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August 8, 2024

To whom it may concern:

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(Code No.: 2678, Tokyo Stock Exchange Prime Market)
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Notice Regarding Disposal of Treasury Stock as Restricted Stock Remuneration

ASKUL Corporation (the “Company”), at its General Meeting of Shareholders and Board of Directors’ meeting held today, resolved to dispose its treasury stock (hereinafter the “Disposal of the Treasury Stock” or the “Disposal”) as follows.

1. Outline of Disposal

<Outline of Disposal of the Treasury Stock to Directors and Executive Officers of the Company and Directors of the Company’s subsidiaries>

(1) Date of disposal	August 30, 2024
(2) Class and number of shares for disposal	23,600 shares of common stock of the Company (of which, 14,400 continued service-linked shares, and 9,200 ESG Indicator-linked shares)
(3) Disposal price	2,051 yen per share
(4) Total amount of disposal	48,403,600 yen
(5) Allottees, number of allottees, and number of shares for allotment	Directors of the Company*: 3 Directors, 11,600 shares (of which, 7,700 continued service-linked shares, and 3,900 ESG Indicator-linked shares) Executive Officers of the Company: 8 Executive Officers, 8,500 shares (of which, 4,300 continued service-linked shares, and 4,200 ESG Indicator-linked shares) Directors of the Company’s subsidiaries: 2 Directors, 3,500 shares (of which, 2,400 continued service-linked shares, and 1,100 ESG Indicator-linked shares) *Directors excluding Outside Directors

<Outline of Disposal of the Treasury Stock to employees of the Company>

(1) Date of disposal	October 30, 2024
(2) Class and number of shares for disposal	46,800 shares of common stock of the Company (of which, 31,200 continued service-linked shares, and 15,600 ESG Indicator-linked shares)
(3) Issuance price	2,051 yen per share
(4) Total amount of disposal	95,986,800 yen
(5) Allottees, number of allottees, and number of shares for allotment	The Company's employees such as Vice Executive Officers and General Managers*1: 122 persons*2, 46,800 shares (of which, 31,200 continued service-linked shares, and 15,600 ESG Indicator-linked-shares) *1 Including 5 general managers and 2 concurrently serving directors at seconded companies *2 Number of persons as of August 8, 2024

2. Purpose of and Reason for Disposal

The Company has introduced a restricted stock remuneration plan with the aim of giving incentives to achieve the sustainable enhancement of the Company's corporate value for the Company's directors (directors eligible to receive restricted stock shall hereinafter be referred to as "Eligible Directors") and further promote sharing value with shareholders.

Based on the Plan, the Company shall provide monetary compensation claims to Eligible Directors up to 160 million yen per year (of which, the amount paid to Outside Directors shall not exceed 40 million yen per year; however, not including employee salaries for directors who serve concurrently as employees.) as monetary compensation to be used as contributed assets to acquire the restricted stock (hereinafter referred to as the "Restricted Stock Remuneration"), the total number of shares of the Company's common stock to be newly issued or disposed of by making payments in kind as contributed assets using all of the monetary compensation claims provided by the Company shall not exceed 100,000 shares per year; the amount paid in per common stock issued or disposed of shall be the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day before the day of each resolution of the Board of Directors (or, if no trading is reported on the day, it shall be the closing price on the immediately preceding trading day), and the period in which transfer of the restricted stock is restricted shall be stipulated in advance by the Board of Directors of the Company to be between three years and five years from the date of allotment.

Moreover, the Company has introduced the restricted stock remuneration system for, in addition to the Eligible Directors, the Company's Executive Officers and the Company's subsidiaries' Directors (together with the Eligible Directors, hereinafter collectively referred to as the "Eligible Directors, Etc.") as well as the Company's employees such as Vice Executive Officers and General Managers (hereinafter referred to as the "Eligible Employees") for the same purpose as set forth above.

