



September 25, 2025

NEWS RELEASE

Company name: Charm Care Corporation
Representative: Takahiko Shimomura Representative Director,
Chairman and CEO
Securities code: 6062
Prime market: TSE Prime Market
Inquiries: Yoshihiko Maeda Director and Executive Officer
TEL: +81-6-6445-3389

Notice Regarding Disposal of Treasury Stock as Restricted Stock Compensation

We hereby announce that at the meeting of the Board of Directors held on September 25, 2025, the Company resolved to dispose of treasury stock as restricted stock compensation (hereinafter referred to as the "Disposal of Treasury Stock").

1. Overview of the Disposal

(1) Disposal date	October 24, 2025
(2) Type and number of shares to be disposed of	13,000 shares of the Company's common stock
(3) Disposal value	1,138 yen per share
(4) Total amount disposed	14,794,000 yen
(5) Allottees and their number, as well as the number of shares to be disposed of	4 directors (*) 13,000 shares *Excluding outside directors.

2. Purpose and Reason for Disposal

At the meeting of the Board of Directors held on August 16, 2021, the Company resolved to introduce a new compensation system for the Company's directors (excluding outside directors; hereinafter the same), with the aim of providing incentives to enhance the Company's medium- to long-term corporate value and sustainable improvement of shareholder value, as well as to further promote value sharing with shareholders. This new system is the Restricted Stock Compensation Plan (hereinafter referred to as "the Plan"). Furthermore, at the 37th Annual General Meeting of Shareholders held on September 28, 2021, the following were approved: (i) under the Plan, the Company may grant monetary compensation claims of up to 20 million yen per year to the Company's directors as in-kind contributions for the granting of restricted stock, separate from the existing monetary compensation framework; (ii) the restricted period shall be from the date of delivery of the restricted stock until the date the director or other position as determined by the Board of Directors retires or resigns (provided, however, that if the director retires or resigns within three months after the end of the fiscal year to which the delivery date of the allocated shares belongs, and if a separate date is determined by the Board of Directors within six months after the end of such fiscal year, then until such date); and (iii) the conditions for lifting the transfer restrictions shall be (i) that the director or other position as determined by the Board of Directors continuously holds such position during the service provision period as determined by the Board of Directors, and (ii) if the director or other position as determined by the Board of Directors retires or resigns before the end of the service provision period, there must be a reason deemed justifiable by the Board of Directors.

The outline of this system is as follows.

<Overview of this system>

Our directors will contribute all of the monetary compensation claims granted by the Company under this system as in-kind contributions and will receive the issuance or disposal of the Company's common shares.

The total number of shares of the Company's common stock to be issued or disposed of under this system shall be up to 15,000 shares per year for directors, and the paid-in amount per share shall be determined by the Board of Directors within a range that is not particularly advantageous to the directors to whom the shares are allocated, based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of the Board of Directors' resolution regarding the issuance or disposal (or, if no transaction is made on that day, the closing price on the most recent trading day prior to that day).

In addition, when issuing or disposing of the Company's common shares under this system, the Company and the allocated director shall enter into a restricted stock allotment agreement, which shall include the following provisions.

- (i) For a predetermined period, the allotted common shares of the Company under the Restricted Stock Allotment Agreement may not be transferred, pledged as collateral, or otherwise disposed of.
- (ii) In the event that certain circumstances arise, the Company may acquire said common shares without compensation.

After consultation with the Compensation Committee, taking into consideration the purpose of this system, the Company's performance, the scope of responsibilities of each eligible director, and other relevant factors, we have resolved to dispose of a total of 14,794,000 yen in monetary compensation claims and 13,000 shares of the Company's common stock (hereinafter referred to as the "Allocated Shares") in order to further enhance the motivation of each eligible director.

In this disposal of treasury stock, based on this system, the four directors who are the scheduled allottees will pay all of their monetary claims against the Company as contributions in kind, and will receive the disposal of the Company's common shares (hereinafter referred to as the "Allocated Shares"). The outline of the restricted stock allotment agreement to be executed between the Company and the subject directors in connection with this disposal of treasury stock is as follows.

<Summary of Restricted Stock Allotment Agreement>

In connection with this disposal of treasury stock, the Company and the relevant director will individually enter into a restricted stock allotment agreement, the outline of which is as follows.

(1) Transfer restriction period

The relevant director shall not transfer, establish a security interest in, or otherwise dispose of the allotted shares from October 24, 2025 (hereinafter referred to as the "allotment date") until the date on which he or she resigns from the position of director or executive officer of the Company, whichever comes later.

(2) Conditions for the removal of transfer restrictions

On the condition that the relevant director has continuously held the position of director or executive officer of the Company during the period from the date of the Company's ordinary shareholders' meeting immediately prior to the effective date of this disposition until the date of the Company's ordinary shareholders' meeting to be held in the following year (hereinafter referred to as the "Service Provision Period"), the transfer restrictions on all of the allotted shares shall be lifted upon the expiration of the transfer restriction period. However, if the relevant director retires from both the position of director and executive

officer of the Company during the Service Provision Period due to death or other reasons deemed legitimate by the Company's Board of Directors, the transfer restrictions on all of the allotted shares shall be lifted upon the expiration of the transfer restriction period.

(3) Gratis acquisition by the Company

The Company shall automatically acquire, without compensation, any allotted shares for which the transfer restrictions have not been lifted upon the expiration of the transfer restriction period.

(4) Management of shares

These allocated shares will be managed in a dedicated account for restricted stock opened by the eligible director at Daiwa Securities Co., Ltd., so that they cannot be transferred, pledged as collateral, or otherwise disposed of during the transfer restriction period.

(5) Treatment in Organizational Restructuring, etc.

During the transfer restriction period, if matters related to a merger agreement in which the Company becomes the dissolving company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or other organizational restructuring, are approved at the Company's shareholders' meeting (provided, however, that if approval by the Company's shareholders' meeting is not required for such organizational restructuring, then at the Company's board of directors meeting), the transfer restrictions on all of the allocated shares shall be lifted by resolution of the board of directors, effective as of immediately prior to the close of business on the business day preceding the effective date of such organizational restructuring.

3. Basis and specific details for calculation of the payment amount or disposal amount

The disposal of this treasury stock to the scheduled allottees will be conducted by contributing the monetary compensation claims granted as restricted stock compensation for the Company's 41st fiscal year under this system as contributed property. To eliminate arbitrariness in the disposal price, it has been set at 1,138 yen, which is the closing price of the Company's common stock on the Prime Market of the Tokyo Stock Exchange on September 24, 2025 (the business day immediately preceding the date of the Board of Directors' resolution). This is the market stock price immediately prior to the date of the Board of Directors' resolution, and we believe it is reasonable and does not constitute a particularly favorable price.