

Jun. 27, 2025

Company Name: TBS HOLDINGS, INC.
Representative: Ryujiro Abe, President & Chief Executive Officer
(Stock Code: 9401, Prime Market of the Tokyo Stock Exchange)
Contact: Takanao Ishii,
Director of Corporate Secretary Department, General Affairs Division
Tel.: +81-3-3746-1111

**Notice Regarding Addition of Target Companies of Share-based Remuneration System
(RS Trust) for Directors and Decisions on Matters Related to the Acquisition
of Shares by the Trust**

As announced in the "Notice Regarding Addition of Target Subsidiaries of Share-based Remuneration System (RS Trust) for Directors of Subsidiaries and Decisions on Matters Related to the Acquisition of Shares by the Trust" dated June 27, 2024, some subsidiaries of TBS HOLDINGS, INC. (hereinafter the "Company") have introduced a Share-based Remuneration System using a trust (hereinafter the "System," and the trust already established by the Company for the purpose of introducing the System is referred to as the "Trust").

The Company, as announced in the "Notice Regarding Introduction of Share-based Remuneration System for Directors (RS Trust)" dated May 14, 2025, resolved at the Board of Directors meeting held on May 14, 2025 to introduce the System to the Company's directors (excluding outside directors; the same applies below), which was subsequently approved at the Company's 98th Ordinary General Meeting of Shareholders to be held today to introduce the System to the Company's directors.

In addition, at the Board of Directors' meeting held today, the Company also resolved to introduce the System to the Company's executive officers and the Company's other subsidiaries have also decided to introduce the System for their directors or executive officers.

In conjunction with that resolution, the Company decided on matters concerning the additional acquisition of the Company's shares by the Trustee of the Trust to be delivered to the eligible persons for the System, as described below.

For an overview of this System, please refer to the "Notice Regarding Introduction of Share-based Remuneration System for Directors (RS Trust)" dated May 14, 2025.

1. Overview of the Trust

(1)	Name	Share Grant Trust Account for Directors
(2)	Trustor	The Company
(3)	Trustee	Sumitomo Mitsui Trust Bank, Limited (Re-trust trustee: Custody Bank of Japan, Ltd.)
(4)	Beneficiaries	Among the Company and the Subsidiary Directors or executive officers, those who meet the beneficiary requirements
(5)	Trust administrator	Third party independent from the Company, the Company's officers and the Company's subsidiaries and their officers

(6)	Exercise of voting rights	The voting rights attached to the Company's shares in the Trust shall not be exercised for the duration of the trust period.
(7)	Type of trust	Trust of money other than money trust (third-party-benefit trust)
(8)	Date of trust agreement	July 21, 2023
(9)	Date when money is entrusted	July 18, 2025
(10)	Trust termination date	August 31, 2028 (scheduled)

2. Matters related to the purchase of the Company's shares through the trustee of the Trust

(1)	Class of shares to be purchased	Common stock
(2)	Amount of money entrusted by the Company as funds to purchase shares	¥743,786,000 (Of this amount, the amount used to fund the acquisition of shares to be issued to the Company's directors is ¥384,516,000.)
(3)	Total number of shares to be purchased	153,200 shares
(4)	Method of purchasing shares	Purchase through disposal of treasury shares
(5)	Date of purchase of shares	July 18, 2025

END