

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 Compensation Plan for Directors

At its meeting today, the Board of Directors of Nihon M&A Center Holdings Inc. (hereinafter “the Company”) resolved to introduce a performance-based stock compensation plan (hereinafter “the Plan”) for awarding company shares as compensation to directors (excluding Audit and Supervisory Committee members, outside directors, and non-residents of Japan).

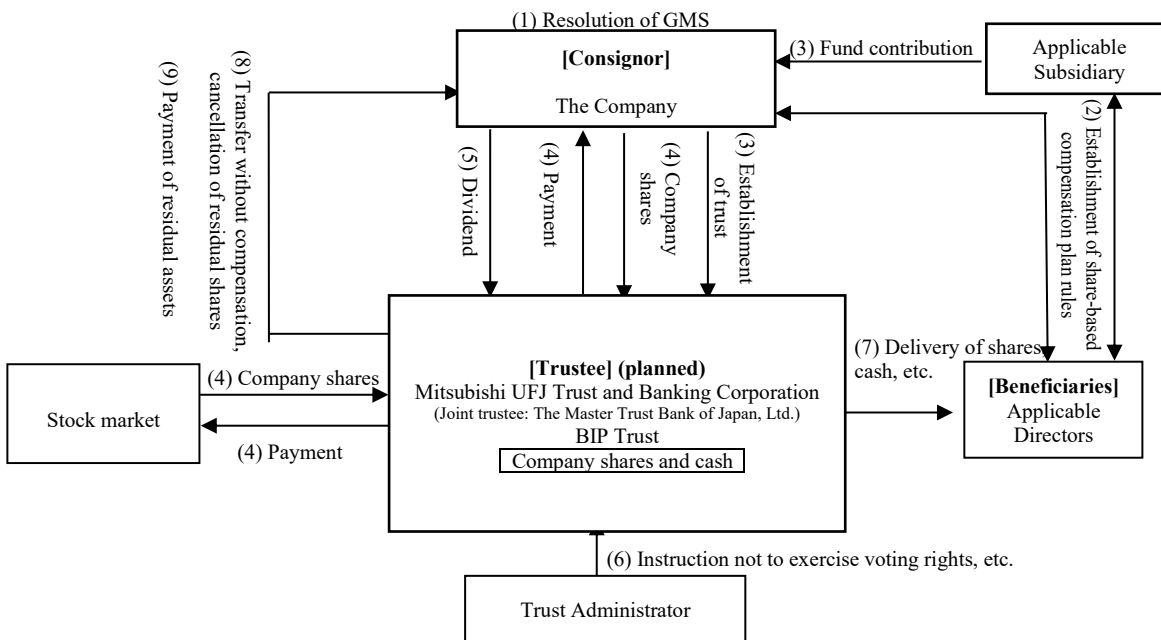
A proposal to introduce the Plan will therefore be submitted to the 35th Ordinary General Meeting of Shareholders (hereinafter “General Meeting of Shareholders”) scheduled on June 25, 2026.

Similarly, at meetings of their respective Boards of Directors today, subsidiaries of the Company (hereinafter “Applicable Subsidiaries” and collectively with the Company “Applicable Companies”) resolved to introduce the same plan for their respective directors (excluding outside directors and non-residents of Japan) (hereinafter collectively with directors of the Company “Applicable Directors”). Proposals to introduce the plan by each Applicable Subsidiary will be submitted to the respective General Meetings of Shareholders of each Applicable Subsidiary, as detailed below.

#### 1. About the Introduction of this scheme

- (1) The Applicable Companies will introduce the Plan with the aim of linking the compensation of Applicable Directors more clearly with stock value, and by enabling them to share the returns and risks from fluctuations in stock price more fairly with the Company’s shareholders, thereby boosting the motivation of directors to improve their performance in the medium to long term.
  - (2) The introduction of the Plan is subject to approval of the General Meeting of Shareholders of the Company and the General Meetings of Shareholders of the Applicable Subsidiaries.
  - (3) The scheme utilizes a mechanism known as Board Incentive Plan (BIP) Trust (hereinafter “BIP Trust”). Under this mechanism, the Company’s shares and equivalent liquidation value of the Company’s shares (hereinafter “Company Shares, etc.”) are awarded and paid (hereinafter “delivered”) to Applicable Directors, according to their position and responsibilities.
  - (4) To enhance the fairness and transparency of procedures related to executive compensation, we have established a Remuneration Advisory Committee to serve as an advisory body to the Board of Directors. (The majority of Board members in the committee are independent outside directors.) The introduction of this scheme has been reviewed by the Remuneration Advisory Committee.
- (\*)Today, the Company also resolved to introduce a Stock Granting Employee Stock Ownership Plan (ESOP) Trust as an incentive scheme for employees. For further details, please refer to “Notice of Introduction of Stock Incentives for Employees” that we also released today.

