

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.



June 26, 2025

To whom it may concern

Company Name: MITSUI-SOKO HOLDINGS Co., Ltd.
Name of Representative: Hirobumi Koga, Representative
Director and President, President
Executive Officer
Code Number 9302 Tokyo Stock Exchange Prime
Market
Contact: Masafumi Kato, General Manager,
Personnel, Human Resource Division
Phone: +81-3-6775-3084

Notice Regarding the Issuance of New Shares as Restricted Share Remuneration

This is to inform you that the following resolution on the issuance of new shares as restricted share remuneration (the “New Share Issuance”) has been passed at the Board of Directors meeting of MITSUI-SOKO HOLDINGS Co., Ltd. (the “Company”), held on June 26, 2025.

Details

1. Overview of issuance

(1) Payment date	July 18, 2025
(2) Class and number of shares to be issued	37,900 common shares of the Company
(3) Issue price	3,940 yen per share
(4) Total issue amount	149,326,000 yen
(5) Intended allottees	Officers and employees of the Company and its subsidiaries (*) (19 Directors and 20 Executive Officers): 37,900 shares (*) Excluding Outside Directors.
(6) Other matters	This New Share Issuance is subject to the effectiveness of the extraordinary report under the Financial Instruments and Exchange Act.

2. Purpose and reason for the issuance

At the 174th Ordinary General Meeting of Shareholders held on June 23, 2022, it was approved to introduce a share-based remuneration plan (the “Plan”) under which restricted shares shall be granted to Directors (excluding Outside Directors; below the “Eligible Directors”) in order to have the Eligible Directors share the benefits and risks of share price fluctuations with shareholders and increase the motivation of the Eligible Directors to increase

the share price and improve corporate value; it was also approved that, under the Plan, the maximum total number of restricted shares to be allotted in each fiscal year to the Eligible Directors shall be 360,000 shares (after adjustment for the stock split effective May 1, 2025), and that the transfer restriction period for such restricted shares shall be 50 years.

In addition, at the 177th Ordinary General Meeting of Shareholders held on June 26, 2025, the Company obtained approval to set the total amount of monetary remuneration claims granted as compensation related to restricted shares for the Eligible Directors at up to 96 million yen per year.

At the Board of Directors meeting held today it was resolved to allot a total of 149,326,000 yen in monetary remuneration claims, granted to Directors and Executive Officers of the Company for the period from the 177th Ordinary General Meeting of Shareholders to the 178th Ordinary General Meeting of Shareholders scheduled to be held in June 2026, as well as to Directors and Executive Officers of subsidiaries designated by the Board of Directors (the “Eligible Subsidiaries”) for the period from the Ordinary General Meeting of Shareholders of the Eligible Subsidiaries held in June 2025 to that scheduled to be held in June 2026, to the officers and employees of the Company and the Eligible Subsidiaries (19 Directors and 20 Executive Officers; the “Allottees”) as consideration for in-kind contribution of all such monetary remuneration claims, and to allot 37,900 shares of the Company’s common shares as restricted shares. The amount of monetary remuneration claims for each Allottee has been determined comprehensively taking into account factors such as the level of contribution of each Allottee at the Company and the Eligible Subsidiaries. In addition, such monetary remuneration claims shall be granted on the condition that each Allottee enters into with the Company an allotment agreement for restricted share (the “Allotment Agreement”) which includes, in summary, the following provisions.

3. Summary of Allotment Agreement

(1) Transfer restriction period

From July 18, 2025 to July 17, 2075

During the transfer restriction period stated above (the “Transfer Restriction Period”), the Allottees shall not transfer, establish the right of pledge on or the right to assign by way of security, give during life, bequeath, or otherwise dispose of the restricted shares allotted to the Eligible Director (the “Allotted Shares;” such restrictions referred to as the “Transfer Restrictions”).

