



July 3, 2025

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## Notice Concerning Disposal of Treasury Shares as Restricted Stock Compensation

MORITA HOLDINGS CORPORATION (the “Company”) hereby announces that, at the meeting of the Board of Directors held on July 3, 2025, it resolved to dispose of its treasury shares (the “Disposal of Treasury Shares” or “Disposal”) as described below.

### 1. Outline of the Disposal

(1) Disposal date	July 31, 2025		
(2) Class and number of shares to be disposed of	103,493 shares of common stock of the Company		
(3) Disposal price	2,122 yen per share		
(4) Total disposal price	219,612,146 yen		
(5) Allottees and number thereof, and number of shares to be disposed of	Directors of the Company (excluding Outside Directors)	5	32,372 shares
	Executive Officers who do not concurrently serve as Directors of the Company	3	6,309 shares
	Directors of the Company’s subsidiaries (excluding Outside Directors)	11	33,879 shares
	Executive Officers who do not concurrently serve as Directors of the Company’s subsidiaries	15	30,933 shares
(6) Other	Regarding this disposal of treasury shares, an Extraordinary Report has been filed in accordance with the Financial Instruments and Exchange Act.		

### 2. Purpose and reason for the Disposal

At the meeting of the Board of Directors held on April 26, 2019, the Company resolved to introduce a restricted stock compensation plan (hereinafter the “Plan”) as a new compensation plan for its Directors excluding Outside Directors (hereinafter the “Eligible Directors”). The purpose of the Plan is to provide incentives aimed at promoting the sustainable enhancement of the Company’s corporate value, and to have them further share value with shareholders by encouraging long-term and stable shareholding by the Directors. Following this resolution, shareholders have approved the grant of monetary compensation receivables of up to 100 million yen per year to the Eligible Directors as monetary consideration to be

contributed for the acquisition of restricted stock (hereinafter the “Restricted Stock Compensation”), and the establishment of a transfer restriction period of 30 years for such stock under the Plan, by approving the proposal, “Determination of Amount of Compensation for Granting Restricted Stock to Directors” at the 86th Annual General Meeting of Shareholders held on June 21, 2019 (hereinafter the “2019 Shareholders Meeting”), and the proposal, “Revision of Amount of Compensation for Granting Restricted Stock to Directors” at the 90th Annual General Meeting of Shareholders held on June 23, 2023.

An outline of the Plan is provided below.

#### <Outline of the Plan>

The Eligible Directors will contribute all monetary compensation receivables granted by the Company under the Plan as contribution in kind and will receive allotments of newly issued or disposed shares of the Company’s common stock. The total number of shares of common stock to be issued or disposed of by the Company to the Eligible Directors under the Plan is limited to 80,000 shares per year. The per-share payment amount is set as 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 resolution of the Board of Directors (or, if no transaction occurred on that day, the closing price on the most recent preceding trading day).

In addition, when issuing or disposing of shares under the Plan, the Company will enter into a restricted stock allotment agreement with each Eligible Director. The main terms of this agreement include: 1) the Eligible Directors must not transfer, pledge, or otherwise dispose of the shares of the Company’s common stock allotted under the restricted stock allotment agreement for a specified period, and 2) the Company may acquire such stock without compensation if certain conditions are met.

Following the approval of the restricted stock compensation plan for the Eligible Directors at the 2019 Shareholders Meeting, the Company also resolved to introduce a similar restricted stock compensation plan for Executive Officers who do not concurrently serve as Directors of the Company, as well as for Directors of the Company’s subsidiaries, and Executive Officers who do not concurrently serve as Directors of the Company’s subsidiaries (these individuals, together with the Eligible Directors, are collectively referred to as the “Eligible Directors, etc.” and the restricted stock compensation plans adopted by the Company and its subsidiaries are collectively referred to as the “Plan.”).

This Disposal of Treasury Shares will therefore be conducted as part of the Plan, targeting the Eligible Directors, etc.

Taking into account the purpose of the Plan, the Company’s business environment, the scope of responsibilities of each Eligible Director, etc., and other relevant factors, the Company has decided to grant a total of 219,612,146 yen in monetary compensation receivables (hereinafter the “Monetary Compensation Receivables”) and 103,493 shares of common stock, in order to further enhance their motivation.

