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News Release

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Notice of Disposal of Treasury Shares as Restricted Stock Compensation

MIROKU JYOHU SERVICE Co., Ltd. (the “Company”) hereby announces that at the meeting of its Board of Directors held today, it passed a resolution to dispose of its treasury shares (the “Disposal of Treasury Shares” or “Disposal”). Details are as follows.

1. Overview of the Disposal

(1) Date of disposal	July 24, 2026
(2) Type and number of shares to be disposed of	Common stock of the Company: 12,000 shares
(3) Disposal price	1,727 yen per share
(4) Total disposal amount	20,724,000 yen
(5) Allottees, number thereof, and number of shares to be disposed of	Seven directors of the Company (excluding outside directors) 12,000 shares

2. Purpose and reasons for the Disposal

The Company passed a resolution at the meeting of the Board of Directors held on May 12, 2023 to introduce a restricted stock compensation plan (the “Plan”) as a new compensation plan for eligible Directors for the purpose of giving incentives to its Directors (excluding Outside Directors; the “Eligible Directors”) to work for the sustained improvement of the Company’s corporate value and facilitating their sense of sharing value with shareholders. In addition, at the 46th Annual General Meeting of Shareholders held on June 29, 2023, the Company received approval for paying the Eligible Directors monetary claims of up to 100 million yen per year as compensation to be used as property contributed to acquire restricted stock (“Restricted Stock Compensation”) under the Plan, for issuing or disposing of up to 50,000 shares of its common stock per year, and for setting the period from the date on which an Eligible Director receives the allotment of its common stock pursuant to the restricted stock allotment agreement concluded between the Company and the Eligible Director to the point immediately after the Director resigns or retires from his/her position as an officer or employee of the Company or its subsidiary as determined in advance by the Company's Board of Directors as the transfer restriction period for restricted stocks.

The following is an overview of the Plan.

[Overview of the Plan]

Under the Plan, the Eligible Directors will make in-kind contributions of all the monetary compensation receivables to be granted from the Company and in return receive the Company's common stock that will be issued or disposed of by the Company. The amount to be paid in per share will be determined by the Board of Directors to the extent that the amount will not be particularly advantageous to the Eligible Directors who subscribe to the Company's common shares based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day before the date of each resolution of the Board of Directors (if the trade is not made on that day, the closing price on the trading day immediately prior to that day).

In addition, when the Company's common stock is issued or disposed of based on the Plan, an allotment agreement of shares with restrictions on transfer will be concluded between the Company and the Eligible Directors, and its contents will include the following: (i) the Eligible Directors are prohibited from transferring to a third party, creating a security right on or otherwise disposing of the Company's common stock the allotment of which they received based on the allotment agreement of shares with restrictions on transfer for a certain period of time; and (ii) if certain circumstances have arisen, the Company shall acquire the common stock without consideration.

This time, after consultation with the Remuneration Committee and taking into consideration the purpose of the Plan, the Company's business performance, the scope of responsibilities of each Eligible Director, and various other circumstances, the Company has decided to grant monetary claims totaling 20,724,000 yen (the "Monetary Claims") and 12,000 common shares with the aim of providing a medium- to long-term incentive to achieve sustainable improvements in corporate value.

In the Disposition of Treasury Shares, the seven Eligible Directors who are the scheduled recipients of the allotment will pay all the Monetary Claims to the Company as the property contributed in kind and receive the Disposition of the Company's common stock (the "Allotted Shares") based on the Plan. The overview of the allotment agreement of shares with restrictions on transfer to be concluded between the Company and the Eligible Directors in the Disposition of Treasury Shares (the "Allotment Agreement") is as described in 3. below.

3. Overview of the Allotment Agreement

(1) Transfer restriction period

From July 24, 2026 (the "Disposal Date") to immediately after resigning or retiring from any position of Director, Executive Officer, Executive Officer not concurrently serving as Director, Audit & Supervisory Board Member, advisor, counselor, employee or any other equivalent position at the Company or its subsidiary, or the point when the Company's semi-annual report for the fiscal year in which the Disposal Date falls is submitted, whichever is later.

