



July 6, 2023

## To Whom It May Concern

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Reprezentative: Hidetoshi Masuda  
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### **Notice Concerning the Disposal of Treasury Stock through a Third-Party Allotment of Shares in Accordance with Additional Contributions to the Shares Grant Trust for Officers**

YONDOSHI HOLDINGS INC. (“YONDOSHI HOLDINGS” or “the Company”) announces that the Company has adopted a resolution to dispose of treasury stock through a third-party allotment of shares (“Disposal of Treasury Stock”) following a meeting of its Board of Directors held today.

#### **1. Outline of the disposal of treasury stock**

(1) Date of disposal	July 24, 2023
(2) Number of shares to be disposed	35,000 common shares
(3) Disposal price	¥1,832 per share
(4) Total amount of disposal	¥64,120,000
(5) Planned recipient (subscriber)	Custody Bank of Japan, Ltd. (Trust Account)
(6) Other	A securities notice pertaining to the disposal of treasury stock has been submitted pursuant to the Financial Instruments and Exchange Act

#### **2. Purpose and reasons for disposal**

YONDOSHI HOLDINGS has introduced a Share Grant Trust for Officers (“Share Grant Trust” in accordance with a trust (“Trust”) established pursuant to a trust agreement (“Trust Agreement”) concluded with Resona Bank, Limited) for directors (excluding directors who are Audit and Supervisory Committee members) and directors who are Audit and Supervisory Committee members (excluding outside directors) of the Company, as well as directors and corporate auditors (excluding outside corporate auditors) of major group companies of the Company (“Eligible Subsidiaries;” the Company and Eligible Subsidiaries collectively referred to as “Eligible Companies”).

The introduction of the Share Grant Trust was approved at the Company’s 68th General Meeting of Shareholders held on May 17, 2018, and the Eligible Subsidiaries’ respective General Meetings of Shareholders held by the end of May 2018. A partial revision and continuation of the Share Grant Trust was approved at the Company’s 71st General Meeting of Shareholders held on May 27, 2021. (For an overview

of the Share Grant Trust, see “Notice Concerning Partial Revision to Stock Compensation Plan for Directors (Excluding Directors who are Audit and Supervisory Committee Members) and Directors who are Audit and Supervisory Committee Members” released on April 12, 2021.)

At the Board of Directors meeting held today, YONDOSHI HOLDINGS decided that with the continuation of the Share Grant Trust, in order for the Trust to acquire the shares that are expected to be necessary for future benefits, the Company will make an additional monetary contribution to the Trust (“Additional Trust”), and dispose of treasury stock to Custody Bank of Japan, Ltd. (Trust Account), the re-trust trustee of Resona Bank, Ltd., the trustee of the Trust.

The number of treasury stock to be disposed of shall be determined in accordance with the officer share grant rules established by each of the Eligible Companies, and equivalent to the certain number of shares that are expected to be granted during the two fiscal year period from the fiscal year ending February 28, 2023 to the fiscal year ending February 29, 2024, which is 0.14% of the 24,331,356 total number of shares issued and outstanding as of February 28, 2023 (0.16% of the 214,692 total number of voting rights as of February 28, 2023) each rounded to the second decimal place. YONDOSHI HOLDINGS believes that THE Share Grant Trust will lead to an increase in the Company's corporate value over the medium to long term and that the number of treasury stock to be disposed of and the scale of dilution caused by the Disposal of Treasury Stock are reasonable, with the impact on the secondary market expected to be minimal.

#### Outline of the Trust Agreement

Name:	Share Grant Trust for Officers
Entrustor:	YONDOSHI HOLDINGS INC.
Trustee:	Resona Bank, Limited Resona Bank, Ltd. will conclude a specific comprehensive trust agreement with Custody Bank of Japan, Ltd., with Custody Bank of Japan, Ltd. becoming the re-trust trustee.
Beneficiaries:	Of eligible persons, those who meet the beneficiary requirements stipulated in the officer share grant rules.
Trust Administrator:	A third party having no vested interest in YONDOSHI HOLDINGS INC.
Type of Trust:	Pecuniary trust other than a money trust (Third Party-Benefit Trust)
Date of Trust Agreement Conclusion:	November 28, 2018
Trust period:	From November 28, 2018, to the termination of the trust (No specific termination date has been set and the Trust will continue for as long as the Share Grant Trust continues)

#### Outline of the Additional Trust of the Trust Agreement

Date of additional trust:	July 24, 2023
Additional trust funds:	¥60,000,000*

Class of shares to be acquired:	Common shares of YONDOSHI HOLDINGS INC.
Number of shares to be acquired:	35,000 shares
Date of acquisition:	July 24, 2023
Method of share acquisition:	Acquisition by way of a third-party allotment of the Company's treasury stock

\* The Trust will acquire additional shares of the Company by using the total ¥60,000,000 relating to the additional trust and ¥5,000,000 in trust assets.

### **3. Calculation basis for the disposal amount and specific details**

The objective of the Disposal of Treasury Stock is to continue the Share Grant Trust. The disposal price is set at ¥1,832 the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately prior to the date ("July 5, 2023") of disposal resolution by the Board of Director ("Date of Board Resolution") to eliminate arbitrariness.

The closing price of YONDOSHI HOLDINGS' shares on the Tokyo Stock Exchange on the business day immediately prior to the Date of Board Resolution is being used because it is considered reasonable while properly representing the Company's corporate value in the stock market.

In addition to adopting the closing price on the business day immediately prior to the Date of Board Resolution, there is a variance of up 2.29 % in the disposal price from the average closing price of ¥1,791 (rounded down to nearest whole yen) in the one month prior to the Date of Board Resolution (from June 6, 2023 to July 5, 2023), a variance of up 2.70% in the disposal price from the average closing price of ¥1,784 (rounded down to nearest whole yen) in the three months prior to the Date of Board Resolution (from April 6, 2023 to July 5, 2023), and a variance of up 3.11% in the disposal price from the average closing price of ¥1,777 (rounded down to nearest whole yen) in the six months prior to the Date of Board Resolution (from January 6, 2023 to July 5, 2023) with all variances rounded to the second decimal place. Taking the above into consideration, we have determined that the disposal price of the Disposal of Treasury Stock does not particularly favor the planned recipient (subscriber).

Of note, the Audit and Supervisory Committee (comprising four members, three of whom are outside directors) has expressed its opinion that the above disposal price does not particularly favor the planned recipient (subscriber).

### **4. Matters relating to procedures under the Code of Corporate Behavior**

The disposition of treasury stock does not require the acquisition of an opinion from an independent third party or require procedures for confirming the intent of shareholders, which are provided for under Article 432 of the Securities Listing Regulations of the Tokyo Stock Exchange because (i) the dilution ratio is less than 25% and (ii) the disposition does not involve a change in controlling shareholders.

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