



September 18, 2025

To Whom It May Concern:

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Representative name: Satoshi Harishima, President and  
Representative Director  
(Securities code: 9628, Prime Market, Tokyo Stock  
Exchange)  
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### **Notice Regarding Disposal of Treasury Shares as Restricted Stock Compensation for Directors of the Company's Subsidiary**

At the meeting of our Board of Directors held today, we resolved to dispose of treasury shares as restricted stock compensation, with the Directors of Kizuna Holdings Corp. (hereinafter referred to as the "Subsidiary") as the planned allottees (hereinafter referred to as the "Subsidiary Directors"), and details of this disposal of treasury shares (hereinafter referred to as the "Disposal of Treasury Shares") are as follows.

#### Details

##### 1. Outline of the Disposal

(1) Disposal date	October 10, 2025
(2) Class and number of shares to be disposed	7,200 shares of the Company's common stock
(3) Disposal price	1,517 yen per share
(4) Total value of shares to be disposed:	10,922,400 yen
(5) Planned allottees	Directors of the Company's subsidiaries : 3, 7,200 shares

##### 2. Purposes and Reasons of the Disposal

The Company has introduced a stock compensation system (hereinafter referred to as the "Stock Compensation System") that grants restricted stock to its Directors (excluding Outside Directors; hereinafter referred to as the "Eligible Directors") and Executive Officers, as well as the Directors and Executive Officers of the Company's subsidiaries (hereinafter collectively referred to as the "Eligible Officers"), with the aim of sharing the benefits and risks of stock price fluctuations with shareholders and further enhancing motivation to contribute to stock price appreciation and corporate value enhancement.

In addition, at the 90th Ordinary General Meeting of Shareholders held on June 25, 2019, the Company obtained approval to set the total amount of monetary compensation claims to be granted annually to the Eligible Directors, as compensation related to restricted stock under this Stock Compensation System, at no more than 100 million yen, and to set the maximum total number of restricted shares to be allotted to the Eligible Directors in each business year at 320,000 shares (\*1).

(\*1) The Company conducted stock splits at a ratio of 2 shares for every 1 share on October 1,

2019, and again on October 1, 2023, so the maximum number of shares has been adjusted to reflect these splits)

In addition, at the Board of Directors meeting held on May 8, 2025, the Company resolved to increase the proportion of stock-based compensation in order to further enhance the linkage between stock compensation, share price growth, and corporate value enhancement, and subsequently, at the 96th Ordinary General Meeting of Shareholders held on June 25, 2025, shareholders approved the revision of the maximum total monetary claims to be granted as compensation for restricted stock for Eligible Directors from “up to 100 million yen per year” to “up to 300 million yen per year,” and the maximum number of restricted stock to be allocated to Eligible Directors in each fiscal year from “up to 320,000 shares” to “up to 960,000 shares.”

The outline of the Stock Compensation System is as follows.

#### [Outline of the Stock Compensation System]

The Stock Compensation System was introduced to grant restricted shares to the Eligible Officers, with the aim of enabling them to share in both the benefits and risks of stock price fluctuations and further enhancing their motivation to contribute to stock price appreciation and the improvement of corporate value.

Under the Stock Compensation System, the Eligible Officers, in principle, each year make payment in-kind by contributing the entire monetary compensation claims granted by the Company, based on a resolution of the Board of Directors, and in return receive newly issued or disposed shares of the Company’s common stock.

Upon the issuance or disposal of the Company’s common stock under the Stock Compensation System, the Company and the Eligible Officers shall enter into an agreement for the allotment of restricted shares (hereinafter referred to as the “Allotment Agreement”), which shall generally include the terms outlined below, including, (1) Eligible Officers shall not transfer, pledge, or otherwise dispose of the common stock of the Company allotted under the Allotment Agreement (hereinafter referred to as the “Allotted Shares”) for a certain period of time; and (2) The Company shall acquire such common stock without compensation if certain events occur.

As announced in the "Notice Regarding Disposal of Treasury Shares as Restricted Stock Compensation" dated July 17, 2025, and the "Notice Regarding the Completion of Payment for Disposal of Treasury Shares as Restricted Stock Compensation" dated August 8, 2025, the Company has disposed of treasury shares (137,200 shares) as part of the Stock Compensation System for the Eligible Officers, but this Disposal of Treasury Shares, however, is specifically intended for the Subsidiary Directors of the Subsidiary.

This time, in accordance with the Stock Compensation System, the Company has resolved to allot 10,922,400 shares of its common stock as specially designated restricted shares to the Subsidiary Directors, by way of in-kind contribution through the monetary compensation claims totaling 7,200 yen granted to them by the Subsidiary. The amount of monetary compensation claims for the Subsidiary Directors is determined comprehensively, taking into account various factors such as the level of contribution of each Director.