## 2. How the scheme works



- (1) The Applicable Companies will each pass a resolution at their respective General Meetings of Shareholders to approve the introduction of this scheme.
- (2) The Boards of Directors of the Applicable Companies will each establish share-based compensation plan rules for the system.
- (3) The Company will contribute funds to serve as the source of compensation for directors, and together with funds received from the Applicable Subsidiaries, it will act as the Consignor to establish a BIP Trust whose beneficiaries will be Applicable Directors who meet the beneficiary requirements.
- (4) The BIP Trust will acquire shares of the Company from the stock market or from the Company (through the disposal of treasury stock) using the funds contributed in(3), in accordance with the instructions of the trust administrator. The number of shares that BIP Trust acquires for delivery to Applicable Directors will be within the range approved at the General Meeting of Shareholders in(1).
- (5) Dividends on shares of the Company held in the BIP Trust will be paid in the same way as other shares of the Company.
- (6) Voting rights will not be exercised for shares of the Company held in the BIP Trust at any time during the trust period.
- (7) When the Applicable Directors meet their performance targets during the trust period, they will be awarded a certain number of points, depending on their position and responsibilities. Applicable Directors who meet certain beneficiary requirements will receive shares of the Company equivalent to a certain percentage of the points they have been awarded, at a designated time. The remaining points will be converted into shares of the Company in the BIP Trust in accordance with the trust agreement, and the Applicable Director will receive a sum of money

equivalent to the liquidation value of the shares.

- (8) If any residual shares arise at the end of the trust period, the BIP Trust will either be continued under this Plan or a similar incentive scheme by amending the trust agreement and making additional contributions, or the BIP Trust will transfer the residual shares to the Company without compensation to be extinguished subject to approval of the Board of Directors.
- (9) Any residual assets remaining after distribution to beneficiaries upon termination of the BIP trust will belong to the Company up to the total amount of trust expense reserves (hereinafter "Trust Reserves," corresponding to the balance of trust funds after deducting share acquisition costs). Any amount exceeding the Trust Reserves will be donated to organizations with no conflict of interest with the Company or any of its Applicable Directors.

(Note) Applicable Companies may make additional monetary contributions to the BIP Trust to acquire shares of the Company for delivery to directors, etc., within the scope approved by the General Meeting of Shareholders of the Applicable Company.

### 3. Details of the scheme

#### (1) Overview of the scheme

This Plan is a stock compensation scheme under which a BIP Trust acquires shares of the Company using funds equivalent to the amount of compensation for Applicable Directors contributed by the Applicable Company, and then distributes shares of the Company to the Applicable Directors through the BIP Trust according to their position and responsibilities.

#### (2) Trust period

The initial trust period will be approximately seven years, from August 2026 (planned) to August 2033 (planned). However, upon expiration of the period, the trust period may be extended as described in (3) below.

#### (3) Trust amount and method of acquiring shares of the Company through the BIP Trust

This scheme will be in effect for seven consecutive fiscal years ("trust period"). The initial trust period will run from the fiscal year ending on March 31, 2027 to the fiscal year ending on March 31, 2033.

The Company will set a maximum contribution of JPY 300 million for each trust period, and will contribute funds, including funds received from Applicable Subsidiaries, to establish a BIP Trust with the Applicable Directors as beneficiaries for a trust period of seven years. In accordance with the instructions of the trust administrator, the BIP Trust will acquire shares of the Company from the stock market or from the Company (through disposal of treasury stock) using the trust funds. During the trust period, the Applicable Companies will award points to the Applicable Directors (as described in (4) below). After Applicable Directors meet their performance targets, the BIP Trust will deliver to them, at a designated time, company shares, etc., equivalent to the number of awarded points.

Upon expiration of the trust period, the BIP Trust may be continued by amending the trust agreement and making additional contributions to the Trust. The Applicable Companies will make additional contributions within the limits of the trust funding approved by the General Meeting of Shareholders for each extended trust period, and will continue to award points to Applicable Directors during the extended trust period, while the BIP Trust continues to deliver shares of the Company, etc. In the event that such additional contributions are made, however, if there any shares of the Company remaining among the trust assets at the end of the trust period prior to the extension (excluding shares corresponding to points awarded to Applicable Directors that have not yet been delivered, etc.) or remaining cash (hereinafter "Residual Shares, etc."), the total value of the Residual Shares, etc. and the trust funds additionally contributed by Applicable Companies will be within the scope approved at the General Meeting of Shareholders. The trust period may be extended more than once; it may be extended similarly at the end of an extended period.

