



DISCLAIMER: This English document is translated using a machine translation. You may use this for reference purposes only, fully understanding that it may include inaccurate translations. It is your sole responsibility if you rely not on the Japanese original but on this translation.

May 27, 2026

To whom it may concern

Company name: Yoshimura Food Holdings K.K.
Name of representative: Motohisa Yoshimura, President and CEO
(Securities Code: 2884, TSE Prime)
Inquiries: Shun Ando, Director and CFO
(Tel: +81-3-6206-1271)

Notice Concerning Issuance of New Shares as Restricted Stock to Directors and Executive Officers

Yoshimura Food Holdings K.K. (the “Company”) hereby announces that, at a meeting of its Board of Directors held today, it resolved to issue new shares as restricted stock (the “Issuance of New Shares”), as described below.

1. Overview of the Issuance

(1) Payment date	June 26, 2026
(2) Class and number of shares to be issued	Common shares of the Company: 12,499 shares
(3) Issue price	670 yen per share
(4) Total issue amount	8,374,330 yen
(5) Prospective allottees	Directors of the Company: 1 person, 11,753 shares Executive Officers of the Company: 1 person, 746 shares

2. Purpose of, and Reasons for, the Issuance

At a meeting of the Board of Directors held on April 14, 2022, the Company resolved to introduce a restricted stock compensation plan (the “Plan”) as a new compensation plan for directors of the Company, including directors to be elected in the future (excluding outside directors; the “Eligible Directors”), for the purpose of providing incentives to achieve the sustainable enhancement of the corporate value of the Company Group and further sharing value with shareholders. At the 16th Annual General Meeting of Shareholders held on May 30, 2024, shareholders approved, among other matters, that the total amount of monetary compensation claims to be paid for the grant of restricted stock compensation shall be no more than 100 million yen per year.

The Company has also introduced a restricted stock grant plan similar to the Plan for executive officers of the Company and directors of the Company’s subsidiaries (together with the Eligible Directors, the “Eligible Persons”).

The outline of the Plan is as follows.

<Outline of the Plan>

Under the Plan, the Eligible Directors will contribute in kind all monetary compensation claims paid by the Company under the Plan and will receive an issuance or disposition of common shares of the Company.

The total number of common shares of the Company to be issued or disposed of to the Eligible Directors under the Plan shall not exceed 71,500 shares per year. The paid-in amount per share shall be determined by the Board of Directors, based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately preceding the date of the Board of Directors' resolution (or, if no transaction is effected on that date, the closing price on the immediately preceding trading day), within a range that is not particularly advantageous to the Eligible Directors receiving the allotment.

In connection with the issuance or disposition of common shares of the Company under the Plan, the Company and each Eligible Director receiving the allotment shall enter into a restricted stock allotment agreement, which shall include the following provisions:

- (i) During a predetermined period, the Eligible Director shall not transfer, create a security interest over, or otherwise dispose of the common shares of the Company allotted to the Eligible Director; and
- (ii) Upon the occurrence of certain events, the Company shall acquire such common shares without consideration.

After considering the purpose of the Plan, the Company's business performance, the scope of responsibilities of each Eligible Person and other relevant factors, the Company resolved, pursuant to the resolution of the Board of Directors held today, to grant 12,499 common shares of the Company in total (the "Allotted Shares") by having the aggregate amount of monetary (compensation) claims of 8,374,330 yen to be paid to 1 director and 1 executive officer as property contributed in kind (the amount of monetary (compensation) claims to be contributed for each offered share: 670 yen).

<Outline of the Restricted Stock Allotment Agreement>

The Company and each Eligible Person will individually enter into a restricted stock allotment agreement (the "Allotment Agreement"), the outline of which is as follows.

(1) Transfer Restriction Period

During the period from June 26, 2026 (the payment date) until the date on which the Eligible Person ceases to hold all positions as director, corporate auditor, executive officer or employee of the Company or any of the Company's subsidiaries (with respect to an employee rehired after mandatory retirement, the date on which such employee also ceases to hold the position based on such reemployment), the Eligible Person may not transfer, create a security interest over, or otherwise dispose of the Allotted Shares.

(2) Conditions for Lifting the Transfer Restrictions

Subject to the Eligible Person having continuously held any position as director, corporate auditor, executive officer or employee of the Company or any of the Company's subsidiaries (the "Position") during the period separately determined by the Company's Board of Directors (the "Service Provision Period"), the transfer restrictions shall be lifted on all of the Allotted Shares upon expiration of the Transfer Restriction Period. Notwithstanding the foregoing, if the Eligible Person ceases to hold the Position during the Service Provision Period due to death or any other reason deemed justifiable by the Company's Board of Directors, the transfer restrictions shall be lifted on all of the Allotted Shares upon expiration of the Transfer Restriction Period.

(3) Acquisition Without Consideration by the Company

At the time of expiration of the Transfer Restriction Period or at any other time specified in the Allotment Agreement, the Company shall automatically acquire, without consideration, any Allotted Shares for which the transfer restrictions have not been lifted.

(4) Management of Shares

The Allotted Shares will be managed, during the Transfer Restriction Period, in a dedicated account for restricted stock opened by the Eligible Person with Daiwa Securities Co., Ltd., in order to prevent the transfer, creation of a security interest over, or other disposal of the Allotted Shares during the Transfer Restriction Period.

(5) Treatment in Organizational Restructuring, etc.

If, during the Transfer Restriction Period, matters relating to a merger agreement under which the Company becomes the disappearing company, a share exchange agreement or share transfer plan under which the Company becomes a wholly owned subsidiary, or any other organizational restructuring, etc. are approved at a General Meeting of Shareholders of the Company (or by the Board of Directors of the Company if approval at a General Meeting of Shareholders of the Company is not required for such organizational restructuring, etc.), the transfer restrictions shall be lifted on all of the Allotted Shares as of the time immediately before the business day preceding the effective date of such organizational restructuring, etc., by resolution of the Board of Directors.

3. Basis for Calculation of the Paid-in Amount and Specific Details Thereof

The Issuance of New Shares will be made by having the monetary (compensation) claims paid to the prospective allottees under the Plan contributed as property in kind. In order to eliminate arbitrariness, the paid-in amount has been set at 670 yen, which is the closing price of the Company's common shares on the Tokyo Stock Exchange on May 26, 2026 (the business day immediately preceding the date of the Board of Directors' resolution). This is the market price immediately prior to the date of the Board of Directors' resolution. Under circumstances where there are no special reasons indicating that the most recent share price cannot be relied upon, the Company believes this amount is reasonable, appropriately reflects the Company's corporate value, and does not constitute a particularly advantageous price for the Eligible Persons.