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Press Release

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Announcement Concerning the Disposal of Treasury Shares as Restricted Stock Remuneration for External Directors (Excluding Directors Who Are Members of the Audit and Supervisory Committee)

Capcom Co., Ltd. (the “Company,” together with its subsidiaries, the “Group”) hereby announces that its Board of Directors has resolved at a meeting held today to dispose of treasury shares (hereinafter, the “Disposal of Treasury Shares”) as restricted stock remuneration as described below.

1. Overview of the Disposal

(1) Date of allotment	July 17, 2026
(2) Type and number of shares to be disposed	6,760 shares of common stock of the Company
(3) Disposal price	2,960 yen per share
(4) Total disposal value	Although the disposal of treasury shares is being executed on a gratuitous basis as remuneration for External Directors (Article 202-2 of the Companies Act), the disposal price has been calculated at the fair valuation amount, which is the closing price (2,960 yen) of the Company’s common shares on the Tokyo Stock Exchange on the business day preceding the day of the resolution of the Board of Directors (June 17, 2026), multiplied by the number of shares to be disposed of (20,009,600 yen).
(5) Planned allottees	6,760 shares for five Directors of the Company (*) *Excluding Directors who are members of the Audit and Supervisory Committee.

2. Objectives and Reasons for the Disposal of Treasury Shares

At its 47th Ordinary General Meeting of Shareholders held today, the Company resolved to revise the remuneration system for its External Directors (excluding Directors who are members of the Audit and Supervisory Committee, hereinafter “Eligible External Directors”), with the objective of enhancing

oversight of the Company's management from an objective and independent standpoint and further sharing value with shareholders. The Company thus received approval to introduce a new remuneration system (hereinafter, the "System") consisting of the allocation of common shares of the Company's stock with transfer restrictions (hereinafter, Restricted Stock (RS)), separate from the basic remuneration limit.

The overview of this System is as described in (1) through (3) below.

(1) Allocation method of Restricted Stock (RS)

In accordance with the System and a resolution of the Company's Board of Directors, the Company will grant Restricted Stock (RS) to Eligible External Directors as restricted stock remuneration by method (i) or (ii) below.

- (i) The Gratis Allotment Method, by which common shares of the Company's stock (restricted stock) shall be allotted to Eligible External Directors as remuneration for the execution of their duties as Directors, without requiring the payment of money or other consideration in exchange for the granted shares
- (ii) The Contribution in Kind Method, by which common shares of the Company's stock (restricted stock) shall be allotted to Eligible External Directors in exchange for their contribution in kind of all monetary remuneration claims paid to them by the Company

The amount of remuneration for Eligible External Directors when using the Gratis Allotment Method and the amount to be paid for common shares of the Company's stock (hereinafter, "Company shares") to be allotted to Eligible External Directors when using the Contribution in Kind Method will be determined by the Company's Board of Directors based on the closing price of Company shares on the Tokyo Stock Exchange on the business day preceding the day of the resolution of the Board of Directors regarding the determination of such allocation (if no trading is concluded on said day, the closing price on the most recent trading day preceding it), within a range of monetary values that is not particularly advantageous to the Eligible External Directors.

(2) Limit of restricted stock remuneration

The total value of the Restricted Stock (RS) granted to Eligible External Directors and the monetary remuneration claims paid for the purpose of such grants (in the case of the Contribution in Kind Method only) shall have an annual limit of up to 50 million yen combined, separate from the basic remuneration budget (annual limit of up to 100 million yen) for Eligible External Directors.

In addition, the total number of common shares of the Company's stock to be issued or disposed of by the Gratis Allotment Method or the Contribution in Kind Method shall not exceed 40,000 shares per year combined. However, if a stock split of the Company's common shares (including a gratis allotment of the Company's common shares) or a reverse stock split occurs, or if any other circumstances arise that necessitate an adjustment to the total number of the Company's common shares issued or disposed of as restricted stock, such total number shall be adjusted within a reasonable range.

(3) Conclusion of a restricted stock allocation agreement

When issuing or disposing of Company shares under this System, the Company and the Eligible External Directors shall enter into a restricted stock allocation agreement (see “3.” below for an overview of the agreement).

