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## Notice Regarding Disposal of Treasury Stock Through Third-Party Allotment for the Grant of Restricted Stock via Employee Stock Ownership Association

Ai Holdings Corporation (hereinafter the "Company") hereby announce that the Company resolved today, pursuant to Article 370 of the Companies Act (written resolution in lieu of a resolution of the Board of Directors), to grant restricted stock to full-time employees (including those on probation; the same applies hereinafter) of the Company and its subsidiaries (hereinafter the "Company Group") through the Ai Holdings Employee Shareholding Association (hereinafter the "Shareholding Association"), and to dispose of treasury stock as restricted stock (hereinafter the "Treasury Stock Disposition") with the Shareholding Association as the planned allottee, as described below.

The restricted stock will be granted only to those members who are full-time employees participating in the Shareholding Association, contribute a certain number of units or more, and have agreed to receive the grant of restricted stock through the Shareholding Association (hereinafter the "Eligible Employees").

### 1. Overview of the Disposition

(1) Disposal date	August 3, 2026
(2) Class and number of shares to Disposal	Common stock of the Company : 264,100 shares (Note)
(3) Disposal Price	2,837 yen per share
(4) Total disposal amount	749,251,700 yen (Note)
(5) Allocation method (planned recipients)	Third-party allotment (Ai Holdings Employee Shareholding Association: 264,100 shares) The Company will not accept partial applications for the shares to be granted from any Eligible Employee.
(6) Other	An extraordinary report pursuant to the Financial Instruments and Exchange Act has been submitted regarding this Treasury Stock Disposition.

(Note) The "number of shares to be disposed of" and "total disposition amount" are the maximum values as of today, calculated assuming that 100 shares of common stock of the Company will be granted per person to 2,641 full-time employees of the Company Group, which is the

maximum number of persons who may become Eligible Employees. The number of shares to be disposed of and the total disposition amount for this Treasury Stock Disposition are expected to be finalized according to the number of Eligible Employees after the completion of membership promotion to non-members of the Shareholding Association and confirmation of consent to this program from members.

## 2. Purpose and Reasons for the Disposal

At the Board of Directors meeting on today, the Company resolved to dispose of treasury stock of common shares of the Company as restricted stock with the Shareholding Association as the planned allottee, in order to grant restricted stock to Eligible Employees through the Shareholding Association, with the purpose of further promoting value sharing between Eligible Employees and shareholders by providing incentives for the sustainable enhancement of the corporate value of the Company Group, and to assist in the asset building of Eligible Employees through the grant of restricted stock.

The grant of restricted stock will be made by: (1) the Company or its subsidiaries paying monetary claims to Eligible Employees as a special incentive for granting common shares of the Company as restricted stock; (2) Eligible Employees contributing such monetary claims to the Shareholding Association; and (3) the Shareholding Association making a contribution in kind of the monetary claims received from Eligible Employees to the Company in a lump sum, through which the disposition of common shares of the Company as restricted stock is effected.

Eligible Employees will acquire the equity interest in the restricted stock allocated to the Shareholding Association (hereinafter the "Equity Interest") in accordance with the rules of the Shareholding Association, but will not be able to withdraw the shares related to the Equity Interest during the transfer restriction period. This Treasury Stock Disposition will be implemented on the condition that such amendments become effective by the day before the disposition date.

In addition, the Company plans to enter into a restricted stock allotment agreement (hereinafter the "Allotment Agreement") with the Shareholding Association at the time of allotment of common shares of the Company, which will include the following provisions in summary.

Though the number of shares to be disposed of in the Disposal of Treasury Shares will be finalized at a later date as stated in Note 1 in Section 1 above, the maximum number is 264,100 shares. If the maximum number is assumed, the dilution ratio would be approximately 0.47% against the total number of issued shares, 56,590,410 shares (as of December 31, 2025), and approximately 0.50% against the total number of voting rights, 525,611 voting rights (as of December 31, 2025) (each rounded to the nearest third decimal place).

### <Overview of the Allotment Agreement>

#### (1) Transfer restriction period

The Shareholding Association shall not transfer, use as collateral or otherwise dispose of the restricted stock allotted under the Allotment Agreement (hereinafter the "Allotted Shares"), including withdrawal from the Shareholding Association by Eligible Employees (hereinafter the "Transfer Restriction"), from the disposal date until July 31, 2033 (hereinafter the "Transfer Restriction Period").

