

June 26, 2025

To whom it may concern:

Company name: NOHMI BOSAI LTD.
Representative: Masahiro Hasegawa, President and Representative Director
(Securities code: 6744, Tokyo Stock Exchange Prime Market)
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Notice Concerning Disposal of Treasury Shares as Restricted Stock to Directors

The Company hereby informs you that, at the meeting of the Board of Directors held today, it was resolved to dispose of treasury shares as restricted stock without consideration as described below (hereinafter referred to as the “Disposal of Treasury Shares”).

1. Summary of disposal to directors

(1) Allotment date	July 25, 2025
(2) Class and number of shares to be disposed of	8,788 common shares of the Company
(3) Disposal value and total amount of disposal value	Regarding the Disposal of Treasury Shares, the Company's common shares shall be disposed of as compensation, etc. for the Company's directors, and no payment of cash or delivery of property in exchange for such common shares is required.
(4) Scheduled allottees	3 directors of the Company, 8,788 shares * Excluding non-executive directors, directors serving as Audit & Supervisory Committee members and outside directors.
(5) Other	Regarding the Disposal of Treasury Shares, although the treasury shares are delivered without consideration as compensation, etc. for directors (Article 202-2 of the Companies Act), we have determined that the issue value shall be the closing price of the Company's common share on the Tokyo Stock Exchange as of the business day prior to the date of the resolution by the Board of Directors held today (June 25, 2025) (3,730 yen) multiplied by the number of shares to be disposed of as mentioned above (32,779,240 yen), as a fair valuation amount.

2. Purpose and reason for disposal

At the meeting of the Board of Directors held on March 25, 2021, it was resolved to establish a system of compensation by restricted stock (hereinafter referred to as the “System”) as a new compensation system for directors (excluding non-executive directors and outside directors) to incentivize the Company's directors (excluding non-executive directors and outside directors) to continuously improve the Company's corporate value and to further promote value sharing with shareholders. In addition, at the 77th Ordinary General Meeting of

Shareholders held on June 25, 2021, it was approved that directors (excluding non-executive directors and outside directors) shall be entitled to receive the issuance or disposal of the Company's common shares under the System separately from the existing compensation, and the number of the Company's common shares to be issued or disposed of thereunder shall be 60,000 shares per year or less, and the annual amount shall be 100 million yen or less.

At the 80th Ordinary General Meeting of Shareholders held on June 25, 2024, along with the approval of the Company's transition to a company with an Audit & Supervisory Committee, it was approved that, directors (excluding non-executive directors, directors serving as Audit & Supervisory Committee members and outside directors; hereinafter referred to as the "Subject Directors") shall be entitled to receive the issuance or disposal of the Company's common shares under the System separately from the existing compensation, that the total number of the Company's common shares to be issued or disposed of thereunder shall be 60,000 shares per year or less (however, if share splitting (including allotment of the Company's common shares without contribution) or share consolidation is made with respect to the Company's common shares or if any other event occurs due to which the adjustment of the total number of the Company's common shares to be issued or disposed of as restricted stock becomes necessary after the date of approval of the proposal, such total number shall be adjusted to the extent reasonable), and the annual amount thereof shall be 100 million yen or less (no payment of cash is required in exchange for the shares for subscription at the time of the granting of the restricted stock as restricted stock are issued or disposed of as compensation, etc. of the Company's directors, but the amount of compensation of the Subject Directors shall be calculated for each share based on the closing price of the Company's common share on the Tokyo Stock Exchange as of the business day prior to the date of each resolution by the Board of Directors (or, if no trade was concluded on that day, the closing price on the most recent trading day prior to that day)), and that when issuing or disposing of the Company's common shares based on the above, the Company and the Subject Directors shall enter into an allotment agreement of restricted stock containing the following terms.

Based on the above, in consideration of the purpose of the system, the Company's business performance, the scope of responsibilities of each scheduled allottee, and other various circumstances, and in accordance with the resolution of the meeting of the Company's Board of Directors held today, the Company has determined that it will grant to three directors of the Company (excluding non-executive directors, directors serving as Audit & Supervisory Committee members and outside directors) (the "Allottees") 8,788 common shares of the Company in total (the "Allotted Shares") in compensation for the execution of their duties as directors.

<Summary of the allotment agreement of restricted stock>

The Company and the Allottees individually enter into an allotment agreement of restricted stock an outline of which is as follows.

(1) Period of transfer restrictions

The Allottee shall not transfer, create a security interest in, or otherwise dispose of the Allotted Shares during the period from July 25, 2025 (the allotment date) until the date on which he/she loses his/her position as a director of the Company.

(2) Conditions for cancellation of transfer restrictions

Based on the condition that the Allottee continues to be in the position as a director of the Company during the period from July 25, 2025 (the allotment date) to July 1, 2026 (hereinafter referred to as the "Service Provision Period, etc.," of which, with respect to the Allottee, the period from July 25, 2025 to the time of the ordinary general meeting of shareholders for the fiscal year ending March 2026 shall be the period of provision of services), the transfer restrictions on all of the Allotted Shares shall be cancelled at the expiration of the period of transfer restrictions. However, in the event that the Allottee loses his/her position as a director of the Company during the Service Provision Period, etc. due to death, expiration of term of office, resignation, or any other reason deemed justifiable by the Board of Directors of the Company, the transfer restrictions shall be cancelled at the expiration of the period of transfer restrictions with respect to the Allotted Shares in the number obtained by dividing the number of months from June 2025 to the month including the date of such retirement by 12 (however, if the resultant figure exceeds 1, the figure shall be deemed to be 1) and then multiplying the resultant figure by the number of the Allotted Shares (if a fractional share of less than one share arises as a result of the calculation, it shall be rounded down).

(3) Acquisition by the Company without consideration

The Company shall automatically acquire without consideration the Allotted Shares for which transfer restrictions have not been cancelled at the time of the expiration of the period of transfer restrictions or at any other time specified in the agreement.

(4) Management of shares

The Allotted Shares shall be managed in a dedicated account for restricted stock opened by the Allottee at Daiwa Securities Co. Ltd. during the period of transfer restrictions so that the Allotted Shares may not be transferred, pledged or otherwise disposed of during the period of transfer restrictions.

(5) Handling in organizational restructuring, etc.

If, during the period of transfer restrictions, a merger agreement under which the Company becomes a disappearing company, a share exchange agreement under which the Company becomes a wholly owned subsidiary, or a share transfer plan or other matters related to organizational restructuring, etc. are approved at a general meeting of shareholders of the Company (if approval by a general meeting of shareholders is not required for such organizational restructuring, etc., by the Board of Directors of the Company), the transfer restrictions shall be cancelled as of the time immediately preceding the business day preceding the effective date of the organizational restructuring, etc. by a resolution of the Board of Directors with respect to the Allotted Shares in the number obtained by dividing the number of months from June 2025 to the month including the date of approval of the organizational restructuring, etc. by 12 (however, if the resultant figure exceeds 1, the figure shall be deemed to be 1) and then multiplying the resultant figure by the number of the Allotted Shares (if a fractional share less than one share arises as a result of the calculation, it shall be rounded down).

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