

News Release

Company name:	H.U. Group Holdings, Inc.
Representative:	Shigekazu Takeuchi, Chairman, President and Group CEO
Securities code:	4544 Prime Market, Tokyo Stock Exchange

Introduction of the “Stock Grant ESOP Trust”

Tokyo, Japan, September 26, 2025 --- H.U. Group Holdings, Inc. (hereinafter the “Company”) today announced that, at the meeting of the Board of Directors held today, it resolved to introduce a stock grant plan (hereinafter the “Plan”) for those managers who meet certain requirements (hereinafter the “Eligible Employees”) among employees of the Company and certain subsidiaries of the Company (hereinafter the “Eligible Subsidiaries”). Details are as follows.

1. Purpose of introducing the ESOP Trust

In May 2025, the Company formulated a new Vision, “Solve global social issues through “Collaboration”, “Challenge”, and “Innovation” leveraging H.U. Group assets and resources.” Based on the belief that the shared group resources, based on human capital, is the sources of value creation for solving social issues, the Company has been promoting further initiatives in human capital management through the execution of its new medium-term management plan “H.U. 2030” toward realization of the Vision.

As part of these efforts, the Company has decided to introduce the Plan with the aim of fostering the sense of participation in management among the Eligible Employees and strengthening their incentives to contribute to corporate value, thereby further accelerating their challenges toward sustainable value creation, as well as improving engagement and retention of such employees. While the Company has previously issued stock acquisition rights for the Company’s shares (hereinafter the “Company Shares”) as stock options, the Company will shift to the Plan which utilizes the Company Shares, thereby enhancing the effectiveness of compensation for the Eligible Employees.

2. Overview of the ESOP Trust

(1) Outline of the Plan

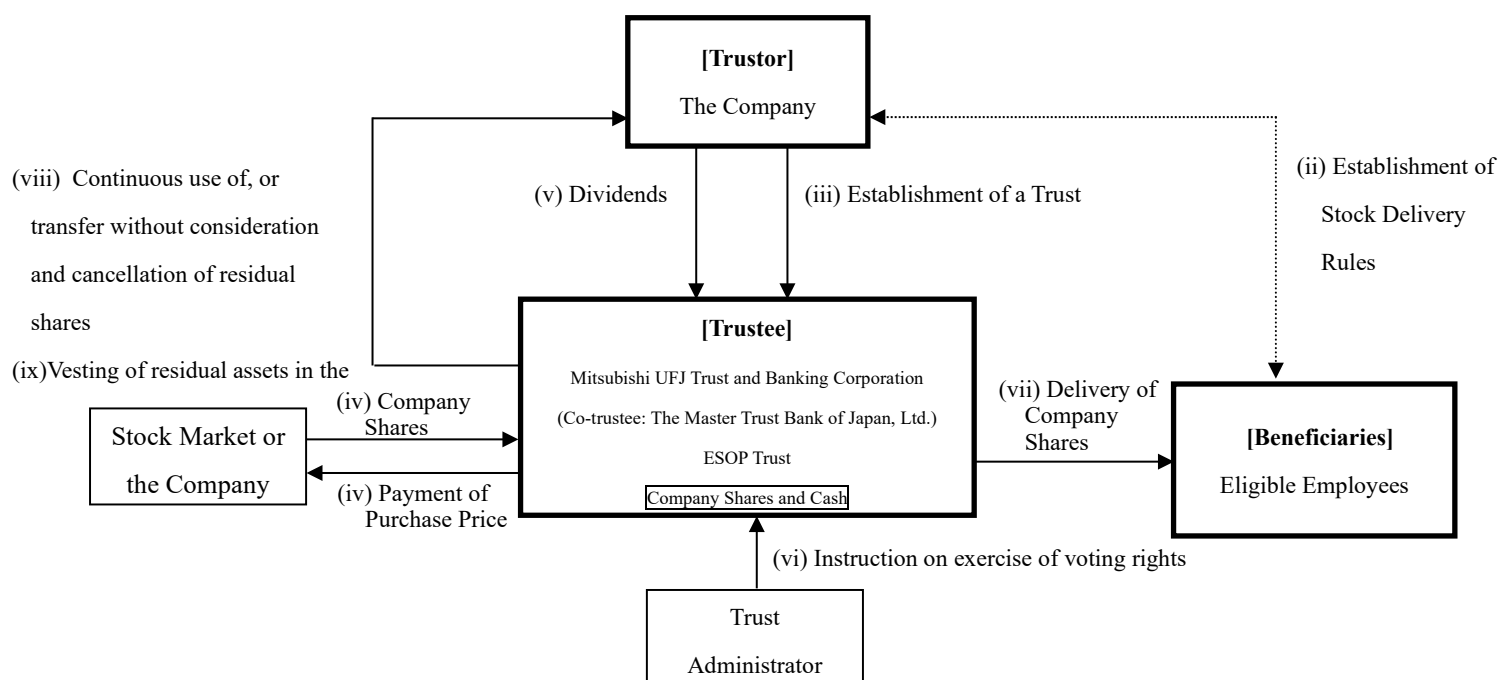
The ESOP Trust is a trust-type employee incentive plan modeled after the U.S. Employee Stock Ownership Plan (ESOP), designed to enhance the employee compensation systems of the Company through the use of the Company Shares.

