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To whom it may concern

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Notice Regarding Disposal of Treasury Shares as Restricted Share Incentive for Employee Shareholding Association

MITSUI-SOKO HOLDINGS Co., Ltd. (the “Company”) announced on November 7, 2025, the introduction of a restricted share incentive plan for the employee shareholding association (the “Plan”). The Company hereby announces that its Board of Directors approved a resolution at a meeting held today to dispose of treasury shares as restricted shares (the “Treasury Share Disposal” or the “Disposal”) under the Plan, with the MITSUI-SOKO Group Employee Shareholding Association (the “Shareholding Association”) as the planned allottee, as described below.

1. Outline of the Disposal

(1) Disposal date	July 31, 2026
(2) Class and number of shares to be disposed of	250,000 shares of common stock of the Company (Note)
(3) Disposal price	4,045 yen per share
(4) Total disposal amount	1,011,250,000 yen (Note)
(5) Disposal method (Planned allottee)	Subject to the Shareholding Association’s submission of a subscription application, the Company will allot, by way of third-party allotment, shares of its common stock to the Shareholding Association in a number corresponding to the number of shares applied for, within the range of the number of shares to be disposed of as stated in (2) above. (MITSUI-SOKO Group Employee Shareholding Association: 250,000 shares). Partial applications from any Eligible Employee (as defined below) for the number of shares to be granted shall not be accepted.
(6) Other	With respect to the Treasury Share Disposal, the Company has submitted an extraordinary report in accordance with the Financial Instruments and Exchange Act.

(Note) The “number of shares to be disposed of” and the “total disposal amount” were calculated assuming that 100 shares of the Company’s common stock will be granted as restricted shares to each of the 2,500 employees of the Company and its subsidiaries, representing the assumed maximum number of eligible participants under the Plan as of today. The actual number of shares of the Company’s common stock to be allotted and the total disposal amount will be finalized based on the number of shares subscribed for by the Shareholding Association, after the number of employees of the Company and its subsidiaries who satisfy the prescribed requirements and become eligible for the Plan (the “Eligible Employees”) (up to 2,500) has been determined upon the completion of the membership promotion for non-members of the Shareholding Association and the confirmation of consent to the Plan from members of the Shareholding Association. Specifically, the number of shares specified by the Shareholding Association will constitute the “number of shares to be disposed of,” and the amount obtained by multiplying such number by the disposal price per share will constitute the “total disposal amount.” In addition, the Company or its subsidiaries will grant a monetary compensation claim of 404,500 yen to each Eligible Employee, and the Company will uniformly allot 100 shares to each Eligible

Employee through the Shareholding Association.

2. Purpose and Reason for the Disposal

As announced in the “Notice Concerning Introduction of Restricted Share Incentive Plan for Employee Shareholding Association” dated November 7, 2025, the Company resolved to introduce the Plan under which the Company provides Eligible Employees among the employees of the Company and its subsidiaries with an opportunity to acquire restricted shares issued or disposed of by the Company through the Shareholding Association. The Plan is intended, in addition to contributing to the asset-building of the Eligible Employees as a measure to enhance their welfare, to deepen the sharing of value with shareholders and to make the Eligible Employees enhance the awareness of management participation towards an increase in the share price and the medium- to long-term enhancement of corporate value.

Details of the Plan are as follows.

[Outline of the Plan, etc.]

In the Plan, the Company and its subsidiaries will provide the Eligible Employees with monetary compensation claims (the “Special Incentive Fund”) as a special incentive for granting restricted shares. The Eligible Employees shall contribute the Special Incentive Fund to the Shareholding Association. The Shareholding Association will then make a contribution in kind to the Company using the Special Incentive Fund contributed by the Eligible Employees, and the Eligible Employees will thereby receive the issuance or disposal of the Company’s common stock as restricted shares.

In the event that the Company issues or disposes of its common stock under the Plan, the payment amount per share of such common stock shall be determined by the Board of Directors based on the closing price of the Company’s common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of the relevant Board of Directors resolution relating to such issuance or disposal (or, if no trading occurs on that day, the closing price on the most recent preceding trading day), within a range that is not particularly favorable to the Shareholding Association (and, by extension, to the Eligible Employees).

In issuing or disposing of the Company’s common stock under the Plan, the Company and the Shareholding Association will enter into a restricted share allotment agreement. This agreement will include provisions such as (i) a prohibition, for a certain period, on the transfer to third parties, the creation of security interests, or any other disposition of the allotted shares (the “Transfer Restriction”) and (ii) the acquisition of the allotted shares by the Company without consideration upon the occurrence of certain events. In addition, the grant of the Special Incentive Fund to the Eligible Employees will be conditioned upon the execution of a restricted share allotment agreement between the Company and the Shareholding Association.

