



May 22, 2026

Company Name: TRADERS HOLDINGS CO., LTD.
Name of Takayuki Kanamaru
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Notice Regarding Introduction of Restricted Stock Compensation Plan for Directors Who Are Audit and Supervisory Committee Members

The Company hereby announces that, at a meeting of the Board of Directors held today, it resolved to revise its executive remuneration system and to expand the restricted stock compensation plan that had been introduced for Directors of the Company (excluding Outside Directors and Directors who are Audit and Supervisory Committee Members), and to submit a proposal to newly introduce the plan for Directors who are Audit and Supervisory Committee Members (hereinafter referred to as the “Proposal”) to the 27th Annual General Meeting of Shareholders scheduled to be held on June 24, 2026.

1. Purpose of the Plan, etc.

From the perspective of further strengthening corporate governance and enhancing medium- to long-term corporate value, the Company will introduce a restricted stock compensation plan for Directors who are Audit and Supervisory Committee Members (hereinafter referred to as the “Plan”) with the aim of further promoting value sharing with shareholders and enhancing the effectiveness of audit and supervisory functions exercised by such Directors. The Plan is designed to align with medium- to long-term shareholder value by granting stock compensation subject to a restriction period, with the specific timing of payment, eligible recipients, and allocation to be determined through deliberation among Directors who are Audit and Supervisory Committee Members.

With this in mind, the Plan is designed within a scope that does not impair the independence of Directors who are Audit and Supervisory Committee Members and aims to promote the exercise of appropriate audit and supervisory aims to promote appropriate audit and supervisory functions that contribute to enhancing medium- to long-term corporate value through value sharing with shareholders. At the 25th Annual General Meeting of Shareholders held on June 26, 2024, shareholders approved an annual monetary remuneration cap of 150 million yen for Directors who are Audit and Supervisory Committee Members. Under this proposal, the Company plans to seek shareholders’ approval for the provision of remuneration under the Plan separately from the existing monetary remuneration framework.

Under the Plan, the remuneration to be paid for granting restricted stock to Directors who are Audit and Supervisory Committee Members shall be in the form of monetary claims (hereinafter referred to as the “Monetary Remuneration Claims”), and the total amount thereof shall be capped at 30 million yen per year, taking into account the above purpose, the scale of the Group’s business, and remuneration levels. The specific timing of payment, eligible recipients, and allocation under the Plan shall be determined through deliberation among Directors who are Audit and Supervisory Committee Members, taking into consideration their respective responsibilities.

In connection with this Directors who are Audit and Supervisory Committee Members shall be allotted the Company’s common shares to be issued or disposed of by the Company. The total number of such shares to be issued or disposed of shall not exceed 30,000 shares per year (however, if, after the approval of this proposal, any event requiring adjustment of such total number of shares arises, such as a stock split (including stock dividends) or share consolidation of the Company’s common shares, such total number shall be adjusted within a reasonable range).

The amount to be paid per share shall be the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately preceding the date of each relevant resolution of the Board of Directors (or, if there is no trading on such day, the closing price on the immediately preceding trading day).

In addition, the Company shall enter into a restricted stock allocation agreement (hereinafter referred to as the "Allocation Agreement") with Directors who are Audit and Supervisory Committee Members, and the Company's common shares allocated pursuant to such agreement shall be referred to as the "Allocated Shares."

2. Outline of Restricted Stock

(1) Restriction Period

Directors who are Audit and Supervisory Committee Members shall not transfer, create a security interest in, or otherwise dispose of the Allocated Shares for a period of 30 years from the payment date of such Allocated Shares (hereinafter referred to as the "Restriction Period") (hereinafter, such restriction shall be referred to as the "Transfer Restriction").

(2) Treatment upon Resignation or Retirement

If a Director who is an Audit and Supervisory Committee Member resigns or retires from any position as a Director, employee, or any equivalent position of the Company before the expiration of the Restriction Period, the Company shall automatically acquire the Allocated Shares for no consideration, unless such resignation or retirement is due to expiration of the term of office, death, or other justifiable reasons.

(3) Lifting of Transfer Restriction

Notwithstanding the provisions of (1) above, the Company shall lift the Transfer Restriction on all of the Allocated Shares upon expiration of the Restriction Period, provided that the Director who is an Audit and Supervisory Committee Member has continuously held any position as a Director, employee, or any equivalent position of the Company during the Restriction Period. However, if such Director resigns or retires from any of the positions specified in (2) above before the expiration of the Restriction Period due to expiration of the term of office, death, or other justifiable reasons, the number of Allocated Shares for which the Transfer Restriction shall be lifted and the timing thereof shall be reasonably adjusted as necessary. In addition, the Company shall automatically acquire, for no consideration, any Allocated Shares for which the Transfer Restriction has not been lifted as of the time immediately after such lifting in accordance with the above provisions.

(4) Treatment in Organizational Restructuring, etc.

Notwithstanding the provisions of (1) above, if matters relating to an organizational restructuring, such as a merger in which the Company will be the dissolving company, a share exchange or share transfer in which the Company will become a wholly owned subsidiary, or any other reorganization, are approved at a General Meeting of Shareholders of the Company (or by the Board of Directors of the Company where such approval at a General Meeting of Shareholders is not required), the Company may, by resolution of the Board of Directors, lift the Transfer Restriction on a reasonable number of Allocated Shares prior to the effective date of such reorganization, taking into account the period from the commencement date of the Restriction Period to the date of approval of such reorganization. In such case, the Company shall also automatically acquire, for no consideration, any Allocated Shares for which the Transfer Restriction has not been lifted as of the time immediately after such lifting.

(5) Other Matters

Other matters relating to the Allocation Agreement shall be determined by the Board of Directors of the Company.

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