



June 27, 2025

To Whom It May Concern:

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Notice Concerning Disposal of Own Shares as Restricted Share Compensation

YAMADA HOLDINGS CO., LTD. (the “Company”) hereby announces that the Company has resolved to dispose of own shares as restricted share compensation (hereinafter, “Disposal of Own Shares” or “Disposal”) at the meeting of the Board of Directors held on June 27, 2025. The details are described below.

1. Overview of the Disposal

(1) Disposal date	July 26, 2025
(2) Class and numbers of shares to be disposed	767,700 shares of common shares
(3) Disposal Value	447.1 yen per share
(4) Total amount of disposal	343,238,670 yen
(5) Allottees and Numbers of Allottees and Shares	Board Directors of the Company (excluding outside Directors and the directors who are Audit and Supervisory Committee members): 5 people 649,710 shares Executive Officers of the Company: 2 people 44,720 shares Board Directors of the Company’s subsidiaries (excluding outside Directors): 14 people 73,270 shares
(6) Other	An Extraordinary report on Disposal of Own Shares has been submitted in accordance with the Financial Instruments and Exchange Act

2. Purpose and Reasons for the Disposal

The Company resolved, at the meeting of the Board of Directors held on June 17, 2024, to revise the Restricted Share Compensation Plan (hereinafter, “Plan”) with the aim of providing the Company’s Board Directors (excluding outside Directors and the directors who are Audit and Supervisory Committee members; hereinafter, “Target Directors”) and the Company’s Executive Officers, as well as the Board Directors of the Company’s subsidiaries (excluding outside Directors) (hereinafter collectively the “Target Directors, etc.” together with the Target Directors), with the incentives to increase the enterprise value and to further promoting shared value with the shareholders. In addition, at the 47th Annual General Meeting of Shareholders held on June 27, 2024, the following items had been approved under the Plan, the total amount of monetary claims to be paid to the target directors and the total number of shares of common shares to be issued or disposed should be no more than ¥900 million per year (no more than 2,000,000 shares per year) as the sum of no more than ¥450 million per year (no more than 1,000,000 shares per year) of medium-term restricted share compensation and no more than ¥450 million per year (no more than 1,000,000 shares per year) of long-term restricted share compensation (however,

excluding the amount paid as salary for employee to a Director who serves concurrently as an employee), and the transfer restricted period of medium-term restricted share compensation is set by the Board of Directors within a period from 3 years to 5 years, as well as the transfer restricted period of long-term restricted share compensation is 60 years, etc.

The overview of this system is described below.

[Overview of the Plan]

The Target Directors, etc. shall pay all of the monetary compensation claims provided by the Company under the Plan to the Company as the properties contributed in kind, and in turn shall receive the issuance or disposal of the Company's common share.

The amount to be paid in per share shall be determined by the Board of Directors to the extent that it is not particularly advantageous to the Target Directors, etc. based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution by the Board of Directors (or the closing price on the transaction day immediately prior thereto if no transaction is made on such business day).

In addition, when issuing or disposing of the Company's common shares under this Plan, the Company will enter into an Allotment Agreement for Shares of Restricted Stock (hereinafter, the "Allotment Agreement") with the Target Directors, etc. The contents include the following.

- (1) The target directors, etc. shall be prohibited from transferring, pledging, or otherwise disposing of the common shares that the Company allocated to them under the Allocation Agreement, for a certain period of time.
- (2) Upon the occurrence of certain events, the Company shall be entitled to acquire such common shares without compensation.

In consideration of the purpose of this Plan, the Company's business conditions, the scope of responsibilities of each Target Directors, etc., and various other circumstances, the Company have decided to grant the monetary compensation claims of 343,238,670 yen and 767,700 shares of common share as long-term restricted share compensation with the aim of further enhancing the motivation of them. Also, we will not grant any medium-term restricted share compensation this time.

In the Disposal, the 21 Target Directors, etc. who are scheduled allottees shall pay all of the monetary compensation claims to the Company as the properties contributed in kind under the Plan, and in turn shall receive the disposal of the Company's common shares (hereinafter, the "Allotted Shares").

In the Disposal, the outline of the Allotment Agreement to be executed between the Company and the Target Directors, etc. is as described in 3. Below.

3. Overview of the Allotment Agreement

(1) The Period of the Transfer Restrictions:

from July 26(hereinafter, the "Disposal Date."), 2025 to July 25, 2085.

