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For Immediate Release

Company name Belluna Co., Ltd.
Presentative Kiyoshi Yasuno, President and Representative
Director
(Stock code: 9997, Prime Market)
Contact: Yuichiro Yasuno, Director and Senior Executive
Officer General Manager of Administration
(TEL: +81-48-771-7753)

Notice Concerning Disposal of Treasury Shares as Restricted Stock Compensation

Belluna Co., Ltd. hereby announces that at the meeting of its Board of Directors held on July 25, 2025, it resolved to dispose of its treasury shares as restricted stock compensation (hereinafter referred to as the “Disposal of Treasury Shares”), as described below.

1. Outline of the Disposal

(1)	Disposal date	August 22, 2025
(2)	Class and number of shares to be disposed of	21,405 shares of the Company's common stock
(3)	Disposal price	971 yen per share
(4)	Total disposal price	20,784,255 yen
(5)	Allottees, number of allottees, and number of shares to be allotted	Five Directors of the Company (excluding Directors who are Audit and Supervisory Committee Members): a total of 19,757 shares Three Directors of the Company who are Audit and Supervisory Committee Members: a total of 1,648 shares

2. Purpose and Reason for the Disposal

At the meeting of its Board of Directors held on June 4, 2018, Belluna Co., Ltd. resolved to introduce a new compensation plan for its Directors (excluding those who are Audit and Supervisory Committee Members) and its Directors who are Audit and Supervisory Committee Members (hereinafter collectively referred to as the “Eligible Directors”)) for the purpose of providing an incentive for them to contribute to the sustainable enhancement of the Company’s corporate value and to further share value with shareholders, a restricted stock compensation plan (hereinafter referred to as the “Plan”) was introduced. Furthermore, at the Ordinary General Meeting of Shareholders held on June 27, 2018, approval was obtained for the payment of monetary compensation to be used as contributed property for the acquisition of restricted stock under this Plan (hereinafter referred to as “Restricted Stock Compensation”)) for the Company's Directors (excluding those who are Audit and Supervisory Committee Members) within an annual amount of 50 million yen, and for its Directors who are Audit and Supervisory Committee Members within an annual amount of 5 million yen, and for the transfer restriction period for the restricted stock to be a period determined by the Board of Directors of between 3 and 10 years.

Today, by resolution of the Board of Directors, the Company will grant monetary compensation claims to five of its Directors (excluding those who are Audit and Supervisory Committee Members) and three of its Directors who are Audit and Supervisory Committee Members, totaling 20,784,255 yen (for Directors (excluding those who are Audit and

Supervisory Committee Members) 19,184,047 yen, and Directors who are Audit and Supervisory Committee Members 1,600,208 yen). The Eligible Directors will, in turn, make an in-kind contribution of all of these monetary compensation claims to receive an allotment of 21,405 shares of the Company's common stock as Restricted Stock Compensation. The amount of the monetary compensation claim for each Eligible Director has been determined by comprehensively taking into consideration the Company's performance, the responsibilities of each Eligible Director, and other relevant factors.

Furthermore, the said monetary compensation claims will be granted on the condition that each Eligible Director concludes a restricted stock allotment agreement with the Company, which includes, in summary, the following contents.

3. Outline of the Allotment Agreement

(1) Transfer Restriction Period: From August 22, 2025 to August 21, 2028

(2) Forfeiture of Restricted Stock

In the event that an eligible director who has been allotted restricted stock retires or resigns from their position as a director, executive officer, or employee of the Company or its subsidiaries before the expiration of the transfer restriction period, the Company will automatically acquire the allotted shares without consideration, unless there are reasons deemed justifiable by the Company's Board of Directors.

In addition, if there are any allotted shares for which the transfer restrictions have not been lifted at the time of the expiration of the transfer restriction period set forth in (1) above, based on the provisions for the lifting of transfer restrictions in (3) below, the Company will automatically acquire such shares without consideration.

(3) Lifting of Transfer Restrictions

The Company will lift the transfer restrictions for all of the allotted shares at the time of the expiration of the transfer restriction period, on the condition that the eligible directors who were allotted the restricted stock have continuously held a position as a director, executive officer, or employee of the Company or its subsidiaries during the transfer restriction period.

However, if an eligible director retires or resigns from the aforementioned positions before the expiration of the transfer restriction period for reasons deemed justifiable by the Company's Board of Directors, the number of allotted shares for which the restrictions will be lifted and the timing of the lifting will be reasonably adjusted as necessary.

(4) Treatment in the Event of Organizational Restructuring, etc.

In the event that a merger agreement in which the Company is the dissolving company, a share exchange agreement or share transfer plan in which the Company becomes a wholly-owned subsidiary, or other matters concerning organizational restructuring, etc. are 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 said organizational restructuring, etc., by the Company's Board of Directors) during the transfer restriction period, the Company will, by a resolution of its Board of Directors, lift the transfer restrictions for a reasonably determined number of allotted shares based on the period from the start date of the transfer restriction period to the date of approval of the said organizational restructuring, etc., prior to the effective date of the said organizational restructuring, etc. In the case stipulated above, the Company will automatically acquire, without consideration, the allotted shares for which the transfer restrictions have not yet been lifted, immediately after the restrictions on the other shares are lifted.

(5) Management of the Allotted Shares

The allotted shares will be managed in a dedicated account opened by the eligible directors with Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. to prevent any transfer, creation of security interests, or any other disposal during the transfer restriction period.

4. Basis for Calculation of the Amount to be Paid in and Specific Details

The disposal price for this disposal of treasury shares, to ensure a price that eliminates arbitrariness, is the closing price of the Company's common stock on the Tokyo Stock Exchange on July 24, 2025 (the business day preceding the date of the Board of Directors' resolution), which is 971 yen. The Company believes that this price, being the market price immediately preceding the date of the Board of Directors' resolution, is reasonable and does not constitute a particularly advantageous price.

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