

June 30, 2026

(Translation)

Dear all,

Name of Company: SEGA SAMMY HOLDINGS INC.  
 Name of Representative: Haruki Satomi,  
 President and Group CEO,  
 Representative Director

(Code No. 6460, Tokyo Stock Exchange Prime)

Further Inquiry: Genta Atobe,  
 Managing Director of  
 Corporate Planning Division  
 (TEL: 03-6864-2400)

**Notice Regarding Disposal of Treasury Stocks Based on Post-delivery Restricted Stock Unit (RSU) System and Performance Share Unit (PSU) System**

SEGA SAMMY HOLDINGS INC. (the Company) hereby notifies that, at a Board of Directors meeting on June 30, 2026, it has resolved to dispose the treasury stocks based on the Post-delivery Restricted Stock Unit (hereinafter “RSU”) system and the Performance Share Unit (hereinafter “PSU”) system as described below.

Description

1. Summary of Disposal

(1) Payment Date	July 17, 2026 (Plan)
(2) Class and Number of Shares to be Disposed	22,300 shares of common stock of the Company
(3) Disposal Amount	2,229.5 yen per share
(4) Total Disposal Amount	49,717,850 yen
(5) Disposal recipients, the number of such recipients, and the number of shares to be disposed of	<ul style="list-style-type: none"> <li>• Resigned directors and executive officers of domestic Group Companies of the Company 5 persons / 2,400 shares (RSU 2,400 shares and PSU 0 share)</li> <li>• Resigned officers of overseas Group Companies of the Company 2 persons / 19,900 shares (RSU 16,000 shares and PSU 3,900 shares)</li> </ul>

## 2. Purpose and Reason of Disposal

At the 20th Annual General Meeting of Shareholders held on June 25, 2024, the Company obtained approval for a revision of the compensation system associated with the introduction of a compensation system for post-delivery stock-based compensation for Directors (excluding Directors serving as Audit and Supervisory Committee members and External Directors, the “Eligible Directors”), with the aim of further aligning the Company’s long-term interests with those of the Company’s shareholders and providing incentives to enhance the Company’s corporate value over the medium to long term. Following this, it has resolved to introduce RSU and PSU system and grant RSU and PSU to the Eligible Directors, its executive officers, and some directors and executive officers of its subsidiaries at the Board of Directors meeting on August 30, 2024, and also resolved to grant RSU and PSU to eligible personnel of its certain overseas subsidiaries at the Board of Directors meeting on August 31, 2023.

This disposal of treasury stock will be carried out by transferring the monetary compensation receivables paid to seven directors and executive officers of certain subsidiaries, who are the intended recipients of the allocation, as consideration in kind in accordance with the RSU and PSU systems, associated with the vesting of the rights to the RSU and PSU granted on August 31, 2023, September 1, 2024, November 1, 2024, and July 30, 2025 respectively, due to their resignation.

The outline of the RSU and PSU system and other details are as follows.

## 3. Details of the System

### (1) Outline of RSU

The stock compensation system related to RSU is that the Company grants the recipients the number of RSUs determined by the Company, and will deliver shares of common stock of the Company (the “Share(s)”), the number of which is the same as the number of such RSUs (the “Number of Shares (i)”) or money, if the RSUs will vest by fulfillment of certain conditions, such as holding position of directors, executive officers, and employees of the Company or its subsidiaries (limited to subsidiaries in which the Company hold more than 50% of their shares) during the period determined by the Company in advance. (The number of shares to be granted and the ratio of money to be paid to the recipients in Japan shall be determined by the Board of Directors meeting of the Company, taking into consideration the tax payment burden of the recipients.)

### (2) Outline of PSU

The stock compensation system related to PSU is that the Company grants the Recipients the number of PSUs determined by the Company in advance, and will deliver Share(s), the number of which is the same as the number of such PSUs (the “Number of Shares (ii)”) or money, if the PSUs corresponding to the ratio of performance targets achieved will vest by achieving performance target during the period determined by the Company in advance. (The number of shares to be granted and the ratio of money to be paid to the recipients in Japan shall be determined by the Board of Directors meeting of the Company, taking into consideration the tax payment burden of the recipients.)

