



June 25, 2025

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 (Securities Code: 3543, Tokyo Stock Exchange
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Notice Regarding Disposal of Treasury Shares as Restricted Stock Compensation for Directors and Employees

KOMEDA Holdings Co., Ltd. (hereinafter the "Company") hereby announces that at a meeting of the Board of Directors held today, it was resolved to dispose of treasury shares (hereinafter referred to as "the Disposal of Treasury Shares") as restricted stock compensation as follows.

1. Overview of the Disposal

(1) Date of Payment	July 17, 2025		
(2) Class and Number of Shares to be Disposed of	16,899 shares of common stock of the Company		
(3) Disposal Price	¥2,980 per share		
(4) Total Disposal Amount	¥50,359,020		
(5) Planned Allottees	Directors of the Company:	3 persons (*1)	5,788 shares
	Directors and Executive Officers of the Company's Subsidiaries:	12 persons	2,555 shares
	Employees of the Company's Subsidiaries:	118 persons	8,556 shares
	*1 Excluding Outside Directors and Directors who are Audit and Supervisory Committee members.		

2. Purpose and Reason for the Disposal

At our 9th Ordinary General Meeting of Shareholders held on May 25, 2023, the Company, with the aim of increasing incentives for the sustained enhancement of corporate value, achieving the sharing of value with shareholders on a more long-term basis, and enhancing the link between the business performance of the Company and the eligible directors' remuneration, with respect to the directors of the Company (excluding directors who are Audit and Supervisory Committee members; hereinafter referred to as the "Eligible Directors"), has obtained approval for the following: (1) the introduction of "continuous service-type restricted stock plan," where the transfer restriction period lasts until the day an Eligible Director resigns or retires as a Director of the Company, and a "performance-linked restricted stock plan," where the number of shares with lifted transfer restrictions varies based on the achievement of performance targets, (2) the total amount of monetary remuneration claims to be paid for the granting of restricted stock shall be up to 50 million yen per year for the continuous service-type restricted stock plan and up to 30 million yen per year for the

performance-linked restricted stock plan, and (3) the total number of shares of common stock of the Company to be issued or disposed of as restricted stock shall be up to 20,000 shares per year for the continuous service-type restricted stock plan and up to 12,000 shares per year for the performance-linked restricted stock plan.

In addition, the Company will grant restricted stock to Directors, Executive Officers and employees of the Company's subsidiaries for a period between three (3) to five (5) years, as determined by the Board of Directors of the Company (hereinafter referred to as "Restricted Stock for Officers and Employees of Subsidiaries," and, together with the continuous service-type restricted stock plan and the performance-linked restricted stock plan, is referred to as the "Plan").

Recently, the Company has resolved to dispose of 16,899 shares of our common stock (hereinafter referred to as the "Allocated Shares," of which, 5,788 shares are attributable to the Eligible Directors.) as assets contributed in kind, considering the purpose of the Plan, the scope of responsibilities of each recipient, and other various circumstances, to 3 Eligible Directors, 12 Directors and Executive Officers of the Company's subsidiaries, and 118 employees of the Company's subsidiaries, who were granted monetary compensation claims totaling 50,359,020 yen (of which, the portion attributable to Eligible Directors is 17,248,240 yen) provided by our company or our subsidiaries (hereinafter referred to as "Eligible Executive Officers, Etc.," and together with Eligible Directors, referred to as "Eligible Persons").

<Overview of the Restricted Stock Allotment Agreement>

In conjunction with the Disposal of Treasury Shares, the Company and the Eligible Persons will enter into a Restricted Stock Allotment Agreement (hereinafter referred to as the "Allotment Agreement") with respect to the restricted stock based on each Plan. The outline of the Allotment Agreement is as follows.

Furthermore, appropriate malus clauses and clawback clauses have been established for the continuous service-type restricted stock plan and the performance-linked restricted stock plan.

(1) Transfer Restriction Period

Eligible Persons shall not transfer, pledge, or otherwise dispose of the Company's common shares (hereinafter referred to as the "Allocated Shares") allocated to them pursuant to this Allotment Agreement during the period set forth below (hereinafter referred to as the "Restriction Period").

