JINUSHI Co., Ltd.

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Company name: JINUSHI Co., Ltd.
Name of representative: Hirofumi Nishira, Representative Director and President
(Securities code: 3252; TSE Prime)
Inquiries: Sou Yamashita, General Manager of Investor Relations & Public Relations Office
(Telephone: +81-(0)3-5220-2902)

Notice of Disposal of Treasury Shares as Restricted Stock Compensation

JINUSHI Co., Ltd. (the "Company") hereby announces that at the Board of Directors meeting held today, it resolved to dispose of treasury shares (the "Disposal of Treasury Shares" or the "Disposal") as follows.

1. Overview of the Disposal

< For Eligible Directors (as defined below) >

(1)	Disposal date	April 18, 2025
(2)	Class and number of shares to be disposed	24,585 shares of common stock of the Company
(3)	Disposal price	2,115 yen per share
(4)	Total value of shares to be disposed	51,997,275 yen
(5)	Allottees and number thereof, number of shares to be disposed	Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors): 2 24,585 shares
(6)	Others	The Company has submitted the Extraordinary Report (Japanese only) regarding the Disposal of Treasury Shares in accordance with the Financial Instruments and Exchange Act.

<For Eligible Employees (as defined below)>

(1)	Disposal date	April 18, 2025
(2)	Class and number of shares to be disposed	121,335 shares of common stock of the Company
(3)	Disposal price	2,115 yen per share
(4)	Total value of shares to be disposed	256,623,525 yen
(5)	Allottees and number thereof, number of shares to be disposed	Employees: 97 121,335 shares
(6)	Others	The Company has submitted the Extraordinary Report (Japanese only) regarding the Disposal of Treasury Shares in accordance with the Financial Instruments and Exchange Act.

2. Purposes and Reasons of the Disposal

As announced in the "Notice Concerning Introduction of a Restricted Stock Compensation Plan for Directors and Employees of the Company (Japanese only)" dated February 13, 2024, at the Board of Directors meeting held on the same day, the Company resolved to introduce the restricted stock compensation plan (the "Plan") as a new compensation plan for directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors, the "Eligible Directors") and all employees (covering full-time employees and excluding some contract employees, part-time employees, etc., the "Eligible Employees"; together with the Eligible Directors, hereinafter collectively "Eligible Persons"), for the purpose of providing incentives for targets to continuously improve the corporate value of the Company as well as promoting further value sharing with shareholders and aiming for further profit growth. In addition, at the 24th Annual General Meeting of Shareholders to be held on March 22, 2024, under the Plan, as the monetary compensation to serve as contributed assets to acquire the restricted stocks (the "Restricted Stock Compensation"), it was resolved that a monetary claim of up to 200,000 thousand yen per year shall be paid to the Eligible Director and that up to 80,000 shares of common stock of the Company shall be issued or disposed of annually; and the transfer restriction period of the restricted stock shall be from the date of allotment of shares of common stock of the Company in accordance with the Restricted Stock Allotment Agreement to be entered into between the Company and the subject director to the time immediately following his/her retirement or resignation from his/her position as an officer and employee of the Company or its subsidiaries, as predetermined by the Board of Directors of the Company, and the like[*1].

The Overview of the plan, etc., is as follows.

*1. Suppose the time immediately following such retirement or resignation before the date three months have elapsed since the end of the fiscal year that includes the date on which the shares of common stock of the Company are to be allotted. In that case, the termination date of the transfer restriction period may be adjusted to a reasonable extent.

【Overview of the Plan, etc.】

The Eligible Persons shall make in-kind contributions of all the monetary claims provided by the Company under the Plan and shall receive the Company's common stock issued thereto or disposed of thereof. The amount to be paid per share shall be determined by the Board of Directors based on the closing price of a share of common stock of the Company on the Tokyo Stock Exchange on the business day immediately prior to the date of resolution at each Board of Directors (or the closing price on the transaction day immediately prior thereto if no transaction is made on such business day) to the extent that the amount is not particularly advantageous for the Eligible Persons who receive such common stock.

For the issuance or disposal of the Company's common stock under the Plan, an agreement for allotment of restricted stock shall be entered into between the Company and the Eligible Persons, etc., which shall include the following: (1) the Eligible Persons may not assign, create a security interest over, or otherwise dispose of in any way to a third party the Company's common stock allotted under the Restricted Stock Allotment Agreement during a certain restriction period, and (2) the Company shall automatically acquire without contribution such common stock in case where certain events occur.

