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June 27, 2025

To whom it may concern,

Company name: RESOL HOLDINGS Co., Ltd.
Name of representative: Masaru Osawa, Representative Director,
President
(Securities code: 5261; TSE Prime Market)
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Notice Concerning Disposal of Treasury Shares for Restricted Stock Compensation

Our company hereby announces that the Board of Directors meeting held today resolved to dispose of treasury shares (the "Disposal of Treasury Shares" or the "Disposal") as follows.

1. Outline of the Disposal

(1)	Date of the Disposal	July 24, 2025
(2)	Class and number of shares to be disposed of	1,026 shares of common stock of our Company
(3)	Disposal price	5,040 yen per share
(4)	Total disposal amount	5,171,040 yen
(5)	Allottees, the number of such persons, and the number of shares to be disposed of	Directors of our Company (excluding Outside Directors), 3 persons, 1,026 shares

2. Purpose and reason for the Disposal

At the Board of Directors meeting held on May 13, 2021, our company resolved to introduce a new compensation system for our company's Directors excluding outside Directors (hereinafter referred to as the "Eligible Director(s)"), which provides compensation for grant of our company common stock (hereinafter referred to as the "Restricted Stock(s)") subject to a certain transfer restriction period, conditions for gratuitous acquisition by our company, etc. (hereinafter referred to as the "Plan") with the aim of providing medium- to long-term incentives to the Eligible Directors and sharing shareholder value. In addition, at the 128th Ordinary General Meeting of Shareholders held on June 29, 2021, approval was obtained for the payment of receivables of up to 30 million yen per year to the Eligible Directors as monetary compensation for the acquisition of Restricted Stocks under the Plan (hereinafter referred to as the "Restricted Stock Compensation"), disposition of up to 10,000 shares of our company common stock, and the restriction period for the transfer of the Restricted Stocks to be a period until immediately after the retirement from a position predetermined by the Board of Directors of our company.

The outline of the Plan is as follows.

[Outline of the Plan, etc.]

Under the Plan, our company will pay monetary compensation claims to the Eligible Directors in order to dispose of Treasury Shares as grants of the Restricted Stocks, and the Eligible Directors will pay all of the monetary compensation claims paid by our company as property contributed in kind and receive disposal of our company's common stocks. The amount to be paid in per share shall be determined by the Board of Directors on the basis of the closing price of our company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of each resolution of the Board of Directors (if no transaction has been closed on the same day, the closing price of the most recent transaction day) to the extent that the amount is not particularly favorable to the Eligible Directors who subscribe for such common stock.

In addition, when disposing of our company's common stocks under the Plan, our company and the Eligible Directors shall enter into a Restricted Stock Allotment Agreement, which shall include the following provisions: (1) the Eligible Directors shall not transfer, create security interests, or otherwise dispose of our company's common stocks allotted under the Restricted Stock Allotment Agreement for a certain period of time; and (2) in the event of certain events, our company shall acquire such common stocks without consideration.

In accordance with our company's policy for determining the compensation, etc. of individual Directors, the Company has decided to grant a total of 5,171,040 yen in monetary compensation claims (hereinafter referred to as the "Monetary Compensation Claims") and 1,026 shares of common stock as part of performance-based compensation for this time, taking into consideration the purpose of the Plan, our company's business conditions, the scope of responsibilities of each Eligible Director and various circumstances.

In the Disposal of Treasury Shares, three (3) Eligible Directors, who are the Scheduled Allottees, will pay all of the Monetary Compensation Claims to our company as property contributed in kind under the Plan, and will receive disposal of common stocks of our company (hereinafter referred to as the "Allotted Shares"). An outline of the Restricted Stock allocation agreement to be executed between our company and the Eligible Directors in connection with the Disposal of Treasury Shares (hereinafter referred to as the "Allotment Agreement") is as described in 3. below.

