

April 30, 2026

Company name: Nihon M&A Center Holdings Inc.
Representative: Suguru Miyake, President and Representative Director
(Stock code: 2127 on TSE Prime Market)
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Notice of Introduction of Stock Incentives for Employees

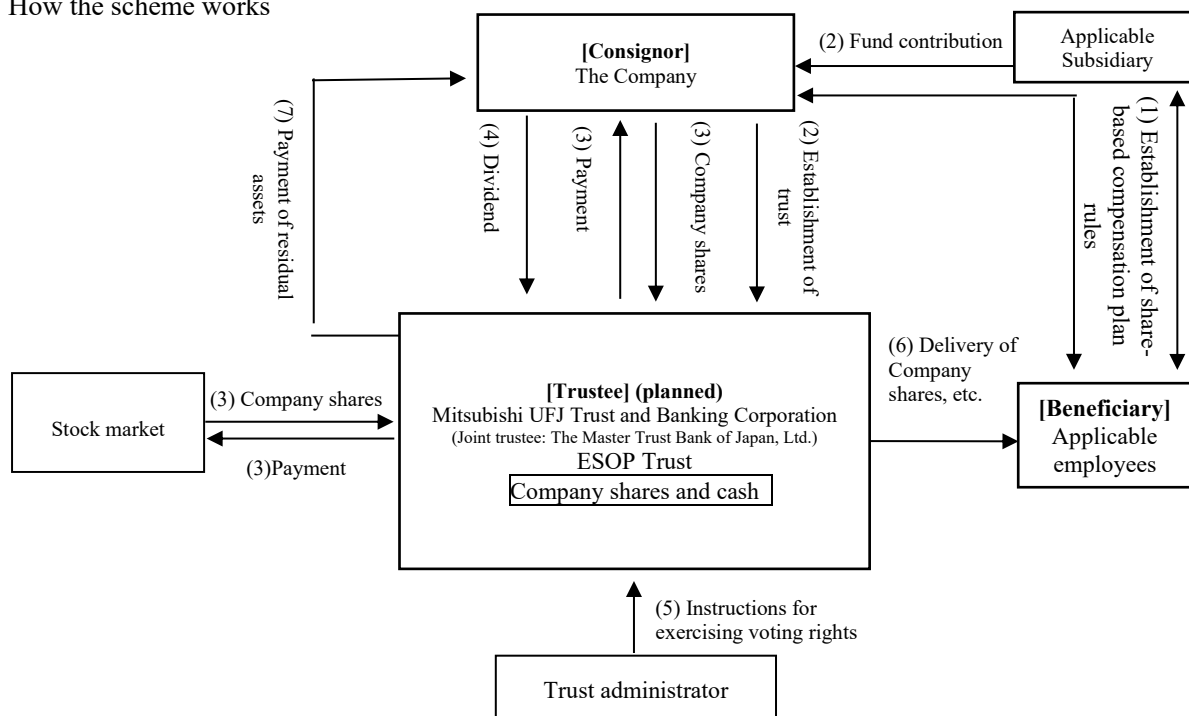
At a meeting of its Board of Directors of Nihon M&A Center Holdings Inc. (hereinafter “the Company”) held today, the Company resolved to implement a “Stock Granting ESOP Trust” as an employee incentive scheme (hereinafter “the Plan”), with the aim of enhancing its corporate value over the medium to long term.

At meetings of their respective Boards of Directors held today, subsidiaries of the Company (hereinafter “Applicable Subsidiaries” and collectively with the Company “Applicable Companies”) resolved to introduce the same scheme for their respective employees.

