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 (Securities code: 5830; Prime Market of the Tokyo Stock Exchange)  
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## **Notice Concerning Disposal of Treasury Shares as Restricted Share Incentives for the Employee Stock Ownership**

Iyogin Holdings, Inc. (the “Company”) hereby announces that, at the Board of Directors meeting held today, it has resolved to dispose of treasury shares (the “Disposal of Treasury Shares” or the “Disposal”) as restricted share incentives for the employee stock ownership of Iyogin Group (the “Stock Ownership”) as the scheduled allottee, pursuant to the restricted share incentive plan for the employee stock ownership (the “Plan”), as described below.

### Particulars

#### 1. Overview of the Disposal

(1) Disposal date	September 22, 2025
(2) Class and number of shares to be disposed of	71,036 common shares of the Company (Note)
(3) Disposal price	¥1,864 per share
(4) Total amount of disposal	¥132,411,104 (Note)
(5) Method of allotment (scheduled allottee)	Subject to an application for subscription by the Stock Ownership, the Company will allot to the Stock Ownership, by third-party allotment, the number of shares it has applied for, within the number of shares to be disposed of as stated in (2) above (the number of shares allotted will constitute the number of shares to be disposed of). (71,036 shares to the employee stock ownership of Iyogin Group)
(6) Other	The Company has submitted an extraordinary report on the Disposal of Treasury Shares in accordance with the Financial Instruments and Exchange Act.

(Note) The “number of shares to be disposed of” and the “total amount of disposal” are calculated on the assumption that 118 common shares of the Company will be granted as restricted shares to each of 602 employees in managerial or professional positions at the Company’s subsidiaries (the “Eligible Employees”), which represents the maximum number of employees who may become eligible under the

Plan. The actual number of shares to be disposed of and the total amount of disposal will be determined based on the number of the Eligible Employees who agree to the Plan, after completion of the membership promotion for non-members of the Stock Ownership and confirmation of consent from current members. Specifically, as described in (5) above, the number of shares applied for by the Stock Ownership will be the “number of shares to be disposed of,” and the product of such number and the disposal price per share will be the “total amount of disposal.” Each subsidiary of the Company will uniformly grant to each Eligible Employee a monetary claim equivalent to ¥219,952, and the Company will allot 118 shares uniformly to each Eligible Employee through the Stock Ownership.

## **2. Purpose and reason for the Disposal**

At the Board of Directors meeting held today, the Company resolved to introduce the Plan as an investment in human capital. The purpose is to encourage the Eligible Employees to further share value with the Company’s shareholders and to enhance their engagement and Financial Well-Being. This will be achieved by creating an opportunity for the Eligible Employees, excluding certain employees of the Company’s subsidiaries who are already members of the Stock Ownership, to acquire the Company’s common shares to be issued or disposed of by the Company through the Stock Ownership as restricted shares, thereby providing incentives for contributing to the sustainable enhancement of the Company’s corporate value.

The overview of the Plan and other relevant information is described below.

### **[Overview of the Plan and other relevant information]**

Under the Plan, each subsidiary of the Company will provide each of its Eligible Employees with a monetary claim (the “Special Monetary Incentives”) as special monetary incentives for the grant of 118 shares as restricted shares. Each Eligible Employee will contribute the Special Monetary Incentives to the Stock Ownership, and the Stock Ownership will make an in-kind contribution to the Company of the Special Monetary Incentives contributed by the Eligible Employees, in exchange for issued or disposed common shares of the Company as restricted shares.

If the Company issues or disposes of its common shares under the Plan, the per-share paid-in amount for such shares will be determined by the Board of Directors based on the closing price of the Company’s common share on the Tokyo Stock Exchange on the business day prior to the date of such resolution of the Board of Directors (or, if no transaction was completed on such date, the closing price on the trading day immediately preceding that date), within a range that is not particularly advantageous to the Stock Ownership (and by extension, the Eligible Employees).

In issuing or disposing of common shares of the Company under the Plan, the Company and the Stock Ownership will enter into a restricted share allotment agreement, which will include the following terms: (i) the Eligible Employees shall not transfer to third parties, pledge, or other disposition of the allotted shares for a certain period (the “Transfer Restrictions”), and (ii) the Company may acquire the allotted shares without consideration upon the occurrence of certain events. The grant of the Special Monetary Incentives to the Eligible Employees shall be subject to the certain conditions including the execution of such restricted share allotment agreement between the Company and the Stock Ownership.

The Eligible Employees will be restricted from withdrawing their membership interests (the “Restricted Share Interests” or the “RS Interests”) in the allotted shares (as defined below) they hold in proportion to the Special Monetary Incentives contributed to the Stock Ownership, until the Transfer Restrictions are lifted, in accordance with the stock ownership regulations and the detailed operational rules of the Stock Ownership (collectively, the “Stock Ownership Regulations”). (Note)

(Note) The Stock Ownership plans to adopt amendments to the Stock Ownership Regulations at a meeting of its governing board to be held promptly after the resolution by the Board of Directors at its meeting today regarding the Disposal of Treasury Shares, prior to accepting the shares under the Disposal, in order to accommodate the Plan. Such amendments will take effect two weeks after notification to members of the Stock Ownership under the amended Stock Ownership Regulations following the relevant resolution of the governing board of the Stock Ownership, provided that objections are raised by less than one-third of all members of the Stock Ownership.

