

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

January 26, 2026

Company Name: G-7 HOLDINGS Inc.
Name of representative: Tatsumi Kaneda, Representative
Director, Chairman and CEO
(Securities code: 7508; Tokyo
Stock Exchange Prime Market)
Inquiries: Yasumasa Kishimoto,
Representative Director and
President
(Tel: +81-78-797-7700)

Notice Concerning Disposal of Treasury Shares as Restricted Shares for Employee Shareholding Association

G-7 HOLDINGS Inc. (the “Company”) hereby announces that it resolved at the meeting of the Board of Directors held on January 26, 2026, in accordance with the plan for granting restricted shares to employees of the Company and its subsidiaries (collectively the “Group”) through “G-7 Holdings Employee Shareholding Association,” or the Company’s employee shareholding association (the “ESA”), (the “Plan”) to dispose of treasury shares in the form of restricted shares (the “Disposal of Treasury Shares” or “Disposal”) to the ESA as the scheduled allottee. The details are as follows.

1. Summary of the Disposal

(1) Date of payment	February 27, 2026
(2) Type and number of shares of disposal	33,250 common shares of the Company
(3) Disposal price	¥1,501 per share
(4) Total amount of disposal	¥49,908,250
(5) Method of disposal (scheduled disposal recipient)	Third-party allotment (G-7 Holdings Employee Shareholding Association: 33,250shares)

2. Purpose and reason for the Disposal

The Company introduced the Plan with the aim of motivating Group employees to make a contribution toward an increase in corporate value, thereby further promoting the sharing of value between Group employees and shareholders, as well as encourage further membership in the ESA, thereby helping Group employees build their wealth. Restricted shares are granted only to Group employees who are members of the ESA and have agreed to acquire equity pertaining to the shares allotted to the ESA (“Eligible Employees”).

The overview of the Plan is as follows.

Overview of the Plan

Under the Plan, Eligible Employees are provided with monetary claims in the form of special incentives for the grant of restricted shares (“Monetary Claims”), and Eligible Employees then contribute the Monetary Claims to the ESA. Next, the ESA pays the Monetary Claims contributed by Eligible Employees to the Company as an in-kind contribution, and in return receives common shares of the Company in the form of restricted shares that are either issued or disposed of by the Company.

Where the Company’s common shares are to be newly issued or disposed of, the Plan calls for the price to be paid per share to be determined by the Board of Directors on the basis of the closing price of the Company’s common share on the Tokyo Stock Exchange on the business day immediately preceding the date of the relevant resolution by the Board of Directors with respect to issuance or disposal respectively (if no trading was effected on that date, the closing price on the immediately preceding business day), within a range that is not considered particularly favorable to the ESA (and in turn Eligible Employees).

In regard to the issuance or disposal of the Company’s common stock under the Plan, the Company and the ESA shall enter into a restricted share allotment agreement which shall include, among other restrictions, that (i) allotted shares may not be transferred or pledged to a third party or otherwise disposed of (collectively the “Transfer Restrictions”) for a certain period and (ii) the Company shall acquire said allotted shares at no cost upon the occurrence of certain events. Provision of the Monetary Claims to Eligible Employees is contingent on the Company and the ESA entering into a restricted share allotment agreement.

Moreover, in accordance with the ESA rules and the ESA operating bylaws, etc. (the “ESA Rules, etc.”; see Note), Eligible Employees shall be subject to restrictions on the withdrawal of the restricted shares corresponding to the members’ equity interest related to the restricted shares acquired by the ESA through their issuance or disposal (the “Restricted Shares Equity Interests”) until such time as the Transfer Restrictions related to the restricted shares are lifted.

Overview of Disposal

Furthermore, the Group has resolved to grant total monetary claims of ¥49,908,250 in the form of special incentives to Eligible Employees and grant a total of 33,250 common shares of the Company (“Allotted Shares”) to the ESA in exchange for the ESA, which has received contributions of the monetary claims from Eligible Employees, paying the monetary claims to the Company as an asset contributed in kind.

The Disposal of Treasury Shares constitutes the disposal of treasury shares to the ESA through the Group’s granting of monetary claims to Eligible Employees and the contribution of said monetary claims, and will be carried out through a third-party allotment.

For the size of the share dilution resulting from the Disposal of Treasury Shares, the ratio to the total number of issued shares of 44,071,454 shares as of September 30, 2025 is 0.08%, and the ratio to the total number of voting rights of 437,064 as of September 30, 2025 is 0.08% (both percentages are rounded to two decimal places).

Outline of Agreement on Allotment of Restricted Shares

The Company and the ESA will enter into a restricted share allotment agreement, the summary of which is as follows.

(1) Transfer Restriction Period

The ESA cannot transfer, pledge, or otherwise dispose of Allotted Shares, including withdrawal by Eligible Employees, from February 27, 2026 (date of payment) until an Eligible Employee loses their position as a Group employee and withdraws from the ESA (the “Transfer Restriction Period”).

(2) Conditions for lifting Transfer Restrictions

At the conclusion of the Transfer Restriction Period, the Transfer Restrictions shall be lifted in relation to the Allotted Shares in the number corresponding to the Restricted Shares Equity Interests held by the Eligible Employee, on the condition that the Eligible Employee continued to remain in the ESA for the duration of the Transfer Restriction Period until the date on which five years have passed from February 27, 2026 (date of payment). However, if an Eligible Employee withdraws from the ESA during the Transfer Restriction Period due to death, promotion to officer, or other reason the Company’s Board of Directors deems justifiable, as of the first business day of the month in which a settlement associated with an Eligible Employee’s withdrawal from the ESA takes place (the “Settlement Cancellation Date”), the Company shall lift the Transfer Restrictions on all Allotted Shares in the number corresponding to the Restricted Shares Equity Interests held by the Eligible Employee on the Settlement Cancellation Date.