[Continuous Service-Type Restricted Stock Plan]

From July 17, 2025 (hereinafter referred to as the "Payment Date") until the date of resignation as a director of the Company

[Performance-Linked Restricted Stock Plan]

From the Payment Date until the date of the Company's Ordinary General Meeting of Shareholders to be held in 2026

[Restricted Stock for Officers and Employees of Subsidiaries]

From the Payment Date to July 17, 2028

(2) Conditions for Lifting of Transfer Restriction

[Continuous Service-Type Restricted Stock Plan]

On the condition that the Eligible Directors remain in office as Directors of the Company during the period from the date of the Ordinary General Meeting of Shareholders of the Company immediately preceding the Payment Date to the date of the Ordinary General Meeting of Shareholders of the Company held in the following year (hereinafter referred to as the "Service Period"), the transfer restrictions on all of the Allocated Shares shall be lifted on the Restriction Period Expiration Date. However, if an Eligible Director dies or resigns as a Director of the Company during the Service Period for reasons deemed valid by the Board of Directors, the transfer restriction on the Allocated Shares shall be lifted on the day following the date of resignation, in proportion to the period of service prior to resignation.

[Performance-Linked Restricted Stock Plan]

On the condition that the Eligible Director has continuously held the position of Director of the Company during the Restriction Period, the transfer restrictions on the Allocated Shares shall be lifted on the Restriction Expiration Date in accordance with the degree of achievement of the performance targets during the Restriction Period.

However, if an Eligible Director loses their position as a Director of the Company during the Restriction Period due to the expiration of their term of office, death, or other reasons deemed valid by the Board of Directors of the Company, the transfer restriction shall be lifted immediately after such loss with respect to the number of Allocated Shares based on the period from the Payment Date to the date of such loss and the performance target achievement rate up to the date of such loss.

Furthermore, performance targets are set for five indicators: average annual growth rate of earnings per share (EPS), return on invested capital (ROIC), equity ratio, total return ratio which are the financial targets of the Company's medium-term business plan, as well as carbon dioxide emissions reduction.

[Restricted Stock for Officers and Employees of Subsidiaries]

The Eligible Executive Officers, Etc. shall have the restriction on transfer of all Allocated Shares lifted on condition that they have continuously held the following positions during the Restriction Period.

(1) Directors and Executive Officers of our subsidiaries: Directors or Executive Officers of the Company or its subsidiaries

(2) Employees of our subsidiaries: Employees of the Company or its subsidiaries

However, if an Eligible Executive Officer, Etc. loses any of the above positions during the Restriction Period due to the expiration of their term of office, the expiration of their employment period, death, or other reasons deemed valid by the Board of Directors of the Company, the transfer restriction shall be lifted for the Allocated Shares in proportion to the period until the loss of the position immediately after the loss.

(3) Acquisition Without Compensation by the Company

The Company shall automatically acquire the Allocated Shares for which the transfer restrictions have not been lifted at the end of the Restriction Period, without any compensation.

(4) Management of Shares

The Allocated Shares shall be managed in a special account for restricted stocks opened by the Eligible Persons at Daiwa Securities Co., Ltd. during the Restriction Period so that they cannot be transferred, pledged or otherwise disposed of during the Restriction Period.

(5) Treatment in the Event of Organizational Restructuring, etc.

In the case where, during the Restriction Period, a merger agreement under which the Company will become a dissolved entity, a share exchange agreement or share transfer plan under which the Company will become a wholly owned subsidiary, or other matters related to organizational restructuring, etc. are approved at a General Meeting of Shareholders of the Company (however, in the case where such reorganization, etc. is not required by our General Meeting of Shareholders, the Board of Directors of the Company), the Board of Directors of the Company may, by resolution, lift the transfer restrictions on the Allocated Shares in the following numbers as of immediately before the business day preceding the effective date of the organizational restructuring, etc.

[Continuous Service-Type Restricted Stock Plan]

All of the Allocated Shares

[Performance-Linked Restricted Stock Plan]

The number of Allocated Shares in proportion to the period until the approval date of the organizational restructuring, etc.

[Restricted Stock for Officers and Employees of Subsidiaries]

The number of Allocated Shares in proportion to the period until the approval date of the organizational

restructuring, etc.

3. Basis and Details for the Calculation of the Payment Amount

The Disposal of Treasury Shares shall be conducted by transferring the monetary compensation claims to be paid to the Allottees under the Plan as a capital contribution. To eliminate arbitrariness in the disposal price, disposal value has been set at 2,980 yen, which is the closing price of the Company's common shares on the Tokyo Stock Exchange on June 24, 2025 (the business day prior to the date of resolution of the Board of Directors). This is the market share price immediately prior to the date of resolution of the Board of Directors and we believe that this price is reasonable and appropriately reflects the corporate value of the Company in the absence of any special circumstances that would prevent reliance on the most recent share price and is considered fair and not particularly advantageous to the Eligible Persons.