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June 29, 2026

To whom it may concern:

Company Name:	MIRAINI HOLDINGS CO., LTD.
Name of Representative:	Moritaka Kimura, Representative Director, President Executive Officer (Code: 546A; TSE Prime Market, NSE Premier Market)
Contact:	Masayuki Hasegawa, Senior Managing Executive Officer (Tel. +81-50-3190-3111)

Notice Concerning Disposal of Treasury Stock as Restricted Stock Compensation

MIRAINI Holdings Corporation (the “Company”) hereby announces that, at a meeting of its Board of Directors held today, the Company resolved to dispose of treasury shares as restricted stock compensation (the “Disposal of Treasury Shares”), as described below.

Details

1. Overview of the Disposal

(1) Disposal date	July 28, 2026
(2) Class and number of shares to be disposed	35,896 shares of common stock of the Company
(3) Disposal price	1,807 yen per share
(4) Total disposal price	64,894,072 yen
(5) Allottees	Directors of the Company (*): 6 persons, 10,690 shares Executive officers of the Company’s subsidiaries: 31 persons, 25,206 shares * Excluding Directors who are Audit & Supervisory Committee Members and Outside Directors.

2. Purpose and Reason for the Disposal

The Company has introduced a stock compensation plan under which restricted stock is granted to the Company's Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors; the "Eligible Directors") for the purpose of enabling the Eligible Directors to share with shareholders the benefits and risks of share price fluctuations and further enhancing their motivation to contribute to increases in the share price and corporate value (the "Plan").

In addition, the Articles of Incorporation of the Company, which were approved at the extraordinary general meetings of shareholders of Hagiwara Electric Holdings Co., Ltd. and Satori Electric Co., Ltd. held on December 11, 2025, provide that, for the period from the date of establishment of the Company until the conclusion of the Company's first annual general meeting of shareholders, within the annual amount of compensation, etc. for Directors of the Company (excluding Directors who are Audit and Supervisory Committee Members) of not more than 800 million yen (excluding employee salaries for Directors who concurrently serve as employees), the total amount of monetary compensation claims to be paid as compensation, etc. relating to restricted stock for the above period to the Eligible Directors shall be not more than 200 million yen per year; that the total number of restricted shares to be allotted to the Eligible Directors in each fiscal year shall not exceed 200,000 shares; and that the transfer restriction period for the restricted stock shall be 30 years.

Today, by resolution of the Company's Board of Directors, the Company resolved to allot 35,896 shares of the Company's common stock as specified restricted stock to 6 Directors of the Company and 31 executive officers of the Company's subsidiaries who are scheduled allottees (collectively, the "Eligible Allottees"), by having the Eligible Allottees contribute in kind all of the monetary compensation claims of 64,864,072 yen to be paid to them as restricted stock compensation. For Directors of the Company, this compensation relates to the period from April 1, 2026 to the Company's first annual general meeting of shareholders scheduled to be held in June 2027; for executive officers of the Company's subsidiaries, it relates to the period from April 1, 2026, to March 31, 2027. The amount of monetary compensation claims to each Eligible Allottee has been determined after comprehensive consideration of various factors, including each Eligible Allottee's contribution to the Company and its subsidiaries. The dilution ratio resulting from the Disposal of Treasury Shares is 0.10% (rounded to the third decimal place) relative to the total number of issued shares of 35,481,762 shares as of June 1, 2026, and is therefore considered minor and reasonable in light of the purpose of the Plan. The monetary compensation claims will be paid on the condition that each Eligible Allottee enters into a restricted stock allotment agreement with the Company (the "Allotment Agreement"), the principal terms of which are described below.

To realize, over as long a period as possible, the purpose of introducing the Plan—namely, enabling the Eligible Allottees to share with shareholders the benefits and risks of share price fluctuations and further enhancing their motivation to contribute to increases in the share price and corporate value—the transfer restriction period has been set at 30 years.

3. Overview of the Allotment Agreement

(i) Transfer restriction period

From July 28, 2026, to July 27, 2056

During the transfer restriction period specified above (the “Transfer Restriction Period”), the Eligible Allottees may not transfer, create a pledge over, create a security interest by way of transfer over, make an inter vivos gift of, bequeath, or otherwise dispose of the restricted stock to any third party.