3. Overview of the Disposal of Treasury Shares

In accordance with a resolution passed at a meeting of the Board of Directors held today, the Company has resolved to allot a total of 6,760 common shares of the Company’s stock (hereinafter, the “Allocated Shares”) to five of its External Directors (excluding Directors who are members of the Audit and Supervisory Committee, hereinafter the “Allottees”), taking into consideration the objectives of the System, the Company’s business performance, the scope of each Allottee’s duties, and other relevant circumstances, by way of the Gratis Allotment Method as remuneration for the execution of their duties as Directors.

<Overview of the restricted stock allocation agreement>

In conjunction with this Disposal of Treasury Shares, the Company and the Allottees will individually enter into a restricted stock allocation agreement (hereinafter, the “Allocation Agreement”), an overview of which is given below.

(1) Transfer restriction period

The Allottees may not transfer, create security interests in, or otherwise dispose of the shares concerned (hereinafter, the “Transfer Restrictions”) during the period from July 17, 2026 (the allocation date) until the date on which they lose their position as Directors of the Company (hereinafter, the “Transfer Restriction Period”).

(2) Conditions for lifting the Transfer Restrictions

On the condition that the Allottees continuously hold the position of Director of the Company during the period from July 17, 2026 (the allocation date) until the conclusion of the Ordinary General Meeting of Shareholders for the fiscal year ending March 31, 2027 (hereinafter, the “Service Period”), the Transfer Restrictions on all of the Allocated Shares will be lifted upon expiration of the Transfer Restriction Period. However, if an Allottee loses his or her position as a Director of the Company or other position determined by the Board of Directors of the Company during the Service Period due to his or her death, the Transfer Restrictions will be lifted for the number of Allocated Shares calculated by dividing the number of months from July 2026 to the month that includes the date of losing his or her position by 12 (if the number exceeds 1, it will be rounded down to 1) and multiplying this number by the number of Allocated Shares (if the calculation produces a fraction of less than 1 share, it will be rounded down). Moreover, if an Allottee loses his or her position as a Director of the Company or other position determined by the Board of Directors of the Company during the Service Period for a reason other than his or her death, the Company shall acquire all of the Allocated Shares without consideration immediately upon the Allottee’s loss of his or her position.

(3) Acquisition without consideration by the Company

At the time of the expiration of the Transfer Restriction Period or some other time specified in the agreement, the Company will, as a matter of course and without consideration, acquire the Allocated Shares on which the Transfer Restrictions have not yet been lifted.

(4) Management of shares

The Allocated Shares will be managed at a dedicated account for restricted stock to be opened by each of the Allottees in a securities company designated by the Company so that the Allottees cannot transfer, create a security interest in or otherwise dispose of the Allocated Shares during the Transfer Restriction Period.

(5) Treatment in the event of organizational restructuring, etc.

During the Transfer Restriction Period, if a proposal regarding a merger agreement in which the Company becomes a merged company, a stock exchange agreement in which the Company becomes a wholly-owned subsidiary, a stock transfer plan, or other organizational restructuring is approved by the Company's General Meeting of Shareholders (however, in cases where the reorganization, etc. does not require approval by the Company's General Meeting of Shareholders, then by the Company's Board of Directors), then in accordance with a resolution of the Board of Directors, the Transfer Restrictions will be lifted on the business day immediately preceding the effective date of the relevant organizational restructuring for the number of Allocated Shares calculated by dividing the number of months from July 2026 to the month that includes the organizational restructuring by 12 (if the number exceeds 1, it will be rounded down to 1) and multiplying this number by the number of Allocated Shares (if the calculation produces a fraction of less than 1 share, it will be rounded down).

4. The Basis for Calculation of the Amount to be Paid in and Specific Details Thereof

Although this Disposal of Treasury Shares is being executed on a gratuitous basis as remuneration for Directors, the disposal price has been set at 2,960 yen, which is the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day preceding the day of the resolution of the Board of Directors (June 17, 2026), in order to ensure that the price excludes any arbitrariness. We believe this price to be both reasonable and not particularly advantageous, as it is the market price immediately prior to the day of the resolution of the Board of Directors.