

June 20, 2025

## Press Release

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Code No.: 9041  
Listing exchange: Tokyo Stock Exchange (Prime Market)  
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### **Announcement Regarding Disposal of Treasury Shares as Restricted Stock Compensation**

Kintetsu Group Holdings Co.,Ltd. (the “Company”) hereby announces that it resolved, at its Board of Directors meeting held today, to dispose of treasury shares (the “Disposal of Treasury Shares” or the “Disposal”) as described below.

#### 1. Overview of the Disposal

(1) Date of the Disposal	July 18, 2025
(2) Class and number of shares to be disposed of	10,800 common shares of the Company
(3) Disposal value	2,654.5 yen per share
(4) Total disposal value	28,668,600 yen
(5) Disposal recipients, the number of such recipients, and the number of shares to be disposed of	Directors of the Company (Note): 8, 7,200 shares Officers who are not serving as Directors of the Company: 6, 3,600 shares

Note: Excluding External Directors.

#### 2. Purpose and reason for the Disposal

The Company resolved, at its Board of Directors meeting held on May 14, 2019, to introduce a restricted stock compensation plan (the “Plan”) for the purpose of increasing the awareness for contributing to improving performance and increasing corporate value of the Group over the medium to long term by strengthening the link between compensation for

the Company's Directors (excluding External Directors, hereinafter the "Eligible Directors") and the Company's share value.

At the 108th Ordinary General Meeting of Shareholders held on June 13, 2019, the Company received approval for the provision of monetary compensation claims of no more than 60 million yen per year to the Eligible Directors to be used as contributed assets for the acquisition of restricted shares in accordance with the Plan.

In addition, the Company has introduced a similar restricted stock compensation plan for Officers who are not serving as Directors of the Company (collectively with the Eligible Directors, the "Eligible Directors, etc.").

The overview of the Plan is as follows:

[Overview of the Plan, etc.]

The Eligible Directors, etc. shall pay all monetary compensation claims provided by the Company under the Plan, in the form of property contributed in kind, and shall, in return, receive issuance or disposal of common shares of the Company. The total number of common shares to be issued or disposed of by the Company under the Plan shall not exceed 15,000 shares per year for the Eligible Directors, and 6,000 shares per year for the Officers who are not serving as Directors, and the amount to be paid in per share shall be the closing price of the Company's common share on the Prime Market of the Tokyo Stock Exchange on the business day immediately before each date of resolution by the Board of Directors (if there is no closing price on such date, the closing price on the closest preceding trading day).

For the issuance or disposal of common shares of the Company under the Plan, an agreement on allotment of shares with transfer restrictions shall be entered into between the Company and each Eligible Director, etc., which shall include, among others, that (i) the Eligible Directors shall not transfer, create a security interest on, or otherwise dispose of the Company's common shares allotted under the agreement on allotment of shares with transfer restrictions for a period of up to 30 years from the date of allotment, and (ii) under certain circumstances, the Company shall acquire such common shares without any consideration.

At this time, in light of the purpose of the Plan, the Company has decided to grant a total of 28,668,600 yen in monetary compensation claims (the "Monetary Compensation Claims") and 10,800 common shares, in exchange, as an incentive for each Eligible Director, etc.

For the Disposal of Treasury Shares, 14 Eligible Directors, etc., who are the scheduled allottees, shall pay all of the Monetary Compensation Claims to the Company under the Plan, in the form of property contributed in kind, and shall, in return, receive common shares of the Company (the "Allotted Shares") to be disposed of by the Company. The overview of the agreement on allotment of shares with transfer restrictions (the "Allotment Agreement") to be entered into between the Company and the Eligible Directors, etc. for the Disposal of Treasury Shares is as described in 3. below.

