



July 18, 2024

Company Name: NISSO HOLDINGS Co., Ltd.  
Representative: Ryuichi Shimizu,  
Representative Director, President & CEO  
(Securities Code: 9332, TSE Prime Market)  
Naoki Hayakawa,  
Contact Person: Managing Director & CFO/  
Head of Planning and Development  
(TEL. +81-45-514-4323)

## **Notice of Disposal of Treasury Shares as Restricted Shares Remuneration**

NISSO HOLDINGS Co., Ltd. (hereinafter, the "Company") hereby announces that it has resolved to carry out the disposal of treasury shares as restricted shares remuneration (hereinafter, the "Treasury Share Disposal") at the Board of Directors' Meeting held today, as follows.

### 1. Overview of Treasury Share Disposal

(1) Payment date	August 7, 2024
(2) Type and total number of shares to be disposed	33,987 shares of the Company's common stock
(3) Disposal value (price)	865 yen per share
(4) Total disposal amount	29,398,755 yen
(5) Scheduled Allottees	Directors of the Company (excluding Directors who are Audit & Supervisory Committee Members and the External Director) 3 people 22,427shares Executive Officer of the Company 1 person 1,156shares Executive Officers of Subsidiaries 9 people 10,404shares

### 2. Purpose and Reason for Disposal of Treasury Shares

As stated in the "Notice of Introduction of Restricted Share Remuneration Plan" dated May 24, 2024, the Company aims to enhance the awareness of participation in management and to continuously enhance the Company's corporate value through the ownership of the Company's shares by the Company's Directors (excluding Directors who are Audit & Supervisory Committee Members and the External Director; hereinafter, the "Eligible Directors"), Executive Officers, and Executive Officers of the Company's subsidiaries, and at the Board of Directors' Meeting held on May 24, 2024, the Company resolved to introduce a restricted share remuneration plan (hereinafter, the "Plan") for the purpose of enhancing corporate value over the medium- to long-term by promoting the further sharing of value with shareholders.

In addition, at the 1st Ordinary General Meeting of Shareholders held on June 26, 2024, it was approved that, in a separate framework from the amount of monetary remuneration, monetary remuneration claims for the granting of restricted shares under the Plan to the Eligible Directors will be paid in an amount within the limit of 50 million yen per year, and the total number of shares of common stock to be issued or disposed of to the Eligible Directors within 1 year from the date of the Ordinary General Meeting of Shareholders for each fiscal year to be within the limit of 80,000 shares per year.

Based on the above, at the Board of Directors' Meeting of the Company held today, taking into consideration the purpose of the Plan and other circumstances, it was resolved to pay monetary remuneration claims totaling 19,399,355 yen to 3 Eligible Directors and monetary claims of 999,940 yen to 1 Executive Officer of the Company, and at the Board of Directors' Meeting of the Company's subsidiaries, it was resolved to pay monetary claims (hereinafter collectively, the Monetary Remuneration Claims") totaling 8,999,460 yen to 9 Executive Officers of the Company's

subsidiaries. Also, at the Board of Directors' Meeting held today, it was resolved that, pursuant to the Plan, the 3 Eligible Directors, 1 Executive Officer of the Company, and 9 Executive Officers of the Company's subsidiaries (hereinafter collectively, the "Eligible Director(s), etc."), who are scheduled to be allotted, will dispose of 33,987 shares of the Company's common stock (hereinafter, the "Allotted Shares") by delivering all of their Monetary Remuneration Claims to the Company or its subsidiaries as assets contributed in kind. Furthermore, in order to achieve the purpose of introducing the Plan, which is to sustainably enhance corporate value and the sharing of values with shareholders over the medium- to long-term, the transfer restriction period is set to the date on which they retire or resign from the position of Director of the Company or any other position specified by the Company's Board of Directors.

