



For Immediate Release

Company name: Relo Group, Inc.

Representative: Kenichi Nakamura

Representative Director, CEO (Code: 8876, Prime Section of TSE)

Contact: Yasushi Kadota

Director, CFO, CIO (Tel: +81-3-5312-8704)

Notice of Disposal of Treasury Shares as Restricted Stock Remuneration

Relo Group, Inc. (the Company) announces that a meeting of its Board of Directors held on June 25, 2025 resolved to dispose of treasury shares as restricted stock remuneration (the "Disposal of Treasury Shares"). Details are as follows.

1. Overview of disposal

(1) Payment date	July 23, 2025
(2) Class and total number of shares to be disposed of	715,400 common shares of the Company
(3) Disposal price	1,718 yen per share
(4) Total disposal amount	1,229,057,200 yen
(5) Allottees	Directors of the Company (excluding Outside Directors and Directors who are the Audit & Supervisory Committee Members) Employees of the Company Directors of the Company's subsidiaries Employees of the Company's subsidiaries Employees of the Company's subsidiaries 101 persons 406,400 shares
(6) Others	The Company has submitted an extraordinary report on the Disposal of Treasury Shares in accordance with the Financial Instruments and Exchange Act.

2. Purpose and reason for disposal

As announced in the Notice regarding Introduction of Restricted Stock Remuneration Plan on May 8, 2025, the Company had a resolution adopted by the Board of Directors at its meeting on May 8, 2025 for introducing a Restricted Stock Remuneration Plan (hereinafter "the Plan") for its directors, excluding outside directors and those who also serve as Audit & Supervisory Committee members, (hereinafter "Eligible Directors") and its employees and for directors and employees of its subsidiaries (hereinafter collectively referred to as "Allottees") with the aims of fostering their sense of ownership, encouraging them to participate in management and further sharing value with shareholders through holding of the Company's shares with a view to continuously increasing its corporate value over the medium and long terms. The Company's 58th annual general meeting of shareholders held on June 25, 2025 approved that the total annual amount of monetary remuneration claims paid for the purpose of offering restricted stock to Eligible Directors under the Plan separately from the existing framework of monetary remuneration be limited to a maximum of 200 million yen, that the total number of common shares issued or disposed of for Eligible Directors be limited to an annual maximum of 74,000, and that transfer, collateralization, inter vivos gifting or other disposal of the stock provided under the Plan be prohibited during the transfer restriction

period of 10 years from the date of delivery.

Subsequently, the Board of Directors meeting held today adopted a resolution for the Company and its subsidiaries to pay monetary remuneration claims totaling 1,229,057,200 yen (hereinafter "the Monetary Remuneration Claims") to 147 Allottees in consideration of the aims of the Plan, the Company's financial results and other circumstances. It adopted another resolution for disposal of 715,400 common shares of the Company by paying all the Allottees' Monetary Remuneration Claims against the Company and its subsidiaries as assets contributed in kind. Please note that regarding the number of shares to be issued or disposed of to eligible persons under this system, the maximum number was stated as 700,000 shares in the "Notice regarding Introduction of Restricted Stock Remuneration Plan" dated May 8, 2025. However, after careful reconsideration, the Board of Directors resolved today to set the maximum number at 715,400 shares. For the purpose of adhering to the aims of introducing the Plan, namely a continued increase in corporate value and sharing of value with shareholders, realized over a medium or long period of time, the transfer restriction period is set at ten years (hereinafter referred to as "Scheme A") or to last until an Allottee resigns or retires from the Company or its subsidiaries (hereinafter referred to as "Scheme B").

3. Outline of the restricted stock allotment agreement

Following the Disposal of Treasury Shares, the Company will separately sign a restricted stock allotment agreement (hereinafter "the Allotment Agreement") with each of the Allotment Agreement follows.

<Allotment Agreement for the Company's directors and for part of the Company's employees and directors and employees of its subsidiaries: Scheme A>

(1) Transfer restriction period

No Allottees under Scheme A (hereinafter "Eligible Personnel") may transfer, provide as pledge or as inter vivos gift or otherwise dispose of the Company's common shares allotted to them (hereinafter "Shares Allotted to the Eligible Personnel") during the period from July 23, 2025 (hereinafter "the Due Date of Payment") to July 22, 2035 (hereinafter "the Transfer Restriction Period for Eligible Personnel").

(2) Condition for lifting restrictions

On the condition that the Eligible Personnel remain in the post of director, executive officer or employee at the Company or any of its subsidiaries (hereinafter collectively referred to as "the Group") throughout the the Transfer Restriction Period for Eligible Personnel, the transfer restrictions shall be lifted on all Shares Allotted to the Eligible Personnel owned by the Eligible Personnel at the time of expiration of the Transfer Restriction Period for Eligible Personnel.

However, in the event where an Eligible Personnel resigns or retires for any justifiable reason or for reason of death during the Transfer Restriction Period for Eligible Personnel, the transfer restrictions shall be lifted on the number (with any fraction below 1 disregarded) of the Shares Allotted to the Eligible Personnel owned by the Eligible Personnel calculated by multiplying the value obtained by dividing by 120 the number of months from month after the month including the date of the Company's last Annual General Meeting of Shareholders before the Due Date of Payment to the month including the date of the resignation or retirement (or 1 if the resulting value exceeds 1) by the number of Shares Allotted to the Eligible Personnel at the time immediately after the resignation or retirement.