In addition, until the Transfer Restriction is lifted, the Eligible Employees shall be restricted from withdrawing their membership interests in the restricted shares to be held by them corresponding to the monetary compensation claims contributed to the Shareholding Association (the “Restricted Share Interests”), pursuant to the rules of the Shareholding Association and its operational bylaws, etc. (the “Shareholding Association Rules, etc.”) (Note).

(Note) The board of the Shareholding Association is scheduled to resolve, at a meeting to be held promptly after the Company’s Board of Directors resolution regarding the Treasury Share Disposal, to amend the Shareholding Association Rules, etc. to accommodate the Plan prior to the allotment under the Treasury Share Disposal. Such amendments are scheduled to take effect two weeks after notification is sent to the members of the Shareholding Association pursuant to the Shareholding Association Rules, etc. following such board resolution, provided that the number of objections from the members of the Shareholding Association is less than one-third of the total number of its members.

In the Treasury Share Disposal, pursuant to the Plan, the Shareholding Association, the planned allottee, will pay in the entirety of the Special Incentive Fund contributed by the Eligible Employees as contribution in kind, and the Company will thereby dispose of shares of its common stock (the “Allotted Shares”) to the Shareholding Association. An outline of the restricted share allotment agreement to be entered into between the Company and the Shareholding Association in connection with the Treasury Share Disposal (the “Allotment Agreement”) is as set forth in “3. Outline of the Allotment Agreement” below. The number of shares to be allotted in the Treasury Share Disposal will be determined at a later date, as described in the (Note) in 1. above; however, if all 2,500 employees of the Company and its subsidiaries, representing the assumed maximum number of eligible participants under the Plan as of today, join the Shareholding Association and consent to the Plan, the number of shares to be allotted is expected to be 250,000 shares. Based on such number of shares to be disposed of, the scale of dilution resulting from the Treasury Share Disposal will be 0.32% (rounded to two decimal places; the same shall apply hereinafter to the calculation of ratios) relative to the total number of issued shares (excluding treasury shares) of 77,433,423 shares as of February 28, 2025, and 0.33% relative to the total number of voting rights of 747,804 as of December 31, 2025.

The introduction of the Plan is intended, as a measure to enhance the welfare of the Eligible Employees, to contribute to the asset-building of the Eligible Employees by providing them with an opportunity to acquire restricted shares issued

or disposed of by the Company through the Shareholding Association. In addition, the Plan aims to deepen the sharing of value with shareholders and to enhance the motivation of the Eligible Employees to contribute to an increase in the share price and to the medium- to long-term enhancement of corporate value. The Company believes that the Plan will contribute to the enhancement of the corporate value of the Group, and considers the number of shares to be disposed of and the scale of dilution in the Treasury Share Disposal to be reasonable, with limited market impact even in light of such dilution.

The Treasury Share Disposal will be implemented on the condition that the amended Shareholding Association Rules, etc. become effective by the day immediately preceding the payment date for the Treasury Share Disposal, and that the Allotment Agreement is entered into between the Company and the Shareholding Association within the prescribed period.

3. Outline of the Allotment Agreement

(1) Transfer Restriction period

From July 31, 2026 to March 31, 2032

(2) Conditions for lifting the Transfer Restriction

Subject to the condition that an Eligible Employee has continuously remained a member of the Shareholding Association throughout the Transfer Restriction period, the Transfer Restriction on all of the Allotted Shares corresponding to the Restricted Share Interests held by such Eligible Employee satisfying the foregoing condition shall be lifted upon the expiration of the Transfer Restriction period.

(3) Treatment in the event of withdrawal from the Shareholding Association

If an Eligible Employee withdraws from the Shareholding Association during the Transfer Restriction period due to mandatory retirement, expiration of a fixed-term employment contract (including re-employment after mandatory retirement but excluding employment contracts during the probationary period; the same shall apply hereinafter), appointment as an officer, transfer to a company to which the Shareholding Association Rules, etc. do not apply, or any other justifiable reason arising from leaving their position as an employee of the Company or its subsidiaries (meaning loss of membership qualification or submission of a withdrawal request, including withdrawal due to death), the Company shall lift the Transfer Restriction, as of the date on which the Shareholding Association accepts such withdrawal request from the Eligible Employee (or, in the case of loss of membership qualification, the date on which such qualification is lost, or in the case of withdrawal due to death, the date of death; hereinafter the “Withdrawal Request Acceptance Date”), on the number of allotted shares corresponding to the Restricted Share Interests held by such Eligible Employee as of the Withdrawal Request Acceptance Date, as determined based on the applicable category of the Withdrawal Request Acceptance Date in the table below.

