July 30, 2026

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)

Contact: Takamaro Naraki, Senior Vice President and Director

Tel: +81-3-5220-5451

# Notice of Disposal of Treasury Shares as Stock Compensation for Directors and as an Incentive Plan for Employees

Nihon M&A Center Holdings Inc. (the “Company”) hereby announces that at the Board of Directors meeting held on July 30, 2026, it resolved to dispose of treasury shares as stock compensation for directors and as a stock incentive plan for employees (the “Treasury Share Disposal”), as outlined below.

1. Overview of the Disposal

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|---|---|
| (1) Disposal date | August 17, 2026 |
| (2) Class and number of shares | 3,577,200 shares of common stock |
| (3) Disposal price | 696.5 yen per share |
| (4) Total value of shares to be disposed | 2,491,519,800 yen |
| (5) Planned Allottees | ・The Master Trust Bank of Japan, Ltd. (Board Incentive Plan Trust Account) 588,500 shares<br>・The Master Trust Bank of Japan, Ltd. (ESOP Share Grant Trust Account) 2,988,700 shares |
| (6) Other | An extraordinary report concerning the Treasury Share Disposal has been filed pursuant to the Financial Instruments and Exchange Act. |

2. Purpose and reason for the disposal

The Company resolved at its Board of Directors meeting held on April 30, 2026 to introduce a Board Incentive Plan trust (“BIP Trust”) for directors of the Company (excluding Audit and Supervisory Committee members, outside directors, and non-residents of Japan) and directors of the Company’s subsidiaries (collectively, the “Eligible Companies”; excluding outside directors and non-residents of Japan and collectively with the Company’s directors, the “Eligible Directors”). The purpose is to enhance the linkage between directors’ compensation and shareholder value and to increase their motivation to improve medium- to long-term performance by sharing both benefits and risks of stock price fluctuations with shareholders. Approval for the introduction of the BIP Trust was obtained at the 35th Annual General Meeting of Shareholders held on June 25, 2026.

The Company also resolved on April 30, 2026 to introduce an ESOP Share Grant Trust (“ESOP Trust”; together with the BIP Trust, the “Plan”) for employees of the Eligible Companies (“Eligible Employees”). The purpose is to foster a stronger sense of belonging to the Group, encourage participation in management, and raise awareness of improving medium- to long-term performance and share price appreciation, thereby enhancing corporate value over the medium to long term.

For details of the Plan, please refer to the announcements dated April 30, 2026 titled “Notice of Introduction of Stock Compensation Plan for Directors” and “Notice of Introduction of Stock Incentives for Employees.”

In connection with the introduction of the Plan, the Company will dispose of treasury shares through third-party allotment to The Master Trust Bank of Japan, Ltd. (Board Incentive Plan Trust Account) and The Master Trust Bank of Japan, Ltd. (ESOP Share Grant Trust Account), the co-trustee of the Board Incentive Plan Trust Agreement and ESOP Share Grant Trust Agreement entered into between the Company and Mitsubishi UFJ Trust and Banking Corporation (collectively, the “Trust Agreements”).

The number of shares to be disposed of represents the number of shares expected to be delivered to Eligible Directors and Eligible Employees during the trust period under the applicable share delivery regulations. The resulting dilution will be 1.06% of the total 336,934,800 issued shares and 1.13% of the 3,170,573 voting rights outstanding as of March 31, 2026.

Shares allotted through the Treasury Share Disposal will be delivered to Eligible Directors and Eligible Employees in accordance with the share delivery regulations. As these shares are not expected to be released into the market all at once, the impact on the market is expected to be minimal. Accordingly, the Company believes the number of shares to be disposed of and the scale of dilution are reasonable.

Summary of Trust Agreements

| | Board Incentive Plan (BIP) Trust | ESOP Share Grant Trust |
|---|---|---|
| Type of Trust | Money trust other than a specified individually managed money trust (third-party beneficiary trust) | |
| Purpose of Trust | Provision of incentives to Eligible Directors | Provision of incentives to Eligible Employees |
| Trustor | The Company | |
| Trustee | Mitsubishi UFJ Trust and Banking Corporation (Co-trustee: The Master Trust Bank of Japan, Ltd.) | |
| Beneficiaries | Eligible Directors who satisfy the beneficiary requirements | Eligible Employees who satisfy the beneficiary requirements |
| Trust Administrator | An independent third party with no conflict of interest with the Company | |
| Trust Agreement Date | August 12, 2026 (planned) | |
| Trust Period | August 12, 2026 to August 31, 2033 (planned) | August 12, 2026 to May 31, 2034 (planned) |
| Plan Commencement Date | August 12, 2026 (planned) | |
| Voting Rights | Voting rights will not be exercised. | Voting rights will be exercised by the trustee in accordance with instructions from the trust administrator reflecting the intentions of prospective beneficiaries. |

3. Basis for Calculation of the Disposal Price and Specific Details

To eliminate arbitrariness and in consideration of recent share price trends, the disposal price has been set at 696.5yen, which is the closing price of the Company’s common stock on the Tokyo Stock Exchange on July 29, 2026, the business day immediately preceding the Board resolution regarding the Treasury Share Disposal. The Company believes this price is objective and reasonable because it reflects the market price immediately prior to the Board resolution.