(2) Conditions for Releasing Transfer Restrictions

On the condition that the Target Directors, etc. had been in any one of the positions including Directors of the Company or its subsidiaries, auditors, executive officers, employees, and other positions equivalent to the above, on a continuing basis during the transfer restriction period, the transfer restrictions of the Allotted Shares shall be released as of the expiration of transfer restriction period.

(3) Treatment in the event that the Target Directors, etc. resigns or retires due to the expiration of their term of office, reaching retirement age, or other valid reasons during the transfer restriction period.

① Date of Releasing Transfer Restriction

If any of the Target Directors, etc. resigns or retires from any position as a Directors of the Company or its subsidiaries, auditors, executive officers, employees, and other positions equivalent to the above, due to the expiration of their term of office, retirement, or other valid reasons (including resignation or retirement due to death), the transfer restrictions shall be released immediately upon the resignation or retirement of them.

② Number of shares subject to releasing the transfer restrictions

The number shall be calculated by multiplying the number of the Allocated Shares held by the Target Directors, etc. at the time of their resignation or retirement as described in ① above by the number of months dividing by 12 (if such number exceeds 1, the number shall be rounded down to 1), which is from the month including the Disposal Date to the month including the date of the resignation or retirement of the Target Directors, etc., (however, if any fraction of less than one share arises, the fractional share shall be discarded). (Note: If the Target Directors, etc. are an executive officer of the Company, replace the Disposal Date with the start date of the financial year including date of the Disposal, and if Board of Directors of the Company's subsidiaries, replace the Disposal Date with month following the month in which the Annual General Meeting of Shareholders of the relevant subsidiary of the Company immediately prior to the Disposal Date. The same applies below.)

(4) Gratis acquisition by the Company

If the Target Directors, etc. resign or retire from their positions as Directors of the Company or its subsidiaries, auditors, executive officers, employees, and other positions equivalent to the above before the expiration of the transfer restriction period, the Company shall, unless there are valid reasons as specified in (3) above, acquire all of the Allotted Shares as a matter of course without compensation as of the date of resignation or retirement.

In addition, upon the expiration of the transfer restriction period or immediately after the transfer restriction has been released as specified in (3) above, the Company shall, as a matter of course without compensation, acquire the Allotted Shares which the transfer restriction has not been released.

(5) Treatment in the event of organizational restructuring, etc.

In cases where, during the transfer restriction period, a merger agreement wherein the Company becomes the extinct company, or a share exchange agreement or a share transfer plan wherein the Company becomes a wholly owned subsidiary, or other matters regarding organizational restructuring, etc., is approved by a general meeting of shareholders of the Company (however, in cases where such organizational restructuring, etc., does not require approval from a general meeting of shareholders of the Company, by the Board of Directors of the Company), the Company shall release the transfer restrictions as of the time immediately before the business day prior to the effective date of organizational restructuring, etc., for the number of the Allotted Shares calculated by multiplying the number of the Allotted Shares held at such time by the number obtained (if such number exceeds 1, the number shall be rounded down to 1) by dividing the number of months between the month which is from the month including the Disposal Date to the month including the date of such approval by 12 (however, if any fraction less than one share arises as a result of the above calculation, the fractional share shall be discarded).

In addition, on the business day prior to the effective date of organizational restructuring, etc., the Company shall, as a matter of course without compensation, acquire all of the Allotted Shares for which the transfer restrictions have not been released.

(6) Administration of shares

During the transfer restriction period, the Allotted Shares shall be administered in a dedicated account opened at Nomura Securities Co., Ltd. in order to ensure that the Target Directors, etc. neither transfer, nor create any security interest on, nor otherwise dispose of the Allotted Shares during such period. To ensure the effectiveness of the Transfer Restrictions, etc. pertaining to the Allotted Shares, the Company has entered into an agreement with Nomura Securities Co., Ltd. concerning the administration of the account for the Allotted Shares held by each Target Directors, etc. In addition, the Target Directors shall agree to the management of the account.

4. Basis of calculating the amount to be paid in for the Allotment Shares and other specific details

The Disposal to the scheduled allottees shall be funded by the monetary compensation claims provided as restricted share compensation under the Plan for the 49th fiscal year of the Company. The Company determined the disposal price to be 447.1 yen, the closing price of the Company's common share on the Prime Market of the Tokyo Stock Exchange on June 26, 2025 (the business day prior to the date of the resolution of the Board of Directors), in order to eliminate any arbitrariness in such price. As this is the market price immediately prior to the date of the resolution of the Board of Directors, the Company believes that it is rational and not a particularly advantageous price.

Note : This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.