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To Whom It May Concern:

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# The Introduction of Trust-type Stock Compensation Plan for Employees and the Disposal of Treasury Stock

Kirin Holdings Company, Limited (President &COO: Takeshi Minakata; the"Company") hereby announces that it has resolved to introduce a trust-type stock grant program (the "Program") for senior management and equivalent employees of the Company and its subsidiaries (the "Target Companies") ("Eligible Employees"), and to dispose of treasury stock (the "Treasury Stock Disposal") in connection with the introduction of the Program.

## １． Purpose of Introducing the Plan

The Company believes that, amid the rapidly changing management and business environment, human capital—those who envision the future and drive its execution—constitutes the greatest source of corporate competitiveness, and that unlocking such potential is the most effective way to strengthen organizational capabilities.

In this environment, to realize sustainable enhancement of corporate value across the entire Group, it is essential that eligible employees who lead each organization proactively fulfill their management responsibilities, maintain a shareholder perspective, and demonstrate leadership with a high level of management awareness.

Accordingly, the Company is introducing the Program as a human capital management initiative aimed at cultivating a Group-wide perspective among eligible employees, clarifying management responsibilities by aligning their interests and perspectives with those of shareholders, and reinforcing their medium- to long-term commitment to enhancing corporate value. The Company also plans to expand the scope of the program to a broader range of human capital in the future.

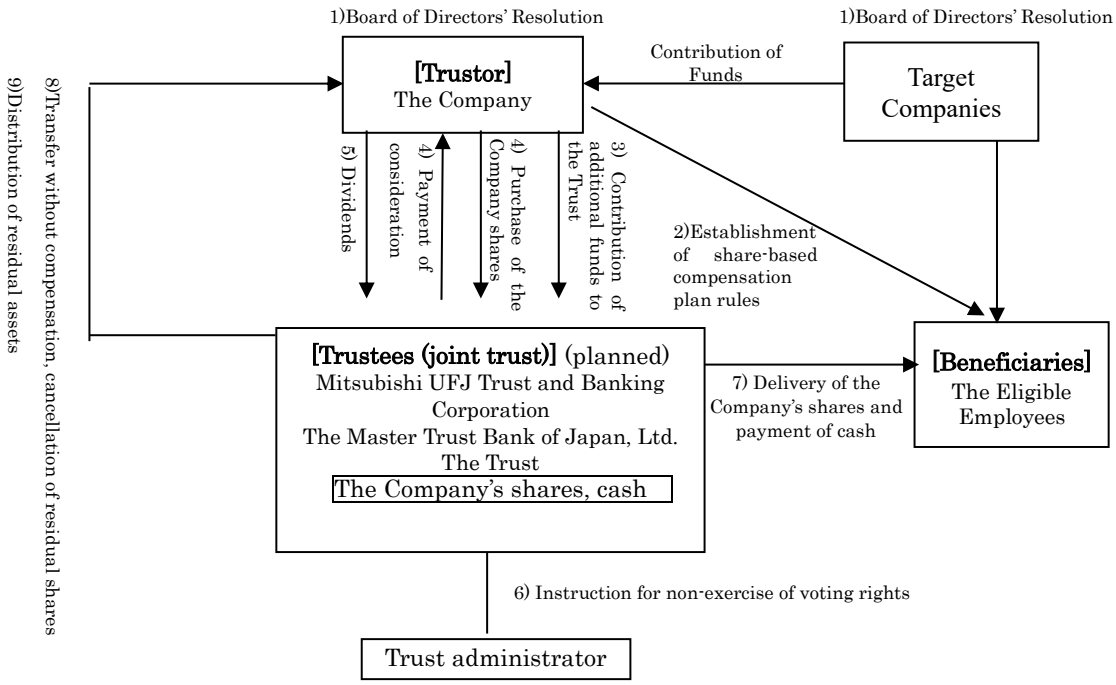
## ２． Overview of the System

(1) Overview of the ESOP Trust Plan

The program adopts a mechanism called the Stock Grant ESOP (Employee Stock Ownership Plan) Trust (the “ESOP Trust”). The ESOP Trust is an employee incentive plan modeled after the U.S. ESOP system. Under this plan, the ESOP Trust delivers to eligible employees who satisfy certain requirements, in accordance with predetermined Share Delivery Rules, the Company’s shares acquired by the ESOP Trust and cash equivalent to the proceeds from the sale of such shares.

In addition, with respect to eligible employees who are non-residents in Japan, a performance-based, stock-price-linked incentive program providing monetary payments will be applied to ensure consistency and balance with the ESOP Trust program applicable to other eligible employees.

