

November 20, 2023

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 Introduction of Restricted Share Compensation Plan

Amvis Holdings, Inc. (Chuo-ku, Tokyo; Representative Director and CEO: Keiichi Shibahara, hereinafter, the "Company") announces that at a Board of Directors meeting held today, the Company has revised the compensation plan for officers, and has resolved to introduce restricted share compensation plan (hereinafter, the "Plan") and to submit related proposals to the 7th Ordinary General Meeting of Shareholders to be held on December 22, 2023 (hereinafter, the "General Meeting of Shareholders").

Objectives and Conditions of Introduction of the Plan

(1) Objectives of introduction

The Company is introducing the Plan to provide incentives to continuously improve the corporate value and to further promote value sharing with shareholders to directors (excluding outside directors, hereinafter, the "Eligible Directors").

(2) Conditions of introduction

In the Plan, the Company grants restricted shares as compensation for directors, or pays monetary compensation claims as compensation to grant restricted shares. Therefore, the introduction of the Plan is subject to the approval of the General Meeting of Shareholders for the payment of such compensation.

At the Ordinary General Meeting of Shareholders held on December 28, 2017, it was resolved that the total amount of compensation for directors shall not exceed 100 million yen per year (not including the compensation paid as employees to directors who serve concurrently as employees). The Company will propose that the total amount be revised to up to 250 million yen per year (including up to 50 million yen for outside directors) (not including the compensation paid as employees to directors who serve concurrently as employees) at the General Meeting of Shareholders. The Company will also propose the establishment of a separate compensation limit for the Eligible Directors related to the Plan at the General Meeting of Shareholders.

Overview of the Plan

Under the Plan, the grant of the restricted shares will be conducted by either of the following methods:

- (a) The Company issues or disposes of the common shares as compensation for the directors without payment of money or assets contributed in-kind; or
- (b) The Company issues or disposes of the common shares after the Company pays monetary compensation claims to the Eligible Directors, and the Eligible Directors contribute the monetary compensation claims as assets contributed in-kind.

The total number of common shares of the Company to be issued or disposed of under the Plan 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 monetary compensation. However, if the total shares outstanding of the Company increases or decreases due to the consolidation of shares or a stock split (including the allocation of common shares without contribution), the maximum number of shares will be adjusted according to the ratio.

In the case of (b) above, the amount of payment per share will be decided by the Board of Directors based on the closing price of common shares of the Company on the Tokyo Stock Exchange on the business day immediately prior to the pertinent resolution of the Board of Directors (if no transaction has been concluded on the day, the closing price on the immediately preceding trading day), and the amount will not be particularly favorable to the Eligible Directors.

In order to achieve the value sharing with shareholders over the medium to long term, which is one of the objectives of introducing the Plan, the Company restricts the transfer restriction period from the date of delivery of the restricted shares to the date on which the Eligible 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. The specific time and allocation of payments to the Eligible Directors will be decided by the Board of Directors based on deliberations by the Nomination and Compensation Committee.

In granting of the restricted shares under the Plan, the Company will enter into a Restricted Shares Allocation Agreement (hereinafter, the "Allocation Agreement") with the Eligible Directors, which will include the following summary.

- (1) The Eligible Directors will not transfer, create a security interest in, or otherwise dispose of the allocated shares during the period from the date of delivery of the restricted shares to the date on which the Eligible 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.
- (2) If the Eligible Directors violate laws and regulations, internal rules or the Allocation Agreement, or otherwise fall under any of the grounds specified by the Board of Directors of the Company as being reasonable to acquire the allocated shares without consideration, the Company will acquire the shares without consideration.

(Reference)

Subject to the approval of this proposal at the General Meeting of Shareholders, the Company will grant restricted shares to directors of subsidiaries of the Company.