



DIGITAL HEARTS HLDGS.



May 22, 2026

Company name: DIGITAL HEARTS HOLDINGS Co., Ltd.  
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## Notice Regarding Continuation of the Restricted Stock Compensation Plan

DIGITAL HEARTS HOLDINGS Co., Ltd. (hereinafter referred to as the “Company”) announces that, as disclosed in the “Notice Regarding Transition to a Company with an Audit and Supervisory Committee and Changes in Director Personnel” dated today, the Company plans to transition to a Company with an Audit and Supervisory Committee, subject to the approval by shareholder of a partial amendment to the Articles of Incorporation at the 13th Ordinary General Meeting of Shareholders scheduled to be held on June 25, 2026 (“General Meeting of Shareholders”).

Accordingly, the Company has decided to submit a proposal regarding the restricted stock compensation plan (“the Plan”) for Directors (excluding Outside Directors and Directors serving as Audit and Supervisory Committee Members; “Eligible Directors”) for the General Meeting of Shareholders.

### 1. Purpose and conditions of the Plan

#### (1) Purpose of the Plan

The purpose of the Plan is to provide Eligible Directors with an incentive to sustainably enhance the Company’s corporate value and to further promote the sharing of value with shareholders.

#### (2) Conditions of the Plan

As the Plan provides monetary claims as compensation to Eligible Directors for the granting of restricted stock, the Plan is subject to shareholder approval at the General Meeting of Shareholders of such compensation.

The Company introduced a restricted stock compensation plan at the 8th Ordinary General Meeting of Shareholders held on June 24, 2021, under which compensation to be paid to Directors (excluding Outside Directors) for the granting of restricted stock was approved as monetary claims, with the total amount thereof not exceeding JPY260 million per year (excluding the employee salary portion for Directors concurrently serving as employees), and the system has remained in effect to date. At the General Meeting of Shareholders, in connection with the transition to a Company with an Audit and Supervisory Committee, the Company will seek approval at General Meeting of Shareholders for the payment of compensation in the form of monetary claims (“Monetary Compensation Claims”) to Eligible Directors under the Plan for the granting of restricted stock, with the total amount thereof not exceeding JPY260 million per year (excluding the employee salary portion for Directors concurrently serving as employees).

As described in 2. below, the terms of the Plan are substantially identical to those disclosed in the “Notice Concerning Introduction of the Restricted Stock Compensation Plan” dated May 21, 2021, except that the eligible persons under the Plan will be changed from “Directors (excluding Outside Directors)” to “Directors (excluding Outside Directors and Directors serving as Audit and Supervisory Committee Members).”

## 2. Overview of the Plan

Eligible Directors shall contribute all Monetary Compensation Claims granted by the Company under the Plan as property contributed in kind, and shall, in return, receive newly issued shares or treasury shares of the Company's common stock.

The total amount of Monetary Compensation Claims to be paid to Eligible Directors under the Plan shall not exceed JPY260 million per year (excluding the employee salary portion for Directors concurrently serving as employees), and the total number of shares of the Company's common stock to be issued or disposed of under the Plan shall not exceed 260 thousand shares per year (provided, however, that if any circumstances requiring adjustment arise, such as a stock split or stock consolidation of the Company's common stock, the number of shares to be issued may be adjusted reasonably).

In order to realize one of the purposes of introducing the Plan, namely the sharing of stock value over the medium to long term, the transfer restriction period shall be from the date of delivery of the restricted stock until the date on which the relevant Eligible Director ceases to hold the position of Director of the Company or any other position designated by the Board of Directors of the Company. The specific timing and allocation of payments to each Eligible Director shall be determined by the Board of Directors.

In addition, the amount to be paid in per share of the Company's common stock to be issued or disposed of under the Plan shall be determined by the Board of Directors within a range that is not especially favorable to Eligible Directors, based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of the Board of Directors' resolution (or, if no trading occurred on such date, the closing price on the most recent trading day preceding such date).

Furthermore, upon the issuance or disposition of the Company's common stock under the Plan, the Company and the Eligible Directors shall enter into a restricted stock allocation agreement ("Allocation Agreement"), the contents of which shall include: (i) that the Eligible Directors shall not transfer, create a security interest in, or otherwise dispose of the Company's common stock allotted under the Allocation Agreement for a predetermined period; and (ii) that the Company shall acquire such common stock without consideration upon the occurrence of certain events.