



June 20, 2025

To our shareholders:

Company name: ARIAKE JAPAN Co., Ltd.
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Notice of Disposal of Treasury Shares as Restricted Stock Compensation

ARIAKE JAPAN Co., Ltd. (the “Company”) announces that at the meeting of the Board of Directors held today, it resolved to dispose of treasury shares (the “Disposal of Treasury Shares” or “Disposal”) as follows.

1. Outline of the Disposal

(1) Date of disposal	July 18, 2025
(2) Class and number of shares to be disposed of	The Company’s common shares: 1,212 shares
(3) Disposal price	6,580 yen per share
(4) Total disposal amount	7,974,960 yen
(5) Allottees, number of allottees, and number of shares to be allotted	Four Directors of the Company (excluding Directors who are members of the Audit and Supervisory Committee and External Directors): 1,212 shares

2. Purpose of and Reason for the Disposal

At a meeting of its Board of Directors held on May 9, 2025, the Company resolved to introduce a restricted stock compensation plan (the “Plan”) as a new compensation plan for its Directors (excluding Directors who are members of the Audit and Supervisory Committee and External Directors, the “Eligible Directors”), Executive Officers who do not concurrently serve as Directors, and employees (together with Eligible Directors, the “Eligible Directors, etc.”) for the purpose of providing an incentive to them to sustainably increase the Company’s corporate value and to further promote sharing of value with shareholders.

Furthermore, at the 47th Annual General Meeting of Shareholders held today, June 20, 2025, approval was given for the following matters: under the Plan, the compensation to be granted to the Eligible Directors shall be either (1) the Company’s common shares or (2) monetary claims as properties contributed in kind for acquiring the Company’s common shares; the total amount of the Company’s common shares or monetary claims granted as compensation to the Eligible Directors under this Plan shall not exceed 50 million yen per year (excluding, however, the employee salary portion for Directors who concurrently serve as employees); the total number of the Company’s common shares to be issued or disposed of to the Eligible Directors shall not exceed 10,000 shares per year; and the transfer restriction period for the restricted stock shall be from the date on which the Company’s common shares are allotted under the restricted stock allocation agreement entered into between the Company and the Eligible Directors until immediately after the Eligible Director retires or resigns from positions (determined in advance by the Company’s Board of Directors) as officers or employees of the Company or its subsidiaries.

The following is an outline of the Plan, etc.

[Outline of the Plan, etc.]

The Plan is a system whereby the Company issues or disposes of its common shares to Eligible Directors, etc. through either of the following two methods: the Company issuing or disposing of its common shares without requiring the payment of money or the contribution of properties in kind as compensation, etc. for Eligible Directors (“Grant without Contribution”); or the Company providing monetary claims as compensation, etc. to Eligible Directors, etc., who in turn contribute all of said monetary claims as properties contributed in kind to receive the issuance or disposal of the Company’s common shares (“Grant with Contribution in Kind”). For said issuance or disposal, the Company and the Eligible Directors, etc. shall conclude a restricted stock allocation agreement, the content of which shall include that (i) for a certain period, the Eligible Directors, etc. shall be restricted from transferring, pledging, or otherwise disposing of the Company’s common shares allotted under the restricted stock allocation agreement, and (ii) the Company shall acquire said common shares without consideration if certain events occur.

In addition, when the allotment to Eligible Directors is made by the Grant without Contribution method, upon receiving the issuance or disposal of the Company’s common shares, payment of monetary claims as properties contributed in kind for such common shares shall not be required. The per-share amount of said common shares 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).

In addition, when the allotment to Eligible Directors, etc. is made by the Grant with Contribution in Kind method, the Eligible Directors, etc. shall contribute all of the monetary claims granted by the Company under the Plan as properties contributed in kind and, in turn, receive the issuance or disposal of the Company’s common shares. 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, etc. who are to receive such common shares.

On this occasion, taking into consideration the purpose of the Plan, the Company’s business performance, the scope of duties of each Eligible Director, and various other circumstances, and for the purpose of further increasing the motivation of each Eligible Director, the Company has decided to grant a total of 7,974,960 yen in monetary claims (the “Monetary Claims”) and 1,212 common shares.

In this Disposal of Treasury Shares, under the Plan, the four Eligible Directors who are the scheduled allottees will contribute all of the Monetary Claims against the Company as properties contributed in kind and receive the Company’s common shares (the “Allotted Shares”). The outline of the Allocation Agreement to be concluded between the Company and the Eligible Directors in this Disposal of Treasury Shares is as described in 3. below.

3. Outline of the Allocation Agreement

(1) Transfer Restriction Period

From July 18, 2025 (the “Disposal Date”) until the date immediately after the individual has retired or resigned from all of their positions as a Director, Executive Officer, Executive Officer who does not concurrently serve as a Director, Auditor, Advisor, Corporate Advisor, or Employee, or any other equivalent position at the Company or its subsidiaries.

