

Translation

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FOR IMMEDIATE RELEASE

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Notice Concerning Disposal of Treasury Shares as Stock Compensation

H.U. Group Holdings, Inc. (hereinafter, “the Company”) today announced that at the Board of Directors meeting held today, a resolution was passed to dispose of treasury shares as stock compensation (hereinafter, “the Disposal of Treasury Shares”), as outlined below.

1. Details of the Disposal

(1) Disposal Date	March 18, 2026
(2) Type and Number of Shares to be Disposed	1,120,000 shares of common stock
(3) Disposal Price	JPY 3,293 per share (Previous day closing price)
(4) Total Disposal Amount	JPY 3,688,160,000
(5) Planned Disposal Destination	The Master Trust Bank of Japan, Ltd. (of which 910,000 shares are for the BIP Trust for executive compensation) (of which 210,000 shares are for the ESOP Trust for share-based incentives)
(6) Others	An extraordinary report has been submitted in accordance with the Financial Instruments and Exchange Act regarding this disposal of treasury shares.

2. Purpose and Reason for the Disposal

The Company has continued and partially revised the executive performance-linked stock compensation system, which utilizes the “BIP Trust for Executive Compensation” (hereinafter, “BIP Trust”) comprised of Restricted Stock Units (RSUs), aimed at promoting value sharing with shareholders through equity ownership, and Performance

Share Units (PSUs), which are linked to the achievement of mid- to long-term corporate value enhancement. The system targets executive officers of the Company and directors of certain subsidiaries (excluding outside directors; hereinafter collectively referred to as “Eligible Officers”).

Additionally, for certain qualified management employees of the Company and its subsidiaries, the Company decided to introduce a stock compensation plan leveraging the “Stock Grant ESOP Trust” (hereinafter, “ESOP Trust”). This aims to further strengthen their sense of participation in management, incentivize efforts to enhance corporate value, accelerate challenges toward sustainable value creation, and improve engagement and retention.

For details on the BIP Trust, please refer to the [“Announcement of Revision of Compensation System for Executive Officers and Directors”](#) announced on June 20, 2023, and the [“Announcement of Continuation and Additional Contributions of the Trust-Type Share-Based Compensation Scheme”](#) announced on August 8, 2023. For the ESOP Trust, please refer to the [“Introduction of Stock Grant ESOP Trust”](#) announced on September 26, 2025.

This disposal of treasury shares is being conducted in connection with the extension of the BIP Trust period and the introduction of the ESOP Trust. Accordingly, the Company will dispose of treasury shares to The Master Trust Bank of Japan, Ltd. (Executive Compensation BIP Trust Account), a joint trustee under the executive compensation BIP Trust agreement (hereinafter, “BIP Trust Agreement”) concluded with Mitsubishi UFJ Trust and Banking Corporation, and to The Master Trust Bank of Japan, Ltd. (ESOP Trust Account), a joint trustee under the stock grant ESOP Trust agreement (hereinafter, “ESOP Trust Agreement”).

The number of shares to be disposed of is the expected number to be delivered to eligible officers and employees during the trust period, as stipulated by the share delivery regulations. The scale of dilution will be 1.95% of the total number of shares issued as of September 30, 2025 (rounded to the third decimal place, and 1.96% of the total number of 571,020 voting rights as of the date).

The shares allocated through this treasury share disposal will be delivered to eligible officers and employees in accordance with the share delivery regulations. As the shares will not be released all at once onto the stock market, the impact on the market is expected to be minimal, and the number of shares disposed of and the scale of dilution are deemed reasonable.

3. Basis and Details of the Disposal Price Calculation

The disposal price was set at JPY3,293 which is the closing price of the shares on the Tokyo Stock Exchange on the business day prior to the date of the board resolution regarding this disposal (February 26, 2026). The reason for adopting this price is that it reflects the market price immediately prior to the board of directors’ resolution, which is considered highly objective and reasonable as the basis for calculation, and thus is judged not to constitute a particularly advantageous price.

4. Procedures Based on Corporate Behavior Guidelines

As the dilution rate resulting from this treasury share disposal is less than 25% and there will be no change in the controlling shareholder, it is not required to obtain opinions from independent third parties or confirm shareholder intentions as stipulated in Article 432 of the Tokyo Stock Exchange’s Securities Listing Regulations.