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For Immediate Release

Ryoyo Ryosan Holdings, Inc.
Representative: Moritaka Nakamura
Representative Director, President
Listing Code No.: 167A
Listing: Prime Market, Tokyo Stock Exchange
Inquiries: Yoko Tanaka
Executive Officer
General Manager, Public Relations Department
TEL: +81-3-3546-5003

Notice Concerning Disposal of Treasury Shares as Transfer-restricted Shares for Directors, etc.

At today's meeting of its Board of Directors, Ryoyo Ryosan Holdings, Inc. (hereinafter "the Company") resolved to conduct a disposal of treasury shares as transfer-restricted shares (hereinafter "the Disposal of Treasury Shares") as follows.

1. Overview of the Disposal of Treasury Shares

(1) Payment date	July 25, 2025
(2) Type and number of shares for disposal	Common shares of the Company 35,800 shares
(3) Disposal price	¥2,559 per share
(4) Total disposal price	¥91,612,200
(5) Allottees	Directors* 5 people 18,700 shares Executive Officers 2 people 1,900 shares Directors of wholly owned subsidiaries of the Company 2 people 3,700 shares Executive Officers, etc. of wholly owned subsidiaries of the Company 13 people 11,500 shares *Except Outside Directors and Directors who are Audit and Supervisory Committee Members.

2. Purpose and Reason for Disposal

The Company introduced a transfer-restricted-share remuneration system (hereinafter "the System") to provide Directors of the Company (here and hereinafter, not including Directors who are Audit and Supervisory Committee Members and Outside Directors) with incentives to sustainably improve the enterprise value of the Ryoyo Ryosan Group and to advance still further the sharing of value with shareholders. At its first Ordinary General Shareholders' Meeting, the Company decided to pay Directors pecuniary remuneration bonds in an amount not exceeding ¥200 million per year, separate from the amount of ordinary pecuniary remuneration, as a property contributed in kind for the grant of transfer-restricted shares; to set the total number of common shares issued or disposed of in accordance with the System at a number not to exceed 200,000 shares per year; and to set the transfer-restricted period as the period from the date of provision of the transfer-restricted shares to the date of resignation or retirement of the Directors from their positions as Directors of the Company or from such other positions as are specified by the Board of Directors.

The Company is also introducing a similar transfer-restricted-share grant system for Executive Officers of the Company and Directors and Executive Officers of wholly owned subsidiaries of the Company, etc.

For that reason, and in view of the purpose of the System, the business results of the Company, the scope of duties of the allottees and other circumstances, the Company has decided to dispose of 35,800 common shares of the Company (hereinafter "the Allocated Shares") in exchange for a contribution in kind of ¥91,612,200 in total, consisting of (i) pecuniary remuneration bonds against the Company granted to five Directors and two Executive Officers of the Company, as resolved at today's meeting of the Board of Directors; and (ii) pecuniary remuneration bonds against a wholly owned subsidiary of the Company granted to two Directors and 13 Executive Officers of the company (hereinafter collectively referred to as "the Allocation Beneficiaries"), as resolved at the meetings of the Boards of Directors of the respective wholly owned subsidiaries.

An overview of the System is provided below.

Overview of the Transfer-restricted-share remuneration Allocation Agreement

In tandem with the Disposal of Treasury Shares, the Company and the Allocation Beneficiaries will separately conclude and enter into a transfer-restricted-share remuneration allocation agreement (hereinafter "the Allocation Agreement"), as follows.

(1) Transfer-restricted Period

The Allocation Beneficiaries may not transfer, post as collateral or otherwise dispose of the Allocated Shares from July 25, 2025 (the payment date) to the respective dates when the Allocation Beneficiaries lose their respective positions as Directors, Audit & Supervisory Board Members, Executive Officers, etc. of the Company or a wholly owned subsidiary of the Company.

(2) Conditions for Cancellation of Transfer Restriction

Provided that the Allocation Beneficiaries continue to serve as Directors, Audit & Supervisory Board Members, Executive Officers, etc. of the Company or a wholly owned subsidiary of the Company throughout the period from July 25, 2025 (the payment date) to July 1, 2026 (hereinafter "the Service Period," of which the period from July 25, 2025 (the payment date) to the end of the Ordinary General Shareholders' Meeting for the fiscal year ending March 31, 2026 is the period appointed to a position), the transfer restriction shall be cancelled for all of the Allocated Shares as of the end of the transfer-restricted period. However, if an Allocation Beneficiary loses all of the above positions held during the Service Period due to death, completion of term of service or other reason deemed appropriate by the Board of Directors of the Company, the transfer restriction shall be cancelled for all of the Allocated Shares for that Allocation Beneficiary immediately after said loss of status.

(3) Acquisition by the Company at No Cost

At the end of the transfer-restricted period, the Company shall as matter of course acquire at no cost all of the Allocated Shares for which the transfer restriction is not cancelled, with the following exception: The above does not apply if the Company's General Shareholders' Meeting approves (or the Company's Board of Directors approves, if approval of the General Shareholders' Meeting is not required for such reorganization, etc.), during the transfer-restricted period, the terms of a merger agreement in which the Company becomes the absorbed company; an absorption-type company split agreement in which the Company becomes a spin-off company; an incorporation-type company split plan; a share exchange agreement in which the Company becomes a wholly owned subsidiary; or a share transfer plan (hereinafter "the Reorganization, etc."), and a corporation other than the Company involved in the Reorganization, etc. provides its shares (transfer-restricted shares only) to the Allocation Beneficiaries.

(4) Management of Shares

The Allotted Shares are managed in a dedicated account for transfer-restricted shares opened by the Allocation Beneficiaries at Daiwa Securities Co., Ltd., to ensure that the Allotted Shares are not transferred, posted as collateral or otherwise disposed of during the transfer-restricted period.

(5) Handling of the Reorganization, etc.

If the Company's General Shareholders' Meeting approves (or the Company's Board of Directors approves, if approval of the General Shareholders' Meeting is not required for such Reorganization, etc.), during the transfer-restricted period, the terms of a merger agreement in which the Company becomes the absorbed company; a share exchange agreement in which the Company becomes a wholly owned subsidiary; a share transfer plan; or other matters related to the Reorganization, etc., the transfer restriction on all of the Allocated Shares shall, by resolution of the Board of Directors, be cancelled as of the time immediately before the business day before the Reorganization, etc. becomes effective, unless a corporation other than the Company involved in the Reorganization, etc. provides its shares (transfer-restricted shares only) to the Allocation Beneficiaries.

3. Basis of Calculation of Amount Paid and Details Thereof

The Disposal of Treasury Shares is conducted by paying pecuniary remuneration bonds to the allottees as a property contributed in kind, in accordance with the System. To eliminate arbitrariness in determination of the amount paid, the amount paid is ¥2,559, which is the closing price of common shares of the Company on the Tokyo Stock

Exchange on June 25, 2025 (which is the business day before the date of resolution of the Board of Directors). This price is the market price immediately before the date of resolution of the Board of Directors. In the absence of any special circumstances indicating that the most recent market price cannot be relied upon, this price is reasonable and appropriately reflects the enterprise value of the Company and does not constitute a price that is especially advantageous to the Allocation Beneficiaries.