



[Reference Translation]

July 1, 2026

Company name:	SIGMAXYZ Holdings Inc. (TSE Prime Market Stock Code: 6088)
Name of representative:	Hiroshi Ota, President, Representative Director
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## **Notice Regarding Disposal of Treasury Shares as Share-based Remuneration with Restricted Shares**

SIGMAXYZ Holdings Inc. (hereinafter the “Company”) hereby announces that at a meeting of the Board of Directors held on July 1, 2026, the Company resolved to dispose of treasury shares as share-based remuneration with restricted shares (hereinafter the “Disposal of Treasury Shares”), as detailed below.

### **1. Overview of the Disposal**

(1) Payment date:	July 16, 2026
(2) Class and number of shares to be disposed of:	Common stock of the Company: 7,000 shares
(3) Disposal price:	538 yen per share
(4) Total disposal amount:	3,766,000 yen
(5) Intended allottees:	5 Directors of the Company (Directors who are members of the Audit & Supervisory Committee and outside directors): 7,000 shares in total

### **2. Purpose and Reason for the Disposal**

At its Board of Directors meetings held on April 22, 2021 and May 22, 2025, the Company resolved to introduce a share-based remuneration plan with restricted shares to allot restricted shares to the Directors of the Company (excluding outside directors who are members of the Audit & Supervisory Committee; hereinafter the “Eligible Directors”), with the aim of providing such Eligible Directors with incentives to continuously improve the Company’s corporate value and to prevent damage to the Company’s corporate value and maintain its credibility, as well as to further align the interests of the Eligible Directors with those of the Company’s shareholders. At the 13th Annual General Meeting of Shareholders held on June 24, 2021 and the 17th Annual General Meeting of Shareholders held on June 24, 2025, shareholders approved the following: the total amount of monetary remuneration claims to be granted to the Eligible Directors as consideration for the subscription of restricted shares shall be no more than ¥400 million per year (of which, no more than ¥10 million per year for monetary remuneration claims to be granted to outside Directors (excluding outside Directors who are members of the Audit & Supervisory Committee)); the total number of restricted shares to be allocated to the Eligible Directors in each fiscal year shall be no more than 400,000 shares per year (of which, no more than 10,000 shares per year to be allocated to outside Directors (excluding outside Directors who are members of the Audit & Supervisory Committee)); and the transfer restriction period shall be from

the date of allotment of restricted shares until the date on which the relevant Eligible Director retires from the position of Director of the Company (excluding the case where such Eligible Director is reappointed as Director of the Company upon such retirement).

Furthermore, at its Board of Directors meeting held on May 22, 2025, the Company resolved to introduce a share-based remuneration plan with restricted shares for Directors who are members of the Audit & Supervisory Committee, with the aim of providing incentives to prevent damage to the Company's corporate value and maintain its credibility through shared value with shareholders. At the 17th Annual General Meeting of Shareholders held on June 24, 2025, shareholders approved the following: monetary remuneration claims of no more than ¥10 million per year shall be granted to Directors who are members of the Audit & Supervisory Committee as remuneration for the allotment of restricted shares; and the total number of restricted shares to be allocated to Directors who are members of the Audit & Supervisory Committee shall be no more than 10,000 shares per fiscal year; and the transfer restriction period shall be from the date of allotment of restricted shares until the date on which the relevant Director retires from the position of Director of the Company (excluding the case where such Director is reappointed as Director of the Company upon such retirement).

At today's Board of Directors meeting, the Company resolved to allot, as share-based remuneration with restricted shares for the period from the 18th Annual General Meeting of Shareholders to the 19th Annual General Meeting of Shareholders scheduled to be held in June 2027, 7,000 shares of the Company's common stock as restricted shares to the 5 Directors of the Company to be allotted (hereinafter the "Allottees"), through each Allottee's contribution in kind of all of the said monetary remuneration claims of 3,766,000 yen as property contributed in kind. The amount of monetary remuneration claims for each Allottee has been determined by comprehensively taking into account the role, responsibilities, and other relevant factors of each Allottee within the Company. Furthermore, such monetary remuneration claims shall be granted on the condition that each Allottee enters into a restricted share allotment agreement (hereinafter the "Allotment Agreement") with the Company containing, in summary, the following terms and conditions.