(2) Conditions for cancellation of transfer restriction

On the condition that the Eligible Director has continuously held the position of Director, Executive Officer, Executive Officer not concurrently serving as Director, Audit & Supervisory Board Member, advisor, counselor, employee or any other equivalent position at the Company or its subsidiary during the period from Disposal Date to the time immediately preceding the conclusion of the first Annual General Meeting of Shareholders to be held thereafter (the "Service Period"), the restriction on transfer of all of the Allotted Shares will be lifted at the expiration of the transfer restriction period.

(3) Handling in cases where the Eligible Directors resign or retire during the Service Period due to the expiration of their term of office or any other due cause

(i) Time when transfer restrictions are lifted

If an Eligible Director resigns or retires from his/her position as Director, Executive Officer, Executive Officer not concurrently serving as Director, Audit & Supervisory Board Member, advisor, counselor, employee or any other equivalent position at the Company or its subsidiary due to the expiration of his/her term of office or any other justifiable reason (including resignation or retirement due to death), the transfer restrictions will be lifted.

(ii) Number of shares subject to the lifting of transfer restrictions

This shall be the number of the Allotted Shares held immediately at the time of resignation or retirement specified in (i), multiplied by the number of months from the month including the Disposal Date to the month including the date of resignation or retirement of the Eligible Director, divided by the number of months in the Service Period (12) (if this number exceeds 1, it shall be 1) (however, if the calculation results in a fraction less than 1 share, such fraction shall be truncated).

(4) Acquisition of shares by the Company without compensation

If an Eligible Director violates laws and regulations during the transfer restriction period or if any of certain matters specified in the Allotment Agreement applies, the Company will automatically acquire all of the Allotted Shares held by the Eligible Director at the time of the occurrence thereof without the payment of any compensation. In addition, the Company will automatically acquire without contribution the Allotted Shares for which the Restriction is not lifted as of the expiration of the transfer restriction period or as of the lifting of the Restriction prescribed in (3) above.

(5) Measures to be taken in relation to reorganization, etc.

If a merger agreement in which the Company will become the disappearing company, a share exchange agreement or a share transfer plan in which the Company will become a wholly owned subsidiary or any other matter concerning organizational restructuring is approved at a general meeting of shareholders of the Company (however, if approval at a general meeting of shareholders of the Company is not needed, the Board of Directors of the Company), the restriction on transfer will be lifted by the resolution of the Board of Directors for the number of shares obtained by multiplying the Allotted Shares owned at that point in time by the number obtained by dividing the number of months from the month that includes the Disposal Date to the month that includes the date of the approval by the number of months during the Service Period (12) (if this number exceeds 1, it shall be 1) (however, if a fraction of less than one share arises as a result of calculation, this shall be truncated) on the business day immediately preceding the day when the organizational restructuring goes into effect. In addition, the Company will automatically acquire all the Allotted Shares for which the restriction on transfer is not lifted on the business day prior to the effective date of the organizational restructuring, etc., without consideration.

(6) Management of shares

The Allotted Shares are managed in a dedicated account opened by the Eligible Directors at Nomura Securities Co., Ltd. during the transfer restriction period so that the Eligible Directors will be unable to execute a transfer, create a security interest or dispose of them during the transfer restriction period. The Company has entered into a contract with Nomura Securities Co., Ltd. for the management of the account of the Allotted Shares owned by the Eligible Directors to ensure the effectiveness of the restriction on transfer of the Allotted Shares. The Eligible Directors shall agree on the management of the account.

4. Calculation basis of payment amounts and relevant details

The Disposition of Treasury Shares to the scheduled recipients is conducted by using as the property contributed the monetary claims granted as the restricted stock compensation for the 50th fiscal year under the Plan. The disposal price is set at 1,727 yen, which is the closing price of the Company's common stock in the Prime Market of the Tokyo Stock Exchange on June 25, 2026(business day preceding the date of resolution of the Board of Directors), to make the disposal price a price that eliminates arbitrariness. This is the market share price immediately before the date of resolution of the Board of Directors, and the Company believes that it is reasonable and does not fall under a price that is particularly favorable.