The Company will establish the trust by contributing funds to acquire the Company Shares, with those Eligible Employees who meet certain requirements designated as beneficiaries. The trust will pre-acquire, either from the stock market or from the Company, the number of Company Shares that are expected to be delivered to the employees in accordance with the Stock Delivery Rules established in advance. Thereafter, pursuant to the Stock Delivery Rules, the trust will deliver the Company Shares and/or cash equivalent to the proceeds from the disposal of the Company Shares, based on the relevant employee’s position, service status, and other factors during the trust

period. Since all of the funds required for acquiring the Company Shares through the trust will be contributed by the Company, no financial burden will be imposed on the employees.

The Company has already introduced the “Board Incentive Plan (BIP) Trust for Executive Compensation”, a performance-linked stock compensation plan for the Company’s executive officers as well as directors and other relevant personnel of the Company’s certain subsidiaries (excluding outside executives). With the introduction of this ESOP Trust, both the management and employees will be able to work together toward the sustainable enhancement of the Company’s corporate value.

(2) Structure of the ESOP Trust



- (i) The Company and its subsidiaries will obtain a resolution of their Boards of Directors for the introduction of the Plan.
- (ii) The Company and its subsidiaries will establish the Stock Delivery Rules relating to the Plan at meetings of their Boards of Directors.
- (iii) The Company will entrust a certain amount of cash to the Trustee and establish the ESOP Trust, with employees who meet the beneficiary requirements as beneficiaries.
- (iv) The ESOP Trust will acquire the Company Shares from the stock market or the Company using the cash contributed in (iii) above, in accordance with the instructions of the trust administrator.
- (v) Dividends will be paid on the Company Shares held in the ESOP Trust, in the same manner as other Company Shares.
- (vi) Voting rights for the Company Shares held in the ESOP Trust will be exercised throughout the trust period in accordance with the instructions of the trust administrator.
- (vii) During the trust period, the employees will be granted a certain number of points based on their position and other factors. For employees who meet certain beneficiary requirements, the number of the Company Shares equivalent to a certain percentage of the points granted will be delivered. For the number of the Company Shares equivalent to the number of remaining points, such shares will be converted into cash within the ESOP Trust in

accordance with the trust agreement, and the amount equivalent to such conversion proceeds shall be distributed in cash.

(viii) If any residual shares remain at the end of the trust period, the ESOP Trust will either continue to be used under the Plan or a stock grant plan similar thereto, or the ESOP Trust will transfer such residual shares to the Company without consideration, and the Company will cancel such shares by resolution of the Board of Directors.

(ix) Upon termination of the ESOP Trust, any residual assets remaining after distribution to the beneficiaries are expected to vest in the Company within the scope of the reserve for trust expenses, calculated by deducting the funds used to acquire the Company Shares from the trust principal.

(Note) If all the Company Shares held in the trust are distributed to employees who meet the beneficiary requirements, the ESOP Trust will terminate before the trust period expires. The Company may, however, entrust to the ESOP Trust additional funds to fund the acquisition of additional Company Shares, enabling the ESOP Trust to acquire additional Company Shares.

(For Reference) Details of the Trust agreement (scheduled)

- (i) Type of Trust: Monetary trust other than monetary trust with specific separate management
- (ii) Purpose of Trust: To grant incentives to the Eligible Employees
- (iii) Trustor: The Company
- (iv) Trustee: Mitsubishi UFJ Trust and Banking Corporation
(Co-trustee: The Master Trust Bank of Japan, Ltd.)
- (v) Beneficiaries: The Eligible Employees who meet the beneficiary requirements
- (vi) Trust Administrator: A professional practitioner who is a third party with no vested interest in the Company
- (vii) Date of Trust Agreement: March 17, 2026 (scheduled)
- (viii) Trust Period: From March 17, 2026 to the end of August 2028 (scheduled)
(Note)
* If the ESOP Trust is continued by amending the trust agreement and making additional entrustments at the expiration of the initial trust period, the trust period shall be three years.
- (ix) Plan Start Date: March 2026 (scheduled)
- (x) Exercise of Voting Rights: The Trustee shall exercise the voting rights of the Company Shares in accordance with the instructions of the trust administrator, reflecting the status of voting rights exercise by candidate beneficiaries.
- (xi) Type of Shares to be Acquired: Common shares of the Company
- (xii) Total Amount of Shares to be Acquired: 736 million yen (scheduled)
- (xiii) Method of Acquisition of Shares: Acquisition from the Company (scheduled)
- (xiv) Timing of Acquisition of Shares: March 2026 (scheduled)
- (xv) Remainder Beneficiary: The Company
- (xvi) Residual Assets: Residual assets receivable by the Company, as remainder beneficiary, shall be within the scope of the reserve for trust expenses, calculated by deducting the funds used to acquire the Company Shares from the trust principal.

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