

May 22, 2025

News Release (Translation)

Company name:	Goldwin Inc.
Stock exchange listing:	Tokyo Prime
Securities code:	8111
Representative:	Takao Watanabe, President and Representative Director
Inquiries:	Michio Shirasaki, Senior Managing Director, Director-General Administration
TEL:	+81-3-6777-9378

### **Notice regarding the introduction of a performance share unit remuneration plan**

Goldwin Inc. (hereinafter the "Company") hereby announces that at its Board of Directors meeting held today, it has reviewed its compensation system for its officers and has resolved to introduce a performance share unit remuneration plan (the "Plan") and it has decided to submit a proposal for the Plan to its 74th Annual General Meeting of Shareholders, scheduled to be held on June 25, 2025, as follows:

#### **1. Purpose of introducing the Plans**

The Company's compensation system for directors (excluding outside directors) currently consists of base compensation, performance-linked (monetary compensation) and performance-linked (non-monetary compensation).

In order to clarify the linkage between directors' remuneration and the Company's business performance and share value, and to provide incentives to sustainably increase corporate value by improving the Company's business performance over the medium to long term, as well as to promote further value sharing with shareholders, the Company has recently reviewed its executive remuneration system and decided to replace the existing transferable share remuneration system with a new system of transferable share remuneration.

Under the Plan, monetary claims will be paid to the Eligible Directors as remuneration for the allotment of the Company's common stock. Therefore, the introduction of the Plan is subject to the approval of shareholders for such payments at this General Meeting of Shareholders.

The amount of remuneration for Directors of the Company was approved at the 72nd Annual General Meeting of Shareholders held on June 28, 2023 as an annual amount not exceeding 600

million yen per year (of which the amount of remuneration is up to 50 million yen per year for outside Directors, the amount was revised to 80 million yen per year at the 73rd Ordinary General Meeting of Shareholders to be held on June 26, 2024, not including the portion of employee salaries of Directors concurrently serving as employees), and has been in effect to this day.

In addition, separate from such monetary compensation, at the 70th General Annual Meeting of Shareholders held on June 24, 2021, we received approval to set the remuneration to be paid to the Eligible Directors for the purpose of granting restricted stock as monetary claims, with the total amount to be within 95 million yen per year, and to set the upper limit of common stocks to be issued or disposed of by the Company to 15,000 shares per year.

At this General Meeting of Shareholders, the Company plans to ask shareholders for their approval to introduce the Scheme in place of the previous restricted stock compensation plan and to set a new compensation limit for the Scheme for the Eligible Directors of the Company that is separate from the above-mentioned compensation limit.

## 2. Summary of the Plan

The newly introduced compensation plan is a performance-linked restricted stock compensation plan under which the Company's common stock will be delivered in accordance with the degree of achievement of performance targets predetermined by the Company's Board of Directors.

The Eligible Directors will pay all monetary claims provided by the Company under the Plan as in-kind contributions and will be issued or disposed of common shares of the Company.

Under the Plan, in principle, the Board of Directors shall determine in advance the performance targets for a certain performance evaluation period, and shares of the Company's common stock shall be delivered after the end of the performance evaluation period in accordance with the degree of achievement of such performance targets. The total amount of monetary claims to be paid to eligible directors under the Plan shall be no more than 500 million yen per year (including the portion of employee salary for directors who concurrently serve as employees). The total number of shares of the Company's common stock to be issued or disposed of after the end of the performance evaluation period shall not exceed 40,000 shares per year.

The Board of Directors will determine the specific timing and details of payment to each eligible director under this plan. The amount to be paid per share under the Plan shall be determined by the Board of Directors based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of each Board of Directors resolution (if no trading is effected on that date, the closing price on the immediately preceding trading day).

Under the Plan, in lieu of the issuance or disposal of the Company's common stock (the "Shares"),

Eligible Directors will be paid money in certain cases, such as when an Eligible Director resigns for a valid reason, due to death or when certain organizational restructurings are approved during the period from the date of the first annual general meeting of shareholders to be held under the Plan after the beginning of the performance evaluation period to the date of the resolution of the Board of Directors to determine the issuance or disposal of the Shares under the Plan.,.

In addition, the issuance or disposal of the Shares will be subject to the condition that a restricted stock allocation agreement will be concluded between the Company and the Eligible Director, which includes the following provisions: (1) prohibiting the transfer of the Shares to a third party, the creation of security interests in the Shares, or any other disposal thereof for a certain period of time (hereinafter referred to as the "Transfer Restriction Period"), and (2) providing for the Company to acquire the Shares free of charge if certain events occur (however, this will not apply if the Eligible Director is not a director of the Company or in any other specified position at the time of the issuance or disposal of the Shares and the payment of the monetary claims as the in-kind contribution).

The Shares will be managed in a dedicated account opened by the Eligible Director at Nomura Securities co., LTD. during the Transfer Restriction Period so that they cannot be transferred, security interests can be established on them or otherwise disposed of during the transfer restriction period.

Disclaimer:

This English translation has been prepared for general reference purposes only. The Company shall not be responsible for any consequence resulting from the use of the English translation in place of the original Japanese text. In any legal matter, readers should refer to and rely upon the original Japanese text of the press release dated May 22, 2025.