(2) Conditions for Lifting of Transfer Restrictions

The transfer restrictions shall be lifted for all of the Allotted Shares upon the expiration of the transfer restriction period, on the condition that the Eligible Director continuously holds any of the positions of Director, Executive Officer, Executive Officer who does not concurrently serve as a Director, Auditor, Advisor, Corporate Advisor, or Employee, or any other equivalent position at the Company or its subsidiaries, during the Service Provision Period (defined as the period from the date of commencement of duties until immediately before the conclusion of the first Annual General Meeting of Shareholders held thereafter; provided, however, that in the case in which the Eligible Director is an Executive Officer who does not concurrently serve as a Director or an Employee, this shall be read as the period from the start to the end of the fiscal year to which the disposal belongs; the same shall apply hereinafter), and that the consolidated operating profit margin (referred to as the “Performance

Figure”) for said fiscal year (from April 1, 2025 to March 31, 2026) as stated in the Company’s Annual Securities Report for the 48th term reaches 18.2% or higher (the “Performance Target”).

(3) Handling in the Event an Eligible Director Retires or Resigns due to Completion of Term of Office, Reaching of Mandatory Retirement Age, or Other Justifiable Reasons (Including in the Case of Death)

- i. In the case that the Eligible Director’s retirement or resignation occurs during the Service Provision Period
Regardless of the reason, the transfer restrictions shall not be lifted for any of the Allotted Shares.
- ii. In the case that the Eligible Director’s retirement or resignation occurs after the expiration of the Service Provision Period but on or before the filing date of the Annual Securities Report for the 48th term
On the condition that the Performance Target is achieved, the transfer restrictions for all of the Allotted Shares shall be lifted on the day following the filing date of the Annual Securities Report for the 48th term.
- iii. In the case that the Eligible Director’s retirement or resignation occurs on or after the day following the filing date of the Annual Securities Report for the 48th term
On the condition that the Performance Target has been achieved, the transfer restrictions for all of the Allotted Shares shall be lifted on the date immediately following the retirement or resignation of the Eligible Director.

(4) Acquisition Without Consideration by the Company

The Company shall automatically acquire, without consideration, all Allotted Shares whose transfer restrictions have not been lifted upon the expiration of the transfer restriction period or upon the retirement or resignation described in (3) above.

(5) Handling in the Event of Organizational Restructuring, etc.

Should any matter concerning an organizational restructuring, etc. (such as a merger agreement under which the Company becomes the dissolved entity, a share-exchange agreement or share-transfer plan under which the Company becomes a wholly owned subsidiary, or any similar organizational restructuring, etc.) be approved at a General Meeting of Shareholders of the Company (or, where such an organizational restructuring, etc. does not require approval by a General Meeting of Shareholders of the Company, at a meeting of the Board of Directors of the Company) during the transfer restriction period, then, provided that the Performance Target has been achieved based on the Performance Figure stated in the Annual Securities Report submitted on or after the day following the last day of the 48th fiscal year and on or before the date of such approval, the transfer restrictions on all Allotted Shares then held shall be lifted immediately before the trading day preceding the effective date of the organizational restructuring, etc. Notwithstanding the foregoing, if the trading day preceding the effective date of the organizational restructuring, etc. falls before the onset of the day following the filing date of the Annual Securities Report for the 48th fiscal year, the Company shall automatically acquire all of the Allotted Shares without consideration immediately before the trading day preceding the effective date of the organizational restructuring, etc.

(6) Management of Shares

To ensure that the Allotted Shares cannot be transferred, pledged, or otherwise disposed of during the transfer restriction period, they shall be managed in dedicated accounts opened by the Eligible Directors at Nomura Securities Co., Ltd. during the transfer restriction period. The Company, for the purpose of ensuring the effectiveness of the transfer restrictions, etc. applicable to the Allotted Shares, has entered into an agreement with Nomura Securities Co., Ltd. concerning the management of the accounts in which each Eligible Director holds such Allotted Shares. In addition, each Eligible Director shall consent to the details of said account management.

4. Basis for Calculation of the Payment Amount and Details Thereof

The Disposal of Treasury Shares to the scheduled allottees will be carried out through the contribution of monetary claims, granted as restricted stock compensation for the Company’s 48th fiscal year under the Plan, as properties in kind. To ensure a price that eliminates arbitrariness, the disposal price has been set at 6,580 yen, which is the closing price of the Company’s common shares on the Prime Market of the Tokyo Stock Exchange on June 19, 2025 (the trading day preceding the date of the Board of Directors’ resolution). This is the market stock price immediately preceding the date of the Board of Directors’ resolution, and the Company believes it is reasonable and does not constitute an unduly favorable amount.