### 3. Overview of the Allotment Agreement

#### 1) Transfer Restriction Period

From October 10, 2025 (the payment due date) until the date on which the Subsidiary

Directors resign or retire from all positions, including as Directors or Executive Officers of the Company's subsidiaries or any other positions as determined by the Company's Board of Directors.

During the transfer restriction period stipulated above (hereinafter referred to as the "Transfer Restriction Period"), the Subsidiary Directors, etc. shall not transfer, pledge, set security interests, transfer as collateral, make inter vivos gifts, bequests, or perform any other acts of disposal regarding the restricted shares allocated to them (hereinafter referred to as the "Allotted Shares") to any third party (hereinafter referred to as the "Transfer Restrictions").

2) Acquisition of Restricted Stock Without Compensation

If a Subsidiary Director, etc., resigns or retires from their position as a Director, Executive Officer, or any other position designated by the Company's Board of Directors after the start date of the Transfer Restriction Period and before the day preceding the first Ordinary General Meeting of Shareholders of the Company to be held thereafter, then, unless there are reasons deemed justifiable by the Company's Board of Directors, the Company shall, as of the time of such resignation or retirement, automatically acquire the Allotted Shares without compensation.

Furthermore, if there are any of the Allotted Shares for which the Transfer Restrictions have not been lifted at the time the Transfer Restriction Period expires (hereinafter referred to as the "Expiration Date") based on the provisions of the Transfer Restriction release conditions described in item (3) below, the Company shall, immediately after the Expiration Date, automatically acquire such shares without compensation.

3) Lifting of Transfer Restrictions

The Company shall lift the Transfer Restrictions on all of the Allotted Shares held by the Subsidiary Director at the time of expiration of the Transfer Restriction Period, provided that the Subsidiary Director has continuously served, from the commencement date of the Transfer Restriction Period until the date of the first Ordinary General Meeting of Shareholders of the Subsidiary thereafter, as a Director, Executive Officer, or in another position designated by the Company's Board of Directors. However, if the Subsidiary Director resigns or retires from any position as a Director, Executive Officer, or other position designated by the Company's Board of Directors between the start date of the Transfer Restriction Period and the day before the first Ordinary General Meeting of Shareholders of the Subsidiary to be held thereafter, for reasons deemed legitimate by the Company's Board of Directors, then the Transfer Restrictions on the number of Restricted Shares calculated by multiplying the number of months from September 2025 (including the month of resignation or retirement) divided by 15 by the number of Restricted Shares held at that time (fractions less than one share resulting from the calculation shall be rounded down) shall be lifted immediately after such resignation or retirement.

4) Provisions Regarding the Management of Shares

The Subsidiary Directors shall open an account at SMBC Nikko Securities Inc. by the method designated by the Company, in which the Allotted Shares will be registered or recorded, and shall keep and maintain the Allotted Shares in that account until the Transfer Restrictions are lifted.

5) Treatment in the Event of Organizational Restructuring, etc.

During the Transfer Restriction Period, if a proposal concerning a merger agreement under which the Company becomes the disappearing company, a share exchange agreement or share

transfer plan under which the Company becomes a wholly owned subsidiary, or any other corporate restructuring, etc., is approved at the Company's general shareholders' meeting (provided, however, that if approval by the general shareholders' meeting is not required for such corporate restructuring, etc., the approval by the Company's Board of Directors shall apply) (only when the effective date of such corporate restructuring, etc., occurs before the Expiration Date of the Transfer Restriction Period; hereinafter referred to as the "Approval of Corporate Restructuring, etc."), and in conjunction with such corporate restructuring, etc., the Subsidiary Director resigns or retires from any positions as a Director, Executive Officer, or other position designated by the Company's Board of Directors, then, by resolution of the Board of Directors, the Transfer Restrictions shall be lifted, as of immediately prior to the close of business on the business day preceding the effective date of such reorganization, etc., with respect to the number of the Allotted Shares calculated by multiplying the number obtained by dividing the number of months from September 2025 through and including the month of such approval by 15 (provided, however, that if the result exceeds one, it shall be deemed to be one), by the number of Allotted Shares held by the Subsidiary Director as of the date of such approval (provided, however, that any fraction of less than one share resulting from such calculation shall be rounded down).

Additionally, upon approval of organizational restructuring or similar events, the Company shall, as of the business day prior to the effective date of such restructuring, automatically acquire without compensation all Allotted Shares for which the Transfer Restrictions have not been lifted as of that date.

#### 4. Basis of Calculation and Specific Details for the Payment Amount

Regarding the disposal price of the Disposal of Treasury Shares, in order to eliminate arbitrariness, the price has been set at 1,517 yen, which is the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the resolution of the Board of Directors (September 17, 2025). This is the market price of the Company's stock immediately prior to the date of the Board of Directors' resolution, and we consider it to be reasonable and not particularly advantageous.