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October 13, 2026

To whom it may concern

Company name:	DOUTOR·NICHIRES Holdings Co., Ltd.
Name of representative:	Masanori Hoshino, Representative Director and President
	(Securities Code: 3087, TSE Prime Market)
Inquiries:	Kazuhiro Sekine, Director
	(TEL: +81-3-5459-9178)

Notice Concerning Disposal of Own Shares Due to Introduction of Share Grant Trust (J-ESOP-RS)

At the meeting of the Board of Directors held today, DOUTOR·NICHIRES Holdings Co., Ltd. (the "Company") resolved to introduce the Share Grant Trust (J-ESOP-RS) (the "Plan"; the trust established based on the trust agreement concluded with Mizuho Trust & Banking Co., Ltd. in relation to the Plan is referred to as the "Trust"), an incentive plan to grant the Company's shares to employees of the Company and its subsidiaries (collectively, "Target Companies") ("Employees"), in order to further strengthen the linkage between the Company's share price and business performance and employee compensation and to share the economic benefits with shareholders, thereby raising the motivation and morale of Employees to improve the share price and business performance.

Additionally, in connection with the introduction of the Plan, the Company hereby announces that it resolved to dispose of its own shares (the "Disposal of Own Shares"), as detailed below.

<Introduction of the Plan>

1. Background to the introduction

The Company has been considering various incentive plans to encourage Employees to take on challenges at a higher level and reward their achievements in order to realize a prosperous society through food and beverage. The Company has decided to introduce the Plan to grant the Company's shares to Employees and to reflect stock price fluctuations in their compensation.

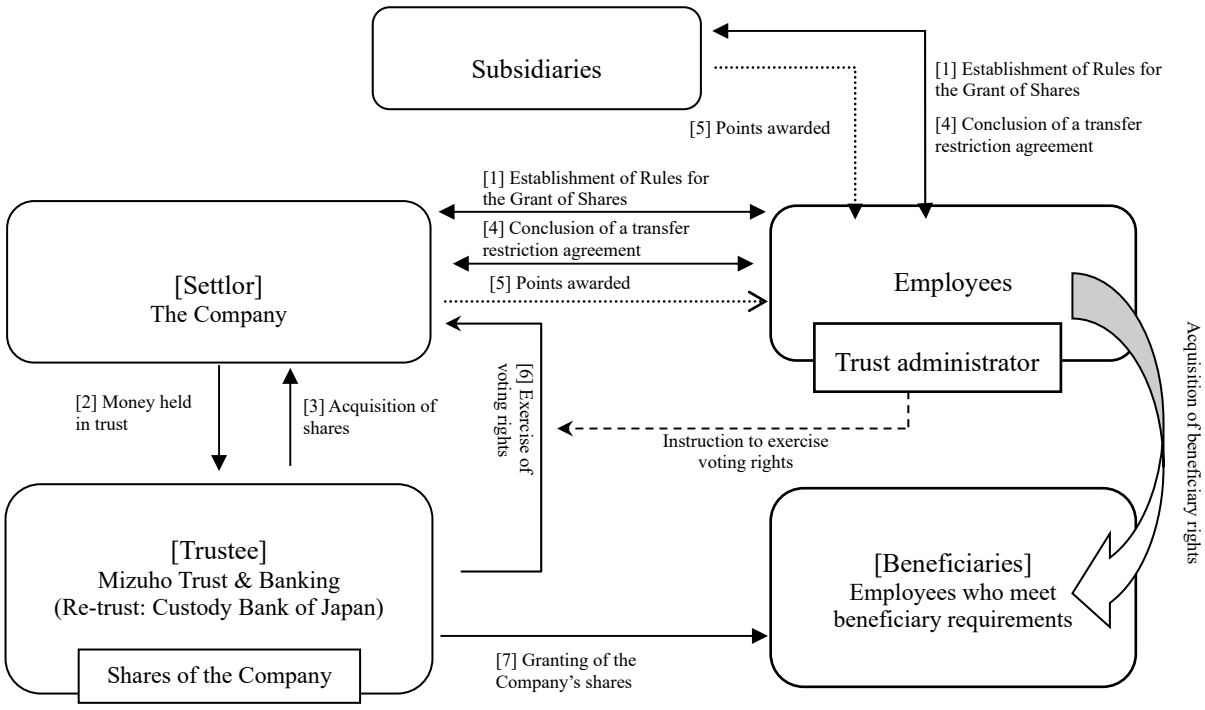
2. Outline of the Plan

The Plan is a trust-based scheme modeled after the Employee Stock Ownership Plan (ESOP) in the United States. Based on the Rules for the Grant of Shares established by the Company in advance, the Company's shares are granted to Employees who meet certain requirements.

