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August 8, 2025

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Name of representative: Eisuke Nakamura,  
President & Representative Director  
(Securities code: 8153; Tokyo Stock  
Exchange, Prime Market)  
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## **Notice Concerning the Disposal of Treasury Stock Under Share-Based Compensation Plan**

MOS FOOD SERVICES, INC. (the "Company") hereby announces that, at a meeting of the Board of Directors held on August 8, 2025, it resolved to dispose of treasury stock under its share-based compensation plan (hereinafter, the "Treasury Stock Disposal"). The details are as below.

### **1. Outline of Disposal**

(1) Disposal date	August 29, 2025
(2) Class and number of shares to be disposed	21,800 common shares of the Company
(3) Disposal price	3,793 yen per share
(4) Total value of disposal	82,687,400 yen
(5) Recipients of the treasury stock to be disposed	The Master Trust Bank of Japan, Ltd. (Stock-granting ESOP Trust account)
(6) Other	A written notice of securities pertaining to the Treasury Stock Disposal shall be submitted under the Financial Instruments and Exchange Act.

### **2. Purpose and Reason for Disposal**

At meetings of the Board of Directors held on February 29, 2016 and August 5, 2016, the Company resolved to introduce a "Stock-granting ESOP Trust Account" (hereinafter, the "ESOP Trust") as an employee incentive plan for employees of the Company and Company Group (hereinafter, the "Employees") with the aim of promoting the steady growth of the Company and an increase in the Company's corporate value over the medium- to long-term by providing an incentive to Employees to

become involved in the Medium-term Management Plan and by raising their motivation and morale to help improve the medium- to long-term performance of the Company and to increase its share price.

In conjunction with the extension of the trust period pertaining to the ESOP Trust, the Disposal of Treasury Stock shall involve the Company disposing of treasury stock with The Master Trust Bank of Japan, Ltd. (Stock-granting ESOP Trust Account), who are a co-trustee of the Stock-Granting ESOP Trust Agreement concluded between the Company and Mitsubishi UFJ Trust and Banking Corporation.

The number of shares to be disposed of shall be the number of shares expected to be delivered to Employees during the trust period in accordance with the regulations on share delivery. The scale of the dilution shall be 0.07% of the total number of issued shares (rounded down to two decimal places; Percentage of total voting rights of 312,642 as of March 31, 2025: 0.07%).

The Company shares allocated under the Treasury Stock Disposal shall be delivered to Employees in accordance with the regulations on stock delivery. Also, as the shares delivered under the Treasury Stock Disposal are not expected to flow out to the stock market at any one time, the Company has deemed that the impact of the disposal on the stock market shall be minimal and that the number of shares disposed of and the scale of the dilution shall be reasonable.

[Details of the trust agreement]

1) Type of trust	Pecuniary trusts other than specified money trusts (other-benefit trusts)
2) Purpose of trust	Providing an incentive to Employees
3) Consignor	The Company
4) Trustee	Mitsubishi UFJ Trust and Banking Corporation (Co-trustee: The Master Trust Bank of Japan, Ltd.)
5) Beneficiaries	Employees who meet the requirements to be beneficiaries
6) Trust administrator	A third party with no affiliation to the Company (certified public accountant)
7) Trust agreement date	September 1, 2016
8) Trust period	September 1, 2016 to September 30, 2025 (scheduled to be extended to September 30, 2028 through a revision to the trust agreement dated August 26, 2025)
9) Additional trust date	August 26, 2025
10) Exercising of voting rights	The trustee shall exercise voting rights on the Company shares in accordance with the instructions of the trust administrator reflecting the status of the voting rights of the candidate beneficiaries.
11) Type of shares to be acquired	Common shares of the Company
12) Additional trust cost	82,687,400 yen
13) Method of share acquisition	Acquisition through disposal of the Company's treasury stock

### 3. Basis for Calculation of Disposal Price and Details

The disposal price has been set to 3,793 yen (rounded down to the nearest whole yen), which is the average of the closing prices of the Company's shares on the Tokyo Stock Exchange for a period of one month (July 8, 2025 to August 7, 2025) immediately preceding the resolution date of the Board of Directors concerning the Disposal of Treasury Stock. This price takes into account recent trends in the price of the Company's shares and avoids a situation in which the price is decided arbitrarily. The reason for adopting the average of the closing prices of the Company's shares for a period of one month immediately preceding the resolution date of the Board of Directors is that such normalized values, represented by the average share price over a set period, are a more objective and reasonable basis for calculating the disposal price, with the effect of share price fluctuations eliminated, than using a single price on any specific given date. This average disposal price is calculated by multiplying 3,955 yen, which is the closing price of the Company's shares on the Tokyo Stock Exchange on the business day preceding the said date of resolution of the Board of Directors (August 7, 2025) by 95.90% (variance: 4.10%); by multiplying 3,723 yen (rounded down to nearest whole yen), which is the average closing price of the Company's shares on the Tokyo Stock Exchange for the three months immediately preceding the said date of resolution of the Board of Directors (May 8, 2025 to August 7, 2025) by 101.88% (variance: 1.88%); by multiplying 3,680 yen (rounded down to nearest whole yen), which is the average closing price of the Company's shares on the Tokyo Stock Exchange for the six months immediately preceding the said date of resolution of the Board of Directors (February 8, 2025 to August 7, 2025) by 103.07% (variance: 3.07%), and therefore has been deemed to not constitute a particularly favorable disposal price.

The basis of calculation with regard to the above disposal price has been deemed by the Audit & Supervisory Board (four Audit & Supervisory Board Members; two of which are Outside Audit & Supervisory Board Members) to be reasonable, not particularly favorable, and in accordance with the law.

### 4. Procedures under the Corporate Code of Conduct

Since the dilution ratio of the Company's shares under the Treasury Stock Disposal is less than 25% and there is no change in controlling shareholders, it is not necessary to obtain the opinion of an independent third party or to confirm the intent of shareholders as stipulated in Rule 432 of the Securities Listing Regulations established by Tokyo Stock Exchange, Inc.