July 24, 2026

To whom it may concern,

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Notice Concerning the Disposal of Treasury Shares for Restricted Shares Compensation

GALILEI HOLDINGS CO. LTD. (the “Company”) hereby announces that a resolution was passed at a meeting of the board of directors held today to carry out the disposal of its treasury shares (hereinafter referred to as the “Disposal of Treasury Shares” or the “Disposal”), as outlined below.

1. Overview of the Disposal

(1)	Date of disposal	August 21, 2026
(2)	Class and number of shares to be dispose of	The Company's common shares, 31,109 shares
(3)	Disposal price	¥3,285 per share
(4)	Total disposal amount	¥102,193,065
(5)	Disposal recipients, number of disposal recipients, and number of shares to be disposed of	The Company's directors (excluding directors who concurrently serve as audit and supervisory committee members), 5 directors, 29,730 shares The Company's directors who concurrently serve as audit and supervisory committee members, 3 directors, 1,379 shares
(6)	Other	The Company has submitted an Extraordinary Report concerning the Disposal of Treasury Shares pursuant to the Financial Instruments and Exchange Act.

2. Purpose and Reason for the Disposal

At the meeting of the board of directors held on July 24, 2026, the Company passed the resolution to carry out the Disposal of the Treasury Shares for the purpose of providing incentives to its directors (hereinafter referred to as the “Eligible Directors”) to achieve the sustainable improvement of its corporate value and to further promote its shared values with its shareholders. At the 71st annual general meeting of shareholders held on June 27, 2022, the shareholders approved the payment of compensation to the Eligible Directors for the granting of restricted shares in accordance with the Restricted Share Compensation Scheme (hereinafter referred to as the "Scheme").

Overview of the Scheme

Under the Scheme, the Eligible Directors will contribute in kind the full amount of monetary claims granted to them by the Company and will, in return, receive the Company's common shares that will be issued or disposed of. The paid-in amount per share will be determined by the board of directors, based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately before the date of each resolution of the board of directors (or if no trading is executed on that day, the closing price on the most recent trading day immediately before that day), to the extent that the paid-in amount will not be particularly favorable to the Eligible Directors who will receive such common shares.

In addition, before issuing or disposing of the Company's common shares under the Scheme, a restricted share allotment agreement must be entered into between the Company and the Eligible Directors, which should include the following provisions: (1) The Eligible Directors are prohibited from transferring, creating any security interest on, or otherwise disposing of the Company's common shares that they have received by allotment under the Restricted Share Allotment Agreement for a specific period, and (2) The Company will acquire such common shares without contribution if certain events occur.

Following consultation with the Remuneration Advisory Committee and discussion among the directors who concurrently serve as audit and supervisory committee members, and after taking into account the purpose of the Scheme, the Company's business performance, the scope of duties and responsibilities of each Eligible Director, and various other factors, the Company has determined to grant monetary claims totaling 102,193,065 yen to acquire 31,109 common shares (hereinafter referred to as the "Monetary Claims").

In the Disposal of Treasury Shares, eight Eligible Directors who are proposed allotment recipients will, under the Scheme, contribute in kind the full amount of the Monetary Claims to the Company and will, in return, receive the Company's common shares that will be issued or disposed of (hereinafter referred to as the "Allotted Shares"). A restricted share allotment agreement that will be executed between the Company and the Eligible Directors in the Disposal of Treasury Shares (hereinafter referred to as the "Allotment Agreement") is outlined in "3. Overview of the Allotment Agreement" below.

3. Overview of the Allotment Agreement

(1) Transfer restriction period

From August 21, 2026 until the time immediately after an Eligible Director's resignation or retirement from the position of the Company's director (or the Company's director who concurrently serves as an audit and supervisory committee member)

(2) Conditions for lifting transfer restrictions

Upon expiration of the transfer restriction period, the transfer restrictions on all of the Allotted Shares will be lifted on the condition that an Eligible Director has continuously held the position of the Company's director (or the Company's director who concurrently serves as an audit and supervisory committee member) throughout the period from the date on which they began executing their duties until the time immediately before the closing of the first annual general meeting of shareholders held thereafter (hereinafter referred to as the "Period of Service").

