



Fun for All into the Future



June 23, 2025

Name of listed company:

Bandai Namco Holdings Inc.

Name of representative:

Yuji Asako,,

President and Representative Director

(Code Number: 7832 TSE Prime Market)

Contact: Takashi Tsuji, Director, CFO

## **Notice Regarding Disposal of Treasury Shares as Share Compensation**

Bandai Namco Holdings Inc. ("the Company") hereby announces that the Board of Directors, at a meeting held today, has passed a resolution to implement a disposal of treasury shares as share compensation ("the Disposal of Treasury Shares"). The details are as follows.

### 1. Overview of disposal

(a) Date of disposal	July 11, 2025
(b) Class and number of shares to be disposed of	151,100 shares of the Company's common shares
(c) Disposal value	¥4,894 per share
(d) Total disposal value	¥739,483,400
(e) Allottees (Note)	Directors of the Company (excluding Directors who serve concurrently as President and Representative Director of Subsidiaries of the Company, Audit & Supervisory Committee members, and Outside Directors): 3 people, 29,700 shares Directors of Subsidiaries of the Company (excluding Non-Executive Directors): 29 people, 121,400shares
(f) Other	The taking effect of the securities registration statement filed in accordance with the Financial Instruments and Exchange Act is a condition for the Disposal of Treasury Shares.

(Note) "Subsidiaries of the Company" stated in the table above is defined in "2. Objective of and reason for the disposal."

### 2. Objective of and reason for the disposal

At the Seventeenth Ordinary General Meeting of Shareholders of the Company held on June 20, 2022, the Company received approval for a performance-based share compensation plan for directors of the

Company (excluding Audit & Supervisory Committee members and Outside Directors; hereinafter, “Directors of the Company”; that compensation plan is hereinafter referred to as “the Plan”) that provides monetary compensation claims for granting common shares of the Company and cash with an upper limit that is the amount obtained by multiplying, for each fiscal year, 135,000 shares (\*) by the Delivery Share Price (defined in(\*3) for (2) of “Content of the Plan” below; the same applies hereinafter) as a means of complying with the “Mid-term Plan of the Bandai Namco Group (From April 2022 to March 2025)” that started in April 2022 (hereinafter “the Mid-term Plan”). Moreover, the Company’s owned subsidiaries Bandai Namco Entertainment Inc., Bandai Co., Ltd., Bandai Namco Filmworks Inc., Bandai Namco Amusement Inc., Bandai Spirits Co., Ltd, Bandai Namco Music Live Inc., and Bandai Namco Business Arc Inc. (collectively, “Subsidiaries of the Company”) also introduced performance-based share compensation plans that are similar to that of the Company. Details regarding the Plan of the Company and the Subsidiaries of the Company are as described under “Content of the Plan.”

The Disposal of Treasury Shares will be implemented based on the resolution of the Company’s Board of Directors meeting held on June 23, 2025, in accordance with the aforementioned approval granted at the Seventeenth Ordinary General Meeting of Shareholders held on June 20, 2022 with respect to the Plan. The Company’s common shares subject to the Disposal of Treasury Shares will be delivered through disposal of treasury shares by allowing the allottees of the disposal to make contribution in kind, using the monetary compensation claims that have been granted to them as performance-based remuneration for the fiscal year ended March 31, 2025. Allottees of the disposal include directors of the Company (excluding Directors who serve concurrently as President and Representative Director of Subsidiaries of the Company, Audit & Supervisory Committee members, and Outside Directors) and directors of Subsidiaries of the Company (excluding Non-Executive Directors; hereinafter referred to as “Directors of Subsidiaries of the Company”; collectively, “Eligible Directors” together with Directors of the Company). The Eligible Directors will make an oath vowing not to transfer the Company’s common shares that has been allotted based on the Disposal of Treasury Shares (this includes establishment of a security interest or any other disposal), during the time up until the holder ceases to have any status as Director, Audit & Supervisory Board Member or employee of either the Company or a Subsidiary of the Company.

(\*) The Company conducted a share split with a ratio of three shares for every one share of common shares on April 1, 2023, so statements in this notice regarding numbers of shares have been adjusted in light of that share split; the same applies hereinafter.