(2) Acquisition of restricted shares without contribution

In the event that an Allottee resigns or retires from the positions of Director or Executive Officer of the Company or the Eligible Subsidiary by the day before the date of the first Ordinary General Meeting of Shareholders to be held after the commencement date of the Transfer Restriction Period (or, in the case where the Allottee is a Director or Executive Officer of an Eligible Subsidiary, by the day preceding the date of the first Ordinary General Meeting of Shareholders of an Eligible Subsidiary to be held after the commencement date of the Transfer Restriction Period), the Company shall acquire the Allotted Shares without contribution at the time of such resignation or retirement, except in cases where the Board of Directors recognizes a justifiable reason.

Moreover, with respect to any of the Allotted Shares for which the Transfer Restrictions have not been lifted pursuant to the provisions of (3) as of the expiration of the Transfer Restriction Period (the “Expiration Time”), the Company shall, immediately after the Expiration Time, naturally acquire such shares without contribution.

(3) Lifting of Transfer Restrictions

The Company shall, on the condition that the Allottee has continuously held the position of either a Director or Executive Officer of the Company or the Eligible Subsidiary from the commencement date of the Transfer

Restriction Period until the date of the first Ordinary General Meeting of Shareholders held after such commencement date (or, in the case where the Allottee is a Director or Executive Officer of the Eligible Subsidiary, until the date of the first Ordinary General Meeting of Shareholders of the Eligible Subsidiary held after such commencement date), lift the transfer restrictions on all of the Allotted Shares held by the Allottee as of the Expiration Time (provided, however, that if the Allottee resigns or retires from the position of Director or Executive Officer of the Company and the Eligible Subsidiary upon expiration of term, reaching the mandatory retirement age, for any other reason deemed justifiable by the Board of Directors, or due to death, such Transfer Restrictions shall be lifted immediately after such resignation or retirement).

In addition, if the Allottee resigns or retires from the position as Director or Executive Officer of the Company of the Eligible Subsidiary after the commencement date of the Transfer Restriction Period and before the date of the first Ordinary General Meeting of Shareholders held after such commencement date (or, in the case where the Allottee is a Director or Executive Officer of the Eligible Subsidiary, before the date of the first Ordinary General Meeting of Shareholders of the Eligible Subsidiary held after such commencement date), for reasons deemed justifiable by the Board of Directors, the number of Allotted Shares for which the Transfer Restrictions shall be lifted and the timing of such lifting shall be reasonably adjusted as necessary.

(4) Provisions for management of shares

The Allottee shall complete the opening of an account with SMBC Nikko Securities Inc. to enter or record the Allotted Shares in a manner designated by the Company, and shall keep and maintain the Allotted Shares in such account until the Transfer Restrictions are lifted.

(5) Treatment during reorganization, etc.

If, during the Transfer Restriction Period, an agenda item relating to an agreement for merger in which the Company becomes a dissolved company, an agreement for share exchange or share transfer plan in which the Company becomes a wholly owned subsidiary, or other organizational restructuring, etc. is approved at a General Meeting of Shareholders (or, if approval by the General Meeting of Shareholders is not required for such organizational restructuring, etc., at a meeting of the Board of Directors), then, by a resolution of the Board of Directors, the number of Allotted Shares calculated by multiplying the number of Allotted Shares held by the Allottees on the date of such approval by the number obtained by dividing the number of months from July 2025 to the month including the date of such approval by twelve (provided that if the result exceeds one, it shall be deemed as one; and provided further that if a fraction less than one share arises as a result of the calculation, such fraction shall be rounded down), shall have the Transfer Restrictions lifted immediately prior to the last business day before the effective date of such organizational restructuring, etc.

In such case, the Company shall, as of the business day preceding the effective date of such reorganization, etc., naturally acquire without consideration all of the Allotted Shares whose Transfer Restrictions have not been lifted as of the same date in accordance with the provisions above.

4. Basis and details for calculation of the payment amount

With respect to the issue price for this new issuance of shares, in order to eliminate arbitrariness, the price has been set at 3,940 yen, which is the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution by the Board of Directors (June 25, 2025). This is the market share price immediately prior to the date of the resolution of the Board of Directors, and we believe that it is reasonable and does not constitute a particularly favorable price.

End