November 12, 2024

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Notice of Disposal of Treasury Shares as Restricted Stock for Transfer to Employees of the Company

The Company hereby announces that its Board of Directors has resolved at a meeting held on November 12, 2024, to dispose of treasury shares (hereinafter referred to as the "Disposal of Treasury Shares" or the "Disposal") as described below.

1. Outline of Disposal

(1)	Date of Disposal	February 28, 2025
(2)	Type and number of shares to be disposed of	Common stock of the company 31,200 shares (The calculation is based on the assumption that 150 shares will be granted to each of the 208 employees(This includes employees of our company who are seconded to our group companies. The same applies below.) of the Company, which is the maximum number of people who can be covered by the System.)
(3)	Disposal value	2,398 yen per share
(4)	Total amount of Disposal	74,880,000 yen
(5)	Recipient of Disposal, number of the recipients, number of shares disposed of	Employees of the company 208 persons　31,200 shares Notes that a portion of applications for the number of shares granted by each of our employees is not accepted.

2. Purpose and Reason for the Disposal

The Company has introduced a system of granting shares with restrictions on transfer (the "System") for the Company's group employees (the "Eligible Employees") from fiscal 2022.

The purpose and outline of the System are as follows.

【Purpose of Introducing the System】

The Group aims to promote harmony and the expansion of the interests and happiness of all stakeholders, including customers, shareholders, investors, communities and society, and business partners, employees and future generations. In order to achieve this goal, we endeavor to create value that we can share with our stakeholders by taking their perspectives into consideration as we deliberate and take action on all matters. We hope to promote "Stakeholder-oriented management" to improve our corporate value as a result of these endeavors.

In the future, we will expand our "human capital investment," which combines corporate culture and human growth, based on our management philosophy of "Continue evolving to better aid our customers " and "Equate the development of our people with the development of our company ."

By positioning the introduction of the System as "human capital investment", we believe that aligning interests will lead to further promotion of "stakeholder-oriented management" and sustainable enhancement of corporate value, such as by cultivating shareholder awareness among employees by having them think from the same perspective as shareholders and investors, and by accomplishing affluence together through the long-term improvement of the price of treasury shares and the enjoyment of economic benefits.

【Outline of the System, etc.】

Eligible employees will pay in all of the monetary claims provided by the Company under the System as payment in kind and will receive an issue or disposal of the Company's common shares (hereinafter referred to as "Allotted Shares"). The amount to be paid 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 preceding the date of each Board of Directors resolution (if no trade was executed on that date, the closing price of the most recent trading day prior to that date will be used), within the scope of not being an amount that is particularly advantageous to the employees who will subscribe for the common shares.

In addition, when issuing or disposing of the Company's common shares under the System, the Company and the eligible employees shall enter into a share allotment agreement with restrictions on transfer, and the content of the agreement shall be as follows: (1) The eligible employees shall be prohibited from transferring, creating security interests in, or otherwise disposing of the Company's common shares allotted to them under the share allotment agreement with restrictions on transfer to third parties for a certain period of time on the common stock of the Company allocated to them under the share allocation agreement with restrictions on transfer, and that (2) the Company shall acquire the common stock in question without compensation in the event of certain circumstances arising.

In this disposal of treasury shares, a total of 74,880,000 yen in monetary claims (hereafter referred to as "the monetary claims") and 31,200 shares of common stock will be granted to the 208 eligible employees who are scheduled to receive the allocation. In addition, the transfer restriction period has been set at five years in order to accomplish the System's objectives of cultivating shareholder awareness and sharing shareholder value over the medium term.

As the System involves the Company providing monetary claims to each eligible employee for investment in kind, there will be no reduction in the wages of the Company's employees as a result of the disposal of treasury shares. In addition, since the Allotted Shares will only be allocated to the Allottees who wish to subscribe for them, if there are no applications for

subscription, the Monetary Claims will be extinguished.
In this disposal of treasury shares, the outline of the share allotment agreement with restrictions on transfer (hereinafter referred to as the "Allotment Agreement") to be concluded between the Company and the eligible employees is as follows 3. below.

3. Outline of the Allotment Agreement

(1) Restricted transfer period

From February 28, 2025 to February 28, 2030

(2) Conditions for lifting the restriction on transfer

The condition is that the eligible employee continues to hold the position of an officer or employee of the Company or its subsidiary during the transfer restriction period,transfer restrictions will be lifted for all of the allotted shares at the expiration of the transfer restriction period.