#### < Overview of Share Allotment Agreement >

The Company shall conclude individual restricted share allotment agreements with each Eligible Director, etc., and the outline of which is as follows:

##### (1) Transfer Restriction Period

The Eligible Directors, etc., shall not transfer, attach security interests, make living donations, or otherwise dispose of the Allotted Shares from the date of payment of the Allotted Shares (hereinafter, the "Payment Date") until the date on which they retire or resign from the position of Director of the Company or any other position specified by the Company's Board of Directors, or the date exceeding 3 months after the end of the fiscal year to which the Payment Date belongs, whichever comes later (hereinafter, the "Transfer Restriction Period").

##### (2) Conditions for Removal of Transfer Restrictions

The transfer restrictions will be lifted at the expiration of the Transfer Restriction Period for all of the Allotted Shares, provided that the Eligible Director, etc., has continuously held the position of Director or Executive Officer of the Company or its subsidiaries for the period from the month following the month that includes the date of the Ordinary General Meeting of Shareholders immediately preceding the Payment Date until the conclusion of the first Ordinary General Meeting of Shareholders of the Company (hereinafter, the "Service Provision Period").

However, in the event that the Eligible Director, etc., retires or resigns due to a justifiable reason, or retires or resigns due to death during the Transfer Restriction Period, of the Allotted Shares held by the Eligible Director, etc., the transfer restrictions will be lifted for the number of shares obtained by dividing the number of months from the month following the month including the date of the Ordinary General Meeting of Shareholders immediately preceding the Payment Date to the month including the date on which the Eligible Director retires or resigns by 12 (however, if the result of the calculation exceeds 1, it shall be set as 1), multiplied by the number of Allotted Shares held by the Eligible Director, etc., at that time (however, if the calculation results in a fraction of less than 1, it shall be rounded down).

##### (3) Reason for Gratis Acquisition

In the event that an Eligible Director, etc., retires or resigns from the position of Director or Executive Officer of the Company or its subsidiaries without a justifiable reason during the Service Provision Period, the Company will naturally acquire the Allotted Shares without consideration.

In addition, in the event that there are any Allotted Shares for which transfer restrictions have not been lifted at the time of the lifting of transfer restrictions set forth in (2) above, the Company will naturally acquire such shares without consideration.

##### (4) Treatment in the Event of Organizational Restructuring, etc.

Notwithstanding the provisions of (1) above, in the event that matters regarding merger contracts under which the Company becomes an extinct (absorbed) company, share exchange agreements or share transfer plans under which the Company becomes a wholly owned subsidiary of another company, or other matters concerning organizational restructuring, etc. are approved at the General Meeting of Shareholders (however, in the event that approval by the General Meeting of Shareholders of the Company is not required regarding the said organizational restructuring, etc., the Board of Directors of the Company) during the Transfer Restriction Period, by resolution of the Board of Directors of the Company, the transfer restrictions will be lifted for the number of shares obtained by dividing the number of months from the month following the month including the date of the Ordinary General Meeting of Shareholders immediately preceding the Payment Date to the month including the date of such approval (hereinafter, the "Approval Date for Organizational Restructuring, etc.") by 12 (however, if the number exceeds 1 it shall be set as 1) multiplied by the

number of Allotted Shares held by the Eligible Directors, etc., on the Approval Date for Organizational Restructuring, etc. (however, if the calculation results in a fraction of less than 1, it shall be rounded down) as of the time immediately preceding the business day preceding the effective date of the organizational restructuring, etc. In such a case, in the event that there are any Allotted Shares for which transfer restrictions have not yet been lifted at the time immediately after the transfer restrictions are lifted, the Company shall naturally acquire such shares without consideration.

(5) Other Matters

The Eligible Directors, etc., shall open a dedicated account with Mizuho Securities Co., Ltd., in a manner specified by the Company to enter or record the Allotted Shares, and shall store and maintain all of the Allotted Shares in the dedicated account until the transfer restrictions are lifted.

3. Basis for Calculation of Amount to be Paid In and Specific Details Thereof

In order to eliminate arbitrariness, the disposal value (price) for the Treasury Share Disposal is set at 865 yen, which is the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the Board of Directors' Meeting (July 17, 2024) for the determination of subscription requirements for the Treasury Share Disposal. This is the market share price on the business day immediately preceding the resolution of the Company's Board of Directors, and is not considered to be a reasonable and particularly advantageous value (price).