The performance target achievement rate is calculated on a tiered basis ranging from 0% to 200%, depending on the percentage of achievement against the performance targets pre-set by the Company for each eligible company.

### (3) Method and timing of delivery of the Shares

The Company will grant the Shares (excluding the number of shares to be granted in cash as tax payment funds) in the Number of Shares (i) and Number of Shares (ii) at the timing stipulated by the Company after the vesting by disposing treasury stock pursuant to the decision of the Board of Directors meeting of the Company through contribution in kind of the monetary compensation receivables against the Company that are provided by the Company to the Recipients. Any fraction less than a unit at the time of granting will be granted by rounded down to the nearest whole unit.

In addition, the amount to be paid per Share that will be disposed under the System shall be determined by the Company based on the closing price of the Share on the Tokyo Stock Exchange on the business day immediately preceding the date of resolution of the Company’s Board of Directors meeting with respect to such disposal (or if no transaction is conducted on the same day, the closing price on the most recent trading day prior to that day) and at a price that is not particularly favorable to the recipients and within the range that will be compliant with applicable laws and regulations.

(4) Handling in the event where reorganization or any other events occur

In the event a merger agreement in which the Company will become the absorbed company, a stock exchange agreement or a stock transfer plan in which the Company will become the wholly owned subsidiary, or any other matter related to organizational restructuring, etc., is approved at the General Meeting of Shareholders of the Company (or if approval in the General Meeting of Shareholders of the Company is not required in relation to such organizational restructuring, etc., then at the Board of Directors meeting of the Company) or any other events stipulated by the Company occur, and in case such organizational restructuring, etc. results in the resignation of the recipients from his/her position as the officers or employees of the Company or its subsidiaries, the Company may grant the Shares, money or shares of the other party of such reorganization in the number or amount reasonably stipulated in accordance with the resolution at the Board of Directors meeting of the Company.

(5) Forfeiture of rights

If the recipient is sentenced to imprisonment or a more severe punishment; if a petition for the commencement of bankruptcy proceedings, civil rehabilitation proceedings, or other similar proceedings is filed against the recipient; if the recipient dies and has no spouse, children (including adopted children), parents, or siblings; or if the recipient resigns from all positions as director and executive officer of the Company and its subsidiaries (provided, however, that this shall not apply in the following cases: (i) the recipient is appointed or reappointed as a director or executive officer of the Company or any of its subsidiaries (limited to subsidiaries in which the Company hold more than 50% of their shares) simultaneously with the resignation; (ii) the resignation from the position of director or executive officer of the Company or any of its subsidiaries is due to expiration of term of office, retirement age, or other legitimate reasons recognized by the Company; or (iii) the resignation from the position of director or executive officer of the Company or any of its subsidiaries is due to the recipient's death), then the recipient shall forfeit the right to receive the allocation of the Company's shares under each system.

(6) Transfer restrictions

Recipients shall be strictly prohibited from transferring or pledging RSUs and PSUs to any third party.

4. Basis for calculation of the amount to be paid and specific details thereof

In order to eliminate arbitrariness, the disposal amount for this disposition of treasury stock is set at 2,229.5 yen, which is the closing price of the Shares on the Tokyo Stock Exchange on the business day immediately preceding the date of resolution by the Board of Directors meeting of the Company (June 29, 2026). This is the market share price immediately prior to the date of resolution by the Board of Directors meeting of the Company, and is considered to be a reasonable and not particularly favorable price.

5. Procedures in accordance with the Corporate Code of Conduct

The Company is not required to execute procedures to obtain an independent third-party opinion and confirm the intent of shareholders as prescribed in Article 432 of the Securities Listing Regulations of the Tokyo Stock Exchange because (i) the dilution resulting from the disposal of treasury stocks is below 25%, and (ii) it does not involve any changes in controlling shareholders.

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