In the Disposal of Treasury Shares, 34 Eligible Directors, etc., who are the scheduled allottees, will contribute all of the Monetary Compensation Receivables to the Company as contributions in kind and will be allotted the disposed shares of common stock of the Company (hereinafter the “Allocated Shares”) under the Plan. An overview of the restricted stock allotment agreement (hereinafter the “Allotment Agreement”) to be executed between the Company and the Eligible Directors, etc. in connection with the Disposal of Treasury Shares is provided in 3. below.

### 3. Overview of the Allotment Agreement

(1) Transfer restriction period      From July 31, 2025 to July 30, 2055

(2) Conditions for lifting transfer restrictions

The Company shall lift the transfer restriction on all of the Allotted Shares at the expiration of the transfer restriction period on the condition that the Eligible Directors, etc. have continuously served in either of the positions of Director, Executive Officer not concurrently serving as Director, Audit & Supervisory Board Member, employee, Advisor, Counselor or any other positions equivalent thereto of the Company or its subsidiaries during the transfer restriction period.

(3) Treatment in the event of resignation or retirement of the Eligible Director, etc. during the transfer restriction period due to expiration of term, reaching retirement age, or other justifiable reasons

1) Timing of lifting transfer restrictions

If the Eligible Director, etc. resigns or retires from all positions of Director, Executive Officer not concurrently serving as Director, Audit & Supervisory Board Member, employee, Advisor, Counselor or any other positions equivalent thereto of the Company or its subsidiaries due to expiration of term, reaching retirement age, or other justifiable reasons, the transfer restriction shall be lifted immediately after the time of resignation or retirement of the Eligible Director, etc.

2) Number of shares subject to lifting of transfer restrictions

The number of Allocated Shares held at the time of resignation or retirement as defined in 1), multiplied by the number of months served by the Eligible Director, etc. during the transfer restriction period divided by 12 (if the result exceeds one, it shall be treated as one), will be subject to the lifting of transfer restrictions (any fraction less than one share resulting from the calculation is rounded down).

(4) Acquisition without compensation by the Company

Any Allocated Shares for which the transfer restrictions are not lifted at the expiration of the transfer restriction period or at the time specified in (3) above will be automatically acquired by the Company without compensation.

(5) Management of shares

To ensure that the Allocated Shares cannot be transferred, pledged, or otherwise disposed of during the transfer restriction period, they will be managed in a dedicated account opened by the Eligible Directors, etc. with Nomura Securities Co., Ltd. The Company has entered into an agreement with Nomura Securities Co., Ltd. regarding the management of the accounts of the Allocated Shares held by the Eligible Directors, etc. to ensure the effectiveness of the transfer restrictions on the Allocated Shares. The Eligible Directors, etc. are deemed to have agreed to the terms of such account management.

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

If an agreement of merger with the Company as the non-surviving entity, agreement of share exchange or plan for share transfer through which the Company becomes a wholly-owned subsidiary, or a matter concerning other organizational restructuring, etc. is approved at the General Meeting of Shareholders (or at the Company's Board of Directors in the case where approval of General Meeting of Shareholders is not required for the said organizational restructuring, etc.) during the transfer restriction period, then, based on a resolution of the Board of Directors, the transfer restrictions on a number of shares calculated by multiplying the number of the Allocated Shares held at that time by the number of months from the start month of the transfer restriction period through the month that includes the date of such approval, divided by 12 (if the result exceeds one, it shall be treated as one), will be lifted immediately before the business day preceding the effective date of the organizational restructuring, etc. (any fraction less than one share resulting from the calculation is rounded down). All Allocated Shares for which the transfer restrictions have not been lifted at the time immediately following the above lifting will be automatically acquired by the Company without compensation.

#### 4. Basis for calculation and specific details of the payment amount

The Disposal of Treasury Shares to the allottees will be funded by monetary compensation receivables provided by the Company as restricted stock compensation for the Company's 93rd fiscal year under the Plan. To eliminate arbitrariness in determining the disposal price, the price has been set at 2,122 yen, which is the closing price of the Company's common stock on the Prime Market of the Tokyo Stock Exchange on July 2, 2025, the business day immediately preceding the date of the Board of Directors' resolution. This reflects the market price immediately prior to the date of resolution of the Board of Directors. The Company therefore considers the price to be fair and not particularly advantageous to the allottees.