

The following information was originally prepared and published by DeNA Co., Ltd. in Japanese as it contains timely disclosure materials to be submitted to the Tokyo Stock Exchange. This English translation is for your convenience only. To the extent there is any discrepancy between this English translation and the original Japanese version, please refer to the Japanese version.



June 29, 2026

Company name: DeNA Co., Ltd.
(TSE Prime Stock Code: 2432)

Name of representative: Tomoko Namba, President & CEO

Contact person: Keigo Watanabe, Director, Executive
Officer, Head of the Corporate Unit

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Notice Regarding Disposal of Treasury Stock as Restricted Stock Compensation

DeNA Co., Ltd. would like to announce its resolution passed at the Board of Directors meeting held today, to dispose of treasury stock (hereinafter the “Disposal of Treasury Stock”) as restricted stock compensation.

1. Outline of the disposal

(1) Date of allotment	July 29, 2026
(2) Class and number of shares to be disposed of	Common stock of the Company: 18,267 shares
(3) Disposal price	The Disposal of Treasury Stock is for the purpose of disposing of the Company’s common stock as compensation, etc. for Directors of the Company, and no cash payment or delivery of property in exchange for such common stock is required. * The fair value of the common stock is ¥2,405.5 per share, which is the closing price of the Company’s common stock on the Tokyo Stock Exchange on June 26, 2026, the business day immediately preceding the Board of Directors meeting held today, and the total amount is ¥43,941,268.
(4) Intended allottees	Three Inside Directors: 17,022 shares Three Outside Directors: 1,245 shares

2. Purpose and reason for the disposal

At the Board of Directors meeting held on May 12, 2026, DeNA resolved to revise the executive compensation system and introduce subsequent delivery-type compensation plan with performance conditions (the “Plan I”) for Directors (excluding Outside Directors; hereinafter “Inside Directors”) and a restricted stock compensation plan (the “Plan II”; together with the Plan I, the “Plans”) for Outside Directors.

Plan I is a compensation plan for the delivery of common stock of the Company according to the degree of achievement of performance targets, etc., during the evaluation period. Its purpose is to encourage Inside Directors to share with shareholders not only the benefits of rising share prices but also the risks of falling share prices, and to further clarify the linkage between compensation and the Company’s performance and stock value, thereby enhancing their motivation to contribute to improved performance and increased corporate value, as well as their awareness of shareholder-oriented management. Plan II is a compensation plan for the delivery of the Company’s common stock. Its purpose is to encourage Outside Directors to share with the shareholders not only the benefits of rising share prices but also the risks of falling share prices, thereby enhancing their awareness of shareholder-oriented management.

At the 28th Ordinary General Meeting of Shareholders held on June 27, 2026, the Company received approval for the following proposals and other related matters: (1) To grant performance share units to Inside Directors under which the Company sets the base number of shares, performance evaluation period, and performance targets for the performance evaluation period at its Board of Directors and grants the number of common stock of the Company calculated according to the degree of achievement of the said performance targets to Inside Directors under Plan I; (2) The total amount of monetary compensation to be paid to grant shares under Plan I shall not exceed 1.0% per year of the amount of profit for the period attributable to owners of the parent in the consolidated income statement for the previous fiscal year (the sum of the above monetary compensation and the performance-linked cash compensation amount per year shall not exceed 1.0% of the amount of the said profit), and the total number of common stock of the Company to be issued or disposed of shall not exceed 160,000 per year; (3) Under Plan I, common stock of the Company shall be granted either by issuing or disposing of common stock of the Company without requiring the payment of money, etc. as compensation, etc. for Inside Directors or by issuing or disposing of common stock of the Company in exchange for a contribution in kind of all monetary compensation claims provided to Inside Directors; (4) The common stock of the Company granted to Inside Directors under Plan I shall be subject to transfer restrictions for the period from the date of grant of such shares until the date on which they retire from or leave the position of the Company’s Director or other positions specified by the Board of Directors of the Company; and (5) As the non-monetary compensation plan will be revised from stock compensation in the form of stock options to Plan I, the Company will, as non-monetary compensation for Inside Directors to be granted in the fiscal year ending March 31, 2027, issue its common stock with transfer restrictions set in (4) above within the scope of the current amount of stock compensation in the form of stock options per year, based on the performance for the fiscal year ended March 31, 2026.

