



April 25, 2025

Company name Morozoff Limited
Representative Representative Director and President
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Notice on Disposal of Treasury Stock as Restricted Stock-based Compensation

The Company hereby announces that its Board of Directors, at a meeting held today, resolved to dispose of treasury stock (hereinafter the “Treasury Stock Disposal” or “Disposal”) as described below.

1. Overview of disposal

(1)	Disposal date	May 23, 2025
(2)	Type and number of stock for disposal	Common stock of the Company: 7,379 shares
(3)	Disposal value	1,806 yen per share
(4)	Total amount of disposition	13,326,474 yen
(5)	Party to receive disposition and number of shares to be disposed of	Directors of the Company (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors) 6 persons: 6,356 shares Executive Officers of the Company (delegated type) 2 persons: 1,023 shares
(6)	Other	With respect to the Treasury Stock Disposal, the Company has filed a written notice of securities in accordance with the Financial Instruments and Exchange Act.

2. Purpose and reason for disposal

At a meeting of the Board of Directors held on March 22, 2021, the Company resolved to introduce a restricted stock-based compensation plan (hereinafter referred to as the “Plan”) as a new compensation plan for Directors, excluding those who are Audit and Supervisory Committee Members and Outside Directors (hereinafter referred to as the “Eligible Directors”), with the aim of providing them with incentives to continuously improve the Company’s corporate value and to further promote value sharing with shareholders. In addition, at the 91st Annual General Meeting of Shareholders held on April 27, 2021, the Company received approval for granting monetary compensation to be used as assets for investment in the acquisition of restricted stock under the Plan (hereinafter referred to as the “Restricted Stock-based Compensation”) up to 20 million yen per year to the Eligible Directors, issuing or disposing of up to 9,000 shares of the Company’s common stock (up to 54,000 shares after the stock split dated February 1, 2022, and February 1, 2025) per year, and establishing, as the transfer restriction period of restricted shares, the period from the date of allotment of such shares to the time immediately following the time of retirement from the position predetermined by the Board of Directors of the Company.

An overview of the Plan, etc. is as follows.

[Overview of the System, etc.]

The Eligible Directors shall pay all of the monetary claims paid by the Company under the Plan as assets contributed in kind and shall be issued or receive disposition of shares of common stock of the Company. The amount to be paid per share shall be determined by the Board of Directors based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of each Board of Directors resolution (or the closing price of the immediately preceding trading day if no trading was effected on that day) to the extent that such amount is not particularly favorable to the Eligible Directors who subscribe for such common stock.

In addition, upon the issuance or disposal of shares of common stock of the Company under the Plan, a restricted share allotment agreement shall be executed between the Company and the Eligible Director, the terms of which shall include: (i) the Eligible Director shall be prohibited from transferring to a third party, setting security interests or otherwise disposing of the shares of common stock of the Company allotted under the restricted share allotment agreement for a certain period of time; and (ii) the Company shall acquire such shares of common stock without compensation in the event that certain events occur.

In addition to the Company's Directors, the Company has introduced a restricted stock-based compensation plan for the Company's Executive Officers (delegated type) similar to the one for the Company's Directors.

This time, taking into consideration the purpose of the Plan, the Company's business conditions, the scope of responsibilities of each of the Eligible Directors and Executive Officers (delegated type), and various other circumstances, the Company decided to grant a total of 13,326,474 yen (hereinafter referred to as the "Monetary Claims") and 7,379 shares of common stock to the six Eligible Directors and two Eligible Executive Officers (delegated type) (hereinafter referred to as the "Eligible Allottees") for the purpose of further increasing their motivation.

In the Treasury Stock Disposal, the Eligible Allottees, the intended recipients of allotment, shall pay all of the Monetary Claims against the Company as assets contributed in kind and shall receive the common shares of the Company (the "Allotted Shares") which shall be disposed of in accordance with the Plan. An overview of the restricted share allotment agreement (hereinafter referred to as the "Allotment Agreement") to be executed between the Company and the Eligible Allottees in connection with the Treasury Stock Disposal is as described in 3. below.

3. Overview of the Allotment Agreement

(1) Transfer restriction period

The period from May 23, 2025 (the "Disposal Date") to the time immediately following the resignation or retirement from any position as a Director, Executive Officer not concurrently serving as a Director, employee, advisor, or other equivalent position at the Company or its subsidiary.