3. Outline of the Allotment Agreement

(1) Transfer restriction period

Period from July 24, 2025 (Date of the Disposal) to the time immediately after his/her retirement from the position of a Director of our company

(2) Conditions for Cancellation of Transfer Restrictions

The transfer restriction shall be cancelled for all of the Allotted Shares upon expiration of the Transfer Restriction Period, on condition that an Eligible Director has been in the position of a Director of our company continuously during the period from the month including the Disposal Date to immediately prior to the conclusion of the first Ordinary General Meeting of Shareholders thereafter (hereinafter referred to as the "Service Period"). However, in the event that an Eligible Director resigns from his/her position as a Director of our company due to the reasons other than justifiable ones such as expiration of his/her term of office, our company shall automatically acquire the Allotted Shares free of charge.

(3) Treatment of the Allotted Shares of the Eligible Director who resigns due to expiration of their term of office, retirement age or other justifiable reasons during the transfer restriction period

(i) Time of Cancelling the Transfer Restrictions

In case that an Eligible Director resigns from his/her position as a Director of our company due to the expiration of his/her term of office, retirement age, or other justifiable reasons (including resignation due to death), the transfer restriction shall be cancelled immediately after such resignation.

(ii) Number of Shares Subject to Cancellation of Transfer Restrictions

The number of shares for cancellation shall be obtained by multiplying the number of Allotted Shares held at the time of resignation as specified in the above (i) by the number obtained by dividing the number of months from the month including the Date of the Disposal to the month including the date of resignation of the Eligible Director by 12 (if the number exceeds 1, it shall be 1) (if a fraction less than one share occurs as a result of the calculation, it

shall be rounded down).

(4) Acquisition by our company at no cost

At the time of expiration of the Transfer Restriction Period or at the time of cancellation of the Transfer Restriction as specified in the above (3), our company shall naturally acquire the Allotted Shares for which the Transfer Restriction has not been cancelled free of charge by our company.

(5) Treatment in Organizational Restructuring, etc.

During the Transfer Restriction Period, if a merger agreement under which our company becomes a dissolved company, a share exchange agreement or a share transfer plan under which our company becomes a wholly-owned subsidiary, or other matters related to organizational restructuring, etc. are approved at a general meeting of shareholders of our company (provided, however, that the organizational restructuring, etc. does not require approval at a shareholders meeting of our company, the Board of Directors of our company), the Transfer Restriction of the Allotted Shares shall be cancelled by a resolution of the Board of Directors of the Company immediately prior to the business day immediately preceding the effective date of the organizational restructuring, etc. for the number of shares obtained by multiplying the number of Allotted Shares held at such time by the number obtained by dividing the number of months from the month including the Disposal Date to the month including the date of such approval by 12 (if the number exceeds 1, it shall be 1) (if a fraction less than one share occurs as a result of the calculation, it shall be rounded down). In addition, at the time immediately after the cancellation of the Transfer Restriction, our company will naturally acquire all of the Allotted Shares for which the Transfer Restriction has not been cancelled without consideration.

(6) Management of shares

During the transfer restriction period, the Allotted Shares shall be managed in a dedicated account opened by the Eligible Directors at Nomura Securities Co., Ltd., so that the Allotted Shares may not be transferred, secured, or otherwise disposed of during the transfer restriction period. In order to ensure the effectiveness of the restriction on transfer of the Allotted Shares, our company has concluded an agreement with Nomura Securities Co., Ltd. in connection with the management of the accounts of the Allotted Shares held by each Eligible Director. In addition, the Eligible Directors shall consent to the details of the management of such accounts.

4. Basis of calculation and specific details of the amount to be paid in

The Disposal of Treasury Shares to the Scheduled Allottee will be made using monetary compensation claims that were paid as Restricted Stock Compensation for the 132nd fiscal year of our company under the Plan as capital contribution. In order to eliminate arbitrariness, the disposal price has been set at 5,040 yen, which is the closing price of our company's common stock on the Prime Market of the Tokyo Stock Exchange on June 26, 2025 (the business day immediately preceding the date of the resolution by the Board of Directors). This is the market share price immediately before the date of resolution of the Board of Directors, and we believe that it is reasonable and does not fall under a particularly favorable value.