In the Disposal of Treasury Shares, based on the Plan, the Company will dispose of its common shares (the “Allotted Shares”) to the Stock Ownership, the scheduled allottee, in exchange for payment by in-kind contribution of the entire amount of the Special Monetary Incentives contributed by the Eligible Employees. The outline of the restricted share allotment agreement to be entered into between the Company and the Stock Ownership for the Disposal of Treasury Shares (the “Allotment Agreement”) is described in “3. Overview of the Allotment Agreement” below. Although the number of shares to be disposed of under the Disposal of Treasury Shares will be finalized at a later date as described in Note to “1.” above, if all 602 employees of the Company’s subsidiaries, which is the maximum possible number of persons eligible under the Plan, join the Stock Ownership and agree to the Plan, the number of shares to be disposed of is expected to be 71,036. Assuming this number of shares to be disposed of, the dilution ratio resulting from the Disposal of Treasury Shares would be approximately 0.02% (rounded to the second decimal place; same applies hereinafter with respect to percentage calculations) to the total number of shares issued as of March 31, 2025, which is 313,408,831 shares, and approximately 0.02% to the total number of voting rights as of March 31, 2025, which is 2,966,751.

The purpose of introducing the Plan is to realize the Financial Well-Being of the Eligible Employees by providing them with an opportunity to acquire common shares of the Company issued or disposed of by the Company through the Stock Ownership as restricted shares, thereby helping them build their assets. At the same time, the Plan is intended to provide the Eligible Employees with incentives to contribute to the sustainable enhancement of the Company’s corporate value, to promote further value sharing between the Eligible Employees and the Company’s shareholders, to enhance employee engagement, and to support the development of human capital. We believe that the Plan will help increase the corporate value of the Group. The number of shares to be disposed of under the Disposal of Treasury Shares and the resulting level of dilution are reasonable, and even taking such dilution into account, the impact on the market is expected to be minimal. The Disposal of Treasury Shares will be implemented subject to the amendments to the Stock Ownership Regulations taking effect by the day prior to the scheduled disposal date of the Disposal of Treasury Shares, and the execution of the Allotment Agreement between the Company and the Stock Ownership during the application period.

### **3. Overview of the Allotment Agreement**

(1) Transfer restriction period

From September 22, 2025 (the “Disposal Date”) to June 1, 2028

(2) Conditions for lifting of the Transfer Restrictions

The Transfer Restrictions on all of the Allotted Shares corresponding to the Restricted Share Interests held by an Eligible Employee shall be lifted at the expiration of the transfer restriction period, provided that such Eligible Employee has continuously remained a member of the Stock Ownership during the period from the Disposal Date through March 31, 2026 (the “Vesting Period”).

(3) Treatment upon withdrawal from the Stock Ownership

If an Eligible Employee withdraws from the Stock Ownership during the transfer restriction period (excluding the Vesting Period) due to a legitimate reason (including retirement at optional retirement age, mandatory retirement, retirement due to work-related injury or illness, retirement during or upon completion of a leave of absence due to injury or illness, retirement due to appointment as an officer, and retirement due to death, but excluding voluntary resignation by the Eligible Employee; the same shall apply hereinafter), which means either the loss of membership qualification or the submission of a withdrawal application (including withdrawal due to death; the same shall apply hereinafter), the Company shall lift the Transfer Restrictions on all of the Allotted Shares corresponding to the Restricted Share Interests held by such Eligible Employee as of the date on which the Stock Ownership accepts the withdrawal application (in the case of loss membership qualification, the date of such loss, or, in the case of withdrawal due to death, the date of death; such date, the “Withdrawal Application Acceptance Date”), in accordance with the reason for such withdrawal as follows:

- (i) In the case of retirement at optional retirement age, mandatory retirement, retirement due to a work-related injury or illness, or retirement during or upon completion of a leave of absence due to injury or illness: the first day of the month of retirement
- (ii) In the case of retirement due to appointment as an officer: the first day of the month scheduled for such appointment
- (iii) In the case of retirement due to death: the date of retirement due to death

If an Eligible Employee withdraws from the Stock Ownership during the Vesting Period due to a legitimate reason, the Company shall lift the Transfer Restrictions, on the number of the Allotted Shares corresponding to the Restricted Share Interests held by such Eligible Employee as of the Withdrawal Application Acceptance Date, multiplied by the number obtained by dividing the number of months from April 1, 2025, to the month including the Withdrawal Application Acceptance Date by 12 (if the result exceeds 1, it shall be deemed to be 1) (if any fractional share results from the calculation, it shall be rounded down), on the date specified in items (i) through (iii) above, depending on the reason for the Eligible Employee’s withdrawal from the Stock Ownership.

