July 10, 2026

Company name: Shinanen Holdings Co., Ltd.
Name of representative: Taro Nakagome, Representative Director, President and Executive Officer
(Securities code: 8132, Prime Market, TSE)
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Notice of Disposal of Treasury Shares under the Post-Delivery Performance-Linked Share-Based Compensation System

The Company hereby announces that, at an extraordinary meeting of the Board of Directors held today, it resolved to dispose of treasury shares under the post-delivery performance-linked share-based compensation system (hereinafter the “Disposal of Treasury Shares”) as follows.

1. Overview of disposal

(1) Payment due date	August 25, 2026
(2) Class and number of shares to be disposed of	28,100 shares of common stock of the Company
(3) Disposal price	6,980 yen per share
(4) Total disposal amount	196,138,000 yen
(5) Allottees	4,900 shares to three Directors of the Company (*1) 23,200 shares to 18 Directors of the Company’s subsidiaries (*2) *1. Refers to persons who served as Directors of the Company or its subsidiaries during the evaluation period from April 1, 2023, April 1, 2024, or April 1, 2025 to March 31, 2026, excluding Directors who are Audit/Supervisory Committee Members. *2. Refers to persons who served as Directors of the Company or its subsidiaries during the evaluation period from April 1, 2023, April 1, 2024, or April 1, 2025 to March 31, 2026, excluding Outside Directors.
(6) Others	The Disposal of Treasury Shares is subject to the effectiveness of the securities registration statement under the Financial Instruments and Exchange Act.

2. Purposes and reasons for the issuance

The Company, at the meeting of the Board of Directors held on May 22, 2023, introduced a new compensation system, a post-delivery performance-linked share-based compensation system (performance share unit system) (the “System”), targeting the Company’s Directors (excluding Directors who are Audit/Supervisory Committee Members; “Eligible Directors”), for the purpose of giving them incentives to continuously improve the Company’s corporate value and to further share value with shareholders.

The System is a performance-linked compensation system under which shares of the Company's common stock are granted to Eligible Directors as compensation. The number of shares granted is calculated in accordance with the rate of achievement, etc. of performance targets (the "Performance Target"), within a period determined by the Board of Directors of the Company (the "Evaluation Period"). The number of shares of the Company's common stock to be delivered to each Eligible Director (the "Number of Shares to Be Delivered") shall be calculated based on the following formula.

[Calculation formula]

Number of shares to be allotted = base Number of Shares to Be Delivered (1) × degree of Performance Target achievement (2) × ratio of service period (3)

(1) The base Number of Shares to Be Delivered is determined by the Board of Directors in accordance with the basic remuneration of the Eligible Directors.
(2) The degree of Performance Target achievement shall be determined by the Board of Directors on a scale between 0% and 100% in accordance with the rate of achievement, etc. of the Performance Targets within the Evaluation Period.
(3) The ratio of service period is calculated by dividing the number of months in office by the number of months of the service period. The service period shall be a period separately determined by the Board of Directors, distinct from the Evaluation Period.

In addition, at the 89th Ordinary General Meeting of Shareholders held on June 27, 2023, it was resolved that (i) the total amount of monetary compensation claims to be granted to Eligible Directors under the System shall be up to 60 million yen per year (however, a cumulative total of up to 180 million yen for three years may be granted as a lump sum), separately from the existing monetary compensation framework; and (ii) the total number of shares of the Company's common stock to be issued or disposed of to Eligible Directors under the System shall be up to 30,000 shares per year (however, a cumulative total of up to 90,000 shares for three years may be issued as a lump sum), and in the event of a stock split (including the gratis allotment of shares) or reverse stock split of the Company's common stock, or any other circumstances requiring adjustment of the total number of shares, such total number shall be adjusted within a reasonable range.

In addition, in conjunction with the introduction of the System at the 89th Ordinary General Meeting of Shareholders held on June 27, 2023, the Company's subsidiaries have introduced a performance share unit system similar to the System for their Directors.

Accordingly, the Company resolved, at an extraordinary meeting of the Board of Directors held today, to dispose of a total of 28,100 shares of its common stock (hereinafter, "Allotted Shares") to three Eligible Directors of the Company and 18 Directors of its subsidiaries (excluding Outside Directors of the subsidiaries; referring to persons who served as Directors during the Evaluation Period from April 1, 2023, April 1, 2024, or April 1, 2025 to March 31, 2026; hereinafter collectively referred to as the “Current Evaluation Period”) as contribution in kind for monetary compensation claims totaling 196,138,000 yen granted to them in accordance with the degree of Performance Target achievement under the System during the Current Evaluation Period.

3. Grounds for calculation of the payment amount and its specific details

The Disposal of Treasury Shares will be carried out through an in-kind contribution of monetary compensation claims paid to the Eligible Officers under the System. In order to eliminate arbitrariness, this disposal price shall be 6,980 yen, the closing price of the Company’s common stock on the Tokyo Stock Exchange on July 9, 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. Under circumstances when there are no special circumstances that would require not relying on recent share prices, we believe that it is reasonable in appropriately reflecting the corporate value of the Company and does not constitute a particularly favorable amount to the allottees.

The Company’s Audit/Supervisory Committee has expressed the opinion that the above disposal price is lawful as it does not constitute a particularly favorable amount to the allottees. This is because the disposal price is the closing price of the Company’s common stock on the Tokyo Stock Exchange Prime Market on the business day prior to the date of the Board of Directors’ resolution.

4. Matters concerning procedures carried out under the Corporate Conduct Rules

The Disposal of Treasury Shares does not require obtaining an opinion from an independent third party or procedures to confirm shareholder intent as established in Article 432 of the Listing Regulations established by the Tokyo Stock Exchange as (1) the dilution rate is less than 25% and (2) the disposition does not involve a change in the controlling shareholder.

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