

Translation

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Notice Concerning the Disposal of Treasury Stock as Restricted Stock Incentive to the Employee Shareholding Association

SAKATA SEED CORPORATION (the “Company”) hereby announces that at a meeting held on October 16, 2026, the Board of Directors of the Company resolved to introduce a restricted stock incentive plan for the employee shareholding association (the “Plan”) and in accordance with the Plan, to dispose of treasury shares as restricted stock (the “Disposal of Treasury Stock”) to SAKATA SEED Employee Shareholding Association (the “Shareholding Association”) as the intended allottee, as described below.

1. Overview of the disposal

(1)	Disposal date	January 25, 2027
(2)	Class and number of shares to be disposed of	15,067 common shares of the Company (Note)
(3)	Disposal price	¥4,195 per share
(4)	Total disposal amount	¥63,206,065 (Note)
(5)	Disposal method (intended allottee)	Through third-party allotment (SAKATA SEED Employee Shareholding Association)

(Note) “Number of shares to be disposed of” and “Total disposal amount” represent maximum values, with the actual number of shares to be disposed of and the total disposal amount expected to be determined based on the number of employees who join the Shareholding Association after completion of the membership enrollment campaign and the confirmation of their agreement to participate in the Plan.

2. Purpose and reasons for disposal

The Company has determined to introduce the Plan for the purpose of lifting employee motivation and enhancing a sense of participation in management in order to achieve the targets set out in the new Long-Term Business Plan, “PASSION2035,” which was announced on July 13, 2026.

The Plan will provide employees of the Company who are eligible for membership in the Shareholding Association and who agree to participate in the Plan (the “Eligible Employees”) with an opportunity to acquire restricted stock issued or disposed of by the Company through the Shareholding Association.

3. Overview of Plan

Under the Plan, as a special incentive payment for granting restricted stock, the Eligible Employees shall contribute to the Shareholding Association the monetary claims paid to the Eligible Employees by the Company (the

“Special Incentive Payment”), and the Shareholding Association shall contribute in kind to the Company all of the Special Incentive Payment contributed by the Eligible Employees, thereby receiving the issuance or disposal of the Company’s common shares as restricted stock.

The amount to be paid in for the restricted stock shall be determined by the Company’s Board of Directors within a range that is not a particularly advantageous amount for the Shareholding Association, based on the closing price of the Company’s common shares on the Tokyo Stock Exchange on the business day immediately preceding the date of each resolution by the Board of Directors (the “Date of Resolution by the Board of Directors”) pertaining to the issuance or disposal (if there are no trades on that day, the closing price on the most recent preceding trading day).

In issuing or disposing of the Company’s common shares based on the Plan, the Company and the Shareholding Association will conclude a restricted stock allotment agreement, which will include, among other things, provisions that (i) prohibit the transfer, creation of security interests, or any other disposition of the allotted restricted stock to any third party for a specified period (referred to in this Section 3 as the “Transfer Restriction”), and (ii) require the Company to acquire the allotted restricted stock without consideration upon the occurrence of certain events.

The payment of the Special Incentive Payment to the Eligible Employees shall be subject to the conclusion of the restricted share allotment agreement between the Company and the Shareholding Association.

Moreover, with regard to member equity interest in the restricted stock acquired by the Shareholding Association through the issuance or disposal (the “Restricted Stock Interest”), the Eligible Employees shall be restricted from withdrawing the restricted stock that corresponds to the Restricted Stock Interest until the Transfer Restrictions in relation to the restricted stock are lifted, in accordance with the SAKATA SEED Shareholding Association Rules and Operating Regulations, etc. (the “Shareholding Association Rules”) (Note).

(Note) Prior to the Disposal of Treasury Stock, the Shareholding Association plans to resolve at its board meeting, which shall be convened promptly on or after October 16, 2026, to amend the Shareholding Association Rules in response to the Plan and notify members of the Shareholding Association. The amendment is scheduled to take effect two weeks after the notification has been sent to Shareholding Association members, provided that objections are raised by one-third or less of the members in writing. An overview of Shareholding Association Rules following the amendment shall be as set forth below in “5. Overview of the Shareholding Association Rules.”

