

Company name: VT HOLDINGS CO., LTD.
Name of representative: Kazuho Takahashi, President & CEO
(Securities code: 7593;
Tokyo Stock Exchange Prime Market
Nagoya Stock Exchange Premier Market)
Inquiries: Ichiro Yamauchi, Chief Financial Officer
(Telephone: +81-52-203-9500)

Notice Concerning the Introduction of a Restricted Stock Remuneration Plan

VT HOLDINGS CO., LTD. (the “Company”) hereby announces that, at the Board of Directors meeting held today, it resolved to introduce the restricted stock remuneration plan (the “Plan”) as part of a review of its executive remuneration system. The Company also resolved to submit a proposal concerning the Plan (the “Proposal”) to the 44th Ordinary General Meeting of Shareholders scheduled to be held on June 25, 2026 (the “General Meeting”), as described below.

1. Purpose of Introduction of the Plan, etc.

(1) Purpose of Introduction of the Plan

The Plan will be introduced as a remuneration plan under which restricted stock will be allotted to the Company’s Directors (excluding Outside Directors and Directors who are Audit and Supervisory Committee Members; the “Eligible Directors”) in order for the Eligible Directors to share the benefits and risks of stock price fluctuations with shareholders and to further enhance their motivation to contribute to increases in the Company’s stock price and corporate value.

(2) Conditions for Introduction of the Plan

Under the Plan, monetary remuneration claims will be granted to the Eligible Directors as remuneration for the allotment of restricted stock. Accordingly, the introduction of the Plan shall be subject to shareholder approval of such remuneration at the General Meeting.

At the Company’s 42nd Ordinary General Meeting of Shareholders held on June 27, 2024, shareholders approved the amount of remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members) at no more than 450 million yen per year (of which no more than 50 million yen shall be allocated to Outside Directors, excluding the employee salary portion for Directors concurrently serving as employees).

At the General Meeting, the Company plans to seek shareholder approval to establish, separately from the above remuneration limit for Directors (excluding Directors who are Audit and Supervisory Committee Members), a limit on monetary remuneration claims to be granted to the Eligible Directors as remuneration related to restricted stock in an amount not exceeding 90 million yen per year, after comprehensively considering various factors, including the contributions of the Eligible Directors to the Company.

2. Outline of the Plan

(1) Allotment and Payment of Restricted Stock

Based on a resolution of the Company’s Board of Directors, the Company shall provide the Eligible Directors with monetary remuneration claims within the range of the aforementioned annual amount as remuneration, etc. related to restricted stock. Each Eligible Director shall receive an allotment of restricted stock by providing the entire amount of this monetary remuneration claims through contributions in kind.

The payment amount for the restricted stock shall be determined by the Company's Board of Directors within a range that will not be particularly advantageous to the Eligible Directors receiving the restricted stock. The amount shall be based on the average closing price of the Company's common stock during normal trading on the Tokyo Stock Exchange on each day of the month leading up to the date of resolution by the Board of Directors regarding the issuance or disposal of the restricted stock (excluding non-trading days), or the closing price of the Company's common stock during normal trading on the Tokyo Stock Exchange on the business day immediately before the date of resolution by the Board of Directors (if there is no closing price on such date, the closing price on the closest preceding trading day), whichever is higher.

The payment of the monetary remuneration claims described above shall be dependent on the condition that Eligible Directors agree to the aforementioned contributions in kind and enter the restricted stock allotment agreement, including the provisions in (3) below.

(2) Total Number of Shares of Restricted Stock

A total number of 180,000 shares to be allotted to the Eligible Directors shall be set as the upper limit for the number of shares of restricted stock allotted in each business year.

However, if, on or after the day on which this proposal is adopted, the Company performs a stock split (including allotment of stock without consideration) or a reverse stock split of its common stock, or any other reason arises necessitating an adjustment to the total number of shares of restricted stock, the relevant total number of shares of restricted stock may be reasonably adjusted.

(3) Details of Restricted Stock Allotment Agreement

Regarding the allotment of the restricted stock, the details of the restricted stock allotment agreement entered between the Company and the Eligible Directors receiving the restricted stock shall be as follows, based on a resolution by the Board of Directors of the Company.

i. Details of Transfer Restrictions

An Eligible Director who receives an allotment of restricted stock may not transfer, create a right of pledge on, create a transfer security interest on, gift inter vivos, bequeath, or otherwise dispose of the restricted stock that were allotted to the Eligible Director (the "Allotted Stock") in any way to third parties from the date of issue of the restricted stock until the date he or she retires from the position of Director of the Company (the "Restriction Period"). The restrictions described in the preceding sentence will hereinafter be collectively referred to as the "transfer restrictions."

ii. Acquisition of Restricted Stock Without Consideration

If an Eligible Director who has received an allotment of restricted stock retires from the position of Director of the Company on or before the day preceding the date of the first Ordinary General Meeting of Shareholders to be held after the starting date of the Restriction Period, the Company shall automatically acquire such Allotted Stock without consideration, unless there is a reason the Board of Directors of the Company deems justifiable.

In addition, among the Allotted Stock, the Company shall automatically acquire without consideration the Allotted Stock on which the transfer restrictions have not been lifted at the expiration of the Restriction Period described in i. above in accordance with the provisions of iii. below.

iii. Lifting of Transfer Restrictions

The Company shall lift the transfer restrictions on all of the Allotted Stock upon expiration of the Restriction Period, on the condition that the Eligible Director who received the restricted stock has remained in his or her Company position throughout the period up to the date of the first Ordinary General Meeting of Shareholders to be held after the starting date of the Restriction Period.

However, if the Eligible Director retires from the position of Director of the Company on or before the day preceding the date of the first Ordinary General Meeting of Shareholders to be held after the starting date of the Restriction Period due to a reason the Board of Directors of the Company deems justifiable, the Company shall rationally adjust the number of shares of the Allotted Stock on which

the transfer restrictions are to be lifted, and the timing of lifting as needed.

iv. Treatment during reorganization, etc.

If, during the Restriction Period, proposals relating to a merger agreement in which the Company is the disappearing company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or other reorganization, etc. are approved at the Company's General Meeting of Shareholders (or at a meeting of its Board of Directors in cases where approval at the Company's General Meeting of Shareholders is not required in relation to the reorganization, etc.) (this applies only when the date on which the reorganization, etc. becomes effective is before the expiration of the Restriction Period, hereinafter "at Approval of Reorganization, etc."), and the Eligible Director who received the allotment of restricted stock as a result of the reorganization, etc. retires from the position of Director of the Company, the Company shall lift the transfer restrictions on the Allotted Stock with the number of shares that is reasonably determined considering the period from the start date of the Restriction Period to the date of approval of the reorganization, etc. prior to the date on which the reorganization, etc. becomes effective, by resolution of the Board of Directors of the Company.

In addition, at Approval of Reorganization, etc., the Company shall automatically acquire without consideration the Allotted Stock on which the transfer restrictions have not been lifted on the business day prior to the date on which the reorganization, etc. becomes effective.

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.