In the case where the Company lifts the Transfer Restrictions, it shall notify the ESA of its intention to lift the Transfer Restrictions for the ESA and the number of Allotted Shares for which the Transfer Restrictions will be lifted. In accordance with the provisions of the ESA Rules, etc., the ESA shall transfer the portion of the Restricted Shares Equity Interests that corresponds to the Allotted Shares for which the Transfer Restrictions were lifted, and is held by Eligible Employees who satisfy the applicable conditions, to that of the members’ equity interest held by Eligible Employees for the shares acquired by the ESA not based on the Plan (“Ordinary Equity Interests”).

(3) Acquisition by the Company at no cost

The Company shall rightfully acquire at no cost the Allotted Shares for which the Transfer Restrictions are not lifted at the time of expiration of the Transfer Restriction Period or at other specified times set forth in the agreement.

In the case where the Company will acquire Allotted Shares at no cost, it shall notify the ESA of its intention to acquire the Allotted Shares at no cost and the number of Allotted Shares to be acquired at no cost. In accordance with the provisions of the ESA Rules, etc., the ESA shall deduct the portion of the Restricted Shares Equity Interests that corresponds to the Allotted Shares that will be acquired at no cost from the Restricted Shares Equity Interests held by Eligible Employees at the notification’s time of arrival from the Restricted Shares Equity Interests held by Eligible Employees.

(4) Share management

The Allotted Shares shall be managed in an account dedicated to shares with Transfer Restrictions and opened by the ESA at Daiwa Securities Co. Ltd. during the Transfer Restriction Period so that the Allotted Shares may not be transferred, pledged, or otherwise disposed of during the Transfer Restriction Period. Additionally, in accordance with the provisions of the ESA Rules, etc., the ESA shall ensure that, in relation to the Allotted Shares, Restricted Shares Equity Interests that will be held by Eligible Employees shall be registered and administered separately from Ordinary Equity Interests held by Eligible Employees in regard to the shares acquired by the ESA not based on the Plan

(5) Treatment during reorganization, etc.

In the event that a merger agreement under which the Company becomes a defunct company, a share exchange agreement under which the Company becomes a wholly owned subsidiary, a share transfer plan, or any other form of organizational restructuring is approved at a General Meeting of Shareholders of the Company (or by the Board of Directors of the Company if such approval is not required) during the Transfer Restriction Period, upon resolution of the Board of Directors, the Transfer Restrictions shall be lifted, as of the time immediately

before the business day prior to the effective date of the said reorganization, etc. (the “Effective Date of Reorganization, etc.”), for all of the Allotted Shares in the number corresponding to the Restricted Shares Equity Interests held by Eligible Employees on the Settlement Cancellation Date.

3. Grounds for calculation of the disposal price and its specific details

The Disposal of Treasury Shares shall be carried out with the Group granting the Monetary Claims to Eligible Employees in the form of special incentives for the grant of restricted shares under the Plan; Eligible Employees contributing the Monetary Claims to the ESA; and the ESA paying the Monetary Claims to the Company as an in-kind contribution. To eliminate any arbitrariness in the disposal price, the disposal price is set at ¥1,501, the closing price of the Company’s common stock on the Tokyo Stock Exchange Prime Market on January 23, 2026 (the business day prior to the date of the Board of Directors’ resolution). This is the market share price immediately prior to the date of the Board of Directors resolution. In a situation without special circumstances that would indicate the most recent share price cannot be relied upon, it is a reasonable price that appropriately reflects the Company’s corporate value, and the Company believes it does not constitute a particularly favorable price to the ESA.

The deviation ratio (rounded to two decimal places) between the disposal price and the average closing price of the Company’s share on the Tokyo Stock Exchange Prime Market is given below.

Period	Average closing price (amounts less than one yen rounded down)	Deviation ratio
One month (December 24, 2025 to January 23, 2026)	¥1,443	3.99%
Three months (October 24, 2025 to January 23, 2026)	¥1,369	9.62%
Six months (July 24, 2025 to January 23, 2026)	¥1,333	12.55%

The Audit and Supervisory Committee meeting held today (comprised of three Directors who are Audit and Supervisory Committee Members (of which two are Outside Directors)) has expressed the opinion that, in regard to the disposal price above, the process by which the Company judged that the disposal price was not particularly favorable to the ESA, which is the allottee, was reasonable and that the judgement is lawful. This indication has been made on the basis that the Disposal of Treasury Shares is for the purpose of granting incentive to Eligible Employees and that the disposal price represents the closing price on the business day prior to the date of the Board of Directors’ resolution.

4. Matters concerning the procedure required by the corporate code of conduct

Given that the Disposal of Treasury Shares (i) has a dilution ratio of less than 25% and (ii) is not associated with a change in controlling shareholder, it shall not be required to follow the procedures set out in Rule 432 of the Securities Listing Regulations from the Tokyo Stock Exchange in regard to seeking the opinion of an entity who has a specific degree of independence and confirming the intent of shareholders.

###