



June 24, 2025

Participants

Company Name Y o s s i x H o l d i n g s C o . , L t d .
 Representative Masanari Yoshioka
 Representative Director, Chairman and CEO
 (Securities code: 3221 TSE Prime Market, NSE Premier Market)
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Notice Concerning Disposal of Treasury Shares as Restricted Stock Compensation

At the Board of Directors meeting held today, the Company announced the following disposition of treasury stock as restricted stock compensation (hereinafter referred to as the "Treasury Stock Disposal"). We would like to inform you that we have resolved to do so.

1. Outline of Disposal

(1) Payment due date	July 24, 2025
(2) Type and number of shares to be disposed of	33,500 shares of the Company's common stock
(3) Disposal price	¥2,590 per share
(4) Total amount of disposal value	JPY 86,765,000
(5) Planned assignment destination	4 directors of the Company (*) 29,000 shares 4 Executive Officers of the Company: 3,100 shares 1 employee of the Company: 200 shares 4 employees of the Company's subsidiary: 1,200 shares ※ Excludes outside directors.

2. Purpose and reason for disposal

At the Board of Directors meeting held on May 17, 2021, the Company appointed the Company's Directors and Executive Officers (excluding Outside Directors). The same shall apply hereinafter. In addition to providing incentives to sustainably improve the Company's medium- to long-term corporate value and shareholder value, and with the aim of further promoting value sharing with shareholders, the Company's As a new remuneration system for directors and executive officers, the Restricted Stock Remuneration Plan (hereinafter

referred to as the "Plan"). In addition, at the 36th Ordinary General Meeting of Shareholders held on June 24, 2021, it was decided that (1) based on this system, monetary compensation claims of up to 100 million yen per year shall be paid to the directors of the Company as in-kind contributions related to the granting of restricted shares, separate from the existing monetary remuneration limit;(2) The period of limitation on transfer shall be the period from the date of delivery of restricted shares to the date of retirement or retirement of a director of the Company or any other position specified by the Board of Directors of the Company, and (3) (i) a director of the Company or any other member of the Board of Directors of the Company shall continue to hold a position specified by the Board of Directors of the Company during the period of provision of services determined by the Board of Directors of the Company, and (ii) In the event that a member retires or retires from a position specified by the Company's Board of Directors or any other member of the Company's Board of Directors prior to the expiration of the period for providing such services, the Company's Board of Directors has approved that there is a justifiable reason for the termination of the transfer restriction.

In addition, at the Board of Directors meeting held today, four directors of the Company, four executive officers, one employee of the Company, and four employees of the Company's subsidiaries (hereinafter collectively referred to as "assignees") It is called. Taking into account the purpose of the system, the Company's business performance, the scope of the responsibilities of each assignee, and other circumstances, the Company resolved to dispose of 33,500 shares of the Company's common stock as restricted stock by paying a total of 86,765,000 yen in monetary claims and making in-kind contributions.

The outline of this system is as follows.

<Outline of the System>

The allotted person will pay all of the monetary claims paid by the Company under this system as in-kind contribution assets, and will be issued or disposed of by the Company's common shares.

The total number of shares of the Company's common stock to be issued or disposed of under the Plan shall not exceed 50,000 shares per annum for Directors, and the paid-up amount per share shall be based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day prior to the date of the resolution of the Board of Directors regarding the issuance or disposal (or the closing price of the most recent trading day prior to the date of the transaction if the transaction is not concluded on the same date). The Board of Directors will make decisions to the extent that it is not particularly advantageous to the director who receives the assignment.

In addition, when issuing or disposing of the Company's common shares under the Plan, a restricted stock allotment agreement shall be concluded between the Company and the Allotment Target, which shall include the following matters.

- ① The Company's common stock allocated under a restricted stock allotment agreement for a predetermined period of time shall not be transferred, secured or otherwise disposed of.
- ② In the event of certain events, the Company shall acquire the common stock free of charge.

<Summary of Restricted Stock Allocation Agreement>

In connection with the disposal of treasury shares, the Company and the Allotment Subject will separately enter into a restricted stock allotment agreement (hereinafter referred to as the "Allotment Agreement"). The outline of the agreement is as follows.

(1) Transfer Restriction Period

From July 24, 2025 (the due date for payment) until the date of retirement or retirement from a director, executive officer or employee of the Company or a subsidiary of the Company, or any other position specified by the Board of Directors of the Company (provided, however, that the date immediately after the arrival of July 1, 2026 is late, that time of the allotment of the Company's common stock (hereinafter referred to as the "Allotted Shares") allocated under the Allotment Agreement (hereinafter referred to as the "Allotted Shares"). It shall not be transferred, secured or otherwise disposed of.

(2) Conditions for Lifting Transfer Restrictions

The period from the date of the Ordinary General Meeting of Shareholders of the Company immediately prior to the payment due date to the date of the Ordinary General Meeting of Shareholders of the Company to be held in the following year (hereinafter referred to as the "Service Period"). Subject to the continued position of director, executive officer or employee of the Company or its subsidiaries, the transfer restriction on all of the Allotted Shares shall be lifted at the expiration of the transfer limitation period. provided, however, that in the event that the assignee retires or retires from a director, executive officer or employee of the Company or a subsidiary of the Company, or any other position specified by the Board of Directors of the Company due to death or other reasons deemed justifiable by the Board of Directors of the Company during the period of provision of the Service, at the time of such retirement or retirement, The restriction on the transfer of the allotted shares will be lifted.

(3) Acquisition free of charge by the Company

At the expiration of the transfer limitation period, the Company will, of course, acquire the Allotted Shares for which the transfer restriction has not been lifted free of charge.

(4) Management of shares

The allotted shares shall be managed in a dedicated account for restricted shares opened by the assignee at Daiwa Securities Co., Ltd. during the restriction period so that they cannot be transferred, secured or otherwise disposed of during the restriction period.

(5) Handling in the case of organizational restructuring, etc.

If, during the transfer restriction period, a merger agreement in which the Company becomes a dissolved company, a share exchange agreement in which the Company becomes a wholly owned subsidiary, a share transfer plan, or other matters related to organizational restructuring, etc., are approved by the Company's General Meeting of Shareholders (provided, however, that the Company's Board of Directors is not required for such reorganization, etc., the approval of the Company's General Meeting of Shareholders is not required), all of the Allotted Shares shall be allocated to all of the Allotted Shares by resolution of the Board of Directors. The restriction on the transfer of the reorganization shall be lifted at the time immediately prior to the business day prior to the effective date of the reorganization, etc.

3. Basis for calculating the amount of payment and its specific details

The Treasury Stock Disposal will be carried out using monetary claims paid to the assignees under the Plan as investment assets, and the payment amount will be 2,590 yen, which is the closing price of the Company's common stock on the Tokyo Stock Exchange on June 23, 2025 (the business day before the resolution of the Board of Directors) in order to eliminate arbitrariness. This is the market stock price immediately prior to the date of the resolution of the Board of Directors, and in the absence of special circumstances indicating that the Company cannot rely on the most recent share price, we believe that it is reasonable and appropriately reflects the corporate value of the Company, and does not fall under the category of a particularly favorable value.

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