(3) Handling of cases where an eligible employee retires or resigns during the Restricted Transfer Period due to death or other reasons that the company deems unavoidable (including mandatory retirement, retirement due to the expiration of a fixed-term reemployment contract after mandatory retirement, and dismissal or termination of employment for reasons such as business downsizing or other management-related reasons, but excluding dismissals or terminations of employment for personal reasons or other reasons. The same applies below.)

① Timing of the lifting of the restriction on transfer

If an Eligible Employee resigns or retires from any position as an officer or employee of the Company or its subsidiaries due to reasons that the Company deems unavoidable, such as death, the restriction on transfer will be lifted as of the time immediately following such resignation or retirement. However, if the time at which the Eligible Employee resigns or retires from any position as an officer or employee of the Company or its subsidiaries is before July 1, 2025, regardless of the reason, the transfer restriction will not be lifted for all of the Allotted Shares.

② Number of shares subject to the lifting of the transfer restriction

The number of shares subject to the lifting of the transfer restriction shall be the number of shares calculated by multiplying the number of Allotted Shares held at the time of the relevant resignation or retirement as specified in ① by the number obtained by dividing the Covered Employee's period of employment during the transfer restriction period (monthly) by 60 (if the result exceeds 1, the number shall be 1)(However, if the calculation results in a fraction less than 1 share, it will be rounded down).

If the date of resignation or retirement of the eligible employee is before July 1, 2025, the number of allotted shares subject to the lifting of the transfer restriction shall be 0 shares.

(4) Acquisition by the Company without consideration

The Company shall automatically acquire without consideration the Allotted Shares for which the transfer restriction has not been lifted at the time of the expiration of the transfer restriction period or at the time of resignation or retirement as stipulated in (3) above. In addition, if the Eligible Employee falls under any of the following events during the Restricted Transfer Period: death, resignation or retirement from any position as an officer or employee of the Company or its Eligible Subsidiaries, except for reasons that the Company deems unavoidable; or any other violation of laws or regulations, the Company shall automatically and without compensation acquire all of the Allotted Shares.

(5) Handling in the event of organizational restructuring, etc.

If, during the period of restriction on transfer, a merger agreement in which the Company becomes the dissolving company, a share exchange agreement in which the Company becomes a wholly owned subsidiary, a share transfer plan, or other matters related to organizational restructuring a general meeting of shareholders(However, in the case of a reorganization that does not require the approval of a general meeting of shareholders, the Company's Board of Directors may, if the applicable) of the Company, the Board of Directors may, by resolution, decide that the number of shares of shares held at the time multiplied by the number of years of the Target Employee's employment during the period(monthly) of the transfer restriction divided by 60 (if the result exceeds 1, the number shall be 1)(However, if the calculation results in a fraction less than 1 share, it will be rounded down), the transfer restriction on the relevant shares will be lifted as of the time immediately before the effective date of the organizational restructuring, etc.Immediately after the Transfer Restrictions are lifted, the Company will naturally acquire all of the Allotted Shares for which the Transfer Restrictions have not been lifted, free of charge. If the time immediately before the business day immediately preceding the effective date of the reorganization, etc. is up to July 1, 2025, the Company will automatically acquire all of the Allotted Shares without consideration as of the time immediately before the business day immediately preceding the effective date of the reorganization, etc.

(6) Management of Shares

The Allotted Shares will be managed in a dedicated account opened by the Eligible Employee at Nomura Securities Co., Ltd. during the Restricted Transfer Period to prevent the transfer, establishment of security interests or other disposition of the Allotted Shares during the Restricted Transfer Period. In order to ensure the effectiveness of the transfer restrictions, etc. on the Allotted Shares, the Company has entered into an agreement with Nomura Securities Co., Ltd. in relation to the management of the accounts for the Allotted Shares held by each Eligible Employee. In addition, the Eligible Employees shall agree to the content of the management of said accounts.

4. Basis for Calculation of the Amount to be Paid and Specific Details

This disposition of treasury stock will be conducted with the monetary claims provided to the allottees as the assets to be contributed, and the disposition price will be a price that eliminates arbitrariness. For that reason 2,398 yen, which is the closing price of the Company's common stock on the Prime Market of the Tokyo Stock Exchange on November 11, 2024 (the business day preceding the date of the Board of Directors' resolution). This is the market price immediately prior to the date of the Board of Directors' resolution and is not a particularly favorable price and is considered reasonable.