### 3. Overview of the Allotment Agreement

(1) Transfer restriction period: July 18, 2025 to July 17, 2055

(2) Conditions for removing the transfer restrictions

On the condition that an Eligible Director, etc. has remained in the position of Director or Officer of the Company continuously throughout the scheduled period for service (period from the day on which the allotment is received under the Allotment Agreement to the time immediately preceding the conclusion of the first Ordinary General Meeting of Shareholders to be held thereafter; the same shall apply hereinafter), the transfer restrictions related to all of the Allotted Shares shall be removed at the time of expiration of the transfer restriction period.

(3) Treatment in the event that an Eligible Director, etc. retires due to death or other justifiable reasons during the scheduled period for service

(i) Timing of removing of transfer restrictions

In the event that an Eligible Director, etc. retires from the position of Director or Officer of the Company due to death or other justifiable reasons, the transfer restrictions shall be removed as of the time immediately following such retirement of the Eligible Director.

(ii) Number of shares subject to removing of transfer restrictions

The number of shares shall be the number obtained by multiplying the number of the Allotted Shares held by the Eligible Director at the time of his/her retirement as specified in (i) above by the number obtained by dividing by 12 the period of service (in months) from the start month of transfer restriction period to the month containing the date of his/her retirement (if this number exceeds 1, it shall be 1) (any fraction less than 1 share resulting from the calculation shall be rounded down).

(4) Treatment in the event that an Eligible Director, etc. retires due to the expiration of his/her term of office, death, or other justifiable reasons during the transfer restriction period after the expiration of the scheduled period for service

In the event that an Eligible Director, etc. retires from the position of Director, Audit & Supervisory Board Member, or Officer of the Company, the transfer restrictions related to all Allotted Shares held by the Eligible Director, etc. as of the time immediately following such retirement shall be removed as of the time immediately following such retirement of the Eligible Director.

(5) Acquisition by the Company without any consideration

The Company shall rightfully acquire without any consideration the Allotted Shares for which the transfer restrictions are not removed at the time of expiration of the transfer restriction period or at the time of removing of the transfer restrictions stipulated in (3) above.

(6) Management of shares

The Allotted Shares shall be managed in an exclusive account opened by the Eligible Directors, etc. at Nomura Securities Co., Ltd. during the transfer restriction period so that the Allotted Shares may not be transferred, created a security interest on, or otherwise disposed of during the transfer restriction period. The Company has entered into an agreement with Nomura Securities Co., Ltd. in relation to the management of the account for the Allotted Shares held by each of the Eligible Directors, etc. in order to ensure the effectiveness of the transfer restrictions, etc. of the Allotted Shares. The

Eligible Directors, etc. shall also agree to the terms and conditions of the management of this account.

(7) Treatment during reorganization, etc.

In the event that a merger agreement under which the Company becomes a defunct company, a share exchange agreement under which the Company becomes a wholly owned subsidiary, a share transfer plan or any other matters relating to organizational restructuring, etc. are approved at a General Meeting of Shareholders of the Company (or by the Board of Directors of the Company if such approval is not required) during the transfer restriction period, upon resolution of the Board of Directors, the transfer restrictions shall be removed with respect to the number of shares obtained by multiplying the number of the Allotted Shares held as of the time falling immediately prior to the business day immediately preceding the effective date of the reorganization by the number obtained by dividing by 12 the number of months from the start month of transfer restriction period to the month containing the date of such approval (if this number exceeds 1, it shall be 1) (any fraction less than 1 share resulting from the calculation shall be rounded down). In addition, the Company will rightfully acquire without any consideration all the Allotted Shares for which the transfer restrictions have not been removed as of the time immediately following the removing of the transfer restrictions.

4. Basis of calculation and specific details of the amount to be paid in

The Disposal of Treasury Shares to the scheduled allottees will be made with the monetary compensation claims paid as restricted stock compensation for the Company's 115th fiscal year under the Plan as property to be contributed. To eliminate arbitrariness, the disposal value is set at 2,654.5 yen, the closing price of the Company's common shares on the Prime Market of the Tokyo Stock Exchange on June 19, 2025 (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 and we believe that it is reasonable and does not constitute a particularly favorable price.

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