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MEMBERSHIP

June 25, 2025

Company name: LIFEDRINK COMPANY, INC.
Stock exchange listing: Prime Market, Tokyo Stock Exchange
Code number: 2585
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Notice Regarding Issuance of New Shares as Restricted Stock to Directors, etc.

LIFEDRINK COMPANY, INC. (the "Company") hereby announces that at the meeting of the Board of Directors held on June 25, 2025, the Company resolved to issue new shares as restricted stock (hereinafter, the "new share issuance") as described below.

1. Overview of New Share Issuance to Directors

(1) Allotment date	July 25, 2025
(2) Type and number of shares to be Issued	Common stock / 20,117 shares
(3) Allottees and number of persons to whom shares will be allotted and number of shares to be allotted	One member of the Board of Directors of the Company who is not an Audit & Supervisory Committee Members / 18,289 shares Three members of the Board of Directors of the Company who are Audit & Supervisory Committee Members / 1,828 shares
(4) Issue price	JPY 2,187 per share
(5) Total value of issuance	JPY 43,995,879
(6) Other	Since the new shares are subject to a restriction that prohibits their transfer until the submission of the Company's semi-annual report for the fiscal year to which the date of delivery to the directors belongs and the total value of issuance is less than 100 million yen, no securities registration statement or extraordinary report has been filed for the new share issuance under the Financial Instruments and Exchange Act. This new share issuance constitutes issuing shares of the common stock of the Company as compensation for directors of the Company, and no payment of money or delivery of property in exchange for such common stock will be required.

2. Overview of New Share Issuance to Employees

(1) Payment date	July 25, 2025
(2) Type and number of shares to be Issued	Common stock / 1,828 shares
(3) Allottees and number of persons to whom shares will be allotted and number of shares to be allotted	One (1) Employee of the Company / 1,828 shares

(4) Issue price	JPY 2,187 per share
(5) Total value of issuance	JPY 3,997,836
(6) Other	Since the new shares are subject to a restriction that prohibits their transfer until the submission of the Company's semi-annual report for the fiscal year to which the date of delivery to the employee belongs and the total value of issuance is less than 100 million yen, no securities registration statement or extraordinary report has been filed for the new share issuance under the Financial Instruments and Exchange Act.

3. Purposes of and Reasons for Issuance

At the meeting of the Board of Directors held on May 27, 2022, a resolution was passed regarding the introduction of a restricted stock compensation plan (hereinafter, the "Plan") for the Directors of the Company, including future appointed Directors (including Directors who are Audit and Supervisory Committee Members, hereinafter, the "Eligible Directors") as a medium- to long-term incentive, in order to sustainably increase the Company's corporate value, as well as to further promote shared interests between Eligible Directors and shareholders. Thereafter, the Plan was approved at the 50th Ordinary General Meeting of Shareholders held on June 28, 2022.

Taking into consideration the objectives of the Plan, the Company's performance, the scope of responsibilities of each Eligible Director, and other factors, the Company has decided to grant a total of 20,117 common shares of its stock to each of the four Eligible Directors of the Company free of charge as compensation for the performance of their duties (hereinafter, the "Grant"), based on a resolution of the Board of Directors held today with one Director (excluding Directors who are Audit and Supervisory Committee Members), and on a discussion between the Directors who are Audit and Supervisory Committee Members also held today with the three Directors who are Audit and Supervisory Committee Members. In addition, pursuant to a resolution at the Board of Directors meeting held today, the Company has decided to grant 1,828 common shares of the Company (collectively with those of the Eligible Directors, hereinafter, the "Allocated Shares") to one of the Company's employees (hereinafter, the "Eligible Employee") as a contribution in kind of a total of JPY 3,997,836 in monetary claims against the Company (the amount of monetary claims to be contributed per offered share is JPY 2,187).

The outline of the restricted stock allocation agreement to be concluded between the Company and the Eligible Directors for this grant is as set out in Section 4 below. The Company also plans to conclude a similar restricted stock allocation agreement with the Eligible Employee, who is the intended recipient of the New Share Issuance.