Additionally, the Company received approval for the following proposals and other related matters at the same General Meeting of Shareholders: (i) To grant restricted stock to Outside Directors as compensation, etc., or provide compensation to grant restricted stock under Plan II, and the transfer restriction period shall be the period from the date of grant of such shares until the date on which they retire from or leave the position of the Company's Director or other positions specified by the Board of Directors of the Company; (ii) The restricted stock shall be granted either by issuing or disposing of common stock of the Company without requiring the payment of money, etc. as compensation, etc. for Outside Directors or by issuing or disposing of common stock of the Company in exchange for a contribution in kind of all monetary compensation claims provided to Outside Directors; and (iii) The total number of common stock of the Company to be issued or disposed of under Plan II shall not exceed 15,000 per year and the amount shall be no more than ¥20 million per year, separately from the existing monetary compensation limit.

At the Board of Directors meeting held today, the Company has resolved to dispose of 18,267 shares of its common stock as restricted stock to three Inside Directors and three Outside Directors of the Company (hereinafter the "Eligible Directors"). This resolution was made pursuant to the approval of (5) above regarding Plan I and under Plan II, taking into consideration the purpose of the Plans, the scope of responsibilities of each Eligible Director, and other various circumstances.

< Outline of Restricted Stock Allotment Agreement >

In connection with the Disposal of Treasury Stock, the Company will conclude the Restricted Stock Allotment Agreement (hereinafter the "Allotment Agreement") with Eligible Directors. The outline of the Allotment Agreement is as follows:

(1) Transfer restriction period

(a) Plan I

Inside Directors shall not transfer, create security interests on, or otherwise dispose of the common stock of the Company allotted to them pursuant to the Allotment Agreement (hereinafter the "Allotted Shares I") from July 29, 2026 (date of allotment) until the date on which they retire from the position of the Company's Director (if the period during which the transfer of such shares should be restricted in order to qualify for the exemption from the requirement to file a securities registration statement or written notice of securities under the Financial Instruments and Exchange Act expires later than that date, then such later date).

(b) Plan II

Outside Directors shall not transfer, create security interests on, or otherwise dispose of the common stock of the Company allotted to them pursuant to the Allotment Agreement (hereinafter the "Allotted Shares II"; together with the Allotted Shares I, the "Allotted Shares") from July 29, 2026 (date of allotment) until the date on which they retire from the position of the Company's Director.

(2) Conditions for lifting transfer restrictions

(a) Plan I

The transfer restrictions shall be lifted for all of Allotted Shares I upon the expiration of the transfer restriction period. However, if an Inside Director retires from the position of the Company's Director during the transfer restriction period due to death or any other reason that the Company deems valid, the transfer restrictions shall be lifted on the day following the date of such retirement for all of Allotted Shares I.

(b) Plan II

On the condition that the Outside Director continues to serve as a Director of the Company from the date of the Company's Ordinary General Meeting of Shareholders immediately preceding the date of allotment to the date of the Company's Ordinary General Meeting of Shareholders to be held the following year (hereinafter the "Service Period"), the transfer restrictions shall be lifted for all of Allotted Shares II upon the expiration of the transfer restriction period.

(3) Acquisition by the Company without consideration

Upon the expiration of the transfer restriction period, the Company shall automatically acquire, without consideration, any Allotted Shares for which the transfer restrictions have not been lifted.

Additionally, if, during the transfer restriction period or after its expiration, the Company's Board of Directors determines that the misconduct committed by an Eligible Director while serving as a Director of the Company has resulted in a serious accounting fraud or other similar circumstances within the Group, the Company shall, by resolution of the Board of Directors, automatically acquire all or part of the Allotted Shares without consideration.

However, if an Eligible Director is unable to acquire the Allotted Shares without consideration due to having sold all or part of the Allotted Shares or for other reasons, the Company may request the Eligible Director to return an amount of cash equivalent to the Allotted Shares that cannot be acquired without consideration.

(4) Management of shares

The Allotted Shares will be managed in a dedicated account for restricted stock opened by the Eligible Director with Daiwa Securities Co., Ltd. to ensure that no transfers, creation of security interests, or other disposals can be made on the shares during the transfer restricted period.

(5) Treatment in the event of organizational restructuring, etc.

If, during the transfer restriction period, a merger agreement where the Company will be the Company that disappears in the merger, share exchange agreement or share transfer plan where the Company will become a wholly owned subsidiary, or other matters related to organizational restructuring, etc. are approved at a general meeting of shareholders of the Company (the Board of Directors of the Company if the organizational restructuring, etc. does not require approval by the general meeting of shareholders of the Company), the Company shall, by resolution of its Board of Directors, lift the transfer restrictions for all of the Allotted Shares at the time of immediately preceding the business day prior to the effective date of the organizational restructuring.