

August 21, 2024

For Immediate Release

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## Notice of Disposal of Treasury Stock as Restricted Stock Compensation for Employees

The Company hereby announces that a resolution was passed at the Board of Directors meeting today to dispose of treasury stock as restricted stock compensation (“the Disposal”).

### 1. Overview of the Disposal

(1) Payment date	November 27, 2024
(2) Number and type of shares	27,600 ordinary shares of the Company
(3) Price	185 yen per share
(4) Total amount	5,106,000 yen
(5) Allottee(s)	38 of the Company’s employees (including executive officers who are employees): 27,600 shares

### 2. Purpose of and Reasons for the Disposal

The Company decided to proceed with this disposal of treasury shares under the restricted stock compensation plan, “Liveshare.” For more details about the purpose, reasons, and specifics of the plan, please refer to the February 20, 2024 notice titled “Notice of Disposal of Treasury Stock as Restricted Stock Compensation for Employees.”

The Company has resolved to allocate a total monetary claim of 5,106,000 yen and, as part of this disposal, grant 27,600 ordinary shares (the “Allocated Shares”) to 38 employees, including executive officers with employment contracts (the “Eligible Employees”), who meet certain requirements. The Allocated Shares will be subject to a transfer restriction period of approximately five years.

The Eligible Employees will pay all of the monetary claims provided to them as assets contributed in kind by way of subscription to the ordinary shares to be allocated by the Company through the Disposal. Furthermore, in conjunction with the Disposal, the Company will enter into a Restricted

Stock Allotment Agreement with the Eligible Employees, the contents of which include the points outlined in “3. Overview of Allotment Agreement.”

The Allotted Shares will be allocated only to those Eligible Employees who wish to subscribe.

### **3. Overview of Allocation Agreement**

#### **(1) Transfer Restriction Period**

Eligible Employees shall not transfer, pledge, or otherwise dispose of the Allotted Shares during the period from November 27, 2024 (payment date) to August 1, 2029.

#### **(2) Conditions for Lifting of Transfer Restriction**

The transfer restriction on all of the Allotted Shares shall be lifted upon the conclusion of the Restriction Period, provided that the Eligible Employee has continuously held the position of director, corporate auditor, executive officer, or employee of the Company or a subsidiary for a period of one year from the payment date (the “Term of Service”). However, in the event that the Eligible Employee loses their position as a director, corporate auditor, executive officer, or employee of the Company or a subsidiary during the Term of Service due to the expiration of the employment period (except in the case of reemployment after reaching retirement age, provided that the reemployment period has expired), or for any other reason deemed justifiable by the Board of Directors of the Company (excluding the loss of position due to the death of the Eligible Employee), the transfer restriction shall be lifted upon the conclusion of the Restriction Period. The number of Allotted Shares shall be calculated by dividing the number of months from the month including the payment date to the month including the date of said loss of position by 12, multiplied by the number of Allotted Shares (however, if the calculation results in a fraction of less than 100 shares, such fraction shall be rounded down, and if the rounding results in 0 shares, the number of shares shall be 100 shares). Furthermore, in the event that the Eligible Employee loses their position as a director, corporate auditor, executive officer, or employee of the Company or a subsidiary due to death during the Restriction Period, the transfer restriction on all of the Allotted Shares shall be lifted at the time of said loss of position.

#### **(3) Acquisition by the Company Without Consideration**

Naturally, the Company shall acquire the Allotted Shares for which the transfer restriction has not been lifted without consideration upon the conclusion of the Restriction Period.

#### **(4) Share Management**

The Allotted Shares shall be managed in a dedicated account for restricted stock opened by the Eligible Employee with Daiwa Securities Co. Ltd. during the Restriction Period so that the Allotted Shares may not be transferred, pledged, or otherwise disposed of during the Restriction Period.

#### **(5) Handling of Organizational Restructuring**

In the event that a merger agreement under which the Company becomes defunct, a share exchange agreement under which the Company becomes a wholly owned subsidiary, a share transfer plan, or any other matters relating to organizational restructuring are approved at a General Meeting of Shareholders of the Company (or, if approval at a General Meeting of Shareholders of the Company is not required for such organizational restructuring, the Board of Directors of the Company) during the Restriction Period, the transfer restriction on all of the Allotted Shares shall be lifted as of the business day immediately preceding the effective date of such organizational restructuring upon resolution by the Board of Directors.

### **4. Basis and Specifics for Calculating the Amount to Be Paid In**

The Disposal is to be conducted with the monetary claims provided to the allottees as the assets to be contributed. The amount to be paid is set at 185 yen, which is the closing price of the Company’s ordinary stock on the Tokyo Stock Exchange on August 20, 2024 (the business day before the date of the Board of Directors resolution), to eliminate any arbitrariness. This is the market share price immediately prior to the date of the Board of Directors’ resolution. In the absence of special circumstances indicating that the most recent share price cannot be relied upon, the Company believes that this is a reasonable price that appropriately reflects the Company’s corporate value and is not particularly favorable to the Eligible Employees.