



[Translation]

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Company Name: Nippon Television Holdings, Inc.
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Notice of Disposal of Treasury Stock as Restricted Stock Compensation

Nippon Television Holdings, Inc. (the “Company”) hereby announces that at a meeting of the Board of Directors held today, it passed a resolution to dispose of its treasury shares (the “Disposal of Treasury Stock”) as restricted stock compensation, as follows.

1. Overview of the Disposal

(1)	Payment date	July 25, 2025
(2)	Class and number of shares to be disposed	20,761 shares of common stock of the Company
(3)	Disposal price	¥3,311 per share
(4)	Total value of shares to be disposed	¥68,739,671
(5)	Allottees, number thereof, and number of shares to be allotted	Executive Board Directors and Senior Operating Officers of the Company and Executive Board Directors of its subsidiary: 14 persons, 20,761 shares

2. Purpose and Reasons for the Disposal of Treasury Stock

The Company, at a meeting of its Board of Directors held on May 8, 2025, resolved to adopt a restricted stock compensation plan (the “Plan”) for Executive Board Directors of the Company (“Eligible Directors”) to provide the incentive to sustainably enhance the corporate value of the Company and to further promote the sharing of values between Eligible Directors and shareholders. Additionally, at the 92nd Ordinary General Meeting of Shareholders held today, the Company obtained approval, in accordance with the Plan, to provide monetary compensation claims of not more than ¥150 million per year to Eligible Directors for the delivery of restricted stock, deliver restricted stock of not more than 150,000 shares per year, etc.

Considering the purpose of the Plan, the Company resolved to provide a total of ¥68,739,671 in monetary compensation claims, subject to payment as property contributed in kind for the Disposal of Treasury Stock, to Eligible Directors, Senior Operating Officers of the Company, and Executive Board Directors of Nippon Television Network Corporation, a Group company, (referred to collectively as “Eligible Director(s), etc.”) and conduct the Disposal of Treasury Stock for Eligible Directors, etc. To provide the incentive to sustainably enhance corporate value and to share shareholder value, which are the objectives of adoption of the Plan, the transfer restriction period shall be until the day of retirement, as described in Section 3 below. (Retirement refers to the fact that the person no longer holds the position of Board Director of the Company or any other position determined by the Board of Directors of the Company. The same shall apply hereinafter.)

3. Overview of Restricted Stock Allotment Agreement

The following is an overview of the restricted stock allotment agreement (the “Allotment Agreement”) concluded between the Company and each Eligible Director, etc.

(1) Transfer restriction period

The transfer restriction period is from July 25, 2025 until the day of retirement. Eligible Directors, etc. may not transfer, subject to a security interest, or otherwise dispose of the allotted common stock of the Company (the “Allotted Stock”) during this transfer restriction period.

(2) Removal of transfer restrictions

Provided that the Eligible Director, etc. retires for reasons deemed acceptable by the Board of Directors of the Company, the Company shall remove the transfer restrictions on all Allotted Stock (or the remaining portion if the Company acquires all or a portion of the Allotted Stock without consideration pursuant to (3)(ii) below) upon the expiration of the transfer restriction period.

(3) Acquisition of Allotted Stock without consideration

(i) The Company shall naturally acquire, without consideration, the Allotted Stock for which the transfer restrictions have not been removed pursuant to (2) above upon the expiration of the transfer restriction period.

(ii) Furthermore, if the Eligible Director, etc. retires during the execution period of their duties covered by the compensation for the Allotted Stock, the Company shall acquire the Allotted Stock corresponding to the remaining duration of their duties, without consideration. Additionally, under specific circumstances outlined in the Allotment Agreement, such as unlawful conduct, the Company shall acquire all or a portion of the Allotted Stock without consideration.

(4) Management of shares

The Allotted Stock shall be managed in dedicated accounts opened by Eligible Directors, etc. at securities companies designated by the Company so that said common stock cannot be transferred, subject to a security interest, or otherwise disposed of during the transfer restriction period. The securities company is scheduled to be Nomura Securities Co., Ltd.

(5) Treatment in case of company reorganization, etc.

Notwithstanding the provision (1) above, during the transfer restriction period, if matters concerning a merger agreement in which the Company becomes a disappearing company, a share exchange agreement or a share transfer plan in which the Company becomes a wholly owned subsidiary, or any other matters concerning the Company reorganization, etc., are approved by the Company's general meeting of shareholders (or by the Board of Directors meeting in cases where approval by a general meeting of shareholders is not required for such reorganization, etc.), the Company shall, by a resolution of the Board of Directors, remove the transfer restrictions prior to the effective date of such company reorganization, etc., for the number of Allotted Stock that is reasonably determined based on the period from the date of commencement of the transfer restrictions until the effective date of such organizational restructuring, etc. The Company shall naturally acquire, without consideration, the Allotted Stock for which transfer restrictions have not been removed at the time immediately after the transfer restrictions are lifted.

4. Basis of Calculation and Specific Details of the Payment Amount

To eliminate arbitrariness in the disposal price of the Disposal of Treasury Stock to allottees, ¥3,311, the closing price on the business day prior to the resolution of the Board of Directors, has been set as the disposal price.

The Company believes that the disposal price of the Disposal of Treasury Stock is not particularly favorable for the allottees and is reasonable.