



May 9, 2025

To our shareholders:

Company name: ARIAKE JAPAN Co., Ltd.  
Name of representative: **Naoki Shirakawa, Representative Director and President**  
(Code number: 2815 TSE, Prime Market)  
Inquiries: **Kouichi Matsumoto, Director and General Manager of Administration Dept.**  
(TEL: +81-3-3791-3301)

## **Notice of Abolition of Retirement Benefit Plan for Directors and Introduction of Restricted Stock Compensation Plan**

ARIAKE JAPAN Co., Ltd. (the “Company”) reviewed its compensation plan for Directors and resolved to abolish the retirement benefit plan for Directors and introduce a restricted stock compensation plan (the “Plan”) at a meeting of its Board of Directors held on May 9, 2025. Accordingly, the Company has decided to submit a proposal regarding the final payment of retirement benefits to Directors in accordance with the abolition of the retirement benefit plan for Directors, as well as other matters related to the Plan, to the 47th General Shareholders’ Meeting scheduled to be held on June 20, 2025 (the “General Shareholders’ Meeting”).

### **I. Abolition of Retirement Benefit Plan for Directors**

As part of a review of its compensation plan for Directors, the Company decided to abolish the retirement benefit plan for Directors at the conclusion of the General Shareholders’ Meeting. Accordingly, the Company decided to make a final payment of retirement benefits to the Directors who are in office (excluding Directors who are members of the Audit and Supervisory Committee and External Directors, the “Eligible Persons”) for the term of office until the retirement benefit plan is abolished, within the scope of a reasonable amount based on certain criteria, and will make the final payment to each of the Eligible Persons at their retirement, upon obtaining approval at the General Shareholders’ Meeting.

The Board of Directors decided on the abolition of the retirement benefit plan for Directors and the final payment of retirement benefits after careful deliberation by members of the Board, including Independent External Directors.

The Company reserves an amount to be paid based on predetermined criteria as a provision for Directors’ retirement benefits in preparation for future retirement benefits for Directors. Therefore, there will be no impact on business results.

### **II. Introduction of Restricted Stock Compensation Plan**

#### **1. Purpose, etc. of Introducing the Plan**

The purpose of the Plan is to provide incentives to the Company’s Directors (excluding Directors who are members of the Audit and Supervisory Committee and External Directors, the “Eligible Directors”) to strive for the sustainable improvement of the Company’s corporate value and to promote further value sharing with its shareholders.

In introducing the Plan, the Company will grant the Eligible Directors either (1) the Company’s common shares or (2) monetary claims for the acquisition of the Company’s common shares as compensation. However, the granting of such compensation requires the approval of its shareholders at the General Shareholders’ Meeting. At the 37th General Shareholders’ Meeting held on June 19, 2015, the compensation amount for Directors of the Company (excluding those who are members of the Audit and Supervisory Committee) was approved to be up to 200 million yen per year (excluding the portion equivalent to employees’ salaries paid to Directors who also serve as employees). However, we plan to ask the shareholders for approval to newly introduce the Plan

and limit the compensation amount related to the Plan for the Eligible Directors within the aforementioned compensation amount.

## 2. Outline of the Plan

The compensation to be granted to the Eligible Directors under the Plan shall be either (1) the Company's common shares or (2) monetary claims as properties contributed in kind for the purpose of acquiring the Company's common shares. The Eligible Directors shall receive the issuance or disposal of common shares of the Company based on a resolution of the Board of Directors of the Company. The total amount of common shares of the Company or monetary claims to be granted to Eligible Directors under the Plan shall not exceed 50 million yen per year. (However, this amount does not include the portion equivalent to employees' salaries paid to Directors who also serve as employees.) The total number of common shares to be newly issued or disposed of by the Company shall not exceed 10,000 shares per year. (However, if a stock split (including a free allocation of the Company's common shares) or a stock merger of the Company's common shares is conducted effective on or after the date of the resolution at the General Shareholders' Meeting, the total number shall be adjusted as necessary within a reasonable range in accordance with the split ratio, merger ratio, etc., on or after the effective date of such stock split or stock merger.)

When granting the Company's common shares as compensation to be provided based on the proposal to Eligible Directors without providing monetary claims, such common shares shall be issued or disposed of as compensation to the Eligible Directors, and payment of monetary claims as properties contributed in kind in exchange for such common shares shall not be required. As for the amount of the Company's common shares to be granted to the Eligible Directors, the per-share amount of said common shares to be issued or disposed of shall be calculated based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the trading day preceding the date on which the Board of Directors resolves to issue or dispose of such common shares (if no trading was conducted on such date, the closing price on the immediately preceding trading day).

On the other hand, when the Eligible Directors are granted monetary claims as properties contributed in kind for the purpose of acquiring the Company's common shares as compensation based on the proposal, they shall, based on a resolution of the Company's Board of Directors, pay in all of the monetary claims granted under the Plan as properties contributed in kind and receive the issuance or disposal of the Company's common shares. In this case, the amount to be paid per share shall be based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the trading day preceding the date of the resolution of the Board of Directors (if no trading was conducted on such date, the closing price on the immediately preceding trading day), and shall be determined by the Board of Directors within a range that does not result in an amount that is unduly favorable to the Eligible Directors who are to receive such common shares.

In addition, with respect to the issuance or disposal of the Company's common shares under the Plan (the "shares"), the following conditions shall apply: (i) the Eligible Directors shall be restricted from transferring, pledging, or otherwise disposing of the shares to any third party for a certain period of time (the "transfer restriction period"), and (ii) the Eligible Directors shall conclude a stock allocation agreement with transfer restrictions, which includes the provision that the Company shall acquire the shares without consideration if certain matters arise. During the transfer restriction period, the shares will be managed in dedicated accounts opened at Nomura Securities Co., Ltd. by the Eligible Directors to ensure that the transfer, pledging, or other disposition of the shares cannot be made.

Lastly, provided that the proposal regarding the Plan is approved at the General Shareholders' Meeting, the Company plans to introduce another restricted stock compensation plan similar to the Plan for Executive Officers who do not serve as Directors of the Company and employees of the Company.