(3) Reasons for acquisition without compensation

In the event that an Eligible Personnel resigns or retires from any position of director, executive officer or employee of the Group without any justifiable reason during the transfer restriction period, the Company shall automatically acquire the Shares Allotted to the Eligible Personnel owned by the Eligible Personnel without compensation.

Any remaining Shares Allotted to the Eligible Personnel on which the transfer restrictions have yet to be lifted at

the time of lifting the transfer restrictions stipulated in (2) above shall be automatically acquired by the Company

without compensation.

(4) Handling in the event of organizational restructuring

Notwithstanding the provision in (1) above, in the event where a merger agreement under which the Company is a disappearing company, a stock swap agreement or stock transfer plan under which the Company becomes a wholly owned company, or any other matter regarding organizational restructuring is approved by the Company's general meeting of shareholders (or by its Board of Directors if the approval of the general meeting of shareholders is not required in connection with the organizational restructuring) during the Transfer Restriction Period for Eligible Personnel, the Company shall, upon resolution of its Board of Directors, lift the transfer restrictions on the number (with any fraction below 1 disregarded) of shares calculated by multiplying the value obtained by dividing by 120 the number of months from the month after the month including the date of the Company's last Annual General Meeting of Shareholders before the Due Date of Payment to the month including the date when the approval is granted (hereinafter "the Date of Approval for Organizational Restructuring") (or 1 if the resulting value exceeds 1) by the number of Shares Allotted to the Eligible Personnel owned by the Eligible Personnel on the Date of Approval for Organizational Restructuring. In this event, any remaining Shares Allotted to the Eligible Personnel on which the transfer restrictions have yet to be lifted at the time immediately after the lifting of the transfer restrictions shall be automatically acquired by the Company without compensation.

<Allotment Agreement for part of the Company's employees and directors and employees of its subsidiaries:</p>
Scheme B>

(1) Transfer restriction period

No Allottee under Scheme B (hereinafter "Eligible Employee") may transfer, provide as pledge or as an inter vivos gift or otherwise dispose of the Company's common shares allotted to him or her (hereinafter "Shares Allotted to the Eligible Employee") during the period from the Due Date of Payment to either the date of resignation or retirement from any position of director, executive officer or employee of the Group or the date of submission of the Company's annual securities report for the business year including the Due Date of Payment (or the Company's semiannual securities report if the Due Date of Payment falls within six months from the beginning of the Company's business year), whichever is later (hereinafter "the Transfer Restriction Period for Eligible Employees").

(2) Condition for lifting restrictions

On the condition that the Eligible Employee remains in the post of director, executive officer or employee at the Group throughout the period from the Due Date of Payment to July 22, 2035, the transfer restrictions shall be lifted on all the Shares Allotted to the Eligible Employee at the time of expiration of the Transfer Restriction Period for Eligible Employees. In the event where an Eligible Employee resigns or retires for any justifiable reason or for reason of death on or before July 21, 2035, the transfer restrictions shall be lifted on the number (with any fraction below 1 disregarded) of the Shares Allotted to the Eligible Employee owned by the Eligible Employee calculated by multiplying the value obtained by dividing by 120 the number of months from month after the month including the date of the Company's last Annual General Meeting of Shareholders before the Due Date of Payment to the month including the date of the resignation or retirement (or 1 if the resulting value exceeds 1) by the number of Shares Allotted to the Eligible Employee at the time immediately after the resignation or retirement.

(3) Reasons for acquisition without compensation

Any remaining Shares Allotted to the Eligible Employee on which the transfer restrictions have yet to be lifted at the time of lifting the transfer restrictions stipulated in (2) above shall be automatically acquired by the Company without compensation.

(4) Handling in the event of organizational restructuring

Notwithstanding the provision in (1) above, in the event that a merger agreement under which the Company is a disappearing company, a stock swap agreement or stock transfer plan under which the Company becomes a wholly owned company, or any other matter regarding organizational restructuring is approved by the Company's general meeting of shareholders (or by its Board of Directors if approval of the general meeting of shareholders is not required in connection with the organizational restructuring) during the Transfer Restriction Period for Eligible Employees, the Company shall, upon resolution of its Board of Directors, lift transfer restrictions on the number (with any fraction below 1 disregarded) of shares calculated by multiplying the value obtained by dividing by 120 the number of months from the month after the month including the Due Date of Payment to the month including the date when the approval is granted (hereinafter "the Date of Approval for Organizational Restructuring") by the number of Shares Allotted to the Eligible Employee owned by the Eligible Employee on the Date of Approval for Organizational Restructuring at the time immediately prior to the business day before the effective date of the organizational restructuring. In this event, if there are any Shares Allotted to the Eligible Employee on which the transfer restrictions have yet to be lifted at the time immediately after the lifting of the transfer restrictions, the Company shall automatically acquire them without compensation.

4. Management of shares

The Allottees shall each open a dedicated account with the securities company designated by the Company in which the allotted shares will be registered or recorded in the manner designated by the Company and shall store and maintain all the allotted shares in their dedicated account until the transfer restrictions on them are lifted.

5. Basis and details of calculation of the amount to be paid

The disposal price in the disposal of treasury shares is set at 1,718 yen, which is the common share price at the close of the Tokyo Stock Exchange on the last business day before the Board of Directors meeting, namely June 24, 2025, for the purpose of ensuring that the price is not arbitrary. This is the market price immediately before the date of the resolution of the Company's Board of Directors, and the Company is convinced that it is reasonable and that it does not fall under a particular advantageous price.