September 25, 2024

To whom it may concern,

Company name: Ryohin Keikaku Co., Ltd.
Representative: Nobuo Domae, President and Representative Director
(Code number 7453, Prime market of the Tokyo Stock Exchange)
Contact: Kenta Horiguchi, Executive Officer, Corporate Planning Office
Phone: +81-3-6699-7358

Announcement on Disposal of Treasury Stock as Restricted Stock Compensation

Ryohin Keikaku Co., Ltd. (the "Company") announces that it has resolved at the Board of Directors meeting held on September 25, 2024, to dispose of the Company's treasury stock (hereinafter the "Disposal of Treasury Stock" or "Disposal") as described below.

1. Overview of the Disposal

(1)	Disposal date	November 5, 2024
(2)	Class and number of shares to be disposed of	Shares of the Company's common stock: 49,600 shares
(3)	Disposal price	¥2,605.5 per share
(4)	Total disposal value	¥129,232,800
(5)	Allottees and number thereof, and number of shares to be disposed of	Directors (excluding Outside Directors) of the Company 3 Directors, 28,400 shares Senior Executive Officers 6 Senior Executive Officers, 21,200 shares
(6)	Other	An extraordinary report on the Disposal of Treasury Stock has been filed under the Financial Instruments and Exchange Act.

2. Purpose and reason for the Disposal

The Company, at a meeting of the Board of Directors held on October 14, 2021, resolved to introduce a restricted stock compensation plan (hereinafter the "Plan") as a new compensation plan to Directors excluding Outside Directors of the Company (hereinafter the "Eligible Directors") for the purpose of granting an incentive for the sustainable enhancement of the Company's corporate value as well as further promoting the sharing of values with shareholders. Additionally, at the 43rd Ordinary General Meeting of Shareholders held on November 26, 2021, it was resolved that, based on the Plan, the compensation paid to the Eligible Directors shall comprise (i) shares of the Company's common stock, or (ii) monetary claims as assets contributed in kind to acquire shares of the Company's common stock; and that the Eligible Director(s), by resolution of the Company's Board of Directors, shall receive the issuance or disposition of shares of the Company's common stock. The Company has received approval for 300 million yen or less per year as the total amount of the Company's common stock or monetary claims as compensation to be paid under the Plan, 120,000

shares or less per year as the total number of shares of the Company's common stock, and a transfer restriction period of 3 to 50 years as determined by the Board of Directors of the Company, etc.

Furthermore, at a meeting of the Board of Directors held on October 30, 2023, the Company resolved to introduce the Plan to Executive Officers who do not concurrently serve as Directors of the Company (hereinafter the "Eligible Executive Officers" and collectively with the Eligible Directors shall be referred to as the "Eligible Directors").

The overview and specific details of the Plan are as follows.

[Overview of the Plan]

Under the Plan, the Company shall conclude a Restricted Stock Allotment Agreement with the Eligible Directors by employing either the method in which shares of the Company's common stock are issued or disposed of as compensation for Eligible Directors without payment of cash or the provision of assets contributed in kind (hereinafter "Delivery Without Compensation"), or the method in which monetary claims are paid to the Eligible Directors, as compensation and the Eligible Directors., provide all of said monetary claims as assets contributed in kind in exchange for the issue or disposal of shares of the Company's common stock (hereinafter "Delivery through Assets Contributed in Kind"). The Restricted Stock Allotment Agreement shall contain (i) a transfer restriction clause, in which the Eligible Directors., are prohibited from transferring to a third party, creating a security interest on, or otherwise disposing of shares of the Company's common stock allotted based on the Restricted Stock Allotment Agreement for a given period, and (ii) a gratis acquisition clause, in which the Company may acquire said shares of the Company's common stock without compensation under certain circumstances.

If the Eligible Directors, are allotted shares by Delivery through Assets Contributed in Kind, the Eligible Directors, shall provide all of the monetary claims paid by the Company as assets contributed in kind and receive the issue or disposal of the shares of the Company's common stock. In this case, the amount to be paid per share shall be determined by the Board of Directors 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 the Board of Directors (or, if no trading is conducted on the same day, the closing price of the immediately preceding business day), to the extent that the amount is not particularly favorable to the Eligible Directors who subscribe to the said shares of common stock.