(4) Treatment upon becoming a non-resident

If it is determined by the Company or a subsidiary of the Company that an Eligible Employee will become a non-resident during the transfer restriction period due to an overseas assignment or other reasons, the Company

shall lift the Transfer Restrictions on all of the Allotted Shares corresponding to the Restricted Share Interests held by such Eligible Employee as of the date of such determination (the “Overseas Assignment Determination Date”), effective on the first day of the month immediately prior to the Eligible Employee’s departure from Japan.

(5) Acquisition without consideration by the Company

If an Eligible Employee engages in any act in violation of laws and regulations or falls under any of the specific grounds provided in the Allotment Agreement during the transfer restriction period, the Company shall acquire, as a matter of course, all of the Allotted Shares corresponding to the Restricted Share Interests held by such Eligible Employee at that time, without consideration. In addition, the Company shall acquire, as a matter of course, any Allotted Shares for which the Transfer Restrictions have not been lifted as of the expiration of the transfer restriction period or as of the timing of the lifting of the Transfer Restrictions as set forth in (3) or (4) above, without consideration.

(6) Management of shares

The Allotted Shares shall be managed in a dedicated account opened by the Stock Ownership with Nomura Securities Co., Ltd. during the transfer restriction period to ensure that they cannot be transferred, pledged, or otherwise disposed of during such period. In addition, in accordance with the provisions of the Stock Ownership Regulations and other applicable rules, the Stock Ownership shall register and manage the Restricted Share Interests separately from other membership interests held by the Eligible Employees (the “Regular Interests”).

(7) Treatment in the event of organizational restructuring, etc.

If a matter relating to an organizational restructuring, such as a merger agreement under which the Company will be dissolved, a share exchange agreement or share transfer plan under which the Company will become a wholly owned subsidiary, or any other similar organizational restructuring, is approved at a General Meeting of Shareholders of the Company (or at a meeting of the Board of Directors of the Company if such approval by the General Meeting of Shareholders is not required), during the transfer restriction period, the Company shall, by resolution of its Board of Directors, shall lift the Transfer Restrictions on all of the Allotted Shares corresponding to the Restricted Share Interests held by the Eligible Employees as of the date of such approval, effective immediately prior to the business day preceding the effective date of such organizational restructuring.

#### 4. Basis of calculation and details of the disposal amount

The Disposal of Treasury Shares to the Stock Ownership, which is the scheduled allottee, will be conducted using the Special Monetary Incentives to be provided by the Company's subsidiaries to the Eligible Employees for the purpose of granting restricted shares, and subsequently contributed by the Eligible Employees to the Stock Ownership as contribution. To eliminate arbitrariness in setting the disposal amount, the amount has been set at ¥1,864, which is the closing price of the Company's common share on the Prime Market of the Tokyo Stock Exchange on August 7, 2025 (the business day immediately preceding the date of the resolution by the Board of Directors). This amount reflects the market price immediately prior to the date of the Board resolution and is considered reasonable and not particularly advantageous to the scheduled allottee.

The rates of deviation (rounded to the second decimal place) from the average closing prices of the Company's common share on the Prime Market of the Tokyo Stock Exchange are as follows:

Period	Average closing price (rounded down to the nearest yen)	Rate of deviation
One-month period (from July 8, 2025 to August 7, 2025)	¥1,731	7.68%
Three-month period (from May 8, 2025 to August 7, 2025)	¥1,618	15.20%
Six-month period (from February 8, 2025 to August 7, 2025)	¥1,618	15.20%

The Company's Audit and Supervisory Committee (which comprises four members, including three Outside Directors) expressed the opinion that the above disposal amount, being the closing price of the Company's common share on the Prime Market of the Tokyo Stock Exchange on the business day immediately preceding the date of the Board of Directors' resolution, does not fall under a particularly advantageous price for the scheduled allottee and is lawful.

#### 5. Matters concerning procedures under the corporate code of conduct

Since the Disposal of Treasury Shares (i) results in a dilution ratio of less than 25% and (ii) does not involve any change in the controlling shareholder, it is not necessary to receive an opinion from an independent third party or to confirm the intent of shareholders, as required under Article 432 of the Securities Listing Regulations established by the Tokyo Stock Exchange.

(Reference)

[Structure of the Plan]

- (1) The Company's subsidiaries shall provide the Eligible Employees who agree to the Plan with a monetary claim as Special Monetary Incentives for the grant of restricted shares.
- (2) The Eligible Employees who agree to the Plan shall contribute the monetary claim described in (1) to the Stock Ownership.
- (3) The Stock Ownership shall aggregate the monetary claims contributed as described in (2) and make payment to the Company.
- (4) The Company shall allot the Allotted Shares as restricted shares ("RS" in the diagram below) to the Stock Ownership.
- (5) The Allotted Shares shall be deposited through Nomura Securities Co., Ltd. into a dedicated account opened by the Stock Ownership, and withdrawal shall be restricted during the transfer restriction period.
- (6) After the Transfer Restrictions are lifted, the Allotted Shares will be transferred to either the Regular Interests or a securities account in the name of the respective Eligible Employee.