At the 61st Annual General Meeting of Shareholders and the Board of Directors meeting held on August 8, 2024, the Company resolved that, for the Eligible Directors, Etc. and Eligible Employees: 1) the Company shall pay restricted stock compensation with the holding of a position of Director, Audit & Supervisory Board Member, Executive Officer, employee, or other equivalent position of the Company or a consolidated subsidiary or an affiliated company of the Company during the transfer restriction period as a condition for the removal of transfer restrictions (hereinafter referred to as the "Continued Service Conditions"), and in addition, 2) the Company, which advocates ethical e-commerce, shall pay restricted stock compensation with the achievement of ESG indicators as a condition for the removal of transfer restrictions (hereinafter referred to as the "ESG Indicator Conditions") with the aim of increasing effectiveness in resolving ESG issues.

The outline, etc. of the Plan is as set forth below.

<Outline of the Plan>

Eligible Directors, Etc. and Eligible Employees (hereinafter collectively referred to as the "Eligible Persons") based on the Plan, will make payments in kind as contributed assets using all of the monetary compensation claims or monetary claims provided to them by the Company or a subsidiary of the Company, and shall receive the disposal of common stock of the Company.

Upon disposal of the Company's common stock under the Plan, the Company and Eligible Persons shall conclude an agreement on the allotment of restricted stock with the following contents: 1) Eligible Persons may neither transfer, set collateral rights for, nor otherwise dispose of the Company's common stock allocated pursuant to the agreement for a certain period of time; and 2) in case a certain event occurs, the Company will acquire the said common stock without a contribution.

In consideration of the purpose of the Plan, the business conditions of the Company, the scope of duties of each Eligible Person, and various circumstances, the Company has decided to dispose common stock of the Company (hereinafter referred to as the "Shares") to 13 Eligible Directors, Etc. and 122 Eligible

Employees, using the monetary compensation claims or monetary claims as contributed assets as follows.

- (1) Restricted Stock Remuneration to Eligible Directors, Etc. (Continued Service-linked)
 - i) A total of 29,534,400 yen of monetary compensation claims (of which, 15,792,700 yen for Directors, 8,819,300 yen for Executive Officers, and 4,922,400 yen for Directors of the Company's subsidiaries)
 - ii) A total of 14,400 shares of common stock (of which, 7,700 shares for Directors, 4,300 shares for Executive Officers, and 2,400 shares for Directors of the Company's subsidiaries)
- (2) Restricted Stock Remuneration to Eligible Directors, Etc. (ESG Indicator-linked)
 - i) A total of 18,869,200 yen of monetary compensation claims (of which, 7,998,900 yen for Directors, 8,614,200 yen for Executive Officers, and 2,256,100 yen for Directors of the Company's subsidiaries)
 - ii) A total of 9,200 shares of common stock (of which, 3,900 shares for Directors, 4,200 shares for Executive Officers, and 1,100 shares for Directors of the Company's subsidiaries)
- (3) Restricted Stock Remuneration to Eligible Employees (Continued Service-linked)
 - i) A total of 63,991,200 yen of monetary claims
 - ii) A total of 31,200 shares of common stock
- (4) Restricted Stock Remuneration to Eligible Employees (ESG Indicator-linked)
 - i) A total of 31,995,600 yen of monetary compensation claims
 - ii) A total of 15,600 shares of common stock

3. Outline of Allocation Agreement

(1) Transfer restriction period

- (a) Restricted Stock Remuneration to Eligible Directors, Etc.
From August 30, 2024 to August 29, 2027
- (b) Restricted Stock Remuneration to Eligible Employees
From October 30, 2024 to August 29, 2027

(2) Condition for lifting restriction on transfer

i) Continued Service Conditions

The Company will lift the restriction on transfer with respect to all the Shares at the expiration of the transfer restriction period on the condition that the Eligible Persons continuously hold a position of Director, Audit & Supervisory Board Member, Executive Officer, employee, or other equivalent position of the Company or a consolidated subsidiary or an affiliated company of the Company during the transfer restriction period.

ii) ESG Indicator Conditions

The Company will lift the restriction on transfer with respect to all the Shares at the expiration of the transfer restriction period provided that the prescribed number of criteria are achieved within the annual targets for the following five criteria (for restricted stock compensation for Eligible Employees, the four criteria excluding v) Governance) related to the Company's Material Issues (important issues).

