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## **Notice of Introduction of Restricted Share Remuneration Plan**

NISSO HOLDINGS Co., Ltd. (hereinafter, the "Company") hereby announces that it has reviewed the remuneration plan for Corporate Officers, introduced a restricted share remuneration plan (hereinafter, the "Plan") for the Directors of the Company (excluding Directors and External Directors who are Audit & Supervisory Committee Members. Hereinafter, the "Eligible Directors"), and has decided to submit a proposal to the 1st Ordinary General Meeting of Shareholders (hereinafter, the "General Meeting of Shareholders") scheduled to be held on June 26, 2024, to request approval for the payment of monetary remuneration claims equivalent to the paid-in amount of restricted shares to be allotted under the Plan to the Eligible Directors, at the Board of Directors Meeting held today, as follows.

### 1. Reasons for Introducing the Plan

The purpose of this plan is to provide incentives to the Eligible Directors to continuously enhance the Company's corporate value and to promote the further sharing of value between the Eligible Directors and shareholders.

### 2. Overview of the Plan

#### (1) Payment of Monetary Remuneration Claims and Contributions In Kind to Eligible Directors

Under the Plan, in principle, monetary remuneration claims will be paid to the Eligible Directors in order to allot restricted shares pursuant to a resolution of the Board of Directors of the Company every fiscal year, and all such monetary remuneration claims will be paid to the Company as assets contributed in kind, thereby issuing or disposing of the Company's common shares and having them held. The amount of remuneration, etc., for the Directors of the Company will be provided separately from monetary remuneration, etc., for Directors other than Directors who are Audit & Supervisory Committee Members from the date of establishment of the Company until the conclusion of this General Meeting, pursuant to Article 3 of the Supplementary Provisions of the Articles of Incorporation of the Company, and remuneration for granting common stock of the Company (hereinafter, the "Restricted Shares") shall be paid to the Eligible Directors subject to a certain transfer restriction period and grounds for gratuitous acquisition by the Company, etc. It is stipulated that the total amount of monetary remuneration claims to be paid to the Eligible Directors as remuneration for Restricted Shares shall be within the limit of 50 million yen per year (excluding employee salaries for Directors who concurrently serve as employees). However, since the provisions of this remuneration, etc., will be deleted at the conclusion of this General Meeting, a proposal for the payment of remuneration for the allotment of restricted shares will be submitted to the General Meeting of Shareholders.

The total amount of monetary remuneration claims to be paid under the Plan shall be within the limit of 50 million yen per year. The specific timing and allotment of payments to the Eligible Directors shall be determined by the Board of Directors.

(2) Type and Total Number of Restricted Shares to be Issued or Disposed of to Eligible Directors  
Restricted shares to be issued or disposed of to Eligible Directors under the Plan shall be common stock of the Company, and the total number of common stock to be issued or disposed of within one year from the date of the Ordinary General Meeting of Shareholders for each fiscal year shall be within the limit of 80,000 shares per year. However, in the event that the Company conducts a stock split (including gratis allotment of shares of the Company's common stock) or a reverse stock split of the Company's common stock with an effective date on or after the date of resolution of the General Meeting of Shareholders, the total number shall be adjusted to a reasonable extent as necessary after the effective date.

(3) Amount to be Paid in for Restricted Shares  
The amount to be paid in per share of common stock to be issued or disposed of to the Eligible Directors under the Plan shall be determined by the Board of Directors to the extent that the amount will not be particularly advantageous to the Eligible Directors, based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day preceding the date of each Board of Directors resolution to determine the subscription requirements for such common stock (if no transaction is concluded on the same day, the closing price of the most recent trading day preceding the transaction).

(4) Conclusion of Restricted Share Allotment Agreement  
In the issuance or disposal of common stock under the Plan, the Company and the Eligible Directors shall conclude a restricted share allotment agreement that includes the following:

- ① Eligible Directors shall not transfer, establish a security interest, make living (inter vivos) gifts or otherwise dispose of common stock issued or disposed of under the Plan for a certain period of time.
- ② In the event of the occurrence of certain circumstances, the Company shall acquire all or part of such common stock without compensation.
- ③ Details of the conditions for cancellation of transfer restrictions established in advance by the Board of Directors of the Company, etc.

3. Conditions for the Introduction of the Plan  
Under the Plan, in order to provide the Eligible Directors with monetary remuneration claims in an amount equivalent to the paid-in amount of common stock to be issued or disposed of as Restricted Shares, the proposals necessary for the payment of such monetary remuneration claims shall be submitted to the General Meeting of Shareholders, and the issuance or disposal of such common stock shall be subject to the approval of shareholders of the proposal at the General Meeting of Shareholders.

4. Allotment to Executive Officers of the Company and Executive Officers of the Company's Subsidiaries  
Subject to the approval of the introduction of the Plan at the General Meeting of Shareholders, the Company plans to introduce a plan similar to the one described above for the Executive Officers of the Company and the Executive Officers of its subsidiaries.