The Company, upon deliberations by the Remuneration Advisory Committee, has decided, in light of the purpose of the Plan, the Company's business performance, the achievement status of important metrics including those involving ESG, the scope of responsibility of each Eligible Directors., and various circumstances, to grant a total of ¥129,232,800 in monetary claims (hereinafter "Monetary Claims") and 49,600 shares of common stock, in an effort to further motivate each Eligible Directors. To realize the purpose of the Plan, i.e., of sharing value with shareholders in the medium- to long-term, the transfer restriction period has been extended to 50 years.

In the Disposal of Treasury Stock, in accordance with the Plan, the nine Eligible Directors, etc. who are the scheduled allottees of shares, shall pay all of the Monetary Claims to the Company as assets contributed in kind and shall receive the disposal of the shares of the Company's common stock (hereinafter "Allotted Shares"). A summary of the Restricted Stock Allotment Agreement (hereinafter the "Allotment Agreement") to be concluded between the Company and the Eligible Directors., is as described in paragraph 3. below.

3. Summary of the Allotment Agreement

(1) Transfer restriction period

November 5, 2024, to November 4, 2074

(2) Conditions for the lifting of the transfer restrictions

The Company shall lift the transfer restrictions of all Allotted Shares upon expiration of the transfer restriction period, provided that the Eligible Directors, has continuously held a position as a Director, an Executive Officer, an Executive Officer who does not concurrently serve as Director, a Corporate Auditor, or an employee at the Company

or at any of its subsidiaries during the transfer restriction period.

(3) If the Eligible Directors., resigns or retires from his or her position due to a justifiable reason such as expiration of the term of office or reaching mandatory retirement age.

(i) Timing of the lifting of the transfer restrictions

If an Eligible Director, etc. resigns or retires from his or her position as a Director, an Executive Officer, an Executive Officer who does not concurrently serve as Director, a Corporate Auditor, or an employee at the Company or at any of its subsidiaries due to a justifiable reason such as the expiration of the term of office or reaching mandatory retirement age (including resignation or retirement due to death), the Company shall lift the transfer restrictions immediately after the point of resignation or retirement of the Eligible Directors.

(ii) Number of shares subject to the lifting of the transfer restrictions

The number of Allotted Shares held by the Eligible Directors. at the time of resignation or retirement, as described in (i) above.

(4) Gratis acquisition by the Company

The Company shall automatically acquire without compensation all the Allotted Shares that have not been subject to the lifting of transfer restrictions at the expiration of the transfer restriction period or at the time of lifting of the transfer restrictions described in paragraph (3) above.

(5) Treatment in organizational restructuring

If during the transfer restriction period, a merger agreement under which the Company becomes a defunct company, a share exchange agreement or a 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 (however, in cases where such reorganization, etc. does not require the approval of the Company's general meeting of shareholders, the Company's Board of Directors may approve such reorganization, etc.), the Company shall, by resolution of the Company's Board of Directors, lift the transfer restrictions of the Allotted Shares it holds at that point immediately preceding the business day prior to when the reorganization, etc. takes effect (however, in a company split under which the Company becomes the split company, and when and only when the Eligible Directors., are expected to resign or retire from the positions listed in paragraph (2) above in conjunction with the company split, consideration for the split in its entirety or in part shall be delivered to the shareholders of the Company). Additionally, the Company shall automatically acquire without compensation all of the Allotted Shares that have not been subject to the lifting of transfer restrictions immediately after the expiration of the transfer restriction period.

(6) Administration of shares

During the transfer restriction period, the Allotted Shares shall be administered in a dedicated account opened by the Eligible Directors., at Nomura Securities Co., Ltd. to ensure that the Eligible Directors., do not transfer, create a security interest on, or otherwise dispose of the shares during the transfer restriction period. The Company has concluded an agreement regarding the administration of the dedicated accounts of the Allotted Shares, with Nomura Securities Co., Ltd., to secure the effectiveness of the transfer restrictions, etc. of the Allotted Shares. Additionally, the Eligible Directors. shall agree to the details of the administration of the dedicated account.

4. Basis for calculating the amount to be paid and specific details thereof.

The Disposal of Treasury Stock to the scheduled allottees shall be funded by monetary claims paid by the Company as restricted stock compensation for the 46th business year. To ensure non-arbitrary valuation, the disposal price shall be set at ¥2,605.5, the closing price of the Company's shares on the Prime Market of the Tokyo Stock Exchange on September 24, 2024 (the business day immediately preceding the date of the resolution by the Board of Directors). This is the market price immediately preceding the date of the resolution of the Board of Directors and believed to be reasonable and not particularly favorable.