(3) Treatment in the event of an Eligible Director's resignation or retirement due to the expiration of their term or for any other valid reasons during the Period of Service

1) Timing of lifting the transfer restrictions

When an Eligible Director resigns or retires from the position of the Company's director (or the Company's director who concurrently serves as an audit and supervisory committee member) due to the expiration of their term or for any other valid reasons (including resignation or retirement by death), the transfer restrictions will be lifted immediately after the Eligible Director's resignation or retirement.

2) Number of shares on which the transfer restrictions will be lifted

The number of shares on which the transfer restrictions will be lifted will be the number of the Allotted Shares held by the Eligible Director at the time of resignation or retirement referred to in 1) above, multiplied by the number obtained by dividing the number of months from the month in which the date of the allotment resolution falls to the month in which the Eligible Director's resignation or retirement date falls, by the number of months in the Period of Service (12) (if the resulting number exceeds 1, it will be deemed as 1) (provided, however, that any fractional shares of less than one share resulting from the calculation will be rounded).

(4) Acquisition by the Company without consideration

If an Eligible Director violates the law or otherwise falls under any of the circumstances specified in the Allotment Agreement during the transfer restriction period, the Company will rightfully acquire, without consideration, all of the Allotted Shares then held by the Eligible Director. In addition, the Company will rightfully acquire, without consideration, any Allotted Shares on which the transfer restrictions have not been lifted at the time of expiration of the transfer restriction period or at the time of lifting of the transfer restrictions specified in (3) above.

(5) Treatment in the event of organizational restructuring etc.

If, during the transfer restriction period, a merger agreement under which the Company will be a disappearing company, a share exchange agreement under which the Company will be a wholly-owned subsidiary, or a share transfer plan or any other matters relating to organizational structuring are approved at the Company's general meeting of shareholders (or at a meeting of the Company's board of directors if approval of the Company's general meeting of shareholders is not required for such organizational restructuring), the transfer restrictions will be lifted with respect to the number of the Allotted Shares held at that time, multiplied by the number obtained by dividing the number of months from the month in which the date of the allotment resolution falls to the month in which the Eligible Director's resignation or retirement day falls, by the number of months in the Period of Service (12) (if the resulting number exceeds 1, it will be deemed as 1) (provided, however, that any fractional shares of less than one share resulting from the calculation will be rounded), by a resolution of the board of directors, immediately before the business day preceding the effective date of the organizational restructuring. In addition, immediately after the transfer restrictions are lifted, the Company will rightfully acquire, without consideration, all of the Allotted Shares on which the transfer restrictions have not been lifted.

(6) Management of the shares

During the transfer restriction period, the Allotted Shares will be managed in a dedicated account opened by each Eligible Director with Nomura Securities Co., Ltd. to ensure that no Eligible Director can transfer, create any security interest on, or otherwise dispose of the Allotted Shares during the transfer restriction period. To ensure the effectiveness of the transfer restrictions on the Allotted Shares, the Company has entered into an agreement with Nomura Securities Co., Ltd. in connection with the management of the accounts for the Allotted Shares held by each Eligible Director. The Eligible Directors must agree to the terms and conditions of the management of the accounts.

4. Basis for calculating the paid-in amount and specific details.

The Disposal of Treasury Shares to the proposed allotment recipients will be carried out, using the monetary claims granted as restricted share compensation for the Company's 76th fiscal year under the Scheme, as property contributed in kind. To eliminate any arbitrariness in determining the disposal price, the disposal price has been set at 3,285 yen, which is the closing price of the Company's common shares on the Prime Market of the Tokyo Stock Exchange on July 23, 2026 (the business day immediately before the date of the board resolution). This is the market price immediately before the date of the board resolution, and the Company believes it is a reasonable price and is not particularly favorable to the Eligible Directors.