## Content of the Plan

### (1) Overview of the Plan

Under the Plan, common shares of the Company (\*) and cash (hereinafter referred to as “the Company’s Shares, Etc.”) shall be delivered or provided to Eligible Directors according to the degree of attainment of the performance target for consolidated operating profit for each fiscal year of the Mid-term Plan (each of those years, an “Evaluation Fiscal Year”). The Company’s Shares, Etc. shall be delivered or provided only when consolidated operating profit is 75,000 million yen or higher, and the payment ratio will gradually increase in accordance with performance based on consolidated operating profit, but the payment ratio shall become the payment upper limit of 100% when the Mid-term Plan’s final fiscal year target figure of 125,000 million yen is reached (the payment ratio will be rounded up to the first decimal place).

(\*) Method of delivering the Company's common shares under the Plan

The Company or the Subsidiaries of the Company shall provide monetary compensation claims as remuneration to Eligible Directors, who shall pay in the monetary compensation claims as property contributed in kind to receive delivery of the Company's common shares.

However, for Eligible Directors who are non-residents of Japan, in place of the delivery of the Company's common shares, they shall be provided with cash in the amount obtained by converting all of the number of the determined share units at the Delivery Share Price.

(2) Calculation method of the number of the Company's Shares, Etc., and the total amount of the Company's Shares, Etc., to be delivered or provided to Eligible Directors

Taking the predetermined reference number of share units for Eligible Directors as the basis for calculation, the number of shares of common shares of the Company and amount of cash to be delivered or provided are calculated according to the amount of consolidated operating profit of the Company for each Evaluation Fiscal Year based on the formula below.

(a) The number of shares of common shares of the Company to be delivered to each Eligible Director

Number of payment share units × 50% (with any resulting odd-lots of less than 100 shares rounded up)

(Note 1) Number of payment share units = Predetermined reference number of share units (\*1)  
× Ratio according to the consolidated operating profit of the Company for the Evaluation Fiscal Year in question (payment ratio) (\*2) (with any resulting odd-lots of less than 100 shares rounded down)

(Note 2) As in (1)\*, what is actually provided to Eligible Directors is monetary compensation claims corresponding to the amount obtained by multiplying the number of the abovementioned shares of common shares of the Company by the Delivery Share Price (\*3). These are for making payment as property contributed in kind upon delivery of the Company's common shares.

(b) The amount of cash to be provided to each Eligible Director

(Number of payment share units – The number calculated in (a) above) × Delivery Share Price

(\*1) Reference number of share units shall be determined in advance based on the roles and responsibilities of each Eligible Director.

(\*2) The Company's Shares, Etc. shall not be provided if consolidated operating profit does not reach 75,000 million yen. If consolidated operating profit is 125,000 million yen or higher 100% of the Company's Shares, Etc. shall be provided. The specific method for determining the payment ratio is set out below.

Consolidated operating profit	Payment ratio
Less than 75,000 million yen	0%
75,000 million yen or more but less than 125,000 million yen	[ $100 \times 1/3 + \{( \text{Amount of consolidated operating profit (in hundreds of millions of yen)} - 75,000 \text{ million yen} ) \div 100 \text{ million yen} \div 5\} \times 2/3\}$ % (Rounded up to the first decimal place)
125,000 million yen or more	100%

However, directors of Subsidiaries of the Company excluding Bandai Namco Business Arc Inc. (including any Directors of the Company who serve concurrently as Director of any of those Subsidiaries of the Company) will not be paid performance-based share compensation if in the Evaluation Fiscal Year in question the operating profit for any of the following businesses (\*4) in his or her respective charge at the Subsidiary of the Company in question is in the red.

Company name	Bandai Namco Entertainment Inc.	BANDAI CO., LTD.	Bandai Namco Filmworks Inc.	Bandai Namco Amusement Inc.	BANDAI SPIRITS CO., LTD.	Bandai Namco Music Live Inc.
Handled business	Digital Business	Toys and Hobby Business	IP Production Business	Amusement Business	Toys and Hobby Business	IP Production Business

(\*3) Delivery Share Price is the closing price of common shares of the Company on the Tokyo Stock Exchange as of the business day immediately preceding the date of the resolution at the Board of Directors meeting to deliver the Company's common shares related to the Plan held within two months from the date of the Ordinary General Meeting of Shareholders pertaining to each Evaluation Fiscal Year stipulated in (3) below (if the Company's shares were not traded on that day, the closing price on the last day the shares were traded prior to that).

