(Translation)
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July 15, 2026

For Immediate Release

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Notice Regarding Disposal of Treasury Stock as Restricted Stock Compensation

TANABE CONSULTING GROUP CO., LTD. (the “Company”) hereby announces that, at the meeting of the Board of Directors held on July 15, 2026, it resolved to dispose of treasury stock as restricted stock compensation (hereinafter, the “Disposal”), as described below.

1. Outline of the Disposal

a.	Payment Date	August 14, 2026
b.	Type and Number of Shares to Be Disposed	20,400 shares of the Company’s common stock
c.	Disposal Price	¥751 per share
d.	Total Disposal Value	¥15,320,400
e.	Persons to Whom Shares Are to Be Disposed, Number of Such Persons, and Number of Shares to Be Disposed	① 7 Directors of the Company (excluding Directors who are Audit and Supervisory Committee Members and outside Directors): 11,600 shares ② 9 Directors of Tanabe Consulting Co.,LTD. (excluding outside Directors): 8,800 shares

2. Purpose of and Reasons for the Disposal

At the 59th Annual General Meeting of Shareholders of the Company held on June 25, 2021, approval was obtained for the introduction of a stock compensation plan (hereinafter, the “Plan”) under which restricted stock is granted to the Company’s directors (excluding directors who are Audit and Supervisory Committee Members and outside directors; hereinafter, the “Eligible Directors”), and, under the Plan, for setting the total amount of monetary remuneration claims to be paid to the Eligible Directors as remuneration relating to restricted stock at no more than ¥100 million per year, within the upper limit of the amount of remuneration for the Company’s directors of ¥700 million per year (of which no more than ¥30 million shall be for outside directors), for limiting the total number of shares of restricted stock to be allotted to the Eligible Directors in each fiscal year to 160,000 shares, and for setting the transfer restriction period for the restricted stock at five years.

In addition, at the 64th Annual General Meeting of Shareholders of the Company held on June 25, 2026, approval was obtained to change the transfer restriction period for the aforementioned restricted stock from “five years” to “the period ending on the date when an Eligible Director retires from all positions as a director of the Company and its subsidiaries.”

Meanwhile, at the 4th Annual General Meeting of Shareholders held on June 25, 2026, Tanabe Consulting Co., Ltd., a subsidiary of the Company (“Tanabe Consulting”), approved the introduction of a stock compensation plan (the “Plan”) under which restricted stock of the Company’s common stock are granted to Tanabe Consulting’s directors, excluding outside directors (the “Eligible Directors”). The shareholders also approved, under the Plan, for setting the total amount of monetary compensation claims to be paid to the Eligible Directors in connection with the restricted stock at no more than ¥100 million per year, within the annual ceiling for directors’ compensation of ¥700 million (of which up to ¥30 million is allocated to outside directors), for limiting the total number of restricted stock to be allotted to the Eligible Directors in each fiscal year at 160,000 shares, and for setting the transfer restriction period as the period ending on the date when an Eligible Director retires from all positions as a director of the Company and its subsidiaries.

Today, the Boards of Directors of the Company and Tanabe Consulting resolved to grant monetary remuneration claims in the aggregate amount of ¥15,320,400 to the above 16 eligible directors who are scheduled to receive the allotment (7 eligible directors of the Company and 9 eligible directors of Tanabe Consulting Co., Ltd.; hereinafter, the “Allottees”), and to allot 20,400 shares of the Company’s common stock as restricted stock to the Allottees in exchange for their contribution in kind of all such monetary remuneration claims.

The amount of the monetary remuneration claims to be granted to each Allottee was determined after comprehensively taking into account various factors, including each Allottee’s level of contribution to the Company and Tanabe Consulting. Such monetary remuneration claims shall be granted on the condition that each Allottee enters into a restricted stock allotment agreement with the Company (hereinafter, the “Allotment Agreement”), the principal terms of which are outlined below.

3. Overview of the Allotment Agreement

a. Transfer Restriction Period

The Transfer Restriction Period shall be the period ending on the date when an Allottee retires from all positions as a director of the Company and its subsidiaries.

During the Transfer Restriction Period, the restricted stock allotted to the Allottee (hereinafter, the “Allotted Shares”) may not be transferred or subjected to the creation of a pledge or a security interest by transfer, gift inter vivos, bequest, or any other act of disposal to a third party (hereinafter, the “Transfer Restrictions”).

b. Acquisition of Restricted stock Without Consideration

If an Allottee retires from the position of Director of both the Company and Tanabe Consulting by the day preceding the date of the first Annual General Meeting of Shareholders of the Company and Tanabe Consulting to be held on or after the commencement date of the Transfer Restriction Period, the Company shall automatically acquire the Allotted Shares without contribution upon such retirement, unless there is a reason the Board of Directors of the Company deems justifiable.

In addition, if there are any of the Allotted Shares for which the Transfer Restrictions have not been lifted based on the provisions for the reasons for the lifting of the Transfer Restrictions set forth in c. below at the time the Transfer Restriction Period expires (hereinafter referred to as the “Time of Expiration”), the Company shall automatically acquire such shares without consideration.

c. Lifting of Transfer Restrictions

The Company shall lift the Transfer Restrictions on all of the Allotted Shares held by the Allottee at that time upon the expiration of the Transfer Restriction Period, on the condition that such Allottee has continuously remained in the position of Director of both the Company and Tanabe Consulting Co., Ltd.

until the date of the first Annual General Meeting of Shareholders of the Company and Tanabe Consulting to be held on or after the commencement date of the Transfer Restriction Period.

d. Provisions Concerning the Management of Shares

Each Allottee shall, by the method designated by the Company, complete the opening of an account with SMBC Nikko Securities Inc. in which the Allotted Shares are to be recorded, and shall keep and maintain the Allotted Shares in such account until the Transfer Restrictions are lifted.

e. Treatment During Reorganization, Etc.

If, during the Transfer Restriction Period, a merger agreement in which the Company is the disappearing company, a share exchange agreement or a share transfer plan in which the Company becomes a wholly owned subsidiary, or any other proposal regarding reorganization, etc. is approved at a General Meeting of Shareholders of the Company (or by the Board of Directors of the Company in cases where approval at a General Meeting of Shareholders of the Company is not required for the said reorganization, etc.), the Company shall lift the Transfer Restrictions on a number of the Allotted Shares reasonably determined in light of the period from the commencement date of the Transfer Restriction Period to the date of approval of the said reorganization, etc., prior to the effective date of the said reorganization, etc., by a resolution of the Board of Directors of the Company.

In this case, the Company shall automatically acquire without consideration the Allotted Shares for which the Transfer Restrictions have not been lifted at the time immediately after the Transfer Restrictions are lifted based on the aforementioned provisions.

4. Basis for Calculation of the Payment Amount and Specific Details Thereof

To avoid any arbitrariness in determining the disposal price for this disposal of treasury stock, the Company has set the disposal price at ¥751, which is the closing price of the Company's common stock on the Tokyo Stock Exchange on July 14, 2026, the business day immediately preceding the date of the Board of Directors' resolution. As this is the market price immediately prior to the date of the Board of Directors' resolution, the Company believes that the price is reasonable and does not constitute a particularly advantageous price.