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June 24, 2025

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(Stock Code: 2749, Prime Market)
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Notice Regarding Disposal of Treasury Shares As Compensation in the Form of Restricted Stock and Performance-Based Restricted Stock

JP-HOLDINGS, INC. (“the Company”) hereby announces that the Board of Directors of the Company, at the meeting held today (June 24, 2025), resolved to execute the disposal of treasury shares as compensation in the form of restricted stock and performance-based restricted stock (“the Disposal of Treasury Shares”) as described below.

1. Overview of the Disposal

(1)	Disposal date	July 23, 2025
(2)	Class and total number of shares for disposal	38,204 shares of the Company’s common stock
(3)	Disposal price	(i) Restricted Stock Compensation 545 yen per share (ii) Performance-based Restricted Stock Compensation 551 yen per share
(4)	Total value of shares to be disposed	21,011,434 yen
(5)	Disposal allottees and number, and number of shares for disposal	(i) Restricted Stock Compensation One Directors of the Company (*1) 6,495 shares (ii) Performance-based Restricted Stock Compensation One Director of the Company (excluding those who retired) (*1, *2) 28,312 shares One Director of the Company (retired) 3,397 shares *1 Excluding Directors who are Audit & Supervisory Committee Members and Outside Directors *2 Allottees of Performance-based Restricted Stock Compensation include Directors of the Company who retired at the close of the 33rd Annual General Meeting of Shareholders (the “Retired” in this notice).
(6)	Other	The Written Notice of Securities was submitted regarding the Disposal of Treasury Shares in accordance with the Financial Instruments and Exchange Act.

2. Objective of and Reasons for the Disposal

At the 30th Annual General Meeting of Shareholders on June 28, 2022, the Company was approved to introduce a stock compensation plan, consisting two types of restricted stock compensation (collectively, the “Plan”) for the Company’s Directors (excluding Directors who are Audit & Supervisory Committee Members and Outside Directors; the “Eligible Directors”), for the purpose of providing incentives to the Eligible Directors to further promote their motivation to contribute to share price increases and corporate value enhancement. Under the Plan, the Company grants to the Eligible Directors: (i) shares of the Company’s common stock subject to a certain transfer restriction period and provisions regarding acquisition by the Company without compensation (the “Restricted Stock”) and (ii) based on each fiscal year as the performance evaluation period (the “Target Period”), shares of the Company’s common stock in quantities based on the achievement level of numerical performance targets set by the Board of Directors of the Company for the Target Period (the “Performance-based Restricted Stock”). The Company has also obtained approval for the following matters based on the Plan. These include total monetary remuneration claims granted to the Eligible Directors as compensation in the form of Restricted Stock and Performance-based Restricted Stock, which are set as follows: for Restricted Stock, an annual amount of 5,500,000 yen or less (a total of 26,100 shares or less per fiscal year), and for Performance-based Restricted Stock, an annual amount of 30,500,000 yen or less (a total of 144,550 shares or less per Target Period). The transfer restriction period for both types of stock shall extend from their respective allotment dates until the retirement date of the Company’s Directors.

The Company resolved at today’s Board of Directors meeting to grant total monetary remuneration claims of 3,539,775 yen to the Eligible Directors as compensation in the form of Restricted Stock for the period from the Company’s 33rd Annual General Meeting of Shareholders to the 34th Annual General Meeting of Shareholders to be held in June 2026, and to grant total monetary remuneration claims of 17,471,659 yen as compensation in the form of Performance-based Restricted Stock for the Company’s 33rd fiscal year (from April 1, 2024 to March 31, 2025), with the Eligible Directors fully contributing these claims through in-kind contribution to allot 38,204 shares of the Company’s common stock. Performance-based Restricted Stock is granted to the Eligible Directors in quantities based on the level of achievement of numerical performance targets for the Company’s 33rd fiscal year (from April 1, 2024 to March 31, 2025), thus the allottees for this compensation include those who have already retired from the position of Director of the Company. The amount of monetary remuneration claim for each Eligible Director is determined in comprehensive consideration of factors including their level of contribution to the Company. The monetary remuneration claim is granted provided that each Eligible Director (excluding the Retired) shall enter into an allotment agreement for Restricted Stock (the “Allotment Agreement”) with the Company, including the following terms. The Company’s common stock allotted to the Eligible Directors, excluding the Retired, shall be classified as Restricted Stock under Japanese Tax Law.

3. Overview of the Allotment Agreement

【Restricted Stock】

(1) Transfer Restriction Period

(i) Allotment Agreement for Restricted Stock Compensation

The period from July 23, 2025 to the date the Eligible Directors retire from the position of Director of the Company

During the transfer restriction period as stipulated above (the “Transfer Restriction Period I”), the Eligible Directors shall be prohibited from transferring, pledging, establishing collateral rights, or otherwise disposing of, including as lifetime gifts or testamentary gifts, the Restricted Stock allotted to the Eligible Directors (the “Allotted Stock I”) to third parties (the “Transfer Restrictions”).

(ii) Allotment Agreement for Performance-based Restricted Stock Compensation

The period from July 23, 2025 to the date the Eligible Directors retire from the position of Director of the Company

During the transfer restriction period as stipulated above (the “Transfer Restriction Period II”), the

Eligible Directors shall be prohibited from transferring, pledging, establishing collateral rights, or otherwise disposing of, including as lifetime gifts or testamentary gifts, the Restricted Stock allotted to the Eligible Directors (the “Allotted Stock II”) to third parties (the “Transfer Restrictions”).