In the Disposal of Treasury Stock, the Company shall dispose of its common shares to the Shareholding Association, as the intended allottee, upon payment by the Shareholding Association of the full amount of the Special Incentive Payment contributed by the Eligible Employees as a contribution in-kind under the Plan. In the Disposal of Treasury Stock, the overview of the allotment agreement to be entered into between the Company and the Shareholding Association (the “Allotment Agreement”) is as set forth below in “4. Overview of Allotment Agreement.” The number of shares to be disposed of in the Disposal of Treasury Stock is expected to be determined at a later date as indicated in (Note) of Section 1. above; however, it is assumed a maximum of 15,067 shares will be disposed of to the Shareholding Association.

Assuming the maximum number of shares disposed of, the degree of stock dilution resulting from the Disposal of Treasury Stock is 0.03% (rounded to two decimal places; the same in the calculation of percentages hereinafter) of 45,410,750 shares as the present total number of issued shares as of May 31, 2026, and is 0.04% of a total 422,214 voting rights as of May 31, 2026, which is insignificant. The Company believes that the degree of stock dilution is reasonable in light of the purpose of the Plan. The Disposal of Treasury Stock will be implemented on the condition that the amended Shareholding Association Rules become effective by the day preceding the date of disposal pertaining to the Disposal of Treasury Stock.

4. Overview of Allotment Agreement

(i) Transfer restriction period

From January 25, 2027 to December 31, 2031

The Shareholding Association, which is the intended allottee, shall not transfer, create a security interest, or otherwise dispose (“Transfer Restriction”) of the Company’s common shares allotted under the Allotment Agreement (the “Allotted Shares”) during the above prescribed period (the “Transfer Restriction Period”).

(ii) Acquisition by the Company without consideration

The Company, as a matter of course, shall acquire the Allotted Shares for which Transfer Restrictions have not

been lifted without consideration at the time immediately following the expiration of the Transfer Restriction Period (the “Time of Expiration”).

In the event of acquisition by the Company without consideration, the Company shall notify the Shareholding Association and relevant Eligible Employees of its intention to acquire the Allotted Shares without consideration and the number of Allotted Shares to be acquired without consideration. The Shareholding Association shall, in accordance with the Shareholding Association Rules, deduct the portion corresponding to the Allotted Shares subject to such acquisition without consideration from the relevant Eligible Employees' Restricted Stock Equity Interest as of when the notification is received.

(iii) Lifting of the Transfer Restrictions

On the condition that an Eligible Employee has been a member of the Shareholding Association on a continuing basis during the Transfer Restriction Period, the Company shall lift the Transfer Restriction as of the Time of Expiration for the total number of the Allotted Shares according to the Restricted Stock Equity Interest held by the Eligible Employees who satisfy such condition.

In this case, the Company shall notify the Shareholding Association of the lifting of the Transfer Restriction and of the number of Allotted Shares for which the Transfer Restriction will be lifted. The Shareholding Association shall, in accordance with the provisions of the Shareholding Association Rules, transfer the portion of the Restricted Stock Equity Interest held by the Eligible Employees who satisfy the relevant conditions corresponding to the Allotted Shares for which the Transfer Restriction has been lifted to the membership interests held by such Eligible Employees in shares acquired by the Shareholding Association other than pursuant to the Plan (the “Ordinary Stock Equity Interest”).