(ii) Acquisition of Restricted Stock without Consideration

If, on or after the commencement date of the Transfer Restriction Period, an Eligible Allottee resigns or retires from all positions as Director (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors), executive officer, and employee of the Company and its subsidiaries (the “Company Group”) by the day immediately preceding the date of the first annual general meeting of shareholders of the Company that occurs thereafter (or March 30, 2027, if the Eligible Allottee is an executive officer of a subsidiary of the Company), the Company shall automatically acquire, without consideration, the restricted shares allotted to such Eligible Allottee (the “Allotted Shares”) as of the time of such resignation or retirement, unless the Board of Directors of the Company determines that there is a justifiable reason.

If, among the Allotted Shares, there are any shares for which the transfer restrictions have not been lifted pursuant to the provisions regarding the grounds for lifting transfer restrictions set forth in (iii) below as of the time the Transfer Restriction Period expires (the “Expiration Time”), the Company shall automatically acquire such shares without consideration immediately after the Expiration Time.

(iii) Lifting of Transfer Restrictions

Subject to the Eligible Allottee having continuously held any position as Director (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors), executive officer, or employee of the Company Group from the commencement date of the Transfer Restriction Period until the date of the first annual general meeting of shareholders of the Company that occurs thereafter (or March 31, 2027, if the Eligible Allottee is an executive officer of a subsidiary of the Company), the Company shall lift the transfer restrictions on all Allotted Shares held by such Eligible Allottee at the Expiration Time.

However, if an Eligible Allottee resigns or retires from all positions as Director (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors), executive officer, and employee of the Company Group before the expiration of the Transfer Restriction Period for a reason deemed justifiable by the Board of Directors of the Company, the Company shall lift the transfer restrictions, immediately after such resignation or retirement, on the number of Allotted Shares calculated by multiplying the number of Allotted Shares held by the Eligible Allottee at that time by the number obtained by dividing the number of months from April 2026 to the month containing the date on which the Eligible Allottee resigned or retired from all such positions by 15 (or 12, if the Eligible Allottee is an executive officer of a subsidiary of the Company); provided, however, that if the calculation results in a number exceeding 1, it shall be deemed to be 1, and if the calculation results in a fraction of less than one share, such fraction shall be rounded down.

(iv) Provisions on the Management of Shares

The Eligible Allottees shall complete the opening of an account with SMBC Nikko Securities Inc. in the manner designated by the Company for the purpose of recording or registering the Allotted Shares and shall keep and maintain the Allotted Shares in such account until the transfer restrictions are lifted.

(v) Treatment During Reorganization, Etc.

If, during the Transfer Restriction Period, a proposal concerning a merger agreement under which the Company will become a disappearing company, a share exchange agreement or share transfer plan under which the Company will become a wholly owned subsidiary, or any other organizational restructuring, etc., is approved at a general meeting of shareholders of the Company (or by the Board of Directors of the Company if approval at a general meeting of shareholders of the Company is not required for such organizational restructuring, etc.), the Company shall, by resolution of its Board of Directors, lift the transfer restrictions immediately before the close of business on the business day preceding the effective date of such organizational restructuring, etc., with respect to the number of Allotted Shares calculated by multiplying the number of Allotted Shares held by the Eligible Allottee on the date of such approval by the number obtained by dividing the number of months from April 2026 to the month containing the date of such approval by 15 (or 12, if the Eligible Allottee is an executive officer of a subsidiary of the Company); provided, however, that if the calculation results in a number exceeding 1, it shall be deemed to be 1, and if the calculation results in a fraction of less than one share, such fraction shall be rounded down.

In such case, the Company shall automatically acquire without consideration all Allotted Shares for which the transfer restrictions have not been lifted as of such date pursuant to the above provisions, as of the business day preceding the effective date of such organizational restructuring, etc. However, if, in such organizational restructuring, etc., an entity involved in such organizational restructuring, etc. other than the Company delivers to the Eligible Allottees shares of such entity (limited to shares equivalent to restricted stock), the Company shall not lift the transfer restrictions on, or acquire without consideration, the Allotted Shares.

4. Basis of Calculation and Specific Details for the Amount to Be Paid in

To eliminate arbitrariness in the disposal price for the Disposal of Treasury Shares, the disposal price has been set at 1,807 yen, which is the closing price of the Company’s common stock on the Tokyo Stock Exchange on June 26, 2026, the business day immediately preceding the date of the resolution of the Company’s Board of Directors. This is the market price immediately prior to the date of the resolution of the Company’s Board of Directors, and the Company considers it reasonable and not to constitute a particularly favorable price.

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