



June 27, 2025

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Securities code: 9409 (Tokyo Stock Exchange Prime Market)  
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## **Notice Concerning the Issuance of New Shares as Restricted Share Compensation and the Cancellation of Treasury Shares**

TV Asahi Holdings Corporation (the “Company”) hereby announces that at a meeting of the Company’s Board of Directors held today, it has resolved to issue new shares as restricted share compensation (the “New Shares Issuance”) and cancel treasury shares, as described below.

### 1. Summary of the issuance

(1) Payment date	July 25, 2025
(2) Class and number of shares issued	8,345 shares of the Company’s common stock
(3) Issue price	2,706 yen per share
(4) Total amount of issue	22,581,570 yen
(5) Planned recipients of the allocation	14 operating directors of the Company and its subsidiary, TV Asahi Corporation, receive 8,345 shares in total

### 2. Purpose and reason for the issuance

At the meeting of the Company’s Board of Directors held on May 9, 2019, the Company resolved to introduce a share compensation plan (the “Plan”), under which restricted shares are granted to operating directors of the Company with the objectives of sharing benefits and risks of share price fluctuations with the Company’s shareholders and heightening motivation towards making contributions to increasing stock price and corporate value more than ever before. The payment of a total of up to 100 million yen per year in monetary compensation claims for the grant of restricted shares to the Company’s operating directors as compensation based on the Plan was approved by the 79th Ordinary General Meeting of Shareholders held on June 27, 2019. This General Meeting of Shareholders also approved matters such as a total upper limit of 100,000 restricted shares to be allocated to the Company’s operating directors each fiscal year and a transfer restriction period of 10 to 30 years, to be determined by the Company’s Board of Directors, for the restricted shares.

Today, the Company’s Board of Directors has resolved to pay a total of 22,581,570 yen in monetary compensation claims to the 14 planned recipients of the allocation of shares, who are operating directors of the Company and its subsidiary, TV Asahi Corporation, as restricted share compensation for the period from the Company’s 85th

Ordinary General Meeting of Shareholders to the Company's 86th Ordinary General Meeting of Shareholders, scheduled to be held in June 2026. Under the resolution, the recipients will be allocated 8,345 shares of the Company's common stock as designated restricted shares in return for the contribution in kind of all of the aforementioned monetary compensation claims. The amount of monetary compensation claims paid to each recipient has been determined through a comprehensive consideration of various factors such as the contribution made by each individual. The payment of monetary compensation claims to each recipient is subject to the conclusion of a restricted share allocation agreement (the "Allocation Agreement") that includes the content summarized below.

The transfer restriction period has been set at 30 years to maximize the length of time over which the objectives of the Plan — sharing benefits and risks of share price fluctuations with shareholders and heightening motivation towards making contributions to increasing stock price and corporate value more than ever before — are achieved.

It has also been decided to introduce a similar restricted share compensation plan at the Company's subsidiary, TV Asahi Corporation.

### 3. Summary of the Allocation Agreement

#### (1) Transfer restriction period

July 25, 2025 to July 24, 2055

Recipients of the allocation of restricted shares may not transfer, pledge as collateral, set rights to transfer by way of security, give or transfer as inter vivos gifts or bequests to a third party, or otherwise dispose of the restricted shares (the "Allocated Shares") during the period (the "Transfer Restriction Period") indicated above (these restrictions are hereinafter referred to as the "Transfer Restrictions").

#### (2) Gratis acquisition of the restricted shares

If a recipient of the allocation of restricted shares leaves all posts as Member of the Board of the Company and its subsidiaries during the period between the commencement date of the Transfer Restriction Period and the day immediately preceding the first subsequent Ordinary General Meeting of Shareholders of the Company, the Company will naturally acquire the Allocated Shares for no consideration, unless there is cause deemed legitimate by the Board of Directors of the Company.

In addition, the Company will naturally acquire, for no consideration, any Allocated Shares for which the Transfer Restrictions have not been removed pursuant to the provisions concerning the reasons for removal of the Transfer Restrictions in (3) below at the end of the Transfer Restriction Period (the "Period Expiration"), immediately after the Period Expiration.

#### (3) Removal of the Transfer Restrictions

The Company will remove the Transfer Restrictions on all of the Allocated Shares at Period Expiration on the condition that the relevant recipient has served continuously as Member of the Board of the Company or its subsidiaries during the period between the commencement date of the Transfer Restriction Period and the first subsequent Ordinary General Meeting of Shareholders of the Company. However, if the recipient leaves all posts as Member of the Board of the Company and its subsidiaries before the expiration of the Transfer Restriction Period for any cause deemed legitimate by the Board of Directors of the Company, the Company will remove the Transfer Restrictions for a number of the Allocated Shares equal to one-twelfth of the number of months from July 2025 to the month containing the day on which the recipient left all posts as Member

of the Board of the Company and its subsidiaries (or one, if the result is greater than one) multiplied by the number of Allocated Shares held by the recipient at that time (rounded down to the nearest whole number of shares), immediately after the recipient leaves the relevant post(s).

(4) Rules concerning the management of the shares

Recipients of the allocation must open an account at SMBC Nikko Securities Inc. to register or record the Allocated Shares using the method designated by the Company. They must keep and maintain the Allocated Shares in this account until the Transfer Restrictions are removed.

(5) Handling at the time of organizational restructuring, etc.

If a proposal concerning a merger agreement under which the Company is the non-surviving company, a share exchange agreement or share transfer plan under which the Company becomes a wholly owned subsidiary of another company or any other organizational restructuring, etc. is approved by the General Meeting of Shareholders of the Company (or by the Board of Directors of the Company, in cases where approval of the General Meetings of Shareholders of the Company is not required for the organizational restructuring, etc.) during the Transfer Restriction Period (limited to cases where the organizational restructuring, etc. will come into effect prior to the Period Expiration; hereinafter referred to as “upon the approval of organization restructuring, etc.”), and moreover, if the relevant recipient will leave all posts as Member of the Board of the Company and its subsidiaries as a result of this organizational restructuring, etc., the Company will remove the Transfer Restrictions, pursuant to a resolution of the Board of Directors of the Company, for a number of the Allocated Shares equal to one-twelfth of the number of months from July 2025 to the month containing the day on which the organizational restructuring, etc. is approved (or one, if the result is greater than one) multiplied by the number of Allocated Shares held by the recipient on that day (rounded down to the nearest whole number of shares) immediately before the business day immediately preceding the effective date of this organizational restructuring, etc.

Upon the approval of organizational restructuring, etc., the Company will naturally and immediately acquire, for no consideration, the Allocated Shares for which the Transfer Restrictions have not yet been removed, on the business day immediately preceding the effective date of this organizational restructuring, etc.

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

The issue price for the New Shares Issuance has been set at 2,706 yen per share, which is the closing price of the Company’s common shares on the Tokyo Stock Exchange on the business day (June 26, 2025) immediately preceding the day on which the Board of Directors adopted this resolution, to eliminate any arbitrariness with regard to the issue price. This is the market share price immediately prior to the day of the resolution by the Company’s Board of Directors, and the Company believes it is reasonable and does not particularly favor any parties.

5. Cancellation of treasury shares

In accordance with the provisions of Article 178 of the Companies Act, the Company will cancel a number of shares equal to the number of shares of the Company’s common stock to be issued as the New Shares Issuance on the payment date for the New Shares Issuance, as described below.

[Reference]

- (1) Class of shares to be cancelled: Shares of the Company's common stock
- (2) Number of shares to be cancelled: 8,345 shares
- (3) Scheduled cancellation date: July 25, 2025