

July 9, 2025

To whom it may concern:

Company: JBCC Holdings Inc.  
 Representative: Seiji Higashiue, President  
 and CEO  
 (TSE Prime Market,  
 Securities code: 9889)  
 Inquiries: Nobuharu Asari, CFO

### **Notice of Disposal of Treasury Shares as Restricted Stock Compensation**

JBCC Holdings Inc. (“the Company”) has resolved at the meeting of its Board of Directors held on July 9, 2025 to dispose of treasury stock (“the Disposal”) as the restricted stock as follows.

#### 1. Overview of the Disposal

(1) Disposal date	August 1, 2025
(2) Class and number of shares	Common Stock 162,200 shares
(3) Disposal Price	1,292 yen per share
(4) Total value of disposal	209,562,400 yen
(5) Share recipients and number of shares	2 Directors of the Company: 20,100 shares 6 Executive officers and employees of the Company: 9,600 shares 15 Directors of the Company’s subsidiaries: 56,200 shares 114 Executive officers and employees of the Company’s subsidiaries: 76,300 shares

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

The Company resolved at the meeting of its Board of Directors held on May 9, 2017, to introduce the stock compensation plan (“the Plan”) that allocates restricted stock to the Directors of the Company (excluding Outside Directors and Directors who are Audit & Supervisory Committee Members, “the Eligible Directors”) and Directors of its subsidiaries (“the Eligible Subsidiary Directors”) for the purpose of providing them with incentives to continuously increase our group’s mid- to long-term corporate value and shareholder value, as well as promoting further shared value with shareholders.

At the 53rd Ordinary General Meeting of Shareholders held on June 21, 2017, it was approved that, pursuant to the Plan, the Company grants monetary remuneration claims which shall be no more than 50 million yen per year to the Eligible Directors for the grant of restricted stock, and as the restriction period of restricted stock, a fixed period of time would be determined by the Company’s Board of Directors between 3 years and 5 years. Thereafter, at the 60th Ordinary General Meeting of Shareholders held on June 18, 2024, it was approved to revise, pursuant to the Plan, the total amount of monetary remuneration claims to be granted to the Eligible Directors for the grant of restricted stock does not exceed 100 million yen per year.

In addition, the Company has resolved at the meeting of its Board of Directors to introduce the same plan to the Executive Officers and employees of the Company and the Executive Officers and employees of its subsidiaries.

The Disposal, in accordance with the resolution of the Company's Board of Directors meeting held today, is to be conducted by way of a method of disposing of the Company's treasury stock by having 137 Directors, Executive Officers, and employees of the Company and its subsidiaries ("the Eligible Officer(s), etc."), to which the shares are disposed of, pay in kind all of the monetary claims commensurate with the restricted stock granted to the Company.

<Overview of the Plan, etc.>

The Eligible Directors and the Eligible Subsidiary Directors shall make an in-kind contribution of all monetary remuneration claims to be allocated by the Company or its subsidiaries based on the Plan, and will receive the Company's common shares issued by or disposed of by the Company. Based on the Plan, the total amount of monetary remuneration claims to be allocated to the Eligible Directors for the purpose of granting restricted stock shall not exceed 100 million yen per year. In the Plan, the total number of the Company's common shares issued or disposed of to the Eligible Directors shall not exceed 400,000 per year, and the amount to be paid per share shall be determined by the Board of Directors in a manner that is not especially advantageous to Directors who subscribe for the Company's common shares allocated under the Plan. The basis of said amount shall be the closing price of the Company's common shares on the Tokyo Stock Exchange, Inc. on the business day immediately preceding the date of the resolution of the Board of Directors; or, if there is no closing price on said business day, the closing price on the trading day immediately prior thereto. Since the Company conducted a four-for-one stock split of its common stock after the introduction of the Plan, effective April 1, 2025, the total number of the Company's common shares issued or disposed of to the Eligible Directors under the Plan has been adjusted in accordance with the split ratio (increased fourfold).

For the issuance or disposal of the Company's common shares under the Plan, an agreement on allotment of the restricted stock ("the Allotment Agreement") that includes the provisions as (1) the Eligible Directors and the Eligible Subsidiary Directors shall not transfer, create security interest on, or otherwise dispose of the Company's common shares allocated under the Allotment Agreement ("the Allocated Shares") for a certain period of time, and (2) in the event that certain events occur, the Company will acquire the Allocated Shares without any compensation.

In the light of the above, the Company has resolved to grant monetary claims against the Company or its subsidiaries in a total amount of 209,562,400 yen and 162,200 shares of the Company's common stock to the Eligible Officers, etc. taking the purpose of the Plan, the business performance of our group, the scope of the responsibility of each Eligible Officer, etc. and other circumstances into consideration.

