



May 29, 2025

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### **Notice Concerning Issuance of New Shares as Restricted Share-Based Remuneration**

EAT&HOLDINGS Co., Ltd (the “Company”) hereby announces that it has resolved, at a meeting of the Board of Directors held on May 29, 2025, to issue new shares (“New Share Issuance” or “Issuance”) as described below.

#### 1. Overview of Issuance

(1)	Due date of payment	June 27, 2025
(2)	Class and number of shares to be issued	Common shares of the Company: 13,610 shares
(3)	Amount to be paid in per share	2,034 yen per share
(4)	Total amount of issuance	27,682,740 yen
(5)	Allottees, the number of allottees, and the number of shares to be allotted	Six Directors of the Company (excluding Outside Directors): 13,610 shares
(6)	Other matters	For the New Share Issuance, the written notice of securities under the Financial Instruments and Exchange Act has been submitted.

#### 2. Purpose and reason for Issuance

The Company has resolved, at a meeting of the Board of Directors held on April 26, 2022, to introduce a restricted share-based remuneration plan (the “Plan”) as a new remuneration plan for Directors of the Company excluding Outside Directors (the “Eligible Directors”) with the aim of providing the Eligible Directors with incentives to sustainably increase the Company's corporate value and to further promote value sharing with shareholders. Then it was approved at the 45th Annual General Meeting of Shareholders held on May 27, 2022 that under the Plan, the Company shall provide the Eligible Directors with monetary claims of 60.0 million yen or less per year as remuneration used as properties contributed to acquire transfer-restricted shares (the “Restricted Share-Based Remuneration”) and shall issue or dispose of common shares of the Company up to 40,000 shares per year, and the transfer restriction period

of transfer-restricted shares shall be from the date when common shares of the Company is allotted in accordance with a restricted share allotment agreement concluded between the Company and the Eligible Directors to the time immediately following the Eligible Directors' retirement from the positions specified by the Board of Directors of the Company from among the positions of officers and employees at the Company or its subsidiaries.

The overview of the Plan is described below.

[Overview of the Plan]

The Eligible Directors shall pay out the monetary claims, which were provided by the Company under the Plan, in their entirety as property contributed in-kind and get common shares of the Company issued or disposed of. The paid-in amount per share shall be determined by the Board of Directors based on the closing price of the common shares of the Company on the Tokyo Stock Exchange on the business day preceding the day of the resolution of the Board of Directors (if no transactions were made on that day, the closing price on the most recent trading day prior to that day) in a manner that does not give the Eligible Directors subscribing for such common shares a particular advantage.

In issuing or disposing of common shares of the Company under the Plan, a restricted share allotment agreement shall be concluded between the Company and the Eligible Directors. The provisions of the agreement include: (i) The Eligible Directors may not transfer to a third party, put up as collateral, or dispose of in any other way the common shares of the Company allotted under the restricted share allotment agreement during a certain period, and (ii) The Company shall acquire such common shares at no cost if certain grounds arise.

By taking into consideration the purpose of the Plan, business conditions of the Company, the scope of responsibilities of each Eligible Director, and various circumstances, the Company has decided, through consultation with the nominating and remuneration committee, to grant total monetary claims of 27,682,740 yen (the "Monetary Claims") and 13,610 shares of common shares with the goal of further enhancing each Eligible Director's motivation.

In the New Share Issuance, six Eligible Directors, who will be allottees, shall pay out the Monetary Claims in their entirety as property contributed in-kind and get common shares of the Company (the "Allotted Shares") disposed of under the Plan. The overview of a restricted share allotment agreement to be concluded between the Company and the Eligible Directors in the New Share Issuance (the "Allotment Agreement") is described in 3. below.