1. About the Introduction of this Scheme

- (1) The introduction of this scheme aims at fostering a greater sense of belonging and greater feeling of participation in management among the employees of Applicable Companies (hereinafter “Applicable Employees”). At the same time, it aims to raise awareness of the importance of improving business performance and stock price, and therefore corporate value, in the medium to long term.
 - (2) The Employee Stock Ownership Plan (ESOP) Trust (hereinafter “ESOP Trust”) is an employee incentive scheme modeled after the U.S. ESOP system. In this scheme, the ESOP Trust acquires shares of the Company and amounts of money equivalent to the liquidation value of shares (hereinafter “Company Shares, etc.”) and delivers or pays the shares to Applicable Employees (hereinafter “Delivery, etc.”) who meet certain requirements, based on predetermined share delivery rules. Since the funds used to acquire shares of the Company through this trust will be contributed entirely by the Applicable Companies itself, there will be no financial burden on employees.
 - (3) This scheme will enable Applicable Employees to receive economic benefits from increases in the Company’s stock price. This is expected to encourage such employees to perform their work with a greater awareness of stock price and to increase their work motivation. The exercise of voting rights associated with shares of the Company held by the ESOP Trust will serve to reflect the wishes of the Applicable Employees who are the prospective beneficiaries of the trust. Like this, the scheme will function as an effective corporate value enhancement plan by encouraging greater involvement of Applicable Employees to participate in management.
- (*) Today, the Company also resolved to introduce a Stock Compensation Plan for directors. For further details, please refer to “Notice of Introduction of Stock Compensation Plan for Directors” that we also released today.

2. How the scheme works



- (1) Applicable Companies will each establish share-based compensation plan rules for the scheme.
- (2) The Company will contribute funds and combine them with funds received from Applicable Subsidiaries and act as the Consignor to establish an ESOP Trust whose beneficiaries will be Applicable Employees who meet the beneficiary requirements.
- (3) The ESOP trust will acquire the number of shares of the Company expected to be delivered to the beneficiaries within the trust period from the stock market or from the Company (through the disposal of treasury stock) using the funds contributed in (2), in accordance with the instructions of the trust administrator.
- (4) The ESOP Trust will receive distributed dividends as a shareholder of the Company.
- (5) The shareholder rights associated with the shares of the Company held by the ESOP Trust will be exercised by the trust in accordance with the instructions of the trust administrator throughout the trust period.
- (6) Company Shares, etc. will be delivered to eligible employees who meet certain requirements, in accordance with the share delivery rules.
- (7) Any residual assets remaining after distribution to beneficiaries upon termination of the ESOP Trust will belong to the Company up to the total amount of trust expense reserves, corresponding to the balance of trust funds after deducting share acquisition costs).

(Note) If at any time during the trust period, there is a possibility that the number of shares in the ESOP Trust and/or the value of the trust assets will be insufficient for covering the trust-related fees and expenses, additional funds may be added in the ESOP Trust.

(References)

[Details of the Trust Agreement]

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| (1) Types of trusts | Money trusts other than money trusts for specific individual investments (trusts benefiting others) |
| (2) Purpose of the trust | Awarding incentives to eligible employees |
| (3) Consignor | The Company |
| (4) Trustee | Mitsubishi UFJ Trust and Banking Corporation
(Joint trustee: The Master Trust Bank of Japan, Ltd.) |
| (5) Beneficiary | Applicable Employees who meet the beneficiary requirements |
| (6) Trust administrator | A third party with no vested interest in the Company |
| (7) Date of trust agreement | August 2026 (planned) |
| (8) Trust period | August 2026 (planned) to May 2034 (planned) |
| (9) Date when scheme takes effect | August 2026 (planned) |
| (10) Exercise of voting rights | The trustee will exercise the voting rights associated with the shares of the Company in accordance with the instructions of the trust administrator, with the aim of reflecting the will of the prospective share beneficiaries. |
| (11) Types of shares acquired | Common stock of the Company |
| (12) Total value of acquired shares | JPY 2.2 billion (planned) (including trust fees and expenses) |
| (13) Share acquisition method | Acquisition from stock market or from the Company (disposal of treasury stock). |
| (14) Owner (holder of vested rights) | The Company |
| (15) Residual assets | The remaining assets that the Company, as holder of vested rights, can receive will be limited to the amount of the trust reserve. |