

January 20, 2025

Company name: Amvis Holdings, Inc.  
Name of representative: Keiichi Shibahara, Representative Director and CEO  
Securities code: 7071; Tokyo Stock Exchange Prime  
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## Notice of Disposal of Treasury Shares for New Restricted Shares to Directors

Amvis Holdings, Inc. (Chuo-ku, Tokyo; Representative Director and CEO: Keiichi Shibahara, hereinafter, the “Company”) announces that the Company has resolved, at a Board of Directors meeting held today, to dispose of its treasury shares for new restricted shares to directors (hereinafter, the “Disposal of Share”).

### Overview of the Disposal of Share

(1) Allotment date	February 18, 2025
(2) Type and number of shares to be disposed of	42,100 common shares
(3) disposal price of shares	626 yen per share (Note 1)
(4) Total disposal price	26,354,600 yen (Note 2)
(5) Allottees	2 directors of the Company (*) 42,100 shares * Excluding outside directors

(Note 1)

The Disposal of Share will be conducted by the Company disposing of the common shares as compensation for the directors without payment of money or assets contributed in-kind. The disposal price is the fair value of the Company’s common share related to the Disposal of Share, and is 626 yen, which is the closing price of the common shares of the Company on Tokyo Stock Exchange on January 17, 2025 (the business day before the resolution at the Board of Directors).

(Note 2)

The total disposal price is the total fair value per share of the common shares of the Company related to the Disposal of Share.

### Purpose of and Reasons for the Disposal of Share

At a Board of Directors meeting held on November 20, 2023, the Company resolved to introduce a restricted share compensation plan (hereinafter, the “Plan”) as a new compensation plan for the directors of the Company (excluding outside directors; hereinafter, the same will apply) to provide incentives to continuously improve the corporate value of the Company and to further promote value sharing with shareholders.

In addition, at the 7th Ordinary General Meeting of Shareholders held on December 22, 2023, it was resolved that (1) under the Plan, the granting of the restricted shares will be conducted by either method in which the Company issues or disposes of the common shares as compensation for the directors without payment of money and others or the Company issues or disposes of the common shares in exchange for contribution in-kind of all of the monetary compensation claims to the directors, (2) under the Plan, the total number of common shares of the Company to be issued or disposed of shall not exceed 50,000 shares per year, and the total amount of compensation shall not exceed 150 million yen per year, which is separate from the amount of existing monetary compensation, (3) under the Plan, the Company places a restriction on the transfer of the shares until the directors resign or retire from the position of director of the Company or any other position specified by the Board of Directors of the Company.

At the Board of Directors meeting held today, the Company resolved to dispose of 42,100 common shares of the Company as restricted shares for 2 directors of the Company (hereinafter, the “Eligible Directors”), taking into consideration the purpose of the Plan, scope of responsibilities of each of the Eligible Directors and various other circumstances.

### Overview of the Restricted Share Allocation Agreement

In conjunction with this Disposal of Share, the Company will enter into a restricted share allocation agreement (hereinafter, the "Allocation Agreement") with the Eligible Directors individually, and the outline is as follows.

(1) Transfer restriction period

The Eligible Directors will not transfer, create a security interest in, or otherwise dispose of common shares of the Company allocated through the Allocation Agreement (hereinafter, the "Allocated Shares") during the period of February 18, 2025 (allotment date) to the date on which the Eligible Directors resign or retire from the position of directors or employees of the Company or its subsidiary (if they resign or retire before the end of three months after the end of the fiscal year containing the allotment date (excluding the resignation or retirement due to death or other reasons deemed justifiable by the Board of Directors of the Company), then January 5, 2026).

(2) Conditions for cancellation of restrictions on transfer

The transfer restriction on all of the Allocated Shares will be cancelled as of expiration of the transfer restriction period upon condition that the Eligible Directors continue to serve as directors or employees of the Company or its subsidiary during the period of date of the Ordinary General Meeting of Shareholders of the Company immediately preceding the allotment date to date of the Ordinary General Meeting of Shareholders of the Company of the following year (hereinafter, the "Service Period").

If the Eligible Directors resign or retire from the position of directors or employees of the Company or its subsidiary due to death or other reasons deemed justifiable by the Board of Directors of the Company during the Service Period, the restriction on transfer will be cancelled as of the expiration of the transfer restriction period on the number of Allocated Shares multiplied by the number obtained by dividing by 12 the number of months from the month following the month containing the start date of the Service Period to the month containing such resignation or retirement date. Any fraction less than 1 share resulting from the calculation will be rounded down.

(3) Uncompensated acquisition by the Company

At the time of expiration of the transfer restriction period, the Company shall acquire without consideration the Allocated Shares for which the restriction on transfer has not been cancelled.

(4) Management of shares

In order to prevent the transfer, creation of security interests, or other disposal of the Allocated Shares during transfer restriction period, the Allocated Shares will be managed in a dedicated account for restricted shares opened by the Eligible Directors at Mizuho Securities Co., Ltd.

(5) Reorganizations

In the event that, during the transfer restriction period, a merger agreement under which the Company is dissolved, a share exchange agreement or a share transfer plan under which the Company becomes a wholly owned subsidiary, or any other matters related to reorganization and others are approved at an Ordinary General Meeting of Shareholders of the Company (or, in cases where said reorganization and others does not require the approval of an Ordinary General Meeting of Shareholders, approved by the Board of Directors of the Company), the restrictions on the transfer of the Allocated Shares (the product of the number of months from the month following the month containing the start date of the Service Period to the month containing the date of approval of the reorganization divided by 12 (if the result of the calculation exceeds 1, it will be 1), and multiplying the number of the Allocated Shares held as of the relevant date) will be cancelled by a resolution of the Board of Directors as of the business day immediately preceding the effective date of the reorganization and others. Any fraction less than 1 share resulting from the calculation will be rounded down.

**Basis for calculation of the amount to be paid in and specific details thereof**

We have price for the Disposal of Share at the closing price of our common stock on the Tokyo Stock Exchange on the business day immediately preceding the Board of Directors meeting (January 17, 2025), which was 626 yen. This price represents the market price just before the resolution date of our Board of Directors and is considered to be a fair and non-favorable price.