If no amendment is made to a trust agreement and no additional trust is set up at the end of the trust period (or at the end of an extended trust period if the original trust period was extended), points will no longer be awarded to

Applicable Directors. However, the trust period of the BIP Trust may be extended for a certain period until the delivery of Company Shares, etc. to Applicable Directors who meet beneficiary requirements is completed.

(4) Shares of the Company delivered to directors, etc.

The number of Company Shares, etc., to be delivered to Applicable Directors upon meeting performance targets will be determined by the number of points awarded to them, according to their position and responsibilities. Shares of the Company, etc. will be delivered after performance targets are met, according to the number of points held at a designated time (hereinafter “Number of Points Held”).

Each point is equivalent to one share of the Company’s stock. In the event that the stock of the Company undergoes a stock split, stock consolidation, etc., during the trust period, the number of shares per point and the maximum number of shares of the Company’s stock that can be issued from the BIP Trust will be adjusted according to the stock split ratio, consolidation ratio, etc.

The maximum number of points that can be awarded to directors of the Company during the trust period of the BIP Trust is 609,000 points, and the maximum number of shares of the Company that they can receive from the BIP Trust during the trust period is 609,000 shares, which is the number of shares equivalent to the stated maximum number of points that can be awarded (hereinafter “Maximum Awarded Shares”).

The maximum number of awarded shares is determined based on the upper limit for the Trust Fund as described in (3) above, and takes into account past stock price levels and trends of the Company. The Company believes that this maximum number of awarded shares is reasonable based on the current level of compensation paid to its directors, the trend and future outlook for the number of directors, and the level of our stock price.

(5) Method and timing of delivery of shares, etc. to directors

After meeting performance targets, Directors who meet the beneficiary requirements will receive, from the BIP Trust, at a designated time, a number of Company Shares, etc. equivalent to the number of points held, calculated as described in (4). At such time, the Applicable Director will receive a number of shares of the Company equivalent to a certain percentage of the number of points held by the director, subject to the completion of prescribed beneficiary determination procedure. The number of shares equivalent to any remaining points will be converted into cash in the BIP trust, and the director will receive a sum of money equivalent to the liquidation value of the shares.

In the event of the death of an Applicable Director, all of the shares of the Company equivalent to the number of points held at the time of death will be converted into cash in the BIP Trust, and the director’s heirs will receive, from the BIP Trust, the monetary equivalent to the liquidation value of the shares. If an Applicable Director becomes a non-resident of Japan, all of the shares of the Company equivalent to the number of points held up to that point in time will be liquidated within the BIP Trust, and the director will receive the monetary equivalent of the liquidation value of the shares from the BIP Trust.

(6) Exercise of voting rights associated with shares of the Company held in the BIP trust

To ensure neutrality of corporate management, voting rights associated with of the Company held in the BIP Trust will not be exercised during the trust period.

(7) Handling of dividends of shares of the Company held in the BIP trust

Dividends paid for shares of the Company held in the BIP Trust will be received by the BIP Trust and used to cover trust-related fees and expenses.

(8) Handling of residual shares and dividends at the end of the trust period

If there are any residual shares at the end of the trust period, they will be subject to distribution to the Applicable Directors if the BIP Trust continues to operate under this Plan, or if a similar incentive plan is implemented. If the BIP Trust is terminated upon the expiration of the trust period, the BIP Trust will transfer any residual shares to the Company without compensation to be extinguished subject to the approval of the Board of Directors.

Furthermore, any residual dividends from shares of the Company held in the BIP Trust at the expiration of the trust period will be used as funds for acquiring shares if the BIP Trust continues to operate. However, if the BIP trust is terminated upon the expiration of the trust period, any trust assets exceeding the trust expense reserve (the balance of trust funds after subtracting share acquisition costs) will be donated to organizations with no conflict of

interest with the Company or any Applicable Directors.

(References)

[Details of the Trust Agreement]

(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 directors
(3)	Consignor	The Company
(4)	Trustee	Mitsubishi UFJ Trust and Banking Corporation (Joint trustee: The Master Trust Bank of Japan, Ltd.)
(5)	Beneficiary	Eligible Directors 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 August 2033 (planned)
(9)	Date when Plan takes effect	August 2026 (planned)
(10)	Exercise of voting rights	Voting rights will not be exercised
(11)	Types of shares acquired	Common stock of the Company
(12)	Maximum amount of trust funds	JPY 300 million (planned) (including trust fees and expenses)
(13)	Share acquisition method	Acquisition from stock market or from the Company (disposal of treasury stock).
(14)	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.

(Note) The dates above may be revised in light of applicable laws and regulations.