Withdrawal Request Acceptance Date	Number of shares for which the Transfer Restriction will be lifted
July 31, 2026 to March 31, 2027	10 shares
April 1, 2027 to March 31, 2028	20 shares
April 1, 2028 to March 31, 2029	40 shares
April 1, 2029 to March 31, 2030	60 shares
April 1, 2030 to March 31, 2031	80 shares
April 1, 2031 to March 31, 2032	100 shares

(4) Acquisition without consideration by the Company

If an Eligible Employee engages in any act in violation of laws or regulations or otherwise falls under any of the events specified in the Allotment Agreement during the Transfer Restriction period, the Company shall automatically acquire, without consideration, all of the Allotted Shares corresponding to the Restricted Share Interests held by such Eligible Employee as of that time. In addition, the Company shall automatically acquire, without consideration, any Allotted Shares for which the Transfer Restriction has not been lifted as of the expiration of the Transfer Restriction period or the time of lifting the Transfer Restriction as specified in (3) above.

(5) Management of shares

The Allotted Shares shall be managed in a dedicated account opened by the Shareholding Association with Nomura Securities Co., Ltd. during the Transfer Restriction period, so as to prevent the transfer, creation of security interests, or any other disposal of the Allotted Shares during such period. In addition, the Shareholding Association shall, pursuant to the Shareholding Association Rules, etc., register and manage the Restricted Share Interests separately from the other membership interests held by the Eligible Employees (the “Ordinary Interests”).

(6) Treatment in the event of organizational restructuring, etc.

If, during the Transfer Restriction period, a merger agreement under which the Company will become the disappearing company, a share exchange agreement or a share transfer plan under which the Company will become a wholly owned subsidiary, or any other matter relating to organizational restructuring, etc. is approved at a general meeting of shareholders of the Company (or, if such organizational restructuring, etc. does not require approval at a general meeting of shareholders of the Company, by the Board of Directors of the Company), the Company shall, by resolution of the Board of Directors, lift the Transfer Restriction on all of the Allotted Shares held by the Shareholding Association corresponding to the Restricted Share Interests held by Eligible Employees as of the date of such approval, as of the time immediately prior to the business day preceding the effective date of such organizational restructuring, etc.

4. Basis for and Specific Details of the Calculation of the Disposal Amount

The Treasury Share Disposal to the Shareholding Association, the planned allottee, will be carried out through contributions made by the Eligible Employees to the Shareholding Association using the Special Incentive Fund granted to them for the purpose of granting restricted shares as a contribution in kind. In order to eliminate arbitrariness in the determination of the disposal amount, the disposal amount has been set at 4,045 yen, which is the closing price of the Company's common stock on the Tokyo Stock Exchange Prime Market on March 19, 2026 (the business day preceding the date of the Board of Directors' resolution). This price represents the market price immediately preceding the date of the Board of Directors' resolution, and the Company believes that it is reasonable and does not constitute a particularly favorable price.

The deviation rates (rounded to two decimal places) of this disposal amount from the average closing prices of the Company's common stock on the Tokyo Stock Exchange Prime Market are as follows.

Period	Average closing price (rounded down to the nearest yen)	Deviation rate
1 month (February 20, 2026 to March 19, 2026)	3,756yen	7.69%
3 months (December 22, 2025 to March 19, 2026)	3,741 yen	8.13%
6 months (September 22, 2025 to March 19, 2026)	3,864 yen	4.68%

All five Audit & Supervisory Board Members (including three outside Audit & Supervisory Board Members) who attended the meeting of the Board of Directors held today have expressed the opinion that there are no material facts constituting a violation of laws or regulations with respect to the Directors' judgment that the disposal amount does not constitute a particularly favorable price for the allottee, in light of the fact that the disposal amount is based on the market price of the Company's common stock and is in compliance with the "Guidelines Concerning Handling of Allotment of New Shares to Third-Party, etc." issued by the Japan Securities Dealers Association (on April 1, 2010).

5. Matters Concerning Procedures under the Code of Corporate Conduct

The Treasury Share Disposal does not require procedures for obtaining an opinion from an independent third party or confirming the intent of shareholders as stipulated in Article 432 of the Securities Listing Regulations established by the Tokyo Stock Exchange, as (i) the dilution ratio is less than 25%, and (ii) it does not involve a change in the controlling shareholder.