(2) Structure of the Program




1) The Target Companies shall adopt the necessary corporate resolutions for the introduction of the ESOP Trust.
2) The Target Companies shall establish the Share Delivery Rules in relation to the program.
3) The Company shall establish the ESOP Trust by entrusting a specified amount of money to the trustee, with Target Employees who satisfy the beneficiary requirements serving as beneficiaries.
4) In accordance with the instructions of the trust administrator, the ESOP Trust shall acquire from the Company the number of shares expected to be delivered to the beneficiaries during the trust period, using the funds entrusted in item 3) as the source.
5) Dividends on the Company shares held within the ESOP Trust shall be paid in the same manner as dividends on other Company shares.
6) With respect to the Company shares held within the ESOP Trust, the ESOP Trust shall exercise the voting rights of such shares in accordance with the instructions of the trust administrator, which reflect the voting status of the beneficiary candidates.
7) During the trust period, points shall be granted in accordance with the Company's Share Delivery Rules based on the achievement level of key management indicators set forth in the Business Plan. In addition, eligible employees who satisfy certain requirements shall, in principle, receive Company shares equivalent to a specified percentage of their points upon completion of the three-year target period, and with respect to the remaining points, the ESOP Trust shall liquidate the corresponding Company shares pursuant to the trust agreement, and the employees shall receive cash equivalent to the proceeds from such liquidation.
8) Residual shares remaining at the end of the trust period may be used for the continued operation of the ESOP Trust as this plan or a similar share-based compensation plan by amending the trust agreement and making additional trust contributions. If the ESOP Trust is terminated without continuation, as a shareholder return measure, the ESOP Trust shall transfer such residual shares to the Company without consideration, and the Company intends to cancel them by resolution of its Board of Directors.
9) Residual dividends on the Company shares held within the ESOP Trust at the end of the trust period shall be used as funds for acquiring shares if the ESOP Trust continues. However, if the ESOP Trust is terminated upon expiration of the trust period, the portion exceeding the reserve for trust expenses is

scheduled to be donated to an organization that has no vested interest in the Company.

(Note) During the trust period, if the number of Company shares held within the ESOP Trust becomes insufficient to match the number of shares corresponding to the points granted to eligible employees, or if the cash in the trust property becomes insufficient to pay trust fees and expenses, additional funds may be entrusted to the ESOP Trust to acquire additional Company shares.

[Contents of the Trust Agreement]

1) Type of Trust
Money trust other than a specified sole-managed money trust (third-party beneficiary trust)

2) Purpose of the Trust
To provide incentives to employees

3) Settlor
The Company

4) Trustee
Mitsubishi UFJ Trust and Banking Corporation (planned)
(Co-Trustee: The Master Trust Bank of Japan, Ltd.)

5) Beneficiaries
Employees who satisfy the beneficiary requirements

6) Trust Administrator
A third party with no conflict of interest with The Company (Certified Public Accountant)

7) Date of Trust Agreement
March 2, 2026 (planned)

8) Trust Period
March 2, 2026 to March 31, 2029 (planned)

9) Exercise of Voting Rights
Voting rights for the Company's shares held in the trust shall be exercised in accordance with the instructions of the trust administrator, reflecting the voting status of the proposed beneficiaries.

10) Type of Shares to be Acquired
The Company's common stock

11) Amount of Trust Funds
1,384 million yen

12) Method of Share Acquisition
To be acquired from The Company

13) Scheduled Share Acquisition Date
March 5, 2026

14) Beneficial Owner
The Company

15) Residual Assets
Residual assets receivable by The Company, as the beneficial owner, shall be limited to the portion within the trust expense reserve after deducting the share acquisition net cash from the trust assets. Type of Trust
Money Trust Other Than a Specified Sole-Managed Money Trust (Third-Party Trust)

３． Regarding the Disposal of Treasury Stock

1) Date of Disposal
March 5, 2026

2) Type and Number of Shares to Be Disposed
Common stock: 540,900 shares

3) Disposal Price
2,534 yen per share

4) Total Disposal Amount
1,370,640,600 yen

5) Method of Disposal
The Master Trust Bank of Japan, Ltd. (Stock Grant ESOP Trust Account)

6) Other
A special report concerning this disposal of treasury stock has been submitted pursuant to the Financial Instruments and Exchange Act.

(2) Purpose and Reason for the Disposal

Through the program, The Company aims to enhance its corporate value by promoting human capital management for key group management personnel and by gaining recognition from the capital markets. This disposal of treasury stock is conducted in connection with the introduction of the ESOP Trust, through which the Company will transfer treasury shares to The Master Trust Bank of Japan, Ltd. (Stock Grant ESOP Trust Account), which will serve as the co-trustee under the Stock Grant ESOP Trust Agreement to be concluded between the Company and Mitsubishi UFJ Trust and Banking Corporation.

The number of shares to be disposed of represents the number of shares expected to be delivered to eligible employees during the trust period in accordance with the Share Delivery Rules. The dilution effect represents 0.06% of the total number of issued shares (rounded to the nearest thousandth), and 0.07% of the total voting rights of 8,100,307 as of December 31, 2025. The shares allocated through this disposal will be delivered to eligible employees pursuant to the Share Delivery Rules, and as it is not anticipated that the shares disposed of in this transaction will be released into the market all at once, the impact on the stock market is expected to be minimal. Accordingly, the Company has determined that both the number of shares to be disposed of and the resulting dilution are reasonable.

(3) Basis for Calculating the Disposal Price and Specific Details

The disposal price has been set at 2,543 yen, which is the closing price of the Company’s shares on the Tokyo Stock Exchange (the “Tokyo Stock Exchange”) on the business day immediately preceding the date of the Board of Directors’ resolution regarding this disposal of treasury stock (February 12, 2026). This price was selected in order to eliminate arbitrariness, taking into consideration recent trends in the Company’s share price. As this price reflects the market price immediately before the Board resolution, the Company has determined that it is highly objective and reasonable as a basis for calculation.

Furthermore, all corporate auditors present at the Board meeting expressed the opinion that the disposal price does not constitute an unduly favorable price, and that the procedure is lawful.

(4) Procedures under the Corporate Conduct Guidelines

As the dilution resulting from this disposal of treasury shares is less than 25% and there is no change in the controlling shareholder, the procedures for obtaining an opinion from an independent third party and for confirming shareholder intent, as required under Article 432 of the Securities Listing Regulations of the Tokyo Stock Exchange, are not necessary.

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