(2) Conditions for cancelling transfer restrictions

The restriction on transfer of all of the Allotted Shares shall be cancelled at the expiration of the transfer restriction period on the condition that the Eligible Allottee has continuously held the position of Director, Executive Officer not concurrently serving as Director, employee, Advisor, or any other equivalent position at the Company or its subsidiary during the period from the date of commencement of execution of duties to the time immediately preceding the conclusion of the first Annual General Meeting of Shareholders to be held thereafter (hereinafter referred to as the "Service Period").

(3) Treatment of cases where the Eligible Allottee retires or resigns due to the expiration of his/her term

of office or other justifiable reasons during the Service Period.

(i) Timing for cancelling transfer restrictions

If the Eligible Allottee resigns or retires from any of the positions of Director, Executive Officer not concurrently serving as Director, employee, Advisor, or any other equivalent position at the Company or its subsidiary due to the expiration of his/her term of office or any other justifiable reasons (including resignation or retirement due to death), the transfer restrictions shall be cancelled at the time immediately following his/her resignation or retirement.

(ii) Number of shares eligible for cancellation of transfer restrictions

The number of shares of the Allotted Shares held by the Eligible Allottee at the time of such retirement or resignation as set forth in (i) above multiplied by the number of months from the month including the Disposal Date to the month including the date of retirement or resignation of the Eligible Allottee divided by 12 (this shall be deemed to be 1 if such number exceeds 1) (provided, however, that if the calculation results in a fraction less than one share, such fraction shall be rounded down).

(4) Acquisition by the Company without compensation

If the Eligible Allottee commits any violation of laws and regulations during the transfer restriction period or falls under any other certain events stipulated in the Allotment Agreement, the Company shall naturally acquire all of the Allotted Shares without compensation at that point in time. In addition, at the expiration of the transfer restriction period or at the time of cancellation of the transfer restriction stipulated in (3) above, the Company shall naturally acquire without compensation any of the Allotted Shares for which the transfer restriction is not cancelled.

(5) Stock management

The Allotted Shares shall be managed in an exclusive account opened by the Eligible Allottee at Nomura Securities Co., Ltd. during the transfer restriction period so that the Allotted Shares may not be transferred, pledged or otherwise disposed of during the period. In order to ensure the effectiveness of the restrictions on the transfer of the Allotted Shares, etc., the Company has entered into an agreement with Nomura Securities Co., Ltd. in relation to the management of the account for the Allotted Shares held by each Eligible Allottee. In addition, the Eligible Allottee shall agree to the details of the management of such account.

(6) Treatment in organizational restructuring, etc.

If, during the transfer restriction period, a merger agreement under which the Company is to be an absorbed company, a share exchange agreement or a share transfer plan under which the Company is to become a wholly owned subsidiary, or any other matter relating to organizational restructuring, etc. is approved at the General Meeting of Shareholders of the Company (the Board of Directors of the Company if approval by a General Meeting of Shareholders of the Company is not required for such organizational restructuring, etc., however), the Company's Board of Directors may, by its resolution, cancel the transfer restriction at the time immediately before the business day preceding the effective date of organizational restructuring, etc. with regard to shares calculated by multiplying the number of the Allotted Shares held at the time of approval by the number obtained by dividing the number of months from the month including the Disposal Date to the month including the date of such approval by 12 (this shall be deemed to be 1 if such number exceeds 1) (provided, however, that if the calculation results in a fraction less than one share, such fraction shall be rounded down). In addition, the Company shall naturally acquire without compensation all of the Allotted Shares whose transfer restriction is not cancelled at the time immediately following the cancellation of the transfer restriction.

4. Basis for calculation of the amount to be paid in and its specific details

The Treasury Stock Disposal to the intended recipient of allotment shall be made with the monetary

claims paid as restricted stock-based compensation for the Company's 96th fiscal year under the Plan, as assets for investment. The disposal price is set at 1,806 yen, which is the closing price of the Company's common stock on the Prime Market of the Tokyo Stock Exchange on April 24, 2025 (the business day preceding the date of resolution by the Board of Directors), in order to eliminate arbitrariness. This is the market stock price immediately prior to the date of resolution by the Board of Directors, which we consider is a reasonable and not particularly favorable price.