### **3. Overview of the Restricted Share Allotment Agreement**

#### **(1) Transfer restriction period**

From July 16, 2026 until the date on which each Allottee retires from the position of Director of the Company (excluding the case where such Allottee is reappointed as Director of the Company upon such retirement).

During the transfer restriction period defined above (hereinafter the "Transfer Restriction Period"), no Allottee may transfer, pledge, create a security interest over, make an inter vivos gift of, bequeath, or otherwise dispose of the shares of common stock allotted to such Allottee (hereinafter the "allotted shares") to any third party (hereinafter the "transfer restriction").

#### **(2) Acquisition of restricted shares without contribution**

If an Allottee dies during the Transfer Restriction Period and leaves no surviving spouse, children (including adopted children of the Allottee), parents, or siblings, the Company shall automatically acquire all of the allotted shares without contribution.

Furthermore, if any of the following events occurs during the Transfer Restriction Period, the Company shall automatically acquire all of the allotted shares without contribution by notifying the Allottee in writing that the allotted shares shall be acquired without contribution, at the time when the said notification is received by the Allottee:

- (i) The Board of Directors determines that the Allottee has engaged in, or assumed any position as an officer or employee of, any business competing with the businesses of the Company or any of its subsidiaries (unless prior written consent has been obtained from the Company).
- (ii) The Board of Directors determines that it is appropriate for the Company to acquire all of the allotted shares without contribution is deemed appropriate (including, but not limited to, the case where the Allottee has violated laws, internal regulations of any of the Company's group companies, or this agreement in an important respect).

#### **(3) Lifting of transfer restriction**

Subject to an Allottee's continuous service as Director of the Company throughout the Transfer Restriction

Period, the transfer restriction shall be lifted on all of the allotted shares owned by such Allottee (or, in the case of an Allottee who has retired due to death, such Allottee's heir(s)) at the said time upon the expiry of the Transfer Restriction Period (hereinafter the "Period Expiry").

#### **(4) Management of shares**

Each Allottee shall complete the opening of an account for recording or registering the allotted shares at SMBC Nikko Securities Inc. in the manner designated by the Company, and shall hold and maintain the allotted shares in such account until the transfer restriction is lifted.

#### **(5) Handling in organizational restructuring, etc.**

If, during the Transfer Restriction Period, proposals relating to a merger agreement that will make the Company a disappearing company, an absorption-type demerger agreement or an incorporation-type demerger plan that will make the Company a demerging company (this shall apply only to the case where the Company provides the Company's shareholders with all or part of consideration for demerger arising from the said demerger when the demerger becomes effective), a proposal relating to a share exchange agreement or a share transfer plan that will make the Company a wholly owned subsidiary, or other organizational restructuring, etc. is approved at a general meeting of shareholders of the Company (or the Board of Directors in cases where approval at the Company's general meeting of shareholders is not required in relation to the said organizational restructuring, etc.) (this shall apply only to the case where the said organizational restructuring, etc. becomes effective before the expiry of the Transfer Restriction Period) and if, in connection with such organizational restructuring, etc., each Allottee is scheduled to retire from the position of Director of the Company, the Company shall, by resolution of the Board of Directors, lift the transfer restriction on all of the allotted shares immediately prior to the date on which the organizational restructuring, etc. becomes effective.

#### **4. Basis for Calculation of the Disposal Price and Its Specific Details**

In order to eliminate arbitrariness in determining the disposal price for this Disposal of Treasury Shares, the Company has set the disposal price at 538 yen, 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 the Board of Directors' resolution (June 30, 2026). As this price represents the market price immediately before the date of the Board of Directors' resolution, the Company considers it to be a reasonable price and not a particularly favorable price.

<p>This document is the English translation of the legal disclosure material in Japanese released on July 1, 2026. If there is any discrepancy between this English translation and the original Japanese version, please refer to the Japanese version.</p>
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