

December 24, 2025
HENNGE K.K.
(Securities Code: 4475, TSE Growth)

Notice Regarding Disposal of Treasury Share as Restricted Stock Remuneration

HENNGE K.K.(hereinafter the “Company”) hereby announces that the Board of Directors resolved to dispose of the Company's treasury share as restricted stock remuneration (hereinafter the “Disposal of Treasury Share” or “Disposal”) as follows.

1. Overview of the Disposal of Treasury Share

(1) Disposal date	January 26, 2026 (hereinafter the “Disposal date”)
(2) Class and number of shares subject to Disposal	17,700 shares of common stock of the Company
(3) Disposal price	JPY 1,266 per share
(4) Total value of Disposal	JPY 22,408,200
(5) Allottees of shares	Directors of the Company (Excluding Directors who are Audit and Supervisory Committee Members and including 2 Outside Directors) : 6 persons, 14,800 shares Directors who are Audit and Supervisory Committee Members of the Company: 3 persons, 2,900 shares
(6) Other	The Company has submitted notice of securities for the Disposal of Treasury Share in accordance with the Financial Instruments and Exchange Act.

2. Purpose and reasons for Disposal

At the 25th Annual General Meeting of Shareholders held on December 23, 2021, the Company resolved to introduce a restricted stock remuneration plan (hereinafter the “Plan”) for the Company’s Directors (Excluding Directors who are Audit and Supervisory Committee Members and including Outside Directors. Hereinafter the “Eligible Director(s)”) and the Company’s Directors who are the Audit and Supervisory Committee Members (hereinafter the “Eligible Audit and Supervisory Committee Member(s)”, and together with Eligible Director(s), as “Eligible Director(s), etc.”) with the purpose to further share the merits and demerits of share price fluctuation with shareholders and to motivate the Eligible Directors, etc. to contribute more to increase the stock price and improve the corporate value. Based on the Plan, it is set that monetary remuneration claims can be granted regarding the restricted stocks with a period of the transfer restriction set between 1 to 5 years as determined by the Board of Directors of the Company to the Eligible Directors, etc.

At the 28th Annual General Meeting of Shareholders held on December 24, 2024, the Company also resolved that the total amount of monetary remuneration claims to be provided to Eligible Directors shall be within JPY 90 million per annum (of which the limit of JPY 7.5 million for Outside Directors) and the total number of the restricted stocks allotted to the Eligible Directors in each fiscal year shall be up to 32,000 shares per annum for Eligible Directors (of which up to 4,000 shares per annum for Outside Directors).

At the 28th Annual General Meeting of Shareholders, the Company resolved that the total amount of the monetary remuneration claims to be provided to the Eligible Audit and Supervisory Committee Members shall be revised to JPY 8 million per annum and the total number of restricted stocks to be allotted to the Eligible Audit and Supervisory Committee Members shall be revised up to 4,000 shares per annum.

Today, the Board of Directors of the Company resolved that the Company will offer the monetary remuneration claims, JPY 22,408,200 in total, to the Allottees of shares, 6 Eligible Directors and 3 Eligible Audit and Supervisory Committee Members, as the restricted stock remuneration during the period from the 29th Annual General Meeting of Shareholders, which was held today, to the 32nd Annual General Meeting of Shareholders, which will be held in December 2028 (in the case of Outside Directors and the Eligible Audit and Supervisory Committee Members, to the 31st Annual General Meeting of Shareholders which will be held in December 2027), and allot 17,700 shares of common stock of the Company as specified restricted stocks with all the monetary remuneration claims paid by way in-kind contribution from the Eligible Directors, etc.

The amount of the monetary remuneration claims against each Eligible Director, etc. is determined based on the comprehensive consideration of various matters, including the contribution of each Eligible Director, etc. to the Company. The monetary remuneration claims will be offered to each Eligible Director, etc. subject to the execution of a restricted stock allotment agreement with the Company, which includes following details in the summary.

In order to achieve the purpose of introduction of the Plan, which is to further share the merits and demerits of share price fluctuation with shareholders and to motivate the Eligible Directors, etc. to contribute more to increase the stock price and improve the corporate value, the period of transfer restriction is set to the period as specified below.

3. The period of the transfer restrictions and termination

The Company shall terminate the transfer restrictions of all allotted shares held by an allottee at the time of expiration, on the condition that, from the start of the period of the transfer restrictions, the allottee has continuously retained their status as a director, executive officer, auditor, or employee (i)until the 32nd Company's Annual General Meeting of Shareholders to be held in December 2028 in the case of the Eligible Directors, etc. excluding Outside Directors and (ii)until the 31st Company's Annual General Meeting of Shareholders to be held in December 2027 in the case of the Eligible Directors as an Outside Directors and Eligible Audit and Supervisory Committee Members.

4. Basis of calculating the amount to be paid in for Allotted Shares and other specific details

To ensure there is no arbitrariness in the valuation of the Disposal of Treasury Shares, the disposal price is the closing price for common stock of the Company in the Tokyo Stock Exchange on the business day immediately preceding the date when the Board of Directors resolved the disposal (December 23, 2025); that is JPY 1,266. This is the market price immediately preceding the date of resolution and the Company believes that this is reasonable and does not represent a particularly advantageous price.