In the Disposal, 137 Eligible Officers, etc., who are scheduled subscribers, will pay all of the monetary claims against the Company or its subsidiaries as assets contributed in kind, and will receive disposition of the Company's common shares. In addition, an agreement on allotment of the restricted stock that includes the provisions as "3. Overview of the Allotment Agreement" below shall be entered into between the Company and each Eligible Officer, etc.

### 3. Overview of the Allotment Agreement

#### (1) Transfer Restriction Period

The term shall be 3 years from August 1, 2025.

During the transfer restriction period ("the Transfer Restriction Period") as set forth above, the Eligible Officers, etc. shall not transfer, create security interest on, or otherwise dispose of the Allocated Shares.

#### (2) Conditions for lifting the Transfer Restriction

The transfer restriction shall be lifted with respect to all of the Allocated Shares at the expiration of the Transfer Restriction Period, on the condition that the Eligible Officer, etc. continuously serves in the position as a Director, an Advisor, an Executive Officer or an employee of the Company or its subsidiaries during the Transfer Restriction Period.

However, that in the event, in the Transfer Restriction Period, (a) the Eligible Officer, etc. resigns due to death, expiration of term of office or any other reasons deemed justifiable by the Board of Directors of the Company or (b) a person who held the position of the Director or the Executive Officer of the Company or its subsidiary at the time of the Allotment Agreement assumes the position of Director who is the Audit & Supervisory Committee Member, the transfer restriction of the Allocated Shares shall be lifted at the time.

The number of the shares of which the transfer restriction to be lifted at the time such resignation or assumption, is the number obtained by multiplying (i) the number obtained by dividing the number of months from the month including the Disposal date to the month including such resignation date or the month before the month including such assumption date by 36 (nothing that if the result of this part of the calculation exceeds 1, it is assumed to be "1"), by (ii) the number of the Allocated Shares held by the Eligible Officer, etc. (provided, however, that any fraction less than one share arising as a result of the calculation shall be discarded).

#### (3) Acquisition of Allocated Shares by the Company without compensation

The Company will acquire the Allocated Shares, for which the transfer restriction has not been cancelled as of the expiration of the restriction period or the time when the transfer restriction stipulated in (2) is lifted as of the time immediately following such time, as a matter of course, without any compensation.

#### (4) Management of Shares

During the Transfer Restriction Period, the Allocated Shares will be managed in a dedicated account of the restricted stock opened by the Eligible Officer, etc. in Daiwa Securities Co. Ltd. separate from other shares in the name of the Eligible Officer, etc., so that the Eligible Officer, etc. cannot transfer, create security interest on, or otherwise dispose of the Allocated Shares during the Transfer Restriction Period.

#### (5) Measures to be taken upon organizational restructuring, etc.

In the event a merger agreement in which the Company will become the absorbed company, a stock exchange agreement or a stock transfer plan in which the Company will become the wholly-owned subsidiary, or any other matter related to organizational restructuring, etc., is approved in the General

Meeting of Shareholders (or if approval in the General Meeting of Shareholders is not required in relation to such organizational restructuring, then the Board of Directors' meeting) during the Transfer Restriction Period, the Company will cancel the transfer restriction based on the resolution of the Board of Directors immediately before the business day preceding the effective date of such organizational restructuring, etc. for the Allocated Shares in a quantity obtained by multiplying the number, which is obtained by dividing the number of months from the month including the Disposal date to the month including such approval date ("the Approval Date") by 36 (if this number exceeds 1, then this number shall be deemed to be 1), by the number of Allocated Shares held by the Eligible Officer, etc. at the Approval Date (if any fraction less than 1 share unit arises as a result of the calculation, such fraction shall be rounded down).

In this case, the Company, will acquire all of the Allocated Shares, for which the transfer restriction has not been cancelled as of the business day preceding the effective date of such organizational restructuring, etc., as a matter of course, without any compensation.

#### 4. Basis of calculation of paid-in amount and specific details thereof

The Disposal to the Eligible Officers, etc. shall be conducted using the monetary claims paid to them for granting restricted stock for the FY 2025 as the contributed assets in kind. The Disposal Price shall be the closing price of 1,292 yen of the Company's common shares on the Tokyo Stock Exchange on the business day prior to the resolution date of the Company's Board of Directors (July 8, 2025) in order to eliminate arbitrariness. This is the market share price immediately prior to the resolution date of the Board of Directors, and in the absence of any special circumstances indicating that the Company is unable to rely on the latest share price, the Company believes that the market share price is reasonable and does not fall under the price that is particularly favorable.

Note1: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.