



July 31, 2025

To Whom It May Concern

Company name: STEP Co.,Ltd.  
Name of representative: Yousuke Endou,  
Director and President  
(Securities code: 9795;  
Tokyo Stock Exchange, Prime Market)  
Inquiries: Noriaki Arai,  
Director and Managing Executive Officer  
(Telephone: +81-466-20-8000)

### Notice Regarding Disposition of Treasury Shares as Restricted Shares to Employees

STEP Co.,Ltd, (the “Company”) hereby announces that at the Board of Directors meeting held today, the Company has resolved to dispose of treasury shares as restricted shares (“Treasury Share Disposition”) as follows.

#### 1. Outline of Dispositions

(1) Payment date	September 19, 2025
(2) Type and number of shares to be disposed of	The Company’s common shares 91,720 shares
(3) Disposition value	2,280 yen per share
(4) Total disposition value	209,121,600 Yen
(5) Allottees to be disposed	376 employees 91,720 shares
(6) Other	The Company has submitted an extraordinary report in accordance with the Financial Instruments and Exchange Act regarding the Treasury Share Disposition.

#### 2. Purpose and reason of the disposition

The Company has resolved to grant 209,121,600 yen in total as a monetary claim and its 91,720 common shares (the “Allotment Shares”) to 376 employees (the “Subject Employees”) who meet the prescribed criteria in order to provide incentives for the sustainable improvement of the Company’s value and to further promote the sharing of values with the Company’s shareholders. This is granted, up to 300 shares per employee which consists three units of our company, according to his/her position etc. From the perspective of encouraging mid-to long-term and continuous work, the Company has set a transfer restriction on the Allotment Shares for approximately three years.

The Subject Employees will pay all monetary claims as property contributed in kind and subscribe for the common shares that the Company allocates through the Treasury Share Disposition of the Allotment Shares. In addition, upon the Treasury Share Disposition, the Company shall enter into a restricted share allotment agreement (the “Restricted Share Allotment Agreement”) individually between the Subject Employees, in which the following contents are included in general.

The Allotment Shares will be allotted only to employees who wish to be allotted.

#### <Summary of Restricted Share Agreement>

##### (1) Transfer Restriction Period

The Subject Employees shall not transfer, create a security interest on, or otherwise dispose of the Allotment Shares from September 19, 2025 (payment date) to September 15, 2028.

(2) Conditions for lifting transfer restriction

The transfer restriction shall be lifted with respect to all of the Allotment Shares immediately after the expiration of the transfer restriction period, on the condition that the Subject Employees are continuously in any position as a director, company auditor or employee of the Company during the transfer restriction period. Provided, however, that in the event the Subject Employees lose their positions of the Company's director, company auditor or employee during the transfer restriction period, due to the expiration of employment (however, in the event such employee is reemployed after mandatory retirement, the expiration of such reemployment period), death or any other reason deemed justifiable by the board of directors, the transfer restriction of the Allotment Shares shall be lifted immediately after the time of such loss of their position, with respect to the number obtained by multiplying (i) the number of months from the month including the payment date to the month including the date of such loss divided by 37, by (ii) multiplying the number of the Allotment Shares (provided, however, that any fraction less than one share arising as a result of the calculation shall be discarded).

(3) Acquisition without consideration by the Company

The Company will, as a matter of course, acquire without contribution, the Allotment Shares for which the transfer restriction has not been lifted immediately after the expiration of the transfer restriction period, or immediately after the loss of any of the position of the Company's director, company auditor or employee during the transfer restriction period.

(4) Management of shares

The Allotment Shares shall be managed in the exclusive account for restricted shares opened by the Subject Employee at Daiwa Securities Co. Ltd. during the transfer restriction period in order to prevent the transfer, create a security interest in, or otherwise dispose of the Allotment Shares during the transfer restriction period.

(5) Treatment in Organizational Restructuring, etc.

If, during the transfer restriction period, a merger agreement in which the Company becomes dissolved company, a share exchange agreement or share transfer plan that makes the Company into a wholly owned subsidiary, or other reorganizational restructuring are approved at the General Meeting of Shareholders of the Company (or the board of directors of the Company if such reorganizational restructuring is not required to be approved at a General Meeting of Shareholders), the Company shall lift the transfer restriction of the Allotment Shares by the resolution of the board of directors, with respect to the number obtained by multiplying (i) the number of months from the month including the payment date to the month including the approval date of the reorganizational restructuring divided by 37, by (ii) the number of shares held at that time (provided, however, that any fraction less than one share arising as a result of the calculation shall be discarded), at the time immediately before the business day prior to the effective date of the reorganizational restructuring.

3. Basis and details of calculating the amount to be paid in

The Treasury Share Disposition is conducted by allotting shares through contribution in kind of monetary claims granted to the allottees. The disposal price per share is set at 2,280 yen, which is the closing price of the Company's common share on the Tokyo Stock Exchange on July 30, 2025 (the business day immediately prior to the resolution of the Board of Directors), so as to eliminate arbitrariness. This is the market share price immediately prior to the resolution date of the board of directors, and in the absence of any special circumstances indicating that the Company is unable to rely on the latest share price, the Company believes that the market share price is reasonable and appropriately reflects the Company's corporate value and does not fall under the price that is particularly favorable to the Subject Employees.

End