensure the effectiveness of the transfer restrictions, etc. related to the Allotted Shares, the Company has concluded an agreement with Nomura Securities Co., Ltd. regarding the management of the accounts of the Allotted Shares held by each Eligible Director, etc. The Eligible Directors, etc. shall consent to the details of the management of the said accounts.

- (6) Treatment in Corporate Reorganization, etc.:

If, during the Transfer Restriction Period, matters regarding a merger agreement in which the Company becomes the disappearing company, a share exchange agreement or share transfer plan in which the Company becomes a wholly-owned subsidiary, or other corporate reorganization, etc. are approved at a General Meeting of Shareholders of the Company (or by the Company's Board of Directors if approval by the General Meeting of Shareholders is not required for such corporate reorganization, etc.), the Board of Directors shall, by resolution, lift the transfer restrictions on 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 including the date of the Company's 42nd Ordinary General Meeting of Shareholders to the month including the date of such approval by 12 (if the resulting number exceeds 1, it shall be 1) (however, any fraction of less than one trading unit resulting from the calculation shall be rounded down), immediately before the business day preceding the effective date of the corporate reorganization, etc. In addition, the Company shall naturally acquire without consideration all of the shares held by the eligible persons on the business day preceding the effective date of the corporate reorganization, etc., for which the transfer restrictions have not been lifted as of that date.

(1) Transfer Restriction Period: May 28, 2026 to May 28, 2029

(2) Conditions for Lifting Transfer Restrictions:

The transfer restrictions on the Allotted Shares will be lifted upon the expiration of the transfer restriction period, provided that the Eligible Directors, etc., excluding Outside Directors (the same definition applies hereinafter in the "Allotment Agreement for Performance-based Stock Compensation"), continuously hold the position of Director, Executive Officer not concurrently serving as Director, or employee of the Company or its subsidiaries during the transfer restriction period, and that the Company achieves the following performance target set by the Company.

The Company's total shareholder return over the three-year period at the end of the 45th fiscal year must exceed the growth rate of TOPIX (including dividends) over the same period.

(3) Treatment in the Event an Eligible Director, etc. Retires or Resigns During the Transfer Restriction Period due to Death or Other Reasons Deemed Justifiable by the Company's Board of Directors:

i) Timing of Lifting Transfer Restrictions

If an Eligible Director, etc. retires or resigns from all positions as Director, Executive Officer not concurrently serving as Director, or employee of the Company or its subsidiaries due to reasons deemed justifiable by the Company's Board of Directors (excluding retirement or resignation due to death), the transfer restrictions will be lifted immediately after the retirement or resignation of the Eligible Director, etc. In the case of retirement or resignation due to death, the transfer restrictions will be lifted at a time separately determined by the Board of Directors after the death of the Eligible Director, etc.

ii) Number of Shares Subject to Lifting of Transfer Restrictions

The number of shares shall be calculated by multiplying the number of Allotted Shares held at the time of retirement or resignation as defined in (i) by the number obtained by dividing the term of office (in months) from the month including the date of the Company's 42nd Ordinary General Meeting of Shareholders to the month including the retirement or resignation date by 36 (if the result exceeds 1, it shall be 1) (however, any fractional shares resulting from the calculation shall be rounded down).

(4) Acquisition without Consideration by the Company:

The Company will automatically acquire without consideration all of the Allotted Shares for which the transfer restrictions have not been lifted at the expiration of the transfer restriction period or at the time the transfer restrictions are lifted as defined in (3) above.

(5) Management of Shares:

During the Transfer Restriction Period, the Allotted Shares shall be managed in a dedicated account opened by the Eligible Directors, etc. at Nomura Securities Co., Ltd., so that they cannot be transferred, pledged, or otherwise disposed of. In order to ensure the effectiveness of the transfer restrictions, etc. related to the Allotted Shares, the Company has concluded an agreement with Nomura Securities Co., Ltd. regarding the management of the accounts of the Allotted Shares held by each Eligible Director, etc. The Eligible Directors, etc. shall consent to the details of the management of the said accounts.

(6) Treatment in Corporate Reorganization, etc.:

If, during the Transfer Restriction Period, matters regarding a merger agreement in which the Company becomes the disappearing company, a share exchange agreement or share transfer plan in which the Company becomes a wholly-owned subsidiary, or other corporate reorganization, etc. are approved at a General Meeting of Shareholders of the Company (or by the Company's Board of Directors if approval by the General Meeting of Shareholders is not required for such corporate reorganization, etc.), the Board of Directors shall, by resolution, lift the transfer restrictions on 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 including the date of the Company's 42nd Ordinary General Meeting of Shareholders to the month including the date of such approval by 36 (if the resulting number exceeds 1, it shall be 1) (however, any fraction of less than one trading unit resulting from the calculation shall be rounded down), immediately before the business day preceding the effective date of the corporate reorganization, etc. In

addition, the Company shall naturally acquire without consideration all of the shares held by the eligible persons on the business day preceding the effective date of the corporate reorganization, etc., for which the transfer restrictions have not been lifted as of that date.

#### **4. Basis for Calculating the Amount to be Paid In and Details Thereof**

The Disposal of Treasury Stock to the planned allottees will be carried out using the monetary compensation claims provided as restricted stock compensation for the Company's 43rd fiscal year based on the Plan as property contributed in kind. In order to eliminate arbitrariness, the disposal price is set at 530 yen, which is the closing price of the Company's common stock on the Prime Market of the Tokyo Stock Exchange on April 28, 2026 (the business day immediately preceding the date of the Board of Directors resolution). The Company believes that this is a reasonable price that does not fall under an especially favorable price, as it is the market stock price immediately preceding the date of the Board of Directors resolution.