(iv) Treatment upon withdrawal from the Shareholding Association

If an Eligible Employee withdraws from the Shareholding Association during the Transfer Restriction Period due to retirement upon reaching the mandatory retirement age or for any other legitimate reason as determined by the Board of Directors (refers to cases where the Eligible Employee loses membership qualification or applies for withdrawal, including the case of withdrawal due to death; same hereafter), the Company shall lift the Transfer Restriction, effective on the next business day following the date on which the Shareholding Association receives the Eligible Employee's application for withdrawal (or, in the case of withdrawal due to loss of membership qualification or death, the date on which the Company becomes aware of such loss of membership qualification or death; hereinafter, the "Date of Receipt of Withdrawal Application"), for all Allotted Shares corresponding to the Restricted Stock Equity Interest held by the Eligible Employee as of the Date of Receipt of Withdrawal Application.

In this case, the Company shall notify the Shareholding Association of the lifting of the Transfer Restriction and the number of Allotted Shares for which the Transfer Restriction is lifted. The Shareholding Association shall, in accordance with the provisions of its Shareholding Association Rules, transfer the portion of the Restricted Stock Equity Interest held by the Eligible Employees corresponding to the Allotted Shares for which the Transfer Restriction has been lifted to such Eligible Employees' Ordinary Stock Equity Interest.

(v) Provisions regarding the administration of shares

The Allotted Shares shall be managed in a special account opened by the Shareholding Association with SMBC Nikko Securities Inc., to ensure compliance with the Transfer Restriction during the Transfer Restriction Period. Furthermore, with respect to the Allotted Shares, the Shareholding Association shall register and manage the Restricted Stock Equity Interests held by the Eligible Employees under the Plan separately from the Ordinary Stock Equity Interests, in accordance with the provisions of its Shareholding Association Rules.

(vi) Treatment in case of organizational restructuring, etc.

If, during the Transfer Restriction Period, a merger agreement where the Company will be the merged company, share exchange agreement or share transfer plan where the Company will become a wholly owned subsidiary, or other matter related to organizational restructuring, etc. is approved at a general meeting of shareholders of the Company (however, this shall be the Board of Directors of the Company if the organizational restructuring, etc. does not require approval by a general meeting of shareholders of the Company), the Transfer Restriction shall be lifted

by a resolution of the Board of Directors, at the time immediately before the preceding business day of the effective date of organizational restructuring, etc., for the total number of the Allotted Shares corresponding to the Restricted Stock Equity Interest held by the Eligible Employees among the Allotted Shares held by the Shareholding Association on the date of such approval.

5. Overview of Shareholding Association Rules

Following the adoption of the Plan, the Shareholding Association, which is the intended allottee, plans to amend its Shareholding Association Rules, in substance, to include the following provisions.

(i) Contribution of the Special Incentive Payment to the Shareholding Association, etc.

In the event that the Company intends to make a third-party allotment (the “Subject Third-Party Allotment”) with the Shareholding Association as the intended allottee under the Plan, the Eligible Employees shall receive the Special Incentive Payment in the form of monetary claims from the Company and shall contribute such monetary claims to the Shareholding Association as a capital contribution in order to use such monetary claims as property contributed in kind for the Subject Third-Party Allotment.

In connection with the Subject Third-Party Allotment, the Shareholding Association shall enter into the Allotment Agreement with the Company and make a contribution in kind to the Company of all such monetary claims contributed by the Eligible Employees, thereby receiving the issuance or disposition of the Company’s common shares as restricted stock.

(ii) Restrictions on withdrawal, etc. concerning the Restricted Stock Equity Interest

The Shareholding Association shall separately register and manage the Restricted Stock Equity Interest to be held by the Eligible Employees with respect to the Allotted Shares and the Ordinary Stock Equity Interest, and the Eligible Employees may not withdraw the registered Restricted Stock Equity Interest (the “Withdrawal Restriction”) or transfer, create a security interest in, or otherwise dispose of the Restricted Stock Equity Interest until the Transfer Restriction on the Allotted Shares is lifted pursuant to the Allotment Agreement.

