



June 25, 2025

Company name: TOMONY Holdings, Inc.
 Representative: Takeshi Nakamura, Representative Director,
 President and CEO
 (Securities code: 8600; TSE Prime)
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Notice Relating to the Disposal of Treasury Stock for Restricted Stock Compensation

TOMONY Holdings, Inc. (the "Company") hereby announces that a meeting of its Board of Directors held on June 25, 2025 resolved to dispose of treasury stock as restricted stock compensation (the "Disposal of Treasury Stock" or "Disposal").

1. Overview of the Disposal

(1) Payment date	July 24, 2025
(2) Class and number of shares to be disposed	Common shares of the Company: 248,228 shares
(3) Disposal price	533 yen per share
(4) Total disposal price	132,305,524 yen
(5) Intended allottees	5 Directors 52,910 shares
	19 Directors of subsidiary of the Company 195,318 shares *Excluding Outside Directors and Directors who are Audit and Supervisory Committee members

2. Purpose and reason of the Disposal

At a Board of Directors meeting held on May 13, 2025, the Company resolved to introduce a restricted stock compensation plan (the "Plan") as a new compensation plan to provide the Company's Directors (excluding Outside Directors and the Directors who are Audit and Supervisory Committee Members; same as below) with the aim of sharing the benefits of share price rises and the risks associated with share price declines with shareholders, promoting value sharing with shareholders more than ever before, and to further provide the incentive effect on medium to long term performance improvement and the Company's corporate value enhancement.

Furthermore, at the 15th Annual General Meeting of Shareholders held on June 25, 2025, the Company has obtained approval for the following:

a) Providing compensation to Directors based on the Plan for the purpose of granting restricted stocks, with the transfer restriction period being from the date of issuance of the shares until the date the Director resigns or retires from their position as determined by the Board of Directors of the Company (however, that if there is a day which is separately determined by our board of directors within one month after resignation, such day), b) the granting of restricted stock will be carried out issuing or disposing of the common shares of the Company in exchange for contribution in kind of all monetary compensation claims paid to the directors, c) the total number of common shares to be issued or disposed of under the Plan will be up to 140,000 shares per year, and the total remuneration amount will be up to 42 million yen per year separate from the existing monetary compensation limit.

In addition, the Company has decided to grant restricted stock to Directors of its subsidiaries, THE TOKUSHIMA TAISHO BANK, LTD. and THE KAGAWA BANK, LTD. (hereinafter referred to as the “Company's Subsidiaries”) to provide an incentive for the Company to continuously improve its corporate value and to further share value with its shareholders.

The Board of Directors of the Company resolved at its meeting held today to dispose of 248,228 shares of its common shares as restricted stock by accepting, as contributions in kind, monetary remuneration claims totaling 132,305,524 yen granted by the Company or Company's Subsidiaries to 5 Directors of the Company and 19 Directors of Company's Subsidiaries (the “Eligible Directors”), taking into account the purpose of the scheme, the scope of responsibilities of the Eligible Directors, and other relevant circumstances.

< Overview of Restricted Stock Allotment Agreement >

The Company will proceed to conclude the Restricted Stock Allotment Agreement (the "Allotment Agreement") with the Eligible Directors. The overview of the Allotment Agreement is as follows:

(1) Period of transfer restrictions

The Eligible Directors shall not transfer, use as collateral, or dispose of the common shares allotted based on the Allotment Agreement (the "Allotted Shares") from July 24, 2025 (payment due date) to the last day of the month in which they resign as a Director of the Company and/or Company's Subsidiaries.

(2) Conditions for lifting the transfer restrictions

The transfer restrictions on all the Allotted Shares shall be lifted upon the expiration of the transfer restricted period, provided that the Eligible Director has continuously held a position as a Director of the Company or Company's Subsidiaries during the period from the day of the General Meeting of Shareholders held immediately before the payment due date, to the day of General Meeting of Shareholders held in the following year (if the Eligible Director is a director of Company's Subsidiaries, during the period from the day of the General Meeting of Shareholders of the Company's Subsidiaries held immediately before the payment due date, to the day of General Meeting of Shareholders of the Company's Subsidiaries held in the following year.) (the "Service Period").

However, if the Eligible Director ceases to hold the position as a Director of the Company or Company's Subsidiaries due to death, or other valid reasons deemed by the Board of Directors during the Service Period, the number of restricted stocks for which the transfer restrictions to be lifted shall be calculated by dividing the number of months from the following month of the month including the starting date of the Service Period until the month including the date of resignation by 12, and multiplying the number of Allotted Shares (provided that any fractional shares resulting from the calculation will be rounded down).

(3) Free acquisition by the Company

At the expiration of the Period of transfer restrictions, the Company will naturally acquire free of charge any Allotted Shares for which the transfer restrictions have not been lifted.

(4) Management of shares

The Allotted Shares will be managed in a dedicated account for restricted stocks opened by the Eligible Director in Daiwa Securities Co., Ltd. during the transfer restriction period, to ensure that no transfers, uses as collateral, or other disposals can be made on the shares during the transfer restricted period.

(5) Measures to be taken upon organizational restructuring, etc.

If matters related to the merger agreement that results in the Company being dissolved, the shares exchange

agreement or the shares transfer plan that results in the Company becoming a wholly-owned subsidiary, or any other organizational restructuring plan were to be approved by the General Meeting of Shareholders (or by the Board of Directors in the case where approval by the General Meeting of Shareholders is not required for such organizational restructuring) occur during the transfer restricted period, all of the Allotted Shares for which the transfer restrictions will be lifted immediately before the business day preceding the effective date of the organizational restructuring.

3. The basis for calculating the amount to be paid and related specific details

The Disposal of Treasury Stock to the Eligible Directors will be carried out using the monetary compensation claims paid to the intended allottee under the Plan. To exclude arbitrariness, the disposal price per share shall be 533 yen, which is the closing price of the Company's common shares on the Tokyo Stock Exchange on June 24, 2025 (the business day preceding the date of the resolution of the Board of Directors).

Since this is the market share price immediately preceding the date of the resolution by the Board of Directors, and, in the absence of any special circumstances indicating that the most recent share price cannot be relied upon, the Company believes that it is a reasonable value that appropriately reflects its enterprise value and does not constitute an especially advantageous amount to the Eligible Directors.