



June 20, 2025

To whom it may concern,

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Notice Concerning the Disposal of Treasury Shares as Restricted Stock Compensation

Keihanshin Building Co., Ltd. (“the Company”) hereby announces that the Board of Directors’ meeting held on June 20, 2025 passed a resolution to dispose of its treasury shares as restricted stock compensation (hereinafter the “Disposal of Treasury Shares”), as described below.

1. Outline of the Disposal

(1)	Payment date	July 7, 2025
(2)	Class and number of shares to be disposed	39,300 shares of common stock of the Company
(3)	Disposal price	1,592 yen per share
(4)	Total value of the disposal	62,565,600 yen
(5)	Allottee of shares	Three Directors of the Company (*):17,800 shares *Excluding Outside Directors and Directors who are Audit & Supervisory Committee Members Six Executive Officers of the Company: 21,500 shares

2. Purpose and Reasons for the Disposal of Treasury Shares

The Company has decided to allot restricted stock compensation to the three Eligible Directors and the six Executive Officers of the Company (hereinafter the “Eligible Officers”) at the Board of Directors’ meeting held on today, in order to grant incentives leading to a sustainable increase in the corporate value and further sharing of shareholder value. It should be noted that the amount of monetary claims to be paid to each Eligible Officers has been determined upon comprehensive consideration of a range of factors including the contribution made to the Company, and restricted stock is allotted to the Eligible Officers by way of an in-kind contribution for the entire amount of the said monetary claims.

Additionally, the payment of the said monetary claims is conditional upon the conclusion of a restricted stock allotment agreement (hereinafter the “Allotment Agreement”) between each Eligible Officers and the Company.

3. Outline of the Allotment Agreement

(i) Transfer restriction period

The period from the payment date to the date when the Eligible Officers cease to serve as either Director or Executive Officer of the Company.

During the above transfer restriction period (hereinafter the “Transfer Restriction Period”), the Eligible Officers cannot transfer to a third party, use as collateral or pledge as security, gift inter vivos, bequeath, or

otherwise dispose of the allotted shares of restricted stock (hereinafter the “Allotted Shares”) in any way (these restrictions are hereinafter referred to as the “Transfer Restrictions”).

(ii) Removal of the Transfer Restrictions

The Company shall, as of the Expiration of the Transfer Restrictions Period, remove the Transfer Restrictions pertaining to all the Allotted Shares held as of that time.

(iii) Gratis acquisition

The Company shall rightfully acquire, free of charge, restricted stock held by the Eligible Officers for whom the reason of contribution event provided for in the Allotment Agreement has occurred.

(iv) Provisions on the administration of shares

The Eligible Officers shall, in a manner designated by the Company, complete the opening of an account in which to book or record the Allotted Shares at SMBC Nikko Securities Inc. The Allotted Shares shall be retained and maintained in that account during the Transfer Restrictions Period.

(v) Treatment in the case of organizational restructuring etc.

Where a merger agreement with the Company as the non-surviving company, a share exchange agreement where the Company becomes a wholly-owned subsidiary, a share transfer plan or other proposals concerning an organizational restructuring, etc. is approved by the Company’s General Meeting of Shareholders (or the Company’s Board of Directors, for organizational restructuring, etc. that does not require the approval of the General Meeting of Shareholders) during the Transfer Restriction Period, the Transfer Restrictions shall be removed immediately prior to the business day prior to the effective date of the organizational restructuring, etc. by resolution of the Board of Directors of the Company, for the Allotted Shares. The number of the Allotted Shares for which the Transfer Restrictions will be removed is calculated by dividing by 12 the number of months from July 2025 to the month that includes the date of such approval for Directors and the number of months from April 2025 to the month that includes the date of such approval for Executive Officers (however, if the calculation results in a number that exceeds one, then the number shall be one) and then multiplying the result by the number of Allotted Shares held by the Eligible Allottee at the time of such approval (however, if the calculation results in a fraction of less than one share, it shall be rounded down to the nearest integer).

In this case, the Company shall rightfully acquire, free of charge, immediately prior to the business day prior to the effective date of the organizational restructuring, etc., all of the remaining Allotted Shares for which the Transfer Restrictions have not been removed as of the same date, in accordance with the provisions above.

4. Basis of Calculation of the Amount to be Paid in for Shares and Specific Details

To avoid arbitrary pricing, the disposal price for the Disposal of Treasury Share shall be set at 1,592 yen, which is the closing price of the Company’s common stock on the Tokyo Stock Exchange on June 19, 2025, the business day immediately prior to the Board of Directors’ resolution. This is the market share price immediately prior to the date of the resolution, and the Company believes that it is reasonable and not a particularly advantageous price.