

July 25, 2025

To whom it may concern:

Company name: SCREEN Holdings Co., Ltd.  
Representative: Masato Goto, President and CEO  
(Code: 7735, Tokyo Stock Exchange Prime Market)

For inquiries:  
Kiyohide Yoshimura, Head of Corporate Secretariat  
(Tel: +81-75-414-7161)

## Notice: Contribution of Additional Funds to the Performance-Linked Share Compensation System and Disposal of Treasury Stock through Third-Party Allotment

SCREEN Holdings Co., Ltd. (the “Company”) hereby announces the decision made at the Board of Directors meeting held today to contribute additional funds to the performance-linked share compensation system (hereinafter the “System”), for the trustee to acquire additional shares of the Company, and the disposal of treasury stock for share compensation, as detailed below. The Company made the decision at the Board of Directors meeting held on May 22, 2024 to continue the System introduced on August 16, 2017 for directors (excluding outside directors, hereinafter the same) and executive officers (hereinafter to be collectively referred to as “directors, etc.”) of SCREEN Holdings and its subsidiaries, with trust accounts for share grants separately established for directors and executive officers. Moreover, on May 9, 2025, the Board of Directors had decided to partially amend the performance-linked share compensation system, and the decision was approved at the 84th ordinary general meeting of shareholders held on June 20, 2025.

For the details of the System, please refer to the timely disclosure dated May 9, 2025, “Notice: Partial Amendment to the Performance-Linked Share Compensation System.”

### I. Overview of the trust accounts for share grants to directors and executive officers

(1) Name of the trust account	Trust for share grants to directors	Trust for share grants to executive officers
(2) Trustor	SCREEN Holdings Co., Ltd.	
(3) Trustee	Sumitomo Mitsui Trust Bank, Limited (Sub-trustee: Custody Bank of Japan, Ltd.)	
(4) Beneficiaries	Directors of SCREEN Holdings and its subsidiaries who meet conditions for eligibility	Executive officers of SCREEN Holdings and its subsidiaries who meet conditions for eligibility
(5) Trust administrator	An external party who has no interests in the Company and its directors and executive officers	
(6) Type of trust	Third-party benefit trust (Money held in trust other than money trust)	
(7) Date of signing the trust agreement	August 16, 2017	
(8) Date of additional fund contribution	August 13, 2025	
(9) Scheduled termination date (after extension)	August 31, 2027	

## II. Acquisition of the Company's shares by the trustee for share grants

(1) Class of shares to be acquired	Commons stock
(2) Total acquisition cost	¥5,102,808,000
(3) Total shares to be acquired	415,200 shares
(4) Method of acquisition	Third-party allotment of disposed treasury stock
(5) Period of acquisition	August 13, 2025

Note: The above table lists the total acquisition cost and the number of shares to be acquired for share grants to directors and executive officers of the Company and its subsidiaries. These figures are within the range approved at the general shareholders meeting of each of the SCREEN Group company.

## III. Disposal of treasury stock

(1) Date of disposal	August 13, 2025
(2) Type of shares to be disposed Total shares to be disposed	The Company's common stock 415,200 shares
(3) Disposition price	¥12,290 per share
(4) Total disposal amount	¥5,102,808,000
(5) Planned disposal destination	Sumitomo Mitsui Trust Bank, Limited (trust account) (Sub-trustee: Custody Bank of Japan, Ltd. [trust account])
(6) Other	The Company has filed an extraordinary report on the disposal pursuant to the Financial Instruments and Exchange Act.

## IV. Objective and reasons of share disposal

The Company made the decision at the Board of Directors meeting held on May 22, 2024 to continue the System for directors, etc., of SCREEN Holdings and its subsidiaries. The System was introduced on August 16, 2017 with an aim to better align their compensation to the Company's performance and share prices and position them to share both the benefits and risks of share price changes, thereby increasing their motivation to improve performance and corporate value over the medium and long term, with trust accounts for share grants separately established for directors and executive officers. Moreover, on May 9, 2025, the Board of Directors decided to partially amend the performance-linked share compensation system. These decisions were approved at the 84th ordinary general meeting of shareholders held on June 20, 2025.

For the details of the System, please refer to the timely disclosure dated May 9, 2025, "Notice: Partial Amendment to the Performance-Linked Share Compensation System."

The disposal of treasury shares will be done through the third-party allotment to the trustee of the trust accounts for share grants to directors, etc., namely Sumitomo Mitsui Trust Bank, Limited (Sub-trustee: Custody Bank of Japan, Ltd.).

The total shares to be disposed will be equivalent to the number of shares to be granted to directors, etc., based on the share grant rule established at the time of the System introduction, with a consideration given to their position and composition during the extended term of the trust. The resulting share dilution will be 0.41% in terms of the number of outstanding shares (101,589,732) as of March 31, 2025 and 0.43% in terms of the number of voting rights (956,351) as of March 31, 2025—both figures are rounded to the nearest hundredth of a percent.

The Company believes that the System will stimulate medium- and long-term corporate value improvement by clarifying the relationship between compensation for directors, etc., and the Company's share prices. It has judged that the number of shares to be disposed and the resulting share dilution are within a reasonable range and will cause minimal impact on the secondary market.

<b>Reference: Outline of the trust agreement</b>		
Name of the trust account	Trust for share grants to directors	Trust for share grants to executive officers
Trustor	SCREEN Holdings Co., Ltd.	
Trustee	Sumitomo Mitsui Trust Bank, Limited (Sub-trustee: Custody Bank of Japan, Ltd.)	
Beneficiaries	Directors of SCREEN Holdings and its subsidiaries who meet conditions for eligibility	Executive officers of SCREEN Holdings and its subsidiaries who meet conditions for eligibility
Trust administrator	An external party who has no interests in the Company and its directors and executive officers	
Type of trust	Third-party benefit trust (Money held in trust other than money trust)	
Date of signing the trust agreement	August 16, 2017	
Term of the trust	August 16, 2017 through August 31, 2027 (planned)	
Purpose of the Trust	To deliver the Company's shares to the beneficiaries based on the share grant rules	

## **V. Disposal price to be used as a calculation basis, and the rationale thereof**

The disposal price has been set at ¥12,290 per share, the closing price at the Tokyo Stock Exchange on July 24, 2025, the final business day preceding the Board of Directors meeting, in the light of the recent stock price trends and from the perspective of excluding arbitrariness. The closing price on the said date was chosen since it reflects the most recent market value and is judged to be highly objective and reasonable to be used as a calculation basis.

The said price diverges from the most recent one-month average closing price (June 25, 2025 to July 24, 2025) of ¥11,886 per share by 3.40%, the most recent three-month average closing price (April 25, 2025 to July 24, 2025) of ¥10,929 per share by 12.45%, and the most recent six-month average closing price (January 27, 2025 to July 24, 2025) of ¥10,585 per share by 16.11% —all of these figures rounded to the nearest yen or hundredth of a percent.

Considering the above factors, we have judged the disposal price to be reasonable and fair, without being particularly advantageous to the disposal destination.

Moreover, all of four corporate auditors (including two outside corporate auditors) who attended the Board meeting explicitly agreed that the said price is appropriate to that effect.

## **VI. Procedures based on the Code of Corporate Conduct**

Receipt of an independent third-party opinion and confirmation of the intent of shareholders regarding such disposal, pursuant to Rule No. 432 of the Securities Listing Regulations, will not be required since (i) the resulting share dilution will be less than 25% and (ii) it will not result in a change of a controlling shareholder.