



August 28, 2025

Company name: AIN HOLDINGS INC.
Name of representative: Kiichi Otani
President and Representative Director
(Stock code 9627: Tokyo Prime Market,
Sapporo Securities Exchange)
Inquiries: Toshihide Mizushima
Representative Senior Managing Director
(TEL: +81-3-5333-1812)

Notice Regarding Disposal of Treasury Shares for Restricted Stock Compensation

AIN HOLDINGS INC. (the "Company") hereby announces that at the Board of Directors meeting held on August 28, 2025 (hereinafter referred to as the "Allotment Resolution Date"), it resolved to dispose of treasury shares (hereinafter referred to as the "Disposal of Treasury Shares" or "Disposal") as described below.

1. Outline of disposal

(1) Date of disposal	September 25, 2025
(2) Class and number of shares to be disposed of	Common stock of the Company 4,196 shares
(3) Disposal value	¥6,098 per share
(4) Total amount of disposal value	¥25,587,208
(5) Planned recipients	Six Directors (excluding Outside Directors) of the Company 4,196 shares

2. Purposes and reasons for disposal

At the Board of Directors meeting held on June 29, 2022, the Company resolved to introduce a restricted stock compensation plan (hereinafter referred to as the "Plan") as a new compensation plan for its Directors (excluding Outside Directors; hereinafter referred to as the "Eligible Directors"), with the aim of providing incentives to the Directors to sustainably improve the enterprise value of the Company and further promoting shared value with shareholders.

In addition, at the 53rd Ordinary General Meeting of Shareholders held on July 28, 2022, approval was obtained for the following matters: pursuant to the Plan, receivables of up to 50 million yen per year will be provided to Eligible Directors as compensation to be used as contributed assets for the acquisition of restricted stock (hereinafter referred to as "Restricted Stock Compensation"), and up to 50,000 shares of the Company's common stock will be issued or disposed of per year; and the transfer restriction period for restricted stock will be from the date on which the Company's common stock is allocated pursuant to the restricted stock allotment agreement concluded between the Company and the Eligible Directors until the time immediately after the Director resigns or retires from his/her position as an officer or employee of the Company or any of its subsidiaries as determined in advance by the Company's Board of Directors.

The overview of the Plan is as follows:

[Overview of the Plan, etc.]

The Eligible Directors shall, as in-kind contributions, pay in all the receivables provided by the Company under the Plan and receive common stock of the Company issued or disposed of. The amount to be paid per share 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 each Board of Directors' resolution (or, if no transaction is made on that day, the closing price on the most recent trading day immediately preceding that date), within the scope of an amount that is not particularly advantageous to the Eligible Directors who subscribe for the said common stock.

Moreover, upon the issuance or disposal of the Company's common stock under the Plan, the Company and the Eligible Directors shall enter into a restricted stock allotment agreement, which shall include provisions such as (i) that the Eligible Directors shall, for a certain period of time, prohibit the transfer to third parties, the creation of security interests, and any other disposal of the Company's common stock allotted under the restricted stock allotment agreement, and (ii) that the Company shall acquire such common stock gratis in the event of certain events.

This time, after consulting with the Nomination and Remuneration Committee, the Company has decided to grant receivables totaling ¥25,587,208 (hereinafter referred to as the "Receivables") and 4,196 shares of common stock to raise awareness of sustainable growth from the same perspective as shareholders, taking into consideration the Company's business conditions, the scope of responsibilities of each Eligible Director and various other circumstances.

In the Disposal of Treasury Shares, the six Eligible Directors who are the scheduled allottees shall pay in all of the Receivables against the Company as property contributed in kind under the Plan, and receive the Company's common stock disposed of (hereinafter referred to as the "Allotted Shares"). An outline of the restricted stock allotment agreement to be executed between the Company and the Eligible Directors in connection with the Disposal of Treasury Shares (hereinafter referred to as the "Allotment Agreement") is as described in 3. below.

3. Outline of the Allotment Agreement

(1) Transfer restriction period

The period from September 25, 2025 to the time immediately after his/her resignation or retirement from any position of director, executive officer, executive officer who does not concurrently serve as director, corporate auditor, employee, advisor, consultant, or any other position equivalent thereto of the Company or any of its subsidiaries.