The Company awards points to Employees in accordance with their individual contributions, and after Employees acquire beneficiary rights under certain conditions, the number of the Company's shares corresponding to the points awarded will be granted to each such Employee. In the event that Employees are granted the Company's shares while employed, each such Employee is to conclude a restricted transfer agreement with the Company prior to being granted the Company's shares. As a result, transferring or otherwise disposing of the Company's shares granted to Employees during their employment will be restricted until each such Employee retires.

Shares to be granted to Employees, including future shares, will be acquired in advance using money pre-designated for the trust, and will be held separately as trust assets. The introduction of the Plan is expected to increase the interest of Employees in improving the stock price and business performance and contribute to enhancing Employees' motivation and engagement at work.

[System of the Plan]



[1] Target Companies will establish Rules for the Grant of Shares upon introduction of the Plan.

[2] The Company entrusts money to Mizuho Trust & Banking (re-entrusted to Custody Bank of Japan) as a third-party-benefit trust in order to acquire shares to be granted to Employees in the future in accordance with the Rules for the Grant of Shares.

[3] The Trust will acquire the Company's shares using money placed in trust in [2] as the source of funds, either through the stock exchange market or by subscribing for the Company's disposal of its own shares.

[4] Each Employee is to enter into a transfer restriction agreement with the Company, which includes a provision to the effect that transferring or otherwise disposing of the Company's shares granted to the Employee during employment will be restricted until the Employee retires from the Company, as well as a provision for the acquisition of shares without consideration by the Company.

[5] Target Companies award points to Employees in accordance with the Rules for the Grant of Shares.

[6] The Trust exercises voting rights based on instructions from the trust administrator.

[7] The Trust will grant the Company's shares to Employees who satisfy the beneficiary requirements set forth in the Rules for the Grant of Shares (the "Beneficiaries") in accordance with the number of points awarded to each Beneficiary.

<Regarding the Disposal of Own Shares>

3. Outline of the disposition

(1)	Date of disposal	October 30, 2026
(2)	Class and number of shares to be disposed of	150,000 shares of common stock
(3)	Disposal price	3,095 yen per share
(4)	Total amount of disposal	464,250,000 yen
(5)	Prospective allottee	Custody Bank of Japan, Ltd. (Trust E Account)
(6)	Other matters	Regarding the Disposal of Own Shares, the Company will submit an extraordinary report under the Financial Instruments and Exchange Act.

(Note) Custody Bank of Japan, Ltd. (Trust E Account), the prospective allottee, is a trust account established by entering into a trust agreement (the "Trust Agreement") between the Company and Mizuho Trust & Banking Co., Ltd., wherein the Company is the settlor and Mizuho Trust & Banking Co., Ltd. is the trustee (the re-trustee is Custody Bank of Japan, Ltd.). The Disposal of Own Shares is conducted to grant benefits to Employees under the Plan, and is substantially the same as the allocation of shares to Employees as consideration for the provision of services to Target Companies.

4. Purpose and reasons for the disposition

The Disposal of Own Shares is the disposition of the Company's own shares to Custody Bank of Japan, Ltd. (Trust E Account), which serves as the re-trustee entrusted by the trustee of the Trust, in order to hold and dispose of the Company's shares for the operation of the Plan.

The number of shares to be disposed is equivalent to the number of shares expected to be granted to Employees during the trust period in accordance with the Rules for the Grant of Shares (for five fiscal years from the fiscal year ending on the last day of February 2027 to the fiscal year ending on the last day of February 2031), which is 0.33% of the total number of issued shares as of August 31, 2026, which is 45,609,761 shares (0.36% of the total number of voting rights, which is 420,079, as of August 31, 2026 (both percentages are rounded to the second decimal place)). The Company judges that the scale of dilution is reasonable in light of the purpose of the Plan.

5. Outline of the Trust

(1) Name	: Share Grant Trust (J-ESOP-RS)
(2) Settlor	: the Company
(3) Trustee	: Mizuho Trust & Banking Co., Ltd. (Re-trustee: Custody Bank of Japan, Ltd.)
(4) Beneficiaries	: Employees who meet the beneficiary requirements set forth in the Rules for the Grant of Shares
(5) Trust administrator	: Selected from Employees
(6) Type of trust	: Trust of money other than a money trust (third-party benefit trust)
(7) Purpose of the trust	: To grant the Company's shares, which are trust assets, to Beneficiaries in accordance with the Rules for the Grant of Shares
(8) Date of conclusion of the trust agreement	: October 30, 2026
(9) The day on which money is entrusted	: October 30, 2026
(10) Period of the trust	: From October 30, 2026 until the termination of the trust (Specific termination date is not set; the trust will continue as long as the Plan continues.)

6. Basis for calculating the disposal value and its specific details

The disposal price has been decided to be the closing price of the Company’s common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of the Board Resolution for the Disposal of Own Shares, which was 3,095 yen.

The closing price on the business day immediately prior to the date of the Board Resolution was determined to be reasonable because it represents the Company's appropriate corporate value on the stock market.