November 26, 2025

Company name: SAIZERIYA CO.,LTD.
Name of representative: HIDEHARU MATSUTANI, President and Representative Director
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Announcement of the Disposal of Treasury Stock as Restricted Stock Units

The company announces that the disposal of treasury stock (hereinafter referred to as the “disposal of treasury stock” or the “disposal”) has been resolved at the meeting of the board of directors on November 26, 2025, as follows.

1. Overview of the disposal

(1)	Date of the disposal	December 22, 2025
(2)	Class and number of stocks to be disposed of	Common stock of the company: 41,000 shares
(3)	Disposal value	5,400 yen per share
(4)	Gross disposal value	221,400,000 yen
(5)	Counterparties to disposal and their number and the number of shares to be disposed of	Directors of the company (excluding outside directors, directors who serve as audit and supervisory committee members, and chairman and representative director Yasuhiko Shogaki), two persons, and 14,000 shares Executive officers of the company, nine persons, and 27,000 shares
(6)	Other	For the disposal of treasury stock, the extraordinary report based on the Financial Instruments and Exchange Act has been submitted.

2. Purposes of and reasons for the disposal

The company obtained approval on the introduction of the restricted stock unit plan as a new executive compensation plan for eligible directors (hereinafter referred to as the “executive compensation plan”) and payment to the eligible directors of monetary compensation within 200 million yen per share, which is used as contributed properties for acquiring restricted stocks based on the executive compensation plan, at the 44th annual meeting of shareholders held on November 29, 2016, for the purpose of giving an incentive for seeking a continuous increase in enterprise value of the company to directors of the company excluding outside directors and directors who serve as audit and supervisory committee members (hereinafter referred to as the “eligible directors”) and further promoting the sharing of value between the eligible directors and shareholders of the company.

The company has also introduced the restricted stock unit plan with the purposes and details almost similar to the executive compensation plan for executive officers and employees of the company (hereinafter collectively referred to as the “Plan” combined with the executive compensation plan).

Therefore, the disposal of treasury stock will be conducted for the eligible directors and executive officers of the company (the eligible directors and executive officers of the company are collectively referred to as the “eligible directors et al.") as a part of the Plan.

In this case, taking into account purposes of the Plan, business conditions of the company, the scope of duties of the individual eligible directors et al., and other various reasons, we determined that for the purpose of further increasing motivation of the eligible directors et al., monetary claims to be paid as contributed property for acquiring the restricted stock total 221,400,000 yen (hereinafter referred to as the "monetary claims" of which monetary compensation claims to be paid to the eligible directors total 75,600,000 yen) and the number of common stocks to be disposed of by the company is 41,000 shares (of which the number of the allotted shares to the eligible directors is 14,000 shares). The Plan was introduced to give an incentive for seeking a continuous increase in enterprise value of the company for the mid and long terms, but the transfer restriction period is set at two years in this case.

In the disposal of the treasury stock, 11 eligible directors et al., in total, counterparties to the allotment, pay all of the monetary claims to the company as contributed properties by contribution in kind and underwrites the common stock to be disposed of by the company (hereinafter referred to as the "allotted shares").

3. Overview of the allotment contract

The following is an overview of the allotment contract that the company will enter into with the eligible directors in relation to the disposal of treasury stock. Additionally, we will also enter into an allotment contract for restricted stock almost similar to the allotment contract with our executive officers, the counterparties to allotment of the disposal of treasury stock.

(1) Transfer restriction period: December 22, 2025, to December 22, 2027

(2) Terms and conditions of lifting of transfer restriction

The eligible directors et al. keep their positions of eligible directors of the company during the transfer restriction period. In case the eligible director retires from the position because of the expiration of the term of office or retirement age and for other justifiable reasons, the lifting is treated is as described in the following item (3).

(3) Treatment of the lifting in case the eligible director retires from the position because of the expiration of the term of office or retirement age and for other justifiable reasons

① Time to lift the transfer restriction

(i) In case the eligible director leaves office because of death

At the time when the board of directors separately determines the lifting immediately after the death of the eligible director

(ii) In case the eligible director leaves office for reasons other than death

At the time immediately after the eligible director leaves office or retires

② Number of shares subject to the lifting of the transfer restriction

The number of allotted shares that the eligible director holds at the time when the person leaves office multiplied by the tenure in relation to the transfer restriction period of the relevant eligible director (the number of months from the start month of the transfer restriction period to the month that includes the relevant date of leaving office) divided by the number of months relevant to the transfer restriction period (24) (rounding down shares less than the share unit)

(4) The company's acquisition of the allotted shares without charge

The company obviously acquires the allotted shares, whose transfer restriction is not lifted for such reasons as the above items (2) and (3) without charge after the relevant time of lifting.

(5) Management of the allotted shares

The allotted shares are managed in a designated account by Nomura Securities Co., Ltd., operated by the eligible director during the transfer restriction period to prevent the transfer, creation of a security interest, and other disposal during the relevant period. To ensure the effectiveness of the transfer restriction on the allotted shares, the company has a contract with Nomura Securities in relation to management of an account for the allotted shares held by individual eligible directors. Additionally, we separately have consent on the details of the relevant transfer restriction from the eligible directors.

(6) Treatment in case of organizational restructuring

In the case that a merger contract with the company being a dissolving company, a stock exchange agreement making the company a wholly owned subsidiary or a share transfer plan and other matters regarding organizational restructuring are approved at the general meeting of shareholders of the company (meeting of the board of directors in the case of the relevant organizational restructuring requiring no approval from the general meeting of shareholders of the company) during the transfer restriction period, upon a resolution of the board of directors for the number of the allotted shares held by the eligible directors then multiplied by the number of months from the start month of the transfer restriction period to the month that includes the date of the relevant approval divided by the number of months in relation to the restriction transfer period for the relevant shares (24) (rounding down shares less than the share unit), the transfer restriction is lifted immediately before the business day before the effective date of the relevant organizational restructuring.

4. Basis for calculating the payment amount and its concrete details

The disposal of treasury stock is conducted using monetary compensation claims paid as restricted stock units for the 54rd fiscal year based on the Plan as contributed properties. To remove the arbitrariness, therefore, the disposal value is set at 5,400 yen, a closing price of the common stock of the company at the Tokyo Stock Exchange Prime Market on November 25, 2025 (business day before the date of resolution by Board of Directors). This is the market price of the stock immediately before the date of the resolution by the Board of Directors regarding the disposal of treasury stock, and the company thinks the value reasonable and not favorable.

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