### 3. Overview of the Allotment Agreement

#### (1) Transfer restriction period

From June 27, 2025 (the "Due Date of Payment") to the time immediately following the Eligible Directors' retirement from the position of Director of the Company

#### (2) Conditions for lifting transfer restrictions

The Company shall lift the transfer restrictions for all Allotted Shares upon the expiration of the transfer restriction period, provided that the Eligible Director has continuously held a position of Director of the Company from the date on which the Eligible Director commenced the performance of their duties to the time immediately preceding the conclusion of the first Annual General Meeting of Shareholders thereafter (the "Service Period").

#### (3) Handling of cases where the Eligible Director resigns due to expiry of term of office or other justifiable reasons during the Service Period

##### (i) Timing of lifting transfer restrictions

In the event that the Eligible Director resigns from the position of Director of the Company due to the expiry of term of office or other justifiable reasons (including resignation due to death), the transfer restrictions shall be lifted immediately upon the Eligible Director's retirement.

##### (ii) Number of shares subject to lifting of transfer restrictions

The number of shares for which transfer restrictions are to be lifted shall be calculated by taking the number of months from the month including the Due Date of Payment to the month including the date of the Eligible Director's retirement divided by twelve (12), which is the number of months in the Service Period (and if that number exceeds one (1), it shall be one (1)), and then multiplying that resultant quotient by the number of Allotted Shares held at the time of the retirement described in (i) above (provided, however, any fraction of less than one (1) share resulting from this calculation shall be rounded down).

(4) Free acquisition by the Company

If an Eligible Director is in violation of laws or meets any of the conditions specified in the Allotment Agreement during the transfer restriction period, the Company shall, by right, acquire all of the Allotted Shares at no cost at that point in time. Upon the expiration of the transfer restriction period or at the time of lifting of transfer restrictions described in (3) above, the Company shall, by right, acquire at no cost the Allotted Shares for which the transfer restriction has not been lifted.

(5) Handling of organizational restructuring, etc.

If a proposal for a merger agreement in which the Company would be the disappearing company, or a share exchange agreement or share transfer plan in which the Company would become a wholly owned subsidiary of another company, or other matters concerning the Company's organizational reorganization, etc., has been approved at the General Meeting of Shareholders of the Company (or at the Company's Board of Directors if approval therefor at the General Meeting of Shareholders is not required) during the transfer restriction period, the Company shall, based on the resolution of the Board of Directors, lift the transfer restriction on the number of shares, which is obtained by taking the number of months from the month including the Due Date of Payment to the month including the date of such approval divided by twelve (12), which is the number of months in the Service Period (and if that number exceeds one (1), it shall be one (1)), and then multiplying that resultant quotient by the number of Allotted Shares held at that point in time (provided, however, any fraction of less than one (1) share resulting from this calculation shall be rounded down), at the time immediately preceding the business day of the effective date of the organizational reorganization, etc. In addition, at the time immediately after the transfer restriction is lifted, the Company shall, by right, acquire at no cost all of the Allotted Shares for which the transfer restriction has not been lifted.

(6) Management of shares

The Allotted Shares shall be held in dedicated accounts at Nomura Securities Co., Ltd. opened by the Eligible Directors to ensure that it will not be possible to transfer, create any security interest on, or otherwise dispose of the shares during the transfer restriction period. The Company has concluded an agreement with Nomura Securities Co., Ltd. concerning the accounts in which the Allotted Shares are to be held by each of the Eligible Directors to ensure the effectiveness of the transfer restrictions, etc. relating to the Allotted Shares. In addition, the Eligible Directors shall agree to the terms and conditions applicable to such accounts.

4. Basis of calculation of paid-in amount and specific details thereof

The New Share Issuance to the allottees will be carried out by using the monetary claims, which are paid as the Restricted Share-Based Remuneration for the 49th business year of the Company under the Plan, as properties contributed. The amount to be paid in per share is 2,034 yen, which is the closing price of the Company's common shares on the Prime Market of the Tokyo Stock Exchange on May 28, 2025 (the business day immediately preceding the date of the resolution of the Board of Directors), in order to adopt a price that is not arbitrary. This price is the market value immediately preceding the date of the resolution of the Board of Directors, which is reasonable and is not especially advantageous to the Eligible Directors.