The amount of the monetary claims and the number of shares to be issued to the Eligible Directors has been determined after discussions at the Nomination and Compensation Committee, the majority of whose members are independent outside directors, and its report has been fully respected. The amount of the monetary claims and the number of shares to be issued to the Eligible Employees were also discussed by the Board of Directors. The total amount of the monetary claims is 308,620,800 yen (the "Monetary Claims"). The number of shares of common stock is 145,920.

In the Disposal of Treasury Shares, 99 Eligible Persons, etc., who are the expected allottees, will make in-kind contributions of all the Monetary Claims against the Company and will receive the Company's common stock (hereinafter the "Allotted Shares") disposed of therefor, under the Plan.

The overview of the Restricted Stock Allotment Agreement (hereinafter the "Allotment Agreement") to be entered into between the Company and the Eligible Employees, etc., in connection with the Disposal of Treasury Shares is as described in 3. below.

3. Overview of Allotment Agreement

< For Eligible Directors >

(1) Transfer restricted period

From April 18, 2025, to the time immediately following the Eligible Directors' resignation or retirement（except in cases where the Eligible Directors are reappointed or assumed at the same time as their resignation or retirement; the same shall apply hereinafter) from any position in the Company or its subsidiaries, or April 1, 2026, whichever is later.

(2) Conditions for lifting transfer restriction

The transfer of all of the Allotted Shares shall be canceled at the expiration of the restriction period on the condition that the Eligible Directors have continuously held the position of director or employee or any other equivalent position at the Company or its subsidiaries during the period from the date of commencement of execution of duties until the time immediately preceding the conclusion of the first Annual General Meeting of Shareholders to be held after the date of commencement of execution of duties (the "Term of Service").

(3) Treatment in cases the Eligible Directors retire or resign due to the expiration of their term of office, mandatory retirement age, or other justifiable reasons during the Term of Service

(i) Time of removal of transfer restrictions

If the Eligible Directors retire or resign (includes resignation or retirement due to death) from his/her position as a director, employee, or other similar position at the Company or its subsidiaries due to the expiration of their term of office, mandatory retirement age or other justifiable reasons (this refers to cases in which the Eligible Directors become unable to provide labor due to a condition requiring nursing care or a serious physical injury or illness, or in the event of death; the same shall apply hereinafter), the restriction on transfer shall be lifted as of the time immediately following the Eligible Director's retirement or resignation.

(ii) Number of shares subject to removal of transfer restrictions

The number of shares of the Allotted Shares held at the time of such resignation or retirement (specified by (i) shall be multiplied by the number of months from April 2025 to and including the date of resignation or retirement of the Eligible Director divided by the number of months for the Term of Service by 12 (if the number exceeds 1, 1 shall be applied) (any fractions less than 1 share as a result of calculation shall be discarded).

(4) Gratis acquisition by the Company

In the event that the Eligible Directors resign or retire from any position as a director or employee of the Company or its subsidiaries or any other similar position due to the expiration of his/her term of office,

mandatory retirement age or any other reasons other than justifiable reasons, commits an act in violation of laws and regulations, or falls under certain other events stipulated in this Allotment Agreement during the transfer restricted period (the "Grounds for Noncompliance"), the Company shall naturally acquire all of the Allotted Shares held by him/her at that time without compensation.

However, this shall not apply if, on or after April 1, 2026, an Eligible Director resigns or retires for personal reasons from any position as a director or employee of the Company or any of its subsidiaries or from any other similar position (except in the case of the Grounds for Noncompliance).

The Company shall automatically acquire at no cost the Allotted Shares for which the transfer restrictions are not removed as of the expiration of the transfer restriction period or at the time of removal of the transfer restrictions as outlined in (3) above.

(5) Treatment of corporate reorganization, etc.

If during the transfer restricted period, a merger agreement under which the Company will become a defunct company, a share exchange agreement under which the Company will become a wholly owned subsidiary, a share transfer plan or any other matters relating to organizational restructuring, etc. are approved at a General Meeting of the Company's shareholders (or at a Meeting of the Board of Directors in cases where approval by a General Meeting of the Company's Shareholders regarding such corporate reorganization, etc. is not required), the Company shall remove the transfer restrictions with respect to the Allotted Shares held as of such time multiplied by the number of months from April 2025 to and including the date of such approval, divided by the number of months pertaining to the Service Period by 12 (if the number exceeds 1, 1 shall be applied), as of the time immediately preceding the business day immediately preceding the effective date of the reorganization (any fractions less than 1 share as a result of calculation shall be discarded). In addition, the Company shall automatically acquire at no cost all the Allotted Shares whose transfer restrictions have not yet been removed as of the time immediately after removal of transfer restrictions.