(iii) Lifting of the Withdrawal Restriction relating to Restricted Stock Equity Interest

If the Shareholding Association receives notice from the Company of the lifting of the Transfer Restriction on the Allotted Shares pursuant to the Allotment Agreement, the Shareholding Association shall lift the Withdrawal Restriction applicable to the Restricted Stock Equity Interest of the Eligible Employees corresponding to the Allotted Shares for which the Transfer Restriction is lifted and transfer such Restricted Stock Equity Interest to the Eligible Employees’ Ordinary Stock Equity Interest.

(iv) Deduction of Restricted stock ownership interest

If the Shareholding Association receives notice from the Company of the acquisition without consideration of the Allotted Shares pursuant to the Allotment Agreement, the Shareholding Association shall deduct the portion of the Restricted Stock Equity Interest of the Eligible Employees corresponding to the Allotted Shares to be acquired without consideration.

(v) Treatment in the event of corporate reorganization, etc.

In the event that the Shareholding Association receives notice from the Company pursuant to the Allotment Agreement of the lifting of the Transfer Restriction on the Allotted Shares in connection with the implementation of corporate reorganization, etc., the Shareholding Association shall lift the Withdrawal Restriction applicable to the Restricted Stock Equity Interest of the Eligible Employees corresponding to the Allotted Shares for which the Transfer Restriction is lifted and transfer such Restricted Stock Equity Interest to the Eligible Employees’ Ordinary Stock Equity Interest.

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

To avoid arbitrary pricing, the disposal price for the Disposal of Treasury Stock shall be set at ¥4,195, which is the closing price of the Company’s common stock on the Tokyo Stock Exchange on the business day immediately

preceding the date of resolution of the Board of Directors' meeting of the Company (October 15, 2026). As this is the market price on the day before the date of resolution, the Company believes that it is a reasonable price.

The percentage deviation from the disposal price (rounded to two decimal places; the same in the calculation of percentages hereinafter) is 2.15% from ¥4,287, which is the simple average closing price for the most recent one-month period (from September 16, 2026, to October 15, 2026), 3.78% from ¥4,360, which is the simple average closing price for the most recent three-month period (from July 16, 2026, to October 15, 2026) and 1.69% from ¥4,267, which is the simple average closing price for the most recent six-month period (April 16, 2026, to October 15, 2026). As a result, the Company has determined that the disposal price does not constitute a particularly advantageous price.

All three Audit & Supervisory Board Members (including two Outside Audit & Supervisory Board Members) who attended the Board of Directors meeting on October 16, 2026 expressed their opinion that the process by which the Company determined that the disposal price does not constitute a particularly advantageous paid-in price for the Shareholding Association, which is the intended allottee, is reasonable and the decision by the Company is appropriate in light of the fact that the Disposal of Treasury Stock is the purpose for adopting the Plan and that the disposal price is the closing price of the Company's common shares on the Tokyo Stock Exchange Prime Market on the business day immediately preceding the resolution date of the Board of Directors meeting.

7. Matters related to procedures regarding Company's Code of Conduct

With regard to the Disposal of Treasury Stock, since (i) the dilution rate is less than 25% and (ii) it does not involve a change of the controlling shareholder, there is no need to take procedures to acquire the opinion of an independent third party and confirm the intention of shareholders as set forth in Rule 432 of the Securities Listing Regulations prescribed by the Tokyo Stock Exchange.

(For reference)

Structure of the Plan

- (i) The Company will grant monetary claims to the Eligible Employees as the Special Incentive Payment.
- (ii) The Eligible Employees shall contribute the monetary claims set forth in (i) above to the Shareholding Association.
- (iii) The Shareholding Association will aggregate the monetary claims contributed in (ii) above and make payment thereof to the Company.
- (iv) The Company will allocate the Allotted Shares to the Shareholding Association.
- (v) The Allotted Shares will be deposited into the Restricted Stock Equity Interest account of the Shareholding Association through SMBC Nikko Securities Inc., and withdrawals during the Transfer Restriction Period will be restricted.
- (vi) After the Transfer Restriction is lifted, the Allotted Shares may be withdrawn in the same manner as the Ordinary Stock Equity Interest of the Shareholding Association.