#### (2) Conditions for release of Transfer Restrictions

On the condition that the Eligible Employee continuously remains a member of the Shareholding Association during the Transfer Restriction Period, the Transfer Restriction shall be released on all of the Allocated Shares corresponding to the number of Equity

Interests held by the Eligible Employee who satisfies such condition, immediately after the expiration of the Transfer Restriction Period. However, if an Eligible Employee is assigned overseas during the Transfer Restriction Period due to business reasons of the Company Group, the Transfer Restriction on all of the Allocated Shares corresponding to the number of Equity Interests held by such Eligible Employee on a date separately determined by the Company shall be released as of such date.

When releasing the Transfer Restriction, the Company shall notify the Shareholding Association of the release of the Transfer Restriction and the number of Allocated Shares for which the Transfer Restriction will be released, and the Shareholding Association shall, in accordance with its rules, transfer the portion of the Equity Interests held by the Eligible Employee corresponding to the Allocated Shares for which the Transfer Restriction has been released to the ordinary member equity interest held by such Eligible Employee with respect to shares acquired through regular periodic purchases (hereinafter the "Ordinary Equity Interest").

(3) Acquisition without consideration by the Company

The Company will acquire without consideration the Allotted Shares for which the Transfer Restriction is not lifted upon expiration of the Transfer Restriction Period or immediately after the time when the Transfer Restriction is lifted as described in (2) above.

In the event of acquisition without consideration, the Company shall notify the Shareholding Association of its intention to acquire the Allotted Shares without consideration and the number of Allotted Shares to be acquired. The Shareholding Association shall, in accordance with its rules, deduct from the relevant Eligible Employee's Interests the portion corresponding to the Allotted Shares subject to such acquisition without consideration.

(4) Management of shares

The Allotted Shares shall be managed in a dedicated restricted stock account opened at Daiwa Securities Co. Ltd. by the Shareholding Association during the Transfer Restriction Period. The Shareholding Association shall separately record and manage the Interests and the Ordinary Interests in accordance with its rules.

(5) Treatment in organizational restructuring

If, during the Transfer Restriction Period, matters relating to a merger in which the Company becomes a disappearing company, a share exchange or share transfer in which the Company becomes a wholly owned subsidiary, or other reorganization transactions are approved at a shareholders' meeting (or at a meeting of the Board of Directors where shareholder approval is not required), the Transfer Restriction on the number of Allotted Shares corresponding to the Interests held by the Eligible Employees as of the approval date shall be lifted at the time immediately preceding the trading day immediately prior the effective date of such reorganization.

3. Basis for Determination of Disposal Price and Specific Details

This Treasury Stock Disposition will be made by the Shareholding Association making a contribution in kind of the monetary claims paid by the Company Group to Eligible Employees as a special incentive for granting restricted stock and contributed by Eligible Employees to the Shareholding Association as contributed assets. The disposition price is set at 2,837 yen, which is the closing price of the Company's common shares on the Prime Market of the Tokyo Stock Exchange on the trading day immediately preceding the date of the Board of Directors resolution regarding this Treasury Stock Disposition (May 22, 2026), in order to eliminate arbitrariness.

The deviation rate of the above disposition price from the average closing price of the

Company's common shares over certain periods (rounded to two decimal places; the same applies hereinafter to deviation rates) is as follows.

Period	Closing price average (rounded down to the nearest yen)	Deviation rates
1 month (April 23, 2026 - May 22, 2026)	2,735 yen	3.73 %
3 months (February 24, 2026 - May 22, 2026)	2,795 yen	1.50 %
6 months (November 25, 2025 - May 22, 2026)	2,786 yen	1.83 %

The Company's Audit & Supervisory Board Members (two of whom are Outside Audit & Supervisory Board Members) have expressed the opinion that, with respect to the above disposition price, given that the purpose is to provide incentives to Eligible Employees, etc., and that the disposition price is the closing price of the Company's common shares on the Prime Market of the Tokyo Stock Exchange on the trading day immediately preceding the date of the Board of Directors resolution, the process of determining that the disposition price does not constitute a particularly favorable disposition price for the Shareholding Association as the allottee is reasonable, and such determination is lawful.

#### 4. Matters Concerning Procedures under the Code of Corporate Conduct

Given that the Disposal of Treasury Shares (i) will result in a dilution rate of less than 25%, and (ii) does not involve change of the controlling shareholder, the receipt of the opinion of an independent third party and procedures to confirm the intent of shareholders of the Company specified in Rule 432 of the Securities Listing Regulations of the Tokyo Stock Exchange, Inc. are not required.

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