4. Outline of the Restricted Stock Allocation Agreement

(1) Transfer Restriction Period

The Eligible Directors shall not transfer, create security interest on, or otherwise dispose of the Allocated Shares during the period from July 25, 2025 (the Allotment Date) until the date on which the Eligible Directors loses their positions as directors of the Company (or, if that date is prior to the date of submission of the Company's semi-annual report for the 2025 fiscal year, then the date of submission of said semi-annual report).

(2) Conditions for cancelling transfer restriction

On the condition that an Eligible Director continuously serves in the position of a director of the Company (hereinafter, the "Position") during the period from July 25, 2025 (the Allotment Date) until the conclusion of the next ordinary general meeting of shareholders (hereinafter, the "Service Period"), the Company will cancel the transfer restriction regarding all Allocated Shares when the transfer restriction period expires. Note that in cases wherein the Eligible Director retires from the Position or ceases to be a director of the Company due to their death or due to other reasons recognized as valid by the Board of Directors during Service Period, the transfer restriction will be canceled for a portion of the Eligible Director's Allocated Shares on the day following the date of the loss of said Position. This portion will be calculated on the day following the date of the loss of the Position by first dividing the number of months from July 2025 to the month that contains the date when the loss occurred by 12 (if the result is greater than 1,

it shall be treated as 1) and then multiplying this number by the total amount of the Allocated Shares allocated to the Eligible Director (rounding down any fractional share that may arise as a result of such calculation,).

(3) Acquisition of the Allocated Shares by the Company without consideration

The Company will, as a matter of course, acquire the Allocated Shares without consideration in cases where the transfer restriction has not been released at the time of the expiration of the restriction period or at any other time specified in the agreement. In addition, the Company will acquire all of the Allocated Shares from the Eligible Director without consideration in the event of certain acts of misconduct by an Eligible Director as determined separately by the Board of Directors of the Company.

(4) Management of shares

To ensure that the Allocated Shares cannot be transferred, used to create any security interest, or otherwise disposed of during the transfer restriction period, they shall be managed during the transfer restriction period in a dedicated account for the Allocated Shares opened with Daiwa Securities Co. Ltd. by the Eligible Director.

(5) Provision for cases where the Company undergoes reorganization, etc.

If, during the transfer restriction period, a merger agreement in which the Company is the absorbed company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary of another company, or any other matter concerning reorganization, etc. is approved by the Company's General Shareholders' Meeting (or, if the approval of the General Shareholders' Meeting is not required, by the Company's Board of Directors), the transfer restrictions for a portion of the Eligible Director's Allocated Shares will be lifted immediately before the business day prior to the effective date of the reorganization, etc., by resolution of the Board of Directors. This portion will be calculated by first dividing the number of months from July 2025 to the month that contains the effective date of the reorganization, etc., by 12 (if the result is greater than 1, it shall be treated as 1) and then multiplying this number by the total amount of the Allocated Shares held by the Eligible Director at that time (rounding down any fractional share that may arise as a result of such calculation).

5. Basis for calculating paid-in amount and details thereof for the issuance of new shares to the Eligible Employee

As described above, the new share issuance to the Eligible Employee who is scheduled to receive shares will be carried out based on the resolution of the Company's Board of Directors, using the monetary compensation claims granted to the Eligible Employee and, in order to ensure that there is nothing arbitrary in the valuation, the amount paid per share shall be JPY 2,187, a figure that represents the closing price of ordinary shares in the Company on the Tokyo Stock Exchange on June 24, 2025 (the business day before the date of the resolution of the Board of Directors). This is the market price immediately before the date of the resolution of the Board of Directors, and the Company believes that it is a reasonable value that appropriately reflects the value of the Company with no special circumstances that would indicate that the recent share price is unreliable, and that it does not constitute any special benefit for the Eligible Employee.