

June 26, 2025

To whom it may concern,

Company name: Nihon M&A Center Holdings Inc.

Representative: Suguru Miyake, President and
Representative Director

(Stock exchange code: 2127, TSE Prime Market)

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Disposal of Treasury Stock as Restricted Stock Remuneration

Nihon M&A Center Holdings Inc. (the “Company”) hereby announces that at the Board of Directors meeting held today, it was resolved to dispose of treasury stock as restricted stock remuneration (the “Disposal of Treasury Stock”) as outlined below.

1. Overview of the disposal

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| (1) Payment due date | July 25, 2025 |
| (2) Class and number of shares to be disposed | 98,800 shares of common stock of the Company |
| (3) Disposal price | 711.2 yen per share |
| (4) Total value of shares to be disposed | 70,266,560 yen |
| (5) Intended allottees | 5 Directors 98,800 shares *Excludes Outside Directors and Audit & Supervisory Committee members |

2. Purpose and reason for the disposal

The Board of Directors of the Company, at the meeting held on May 23, 2024, decided to introduce a Restricted Stock Remuneration Plan (hereinafter, the “Plan”) for Directors (excluding Outside Directors and Audit & Supervisory Committee members; hereinafter, the same) with the aim to encourage them to contribute to the medium- to long-term enhancement of the corporate value of the Company and promote further value sharing with its shareholders.

Furthermore, at the 33rd Annual General Meeting of Shareholders held on June 25, 2024, the Company obtained approval for the following: (i) to provide compensation to Directors based on the Plan for the purpose of granting restricted stock, or to grant restricted stock as remuneration, with the transfer restriction period being from the date of issuance of the shares until the date they resign or retire from the position of Director or any other position as determined by the Board of Directors, (ii) the granting of restricted stock to be carried out by either: (a) issuing or disposing of common stock of the Company as part of Director remuneration without requirement of cash payment etc., or (b) issuing or disposing of common stock of the Company against capital contribution in kind of monetary remuneration claims provided by the Company to the Directors, (iii) the total number of common stock to be issued or disposed of under the Plan not to exceed 350,000 shares per year, and the total remuneration amount to be no more than 240 million yen per year and be counted as part of the existing remuneration limit.

The Company, at its Board of Directors meeting held today, decided to dispose 98,800 shares of common stock of the Company as restricted stock, by providing total monetary remuneration claims of 70,266,560 yen to five Directors (the “Eligible Director(s)”) and having them contribute the monetary remuneration claims in kind, taking into consideration of the purpose, the scope of responsibilities of each Eligible Director and other relevant factors of the Plan.

< Overview of Restricted Stock Allotment Agreement >

Pursuant to this Disposal of Treasury Stock, the Company will conclude an individual Restricted Stock Allotment Agreement (the “Allotment Agreement”) with each of the Eligible Directors. An overview of the Allotment Agreement is as follows:

(1) Transfer restriction period

Eligible Directors shall not transfer, create a security interest in, or otherwise dispose of the common stock allotted to them under the Allotment Agreement (the “Allotted Shares”) from July 25, 2025 (payment due date) until the date they resign or retire from all positions as Director of the Company or any of its subsidiaries.

(2) Conditions for lifting the transfer restrictions

The transfer restrictions on all the Allotted Shares shall be lifted upon the expiration of the transfer restriction period, provided that the Eligible Director has continuously held a position as a Director of the Company or its subsidiary during the period from the day of the General Meeting of Shareholders held immediately before the payment due date, to the day of General Meeting of Shareholders held in the following year (the “Service Period”). However, if the Eligible Director retires from the position of a Director of the Company or its subsidiary due to death, or other reasons deemed justifiable by the Board of Directors during the Service Period, transfer restriction of the Allotted Shares shall be lifted, as of the day immediately following the retirement date, for such number of restricted stock calculated by multiplying (i) the number of Allotted Shares by (ii) the fraction obtained by dividing the number of months from the month following the month including the starting date of the Service Period until the month including the date of resignation by 12 (provided that any fractional shares resulting from the calculation will be rounded down).

(3) Acquisition without consideration by the Company

Any Allotted Shares, for which restrictions have not been lifted as of the expiry of the transfer restriction period, shall be naturally acquired by the Company without consideration.

(4) Management of shares

The Allotted Shares will be managed in a dedicated account for restricted stock opened by each Eligible Director with Daiwa Securities Co., Ltd. during the transfer restriction period, to ensure that no transfer, creation of security interest, or other disposal can be made to the shares during the transfer restriction period.

(5) Measures to be taken upon organizational restructuring, etc.

If, during the transfer restriction period, a merger agreement under which the Company becomes the dissolving entity, a share exchange agreement or a share transfer plan under which the Company becomes a wholly owned subsidiary, or any other form of corporate reorganization is approved at a General Meeting of Shareholders of the Company (or, if such approval is not required, by the Company’s Board of Directors), then, by resolution of the Board of Directors, the transfer restrictions on the Allotted Shares held at that time shall be lifted with respect to the number of shares calculated by multiplying (i) the number of months from the month following the month including the commencement date of the Service Period to the month including the date of approval of the reorganization divided by 12 (and capped at 1) by (ii) the number of Allotted Shares then held (with any fractional shares resulting from the calculation rounded down). The transfer restrictions shall be lifted immediately before the close of business on the business day preceding the effective date of the reorganization.

3. The basis for calculating the amount to be paid and related specific details

The Disposal of Treasury Stock will be conducted by contribution in kind of the monetary compensation claims granted to the intended allottees under the Plan. To eliminate arbitrariness, the payment amount has been set at 711.2 yen which was the closing price of the Company’s common stock on the Tokyo Stock Exchange on June 25, 2025 (the business day immediately preceding the date of the Board of Directors’ resolution). This represents the market price immediately prior to the date of the Board of Directors’ resolution, and in the absence of any special circumstances that would render reliance on the most recent

market price inappropriate, we believe it is a reasonable value that appropriately reflects the Company's corporate value and does not constitute a particularly favorable price for the Eligible Directors.