



May 16, 2025

For Immediate Release

Company name: MINISTOP Co., Ltd.
Representative: Masashi Hotta,
President and Representative
Director
(Code: 9946, Tokyo Prime Market)
Inquiries: Masashi Hotta,
President and Representative
Director, in Charge of Structural
Reforms
(TEL +81-43-212-6471)

ISSUANCE OF THE 19th SHARE ACQUISITION RIGHTS
(SHARE COMPENSATION-TYPE STOCK OPTIONS)

MINISTOP Co., Ltd. (the Company) resolved at its Board of Directors meeting held on May 16, 2025 to issue the following share acquisition rights, granting share compensation-type stock options to the Company's Directors pursuant to the provisions of Articles 236, 238, and 240 of the Companies Act.

Description

1. Reason for issuance of share acquisition rights

The Company's share compensation-type stock options system is designed to further strengthen the links between compensation to Directors and our business performance and stock value. By not only providing the merits of increases in the Company's stock price but also sharing with shareholders the risks associated with declines in stock price, this system increases motivation and morale towards continuously achieving medium- and long-term improvements in performance and corporate value.

2. Details of share acquisition rights issuance

(1) Name of share acquisition rights

MINISTOP Co., Ltd. 19th Share Acquisition Rights (Share Compensation-Type Stock Options)

(2) Type and number of shares to be issued upon the exercising of the share acquisition rights

Up to 45,400 shares of common stock of the Company

(3) Allottees and number of share acquisition rights to be allotted

To be allotted up to 454 units to the individuals appointed as Directors of the Company at the General Meeting of Shareholders held on May 16, 2025 (3 persons).

(4) Number of shares to be issued per one (1) share acquisition right

The number of shares to be issued upon the exercising of one (1) share acquisition right shall be 100 shares.

(5) Issue price of share acquisition rights

To be issued at a fair accounting value on the allotment date.

(6) Amount to be paid for share acquisition rights

As share acquisition rights are issued as Directors' compensation equivalent to the fair accounting value on the allotment date, the Company doesn't require the payment of any amount in exchange for

share acquisition rights. Furthermore, this does not constitute favorable issuance.

(7) Amount of assets contributed upon the exercising of share acquisition rights

The amount to be paid upon the exercising of each share acquisition right shall be the amount to be paid per share to be issued or transferred upon the exercising of each subscription right (hereinafter, “Exercise Price”) multiplied by the number of shares granted. The Exercise Price shall be ¥1.

(8) Period during which share acquisition rights may be exercised

The period between June 1, 2026 and May 31, 2041.

(9) Other conditions for the exercising of share acquisition rights

1. Persons to whom share acquisition rights have been allotted (hereinafter, “holder of share acquisition rights”) are required to be a Director or Audit & Supervisory Board Member of the Company at the time of rights exercise. However, if the holder of share acquisition rights has retired as a Director or Audit & Supervisory Board Member of the Company, rights may be exercised within five years from their retirement date.
2. For share acquisition rights, the total number of rights are to be exercised at once, and may not be split up and exercised separately.

(10) Reasons for acquiring share acquisition rights and conditions of acquisition, etc.

1. When the period for exercising share acquisition rights elapses without the holder of share acquisition rights exercising their rights, or when five years have elapsed from the date of retirement as a Director or Audit & Supervisory Board Member of the Company, the subscription rights shall be cancelled even if still within the period for exercising subscription rights.
2. When the Board of Directors of the Company passes a resolution approving the acquisition of share acquisition rights after having deemed a holder of share acquisition rights to be applicable to any of the following, the Company may acquire the share acquisition rights of said holder of share acquisition rights at no cost.
 - a. When there has been a serious violation of provisions of laws and regulations or Company internal rules
 - b. When handed down a sentence involving imprisonment or harsher penalty
 - c. When, without prior permission from the Company, the party begins serving or agrees to serve as an officer or employee of a competitor
 - d. Upon the death of the rights successor set forth in (12)
 - e. When the holder of share acquisition rights submits notice indicating the intent to renounce all share acquisition rights
3. When the Board of Directors of the Company passes a resolution approving the full or partial acquisition of share acquisition rights, the Company may, pursuant to a resolution by the Board of Directors, acquire share acquisition rights subject to acquisition at no cost.
4. The share acquisition rights acquired by the Company in accordance with preceding two paragraphs shall, pursuant to a resolution by the Board of Directors, be eliminated without delay.

(11) Prohibition on transfer of share acquisition rights

The holders of share acquisition rights and the successors to share acquisition rights as set forth in (12) may not transfer share acquisition rights or pledge share acquisition rights as collateral.

(12) Inheritance of share acquisition rights

In the event of the death of the holder of share acquisition rights, only one of the legal heirs of the

holder of share acquisition rights (hereinafter, “Successor”) may inherit the rights of the holder of share acquisition rights. Furthermore, when the Successor dies, the heirs of a Successor may not inherit share acquisition rights.

(13) Issuance of share acquisition rights warrants

A holder of share acquisition rights and their Successor shall not make any request for the issuance of warrants for share acquisition rights.

(14) Increases to capital and legal capital surplus when the exercising of share acquisition rights results in the issuance of Company common stock

When the exercising of share acquisition rights results in the issuance of Company common stock, the increase in capital shall be one-half the sum of the per-share book value and the Exercise Price (amounts less than ¥1 rounded up). The increase in legal capital surplus shall be the amount derived by deducting said capital increase amount from said total amount.

(15) Scheduled allotment date of the share acquisition rights

April 30, 2026.