(\*4) Please note that although we have changed some of our business names and responsible companies of each business as of April 1, 2025, the above table lists the business names and responsible companies' names as they were in the fiscal year under review (ended March 31, 2025) prior to the change

The upper limit of the total amount of monetary compensation claims (to be used as property contributed in kind in payment for common shares of the Company) and cash provided to the Directors of the Company for each Evaluation Fiscal Year shall be the amount obtained by multiplying 135,000 shares by the Delivery Share Price and the upper limit of the total amount of monetary compensation claims (to be used as property contributed in kind in payment for common shares of the Company) and cash provided to the Directors of Subsidiaries of the Company for each Evaluation Fiscal Year shall be the amount obtained by multiplying 372,000

shares by the Delivery Share Price. Of this, the upper limit for the total number of shares of common shares of the Company that can actually be delivered to the Directors of the Company shall be 67,500 shares (0.01% of the total number of shares issued) and the upper limit for the total number of shares of common shares of the Company that can actually be delivered to the Directors of Subsidiaries of the Company shall be 186,000 shares (0.03% of the total number of shares issued). However, at the close of the Seventeenth Ordinary General Meeting of Shareholders held on June 20, 2022 or thereafter, if the Company carries out a share split (including allotments of shares without receipt of monetary consideration; the same shall apply hereinafter to share splits mentioned below) or share consolidation of the common shares of the Company, the abovementioned number of shares shall be adjusted in accordance with the following formula, with any fractions less than one share resulting from the adjustment being rounded down. (\*5)

Number of shares after adjustment = Number of shares before adjustment × Ratio of share split or share consolidation

(\*5) As stated above, statements in this notice regarding numbers of shares have been adjusted in light of the share split conducted on April 1, 2023.

(3) Requirements for delivering or providing the Company's Shares, Etc. to Eligible Directors  
Under the Plan, the Company's Shares, Etc. shall be delivered or provided when the Evaluation Fiscal Year in question ends and Eligible Directors fulfill the following requirements.

The number of the Company's Shares, Etc. to be delivered or provided shall be decided at a Board of Directors meeting for delivering the Company's common shares related to the Plan held within two months from the Ordinary General Meeting of Shareholders for the Evaluation Fiscal Year in question.

- (a) The Eligible Director remained in office as a Director or the like until the end of the Evaluation Fiscal Year in question
- (b) The Eligible Director did not engage in any specified misconduct
- (c) Other requirements deemed necessary that have been set by the Board of Directors

### 3. Basis of calculation and specific details for the payment amount

To avoid arbitrary pricing, the closing price of common shares of the Company on June 20, 2025 (the business day immediately preceding the date of the resolution at the Board of Directors meeting) on the Prime Market of the Tokyo Stock Exchange of ¥4,894 is used as the disposal value for the Disposal of Treasury Shares. As this is the market price of the shares immediately before the date of the resolution at the Board of Directors meeting, it is considered to be reasonable.

Furthermore, this value has a deviation of 4.08% (rounded off to two decimal places; same in the deviation calculations below) from the simple average closing price of common shares of the Company of ¥4,702 (fractional yen rounded down; same in the simple average closing prices below) on the Prime Market of the Tokyo Stock Exchange for the most recent one-month period (from May 21, 2025 to June 20, 2025), a 1.75% deviation from the simple average closing price of ¥4,810 for the most recent three-month period (from March 21, 2025 to June 20, 2025, and a 6.83% deviation from the simple average closing price of ¥4,581 for the most recent six-month period (from December 21, 2024 to June 20, 2025). Accordingly, this value is not considered to be particularly advantageous to the allottees.

This document is a translation of the original Press Release in Japanese. Bandai Namco Holdings Inc. provides this translation for your reference and convenience only and without any warranty as to its accuracy or otherwise. In the event of any discrepancy, the original Press Release in Japanese shall prevail.

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