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Notice Concerning Disposition of Treasury Shares as Restricted Stock Compensation

MIDAC HOLDINGS CO., LTD.（the "Company"） hereby announces that the Board of Directors held today resolved to dispose of treasury shares as restricted stock compensation (the "Disposition of Treasury Shares"), as follows.

1. Overview of disposition

(1) Due date of payment	July 25,2025
(2) Class and number of shares to be disposed	15,600 shares of common stock of the Company
(3) Disposal price	2,044 yen per share
(4) Total value of disposal	31,886,400 yen
(5) Scheduled disposal recipients	4 directors of the Company subsidiaries 15,600 shares

2. Purpose and reason for disposition

The Company has introduced a restricted stock compensation plan (the "Plan") under which the common stock is allocated to Midac Co., Ltd. and Iwahara Orchard Co., Ltd. (the "Subsidiary Company") as an incentive plan for the boards of directors of the Company subsidiaries (the "Eligible Directors").

At a meeting of the Board of Directors held today, the Company resolved to dispose of 15,600 shares of common stock of the Company (hereinafter referred to as "Allotment Shares") in order to provide eligible directors with an incentive to continuously increase the corporate value of the Company and to promote further value sharing between Eligible Directors and shareholders.

Outline of the Plan is as follows.

<Overview of the Plan>

The Eligible Directors will pay all monetary compensation receivables paid by our subsidiaries under the Plan as property in kind and will be issued or disposing shares of common stock of the Company.

In addition, in issuing or disposing of the shares of common stock of the Company under the Plan, the Company shall enter into an agreement on the allocation of shares with a restriction on transfer between us and the Eligible Directors, which shall include ① that the Eligible Directors shall not transfer or mortgage or otherwise disposing of the shares of common stock of the Company allocated under the allotment allocation agreement with a

restriction on transfer for a certain period of time, and ② that, in the event of certain circumstances, the Company shall acquire the allotted shares without charge.
Taking into consideration the purpose of the Plan, the scope of responsibilities of the Eligible Directors, and various circumstances, the Company decided to grant monetary compensation claims of 31,886,400 yen to eligible directors from the Subsidiary Company and dispose of 15,600 shares of common stock through payment. In the first year of the 19th fiscal year, the compensation amount is paid in a lump sum equal to the compensation for the execution of duties over the 19th fiscal year. From the viewpoint of encouraging continuous service over the medium to long term, the restricted period of this allotment of shares is set at 50 years.
The outline of the Share Allotment Agreement with Restriction on Transfer (hereinafter referred to as the "Allotment Agreement") entered into by and between the Company and the Eligible Directors in connection with the Disposition of Treasury Shares is as follows:

The outline of the Allotment Allotment Agreement with Restriction on Transfer (hereinafter referred to as the "Allotment Agreement") concluded between the Company and the Eligible Directors for the Disposition of Treasury Shares pursuant to the Plan is as follows.
<Overview of the Allotment Agreement>
(1) Restriction Period on Transfer
The Eligible Directors shall not assign, mortgage or otherwise dispose of the Company during the period from July 25,2025 (due date of payment) to July 24,2075.
(2) Termination Conditions of Restriction on Transfer
Subject to the fact that the Eligible Director was a Director of a Subsidiary of Us during the Restriction Period on Transfer, the Restriction on Transfer shall be terminated with respect to all of the Allotted Shares at the time of expiration of the Restriction on Transfer. Provided, however, that in the event the Eligible Director retires from office due to legitimate reasons (such as medical treatment, care of a relative, expiration of the term of office, or mandatory retirement age) or due to death during the period of restriction on transfer, the number of the Allotment Shares for which the restriction on transfer is cancelled and the timing for the cancellation of the restriction on transfer shall be reasonably adjusted as necessary.
(3) Free purchase by the Company
The Company will naturally acquire the Allotment Shares for which the Transfer Restriction has not been terminated at the expiration of the Transfer Restriction Period or at the time of the termination of the Transfer Restriction as set forth in paragraph (2) above without charge.
(4) Control of shares
The Allotment Shares shall be managed in the Exclusive Account for Shares with Restriction on Transfer established by the Subject Directors at Okasan Securities Co., Ltd. during the Restriction on Transfer so that no transfer, security interest or other disposition may be effected during the Restriction on Transfer.
(5) Treatment in organizational restructuring, etc.
If, during the Restriction on Transfer, any matter relating to the merger agreement in which the Company become an extinguished company, the share exchange agreement or the share transfer plan in which the Company become a wholly owned subsidiary, or any other organizational restructuring, etc. is approved at our general meeting of shareholders (provided, however, that in the event that such organizational restructuring, etc. does not require the

approval of our general meeting of shareholders, the Board of Directors) then the number of Allotment Shares in which the Restriction on Transfer is to be terminated and the time when the Restriction on Transfer is to be terminated shall be reasonably adjusted as necessary.

3. Basis and details of calculation of the amount to be paid in contribution

The disposal of Treasury shares is conducted by using monetary compensation claims paid to Eligible Directors under the Plan as investment assets. The disposal value is set at 2,044 yen, the closing price of shares of common stock of the Company on the Tokyo Stock Exchange on June 26, 2025 (the business day prior to the resolution date of the Board of Directors) in order to eliminate arbitrary transactions. This is the market stock price immediately prior to the date of the resolution of the Board of Directors. In circumstances where there are no special circumstances indicating that the Company cannot rely on the most recent stock price, the Company believes that this is reasonable and appropriately reflects the Company's corporate value, and does not fall under the category of a value that is particularly favorable to the Eligible Director.