



June 25, 2024

To whom it may concern

Company name Wacoal Holdings Corp.
Representative Name Masaaki Yajima
Representative Director, President
and CEO
(Code No. 3591 TSE Prime Market)
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Announcement of Disposal of Treasury Stock
as Restricted Stock Compensation

We hereby announce that the Board of Directors of the Company has adopted a resolution to dispose of its treasury stock as restricted stock compensation (the “Disposal”) as follows.

Details

1. Overview of Disposal

(1) Date of disposal	July 12, 2024
(2) Class and number of shares to be disposed of	13,700 shares of common stock of the Company
(3) Disposal price	4,395 yen per share
(4) Total value of share disposal	60,211,500 yen
(5) Grantees	Directors of the Company*: 3 Directors, 10,900 shares Directors of our subsidiaries: 3 Directors, 2,800 shares *Excluding External Directors

2. Purpose and Reason of Disposal

The following matters were approved at the 73rd Ordinary General Meeting of Shareholders held on June 29, 2021: to introduce a new compensation framework in the form of restricted stock (the “New Framework”) for our Directors (excluding External Directors, the “Eligible Directors”) for further sharing of price fluctuation risk with our shareholders and increasing incentives to contribute to the improvement of share price and corporate value; to set the maximum annual amount of compensation monetary claims to be allotted as restricted stock at 70 million yen under the New Framework; to set the total number of shares of restricted stock to be allotted to the Eligible Directors for each fiscal year up to 28,000 shares; and to establish a transfer restriction period for the restricted stock, which will be for the period from the date the shares of restricted stock are granted until the date the Eligible Director resigns or retires from all of the following positions, as applicable: Director, Audit & Supervisory Board Member or executive officer of the Company or any of its subsidiaries as designated by the Board of Directors of the Company.

Today, the Board of Directors of the Company has adopted a resolution that three eligible Directors and three eligible Directors of the Company’s subsidiary (the “Grantees”) will be allotted, as compensation in the form of restricted stock for the period from the 76th Ordinary General Meeting of Shareholders to the 77th Ordinary General Meeting of Shareholders to be held in June 2025 with respect to the Eligible Directors and for the period from the ordinary general meeting of shareholders of said subsidiary held on June 25, 2024 to the ordinary general meeting of shareholders of said subsidiary to be held in June 2025 with respect to the Directors of said subsidiary, 13,700 shares of common stock of the Company as specified restricted stock in consideration of all monetary compensation claims,

totaling 60,211,500 yen, provided by the Grantees as in-kind contributions. Each Grantee's monetary compensation claim is determined after comprehensive consideration of various factors including each Grantee's degree of contribution to the Company or its subsidiary. In addition, such monetary compensation claims will be provided to the Grantees on the conditions that each Grantee has executed a restricted stock allotment agreement with the Company that generally includes the provisions described below (the "Restricted Stock Allotment Agreement").

3. Overview of Restricted Stock Allotment Agreement

(1) Transfer Restriction Period

From July 19, 2024, until the date a Grantee resigns or retires from any position as a Director, Audit & Supervisory Board Member, or Executive Officer of the Company or any of its subsidiaries as determined by the Company's Board of Directors (however, if the resignation date is before July 30, 2025, then it is until July 1, 2025).

The Grantee will not transfer, create a security interest or collateralize, gift inter vivos, or provide for bequest, or otherwise dispose of in any way to a third party ("Transfer Restrictions") the shares of restricted stock allotted to such Grantee (the "Allotted Shares") during the transfer restriction period set forth above (the "Transfer Restriction Period").

(2) Repurchase of Restricted Stock without Consideration

If the Grantee resigns or retires from all of the following positions, as applicable, Director, Audit & Supervisory Board Member or executive officer of the Company or any of its subsidiaries as designated by the Board of Directors of the Company prior to the date preceding the date of the first ordinary general meeting of shareholders of the Company (or if such Grantee is a Director of our subsidiary, the first ordinary general meeting of shareholders of such subsidiary) to be held after the Transfer Restriction Period commences, the Company will repurchase the Allotted Shares without consideration, upon resignation or retirement, except where the Board of Directors of the Company finds good reason not to.

In addition, any Allotted Shares for which the Transfer Restrictions have not been removed based on any of the grounds for removal of Transfer Restrictions under (3) below when the Transfer Restriction Period has expired (the "Expired Period"), the Company will repurchase such shares without consideration upon the Expired Period.

(3) Removal of Transfer Restrictions

The Company will remove the Transfer Restrictions on all Allotted Shares held by the Grantee upon the Expired Period if such Grantee has continuously held the position of Director, Audit & Supervisory Board Member or executive officer of the Company or any of its subsidiaries as designated by the Board of Directors of the Company until the date of the first ordinary general meeting of shareholders of the Company (or if such Grantee is a Director of our subsidiary, the first ordinary general meeting of shareholders of such subsidiary) to be held after the commencement of the Transfer Restriction Period. Notwithstanding the above, if the Grantee resigns or retires from all of the following positions, as applicable, Director, Audit & Supervisory Board Member or executive officer of the Company or any of its subsidiaries as designated by the Board of Directors of the Company before the date of the first ordinary general meeting of shareholders of the Company (or if such Grantee is a Director of our subsidiary, the first ordinary general meeting of shareholders of such subsidiary) to be held after the Transfer Restriction Period commences for good reason recognized by the Board of Directors of the Company, the Transfer Restrictions will be removed as of the time of resignation or retirement on the Allotted Shares as follows: the number of months included in the period from July 2023 to the month of resignation or retirement, as the case may be, from all of the following positions, as applicable, Director, Audit & Supervisory Board Member or executive officer of the Company or any of its subsidiaries as designated by the Board of Directors of the Company, divided by 12 (which will be capped at 1, if the result exceeds 1), multiplied by the number of Allotted Shares held by such Grantee (any fractional shares will be rounded down).

(4) Administration of Shares

The Grantee will open a dedicated account with SMBC Nikko Securities Inc. to list or register the Allotted Shares in a manner designated by the Company and will keep and/or maintain the Allotted Shares in such account until the Transfer Restrictions are removed.

(5) Treatment during Reorganization, etc.

If, during the Transfer Restriction Period, any agenda item related to a merger agreement in which the Company becomes the dissolving entity, a share exchange agreement or share transfer plan in which the Company becomes a wholly-owned subsidiary, or other reorganization event is approved at the general meeting of shareholders of the Company (or the Board of the Directors of the Company if such reorganization event does not require the approval of the general meeting of shareholders of the Company), the Transfer Restrictions will be removed by resolution of the Board of the Directors of the Company, immediately before the business day preceding the effective date of such reorganization event, with respect to the number of the Allotted Shares calculated as follows: the number of months included in the period from July 2023 to the month in which such agenda item is approved, divided by 12 (which will be capped at 1, if the outcome exceeds 1), multiplied by the number of Allotted Shares held by such Grantee (any fractional shares will be rounded down) as of the date of such approval.

Upon the business day preceding the effective date of such reorganization event, the Company will repurchase without consideration the all number of Allotted Shares for which the Transfer Restrictions have not been removed pursuant to the above.

4. Basis of Calculation of Amount to be Paid in for the Allotted Shares and Other Specific Details

The disposal price for the Disposal is 4,395 yen per share, which is the closing price of the common stock of the Company on the Tokyo Stock Exchange on the business day preceding the resolution by the Board of Directors of the Company (June 24, 2024), to eliminate the arbitrariness. This is the market share price immediately preceding the date of the resolution by the Board of Directors of the Company and we consider it to be a reasonable price, and not specially favorable price.

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