<E: Environment>

- i) Reduction in the number of delivered box by increasing the number of products in each box
- ii) Achieve the overall score target for products with environmental scores

<S: Society>

- iii) Employee engagement index which represents the connection between corporations and employees
- iv) 30% female manager ratio

<G: Governance>

- v) Evaluations by external organizations that evaluate initiatives concerning the governance

(3) Treatment of Eligible Persons who retire or resign from their positions during the transfer restriction period due to the expiration of term of office, expiration of term of a contract, mandatory retirement age, death, or any other legitimate reason

If any Eligible Persons retire or resign from a position of Director, Audit & Supervisory Board Member, Executive Officer, employee, or other equivalent positions of the Company or a consolidated subsidiary or an affiliated company of the Company due to expiration of term of office, expiration of term of a contract, mandatory retirement age, death, or any other legitimate reason (excluding such Eligible Persons' own convenience; hereinafter the same shall apply) after August 21, 2025 and before expiration of the transfer restriction period (and, in the case of ESG Indicator Conditions, the prescribed number of criteria within the ESG Indicator Conditions are achieved), the Company will lift the restriction on transfer of all the Shares related to the Continued Service Conditions and the ESG Indicator Conditions for such Eligible Persons who retires or resigns from his/her position due to death at a time separately determined by the Board of Directors after his/her death, or who retires or resigns from his/her position due to a legitimate reason other than death, at expiration of the transfer restriction period.

(4) Acquisition by the Company without contribution

If the Continued Service Conditions are not satisfied, excluding the event of (3) above, the Company will, immediately after such time, acquire, automatically and without contribution, all the Shares tied to the Continued Service Conditions owned by Eligible Persons immediately after such time for which restriction on transfer is not lifted.

If the ESG Indicator Conditions are not satisfied, the Company will, immediately after such time, acquire, automatically and without contribution, all the Shares tied to the ESG Indicator Conditions owned by Eligible Persons immediately after such time for which restriction on transfer is not lifted. Moreover, in the event of (3) above, if such Eligible Persons retire or resign from his/her position due to death or retire or resign from his/her position due to a legitimate reason other than death, the Company will acquire, automatically and without contribution, all the Shares tied to the ESG Indicator Conditions of such Eligible Persons on the relevant retirement or resignation date if the ESG Indicator Conditions have not been satisfied.

(5) Management of stock

Shares will be managed in dedicated accounts at a securities company designated by the Company opened by Eligible Persons during the transfer restriction period in order to ensure that it is not possible to transfer, set collateral rights for, or otherwise dispose of the shares during the transfer restriction period. In order to secure the effectiveness of the restriction on transfer, etc. of the Shares, the Company has executed an agreement with such securities company on the management of accounts for the Shares owned by each Eligible Person. Eligible Persons shall consent to the management of such accounts.

(6) Handling at the time of organizational restructuring, etc.

If, during the transfer restriction period, a merger agreement in which the Company becomes the absorbed company, a share exchange agreement or a share transfer plan under which the Company becomes a wholly-owned subsidiary of another company, or any other matter related 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 of a general meeting of shareholders of the Company is not required in relation to the said organizational restructuring, etc.) (only if the said organizational

restructuring, etc. takes effect after August 30, 2025 and before expiration of the transfer restriction period), upon a resolution of the Board of Directors of the Company, the Company will, at the time immediately preceding the business day before the date on which the said organizational restructuring, etc. takes effect, lift the restriction on transfer with respect to all the Shares related to each of the Continued Service Conditions and the ESG Indicator Conditions (on the condition that, in the case of ESG Indicator Conditions, the ESG Indicator Conditions will be satisfied).

In the event set forth above, the Company will acquire, automatically and without contribution, the Shares owned by Eligible Persons for which the restriction on transfer is not lifted on the business day preceding the date on which the said organizational restructuring, etc. takes effect.

4. Basis for Calculation and Details of Amount to Be Paid in

The disposal of the treasury stock to the persons who will receive the Shares will be made for payments of contributed assets using all of the monetary compensation claims, etc. provided by the Company or a subsidiary of the Company as Restricted Stock Remuneration for fiscal year ending May 2025. The disposal price is 2,051 yen, the closing price of the Company's common stock on the Tokyo Stock Exchange on August 7, 2024 (the business day before the date of the resolution of the Board of Directors) to avoid arbitrariness. Because this price is the market stock price at the time immediately preceding the date of the resolution of the Board of Directors, we believe the price is reasonable and is not a particularly favorable price.