



June 26, 2025

For Immediate Release

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Notice Regarding Disposition of Treasury Stock for Performance-Linked Restricted Stock Compensation

VITAL KSK HOLDINGS, INC. (the “Company”) hereby announces that a meeting of the Board of Directors held on June 26, 2025 passed a resolution regarding disposal of the Company’s treasury stock for performance-linked restricted stock compensation (the “Disposal of Treasury Stock”). Details are as follows.

1. Outline of the disposal

(1) Payment date	July 25, 2025
(2) Type and number of shares to be disposed of	102,304 shares of common stock of the Company
(3) Disposal price	1,221 yen per share
(4) Total disposal amount	124,913,184 yen
(5) Allottee	1 Director of the Company 1,475 shares 2 Executive Officers of the Company 1,966shares 13 Directors of the Company’s subsidiaries 21,139 shares 12 Executive Officers of subsidiaries of the Company 11,796 shares 134employees of the Company’s subsidiaries 65,928shares *Excluding Directors who serve as an Audit and Supervisory Committee Member and Outside Directors
(6) Others	The Company has submitted an extraordinary report on this Disposal of Treasury Stock in accordance with the Financial Instruments and Exchange Act.

2. Purpose and reason for disposal

The performance-linked restricted stock compensation plan (the “Plan”) was approved at the 14th annual general meeting of shareholders held on June 29, 2023. Under the Plan, the Company delivers shares of its common stock (“Performance-linked Restricted Stock”) to its Directors (excluding Directors who serve as an Audit and Supervisory Committee Member and Outside Directors; the “Eligible Directors”) to incentivize their involvement in sharing the advantages and risks of stock price changes and to boost their motivation to help increase the stock price and enhance corporate value. The number of shares to be delivered to the Eligible Directors depends on their achievement of performance targets set by the Board of Directors and other numerical goals during each fiscal year, which the Company refers to as the “Evaluation Period.” The meeting also approved a proposal for the total annual monetary compensation claims that the Company grants to the Eligible Directors as compensation related to the Performance-linked Restricted Stock to be a maximum of 50 million yen

and for the total number of shares of Performance-linked Restricted Stock that the Company allocates to the Eligible Directors each fiscal year to be not more than 100,000 shares.

On June 26, 2025, the Board of Directors resolved to allocate 102,304 shares of the Company's common stock as specified restricted stock to individuals to whom the stock is planned to be allocated: an Eligible Director and 2 Executive Officers of the Company, as well as 13 Directors, 12 Executive Officers, and 134 employees of subsidiaries (collectively the "Eligible Individuals"). The Eligible Individuals will receive the specified restricted stock by contributing all of their monetary compensation claims, worth 124,913,184 yen, in kind. This amount of monetary compensation claims will be provided to the Eligible Individuals subject to conditions including the one that each Eligible Individual executes an agreement with the Company for the allocation of performance-linked restricted stock that contains the following provisions ("Allocation Agreement").

3. Outline of the Plan

(1) Structure of the Plan

The Company will grant the Eligible Individuals shares of its stock as performance-linked restricted stock compensation for periods (i) and (ii) below. This will be based on their positions and the extent to which they achieve the performance targets set by the Board of Directors and other numerical goals during the performance evaluation period below.

- (i) The Company's 16th fiscal year (April 1, 2024 to March 31, 2025) for the Company's Directors (excluding Directors who serve as Audit and Supervisory Committee Member and Outside Directors) and Executive Officers
- (ii) The fiscal year of each subsidiary (April 1, 2024 to March 31, 2025) for the Directors, Executive Officers, and employees of subsidiaries

If a Director who is an Eligible Individual leaves office as a Director of the Company or a subsidiary before the first annual general meeting of shareholders after the Evaluation Period due to the expiration of the term of office or other reasons deemed legitimate by the Board of Directors (or if an Executive Officer or employee who is an Eligible Individual resigns or retires as an Executive Officer or employee of the Company or any subsidiary before the first date of the allocation of shares after the Evaluation Period for reasons deemed legitimate by the Board of Directors), the Company will provide the Eligible Individual with cash instead of delivering Performance-linked Restricted Stock.

(2) Performance evaluation period

The Company's 16th fiscal year (April 1, 2024 to March 31, 2025)

4. Overview of Allocation Agreement

(i) Transfer restriction period

The transfer restriction period is from July 25, 2025 until the day when the Eligible Individual retires from all positions as Director, Executive Officer or employee of the Company or any subsidiary. (If the day of retirement falls on or before June 30, 2026, the last day of the period is July 1, 2026.)

During the restricted period of transfer specified above ("Transfer Restriction Period"), an Eligible Individual shall not transfer, pledge, offer as security of transfer, donate before death, bequeath or otherwise dispose of the performance-linked restricted stock allotted to such Eligible Individual ("Allotted Shares") to a third party ("Restriction on Transfer").

(ii) Acquisition of performance-linked restricted stock without compensation

If Eligible Individuals retire from all positions as Directors, Executive Officers, or employees of the

Company or any subsidiary, the Company may automatically acquire the Allotted Shares without compensation, unless the acquisition is denied for reasons that the Board of Directors acknowledges to be justifiable.

In addition, if there are any Allocated Shares at the time of expiration of the Transfer Restriction Period of Transfer (the “Expiration of the Period”) for which the Restriction on Transfer is not released pursuant to the provision of causes for release specified in the following (iii) Lifting of the Restriction on Transfer, the Company will automatically acquire such Allocated Shares without considerations immediately after the Expiration of the Period.

(iii) Lifting of the Restriction on Transfer

The Company will lift the Restriction on Transfer for all Allotted Shares held by Eligible Individuals at the Expiration of the Period.

(iv) Provision regarding management of shares

Eligible Individuals shall complete the procedure to open an account at SMBC Nikko Securities Inc. to register or record the Allocated Shares in such manner as designated by the Company, and shall store and maintain the Allocated Shares in such account during a period until the Restriction on Transfer is released.

(v) Treatment in case of organization restructuring

If a proposal of a merger contract under which the Company will cease to exist, a stock swap agreement or share transfer plan under which the Company will become a wholly owned subsidiary, or any other organizational restructuring is approved at a general meeting of shareholders (or a meeting of the Board of Directors if no approval of a general meeting of shareholders is necessary) during the Transfer Restriction Period (and if the effective date of the organizational restructuring precedes the Expiration of the Period; “In the Event of the Approval of Organizational Restructuring”), and if Eligible Individuals retire from all positions as Directors, Executive Officers, or employees of the Company or any subsidiary as a result of the organizational restructuring, the Company shall lift the transfer restrictions on all Allotted Shares immediately before the effective date of the organizational restructuring.

In the Event of the Approval of Organizational Restructuring, the Company will automatically acquire all the number of Allotted Shares without consideration on the business day before the effective date of such organization restructure, etc. for which the Restriction on Transfer is not released on the same day.

5. Calculation basis of payment amounts and relevant details

The Company has determined the value of the treasury stock to be disposed of at 1,221 yen (rounded down to the nearest yen), which is the simple average of the closing prices of its common stock on the Tokyo Stock Exchange in the month leading up to the business day immediately preceding the date when the Board of Directors resolved the disposition (from May 26 to June 25, 2025) to avoid any arbitrary decision-making.

This is the market price immediately before the date of resolution in the Board of Directors meeting, which the Company believes is reasonable and is not deemed an advantageous price.