(2) Conditions for lifting transfer restrictions

The transfer restriction shall be lifted for all of the Allotted Shares at the time of expiration of the transfer restriction period, on the condition that the Eligible Director has continuously held any position of director, executive officer, executive officer who does not concurrently serve as director, corporate auditor, employee, advisor, consultant or any other position equivalent thereto at the

Company or any of its subsidiaries during the period from the commencement date of execution of duties until immediately prior to the conclusion of the first Ordinary General Meeting of Shareholders (hereinafter referred to as the "Service Period").

- (3) Treatment in the event that an Eligible Director resigns or retires during the Service Period due to the expiration of his/her term of office, reaching mandatory retirement age, or other legitimate reasons

(i) Time of lifting transfer restrictions

If an Eligible Director resigns or retires from any of the positions of director, executive officer, executive officer who does not concurrently serve as director, corporate auditor, employee, advisor or consultant or any other position equivalent thereto at the Company or any of its subsidiaries due to the expiration of the term of office, mandatory retirement age, or other legitimate reasons (including resignation or retirement due to death), the transfer restriction shall be lifted immediately after the resignation or retirement of the Eligible Director.

(ii) Number of shares subject to the lifting of transfer restrictions

It shall be the number of Allotted Shares held at the time of resignation or retirement as specified in (i) multiplied by the number obtained by dividing the number of months from the month including the Allotment Resolution Date to the month including the date of resignation or retirement of the Eligible Director by the number of months (12) involved in the Service Period (if this number exceeds 1, it shall be set at 1; However, if the calculation results in a fraction less than 1 share, it shall be rounded down).

(4) Gratis acquisition by the Company

If an Eligible Director violates any law or regulation during the transfer restriction period or falls under any other specific event stipulated in the Allotment Agreement, the Company shall automatically acquire all of the Allotted Shares held by the Eligible Director at such time without consideration. Furthermore, the Company shall automatically acquire gratis any Allotted Shares for which the transfer restrictions are not lifted at the time of the expiration of the transfer restriction period or the time of the lifting of the transfer restrictions as set forth in (3) above.

(5) Treatment at the time of organizational restructuring, etc.

If, during the transfer restriction period, a merger agreement in which the Company will be the disappearing company, a share exchange agreement or share transfer plan in which the Company will be a wholly owned subsidiary, or other matters related to organizational restructuring, etc., is approved at the Company's General Meeting of Shareholders (or, if approval at the Company's General Meeting of Shareholders is not required for the organizational restructuring, etc., then at the Company's Board of Directors meeting), the Board of Directors shall, by resolution, lift the transfer restrictions on the number of the Allotted Shares held at that time multiplied by the number obtained by dividing the number of months from the month including the Allotment Resolution Date to the month including the date of such approval by the number of months (12) corresponding to the Service Period (If this number exceeds 1, then 1 will be used; However, any fractional share less than 1 resulting from this calculation will be rounded down), as of the time immediately preceding the business day immediately before the effective date of the organizational restructuring or other reorganization. Moreover, immediately after the transfer restrictions are lifted,

the Company shall automatically acquire gratis all of the Allotted Shares for which the transfer restrictions have not been lifted.

(6) Management of shares

The Allotted Shares shall be managed in a dedicated account opened by the Eligible Directors at Nomura Securities Co., Ltd. during the transfer restriction period so that they cannot be transferred, created as a security interest, or otherwise disposed of during the transfer restriction period. In order to ensure the effectiveness of the transfer restrictions on the Allotted Shares, the Company has entered into an agreement with Nomura Securities Co., Ltd. regarding the management of the accounts of the Allotted Shares held by each Eligible Director. The Eligible Directors shall also agree to the details of the management of the accounts.

4. Basis of calculation and specific details of the amount to be paid in

The Disposal of Treasury Shares to the scheduled allottees shall be made using the Receivables that were paid as Restricted Stock Compensation for the 57th fiscal year of the Company under the Plan as contributed assets. In order to eliminate arbitrariness, the disposal value shall be set at ¥6,098, which is the closing price of the Company's common stock on the Tokyo Stock Exchange Prime Market on August 27, 2025 (the business day before the date of the Board of Directors' resolution). This is the market price immediately prior to the date of the Board of Directors' resolution, and we believe it is reasonable and not a particularly favorable price.

End