(2) Acquisition of Restricted Stock Without Compensation

(i) Allotment Agreement for Restricted Stock Compensation

If an Eligible Director retires from the position of Director of the Company before the day preceding the first Annual General Meeting of Shareholders following the commencement of Transfer Restriction Period I, the Company shall automatically acquire Allotted Stock I without compensation at the time of retirement, unless the reason for retirement is deemed justifiable by the Company’s Board of Directors.

Of Allotted Stock I, at the expiration of Transfer Restriction Period I (the “Expiration Point I”), the Company shall automatically acquire, without compensation, all shares of Allotted Stock I for which Transfer Restrictions have not been cancelled, as stipulated under (3) Canceling Transfer Restrictions, immediately after the Expiration Point I.

(ii) Allotment Agreement for Performance-based Restricted Stock Compensation

If an Eligible Director retires from the position of Director of the Company, the Company shall automatically acquire Allotted Stock II without compensation at the time of retirement, unless the retirement is due to the expiration of term or a reason deemed justifiable by the Company’s Board of Directors.

Of Allotted Stock II, at the expiration of Transfer Restriction Period II (the “Expiration Point II”), the Company shall automatically acquire, without compensation, all shares of Allotted Stock II for which Transfer Restrictions have not been cancelled, as stipulated under (3) Canceling Transfer Restrictions, immediately after the Expiration Point II.

(3) Canceling Transfer Restrictions

(i) Allotment Agreement for Restricted Stock Compensation

Provided that the Eligible Director holds the position of Director of the Company continuously from the day preceding the first Annual General Meeting of Shareholders following the commencement of Transfer Restriction Period I, the Transfer Restrictions on all Allotted Stock I currently held by the Eligible Director shall be canceled at the Expiration Point I. However, if the Eligible Director retires from the position of Director of the Company before the day preceding the first Annual General Meeting of Shareholders following the commencement of Transfer Restriction Period I, due to a reason the Company’s Board of Directors deems justifiable, the Transfer Restrictions on the Allotted Stock I shall be canceled immediately after the retirement. The shares subject to this cancellation shall be calculated by multiplying the number of shares of the Allotted Stock I currently held by the Eligible Director by the number of months from July 2025 to the month that includes the day of the Eligible Director’s retirement divided by 12 (however, any fractional shares of less than one share resulting from the calculation shall be rounded down).

(ii) Allotment Agreement for Performance-based Restricted Stock Compensation

The Transfer Restrictions on all Allotted Stock II shall be canceled at the Expiration Point II.

(4) Management of Shares

Each of the Eligible Directors shall open a dedicated account with SMBC Nikko Securities Inc. to enter or record the Allotted Stock I and Allotted Stock II in a manner designated by the Company, and shall keep and administer Allotted Stock I and Allotted Stock II in such dedicated account until the cancellation of Transfer Restrictions.

(5) Treatment in Organizational Restructure, etc.

(i) Allotment Agreement for Restricted Stock Compensation

If, during Transfer Restriction Period I, a proposal related to a merger agreement in which the Company is to be dissolved, a share exchange agreement or a share transfer plan in which the Company will become a wholly-owned subsidiary, or any other matter relating to organizational restructuring or the like is

approved at the Company's General Meeting of Shareholders (or by the Board of Directors of the Company, where such organizational restructuring or the like does not require approval of the General Meeting of Shareholders of the Company,) (and only if the effective date of such organizational restructuring or the like falls prior to the end of Expiration Point), the Company shall, by a resolution of the Board of Directors of the Company, cancel the Transfer Restrictions on the number of shares of Allotted Stock I calculated by multiplying the number of months from July 2025 to the month including the date of such approval divided by 12 (however, if the result exceeds 1, it shall be 1), by the number of shares of Allotted Stock I held by the Eligible Director as of the date of such approval (however, any fractional shares of less than one share resulting from the calculation shall be rounded down). Such cancellation shall take effect as of the time immediately before the business day preceding the effective date of the relevant organizational restructuring.

In this case, the Company shall, on the business day immediately preceding the effective date of the organizational restructuring, automatically acquire, without compensation, all shares of Allotted Stock for which Transfer Restrictions have not been cancelled as of the date, based on the provisions above.

(ii) Allotment Agreement for Performance-based Restricted Stock Compensation

If, during Transfer Restriction Period II, a proposal related to a merger agreement in which the Company is to be dissolved, a share exchange agreement or a share transfer plan in which the Company will become a wholly-owned subsidiary, or any other matter relating to organizational restructuring or the like is approved at the Company's General Meeting of Shareholders (or by the Board of Directors of the Company, where such organizational restructuring or the like does not require approval of the General Meeting of Shareholders of the Company,) (and only if the effective date of such organizational restructuring or the like falls prior to the end of Expiration Point), the Company shall, by a resolution of the Board of Directors of the Company, cancel the Transfer Restrictions on all of Allotted Stock II before the effective date of the relevant organizational restructuring.

4. Basis for Calculating the Amount of Payment and Specific Details Thereof

Regarding the disposal price of the Disposal of Treasury Shares, it has been set at 545 yen, the closing price of the Company's common stock on the Tokyo Stock Exchange on June 23, 2025 (the business day immediately prior to the date of the resolution of the Board of Directors) for the Restricted Stock, while for the Performance-based Restricted Stock, it has been set at 551 yen, the simple average price of the Company's common stock on the Tokyo Stock Exchange for the latest one month immediately prior to the date of the resolution of the Board of Directors (from May 23, 2025 to June 23, 2025) (cutting off less than one yen), to eliminate arbitrariness.

The Company believes that the disposal price is deemed reasonable as the market price and does not represent a particularly advantageous price to the Eligible Directors.