(6) Administration of shares

During the transfer restriction period, the Allotted Shares shall be administrated in the dedicated account opened by the Eligible Directors at Nomura Securities Co., Ltd. to prevent the assignment, creation of security interest over, or otherwise disposal of such shares during the transfer restriction period. The Company has entered into an agreement with Nomura Securities Co., Ltd. on the administration of the account for the Allotted Shares held by each of the Eligible Directors to ensure the effectiveness of the transfer restrictions, etc., of the Allotted Shares. In addition, the Eligible Directors shall agree to the details of the administration of such account.

<For Eligible Employees>

(1) Transfer restricted period

From April 18, 2025, to the time immediately following the Eligible Employees' resignation or retirement from any position in the Company or its subsidiaries, or April 1, 2026, whichever is later.

(2) Conditions for lifting transfer restriction

The restriction on transfer of all of the Allotted Shares shall be lifted at the expiration of the transfer restricted period, provided that the Subject Employee has continuously held a position as an officer and employee of the Company or its subsidiaries during the period from April 18, 2025, to March 31, 2026 (the "Term of Vesting").

(3) Treatment in cases the Eligible Employees retire or resign due to the expiration of their term of office, mandatory retirement age, or other justifiable reasons during the Term of Vesting

If the Eligible Employees retire or resign from his/her position as an officer and employee of the Company or its subsidiaries due to mandatory retirement age, expiration of contract term (includes resignation or retirement due to death) or any other justifiable reason (this refers to cases in which the Eligible Employees become unable to provide labor due to a condition requiring nursing care or a serious physical injury or illness, or in the event of death; the same shall apply hereinafter), the restriction on the transfer of all of the Allotted Shares shall be lifted as of the time immediately following the Eligible Employees' retirement or resignation.

(4) Gratis acquisition by the Company

In the event that the Eligible Employees resign or retire from any position as an officer and employee of the Company or its subsidiaries due to the expiration of his/her term of office, mandatory retirement age or any other reasons other than justifiable reasons, commits an act in violation of laws and regulations, or falls under certain other events stipulated in this Allotment Agreement during the transfer restricted period (the "Grounds for Noncompliance"), the Company shall naturally acquire all of the Allotted Shares held by him/her at that time without compensation.

However, this shall not apply if, on or after April 1, 2026, the Eligible Employees resign or retire for personal reasons from any position as an officer and employee of the Company or its subsidiaries (except in the case of the Grounds for Noncompliance).

The Company shall automatically acquire at no cost the Allotted Shares for which the transfer restrictions are not removed as of the expiration of the transfer restriction period or at the time of removal of the transfer restrictions as outlined in (3) above.

(5) Treatment of corporate reorganization, etc.

If during the transfer restricted period, a merger agreement under which the Company will become a defunct company, a share exchange agreement under which the Company will become a wholly owned subsidiary, a share transfer plan or any other matters relating to organizational restructuring, etc. are approved at a General Meeting of the Company's shareholders (or at a Meeting of the Board of Directors in cases where approval by a General Meeting of the Company's Shareholders regarding such corporate reorganization, etc. is not required), the Company shall remove the transfer restrictions with respect to the Allotted Shares held as of such time by resolution of the Board of Directors, at the point in time immediately before the business day before the date on which such corporate reorganization, etc. becomes effective. In addition, the Company shall automatically acquire at no cost all the Allotted Shares whose transfer restrictions have not yet been removed as of the time immediately after removal of transfer restrictions.

(6) Administration of shares

During the transfer restriction period, the Allotted Shares shall be administrated in the dedicated account opened by the Eligible Employees at Nomura Securities Co., Ltd. to prevent the assignment, creation of security interest over, or otherwise disposal of such shares during the transfer restriction period. The Company has entered into an agreement with Nomura Securities Co., Ltd. on the administration of the account for the Allotted Shares held by each of the Eligible Employees to ensure the effectiveness of the transfer restrictions, etc., of the Allotted Shares. In addition, the Eligible Employees shall agree to the details of the administration of such account.

4. Basis of Calculation and Specific Details for the Payment Amount

The Disposal of Treasury Shares to the planned allottees shall be made by way of in-kind contribution of the monetary claims provided as restricted stock compensation under the Plan. To avoid disposing of the shares based on arbitrary decisions on price, the disposal price of the shares shall be the closing price of the Company's common stocks on the Tokyo Stock Exchange of 2,115 yen on March 25, 2025 (the business day immediately preceding the date of the resolution by the Board of Directors). As the price is the market price of the day immediately preceding the date of the resolution of the Board of Directors, the Company believes that it is reasonable, and the disposal price is not an exceptionally favorable price.