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 (Securities code: 2734; Tokyo Stock Exchange Prime Market, Nagoya Stock Exchange Premier Market)
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Notice Concerning the Disposal of Treasury Shares as Restricted Stock Incentives for the Employee Stock Ownership Plan

SALA Corporation (hereinafter referred to as the “Company”) hereby announces that at a meeting of its Board of Directors held today, it passed a resolution to dispose of treasury shares as restricted stock (hereinafter referred to as the “Disposal of Treasury Shares” or “Disposal”) with the SALA Corporation Employee Stock Ownership Association (hereinafter referred to as the “Stock Ownership Association”) as the intended allottee based on the “Restricted Stock Incentive Plan for the Stock Ownership Association (hereinafter referred to as the “Plan”)” as follows.

1. Overview of the Disposal

(1) Date of disposal	July 27, 2026
(2) Class and number of shares to be disposed	513,600 shares of common stock of the Company (Note)
(3) Disposal price	¥1,222 per share
(4) Total amount to be disposed	¥627,619,200 (Note)
(5) Disposal method (intended allottee)	Subject to the Stock Ownership Association submitting an application for subscription through a third-party allotment, the Company shall allot to the Stock Ownership Association the number of shares specified in its application, within the range of shares to be disposed of as described in (2) above (the number allotted shall constitute the number of shares to be disposed of). (SALA Corporation Employee Stock Ownership Association 513,600 shares) No partial application for the number of shares to be granted shall be accepted from each eligible employee (as defined below).
(6) Other matters	An extraordinary report has been submitted pursuant to the Financial Instruments and Exchange Act regarding the Disposal of Treasury Shares.

(Note) The “number of shares to be disposed of” and the “total amount to be disposed” are calculated based on the assumption that 120 shares of the Company’s common shares, subject to transfer restrictions, would be granted to each of the maximum number of 4,280 employees of the Company and its subsidiaries who are eligible for

the Plan. The actual number of shares to be disposed of and the total disposal amount will be determined following the completion of membership promotions for non-members of the Stock Ownership Association and confirmation of agreement of members to this Plan, according to the number of employees (maximum 4,280 persons) of the Company and its subsidiaries agreeing to the Plan (hereinafter referred to as the “Eligible Employees”). Specifically, as described in (5) above, the number of shares specified for application by the Stock Ownership Association shall constitute the “number of shares to be disposed of,” and the amount obtained by multiplying this number by the disposal price per share shall constitute the “total amount to be disposed.” Furthermore, the Company or its subsidiaries shall pay each Eligible Employee a uniform monetary claim of 146,640 yen, and the Company shall uniformly allot 120 shares to each Eligible Employee through the Stock Ownership Association.

2. Purpose and reason for disposal

The Plan, which is intended to commemorate the SALA Group’s 120th anniversary in 2029, aims to assist Eligible Employees in wealth formation and provide Eligible Employees with an incentive to contribute to the sustained enhancement of the SALA Group’s corporate value, by creating opportunities for employees of the Company and its subsidiaries who are members of the Stock Ownership Association to acquire the Company’s common shares issued or disposed of by the Company as restricted shares. It also seeks to foster greater value alignment between Eligible Employees and the shareholders of the Company.

The outline of the Plan, etc. is as follows.

[Outline of the Plan, etc.]

Under the Plan, the Company and its subsidiaries will grant monetary claims (the “Special Incentive Payment”) to each Eligible Employee as a special incentive payment to grant 120 shares of restricted shares per employee. Eligible Employees will contribute this Special Incentive Payment to the Stock Ownership Association. The Stock Ownership Association will then receive the issuance or disposition of restricted shares of the Company’s common shares by making an in-kind contribution to the Company of the Special Incentive Payments contributed by the Eligible Employees.

When newly issuing or disposing of the Company’s common shares under the Plan, the amount to be paid per share of such common shares 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 respective Board resolution regarding such issuance or disposal (if no trading occurred on that day, the closing price on the immediately preceding trading day), provided that such amount shall not be particularly advantageous to the Stock Ownership Association (and consequently the Eligible Employees).

In issuing or disposing of common shares of the Company under the Plan, the Company and the Stock Ownership Association shall enter into a restricted share allotment agreement, the terms of which include: (i) a prohibition on the transfer, creation of security interest, or other disposition of the allotted shares to a third party for a specified period (hereinafter referred to as the “Transfer Restriction”); and (ii) the Company’s acquisition of the allotted shares without consideration in the event of certain circumstances. Additionally, the payment of the Special Incentive Payment to the Eligible Employees shall be conditional upon the execution of a restricted share allotment agreement between the Company and the Stock Ownership Association.

Furthermore, until the Transfer Restrictions are lifted, the Eligible Employees shall continue to hold the restricted shares corresponding to the monetary claims contributed to the Stock Ownership Association (hereinafter referred to as the “Restricted Share Interests” or “RS Interests”) in accordance with the Stock Ownership Association Rules and the Stock Ownership Association Operating Regulations (hereinafter referred to as the “Stock Ownership Association Rules, etc.”)

(Note) The Share Ownership Association plans to resolve amendments to its Stock Ownership Association Rules, etc. to accommodate this Plan at a meeting of its Directors convened promptly after the Board of Directors resolution regarding the Disposal of Treasury Shares, prior to receiving the treasury stock. These amendments are scheduled to take effect two weeks after notification is sent to the members of the Stock Ownership Association based on the revised Stock Ownership Association Rules, etc., following the resolution of the Board of Directors, and provided that objections from the members of the Stock Ownership Association are less than one-third of the total membership of the Stock Ownership Association.

In the Disposal of Treasury Shares, pursuant to the Plan, the Company will dispose of its common shares (hereinafter referred to as the “Allotted Shares”) to the Stock Ownership Association, which is the intended allottee, by having the Stock Ownership Association pay in all of the Special Incentive Payments contributed by the Eligible Employees as in-kind capital contributions. The outline of the restricted share allotment agreement (hereinafter referred to as the “Allotment Agreement”) to be concluded between the Company and the Share Ownership Association in connection with the Disposal of Treasury Shares is as described in “3. Outline of the Allotment Agreement” below. The number of shares to be disposed of in the Disposal of Treasury Shares will be determined at a later date as described in Note of

1. above. However, if all of the maximum 4,280 employees of the Company and its subsidiaries who are eligible for the Plan join the Share Ownership Association and agree to the Plan, the expected number of shares is 513,600. Assuming such number of shares to be disposed of, the dilutive effect of the Disposal of Treasury Shares is 0.78% (rounded off to two decimal places; the same applies to the following percentage calculations) relative to the 66,041,147 shares issued as of November 30, 2025. This represents 0.78% of the 658,491 total voting rights as of November 30, 2025.

The introduction of this Plan aims to assist Eligible Employees in wealth formation and provide Eligible Employees with an incentive to contribute to the sustained enhancement of the Company's corporate value. It also seeks to foster greater value alignment between Eligible Employees and the shareholders of the Company, which the Company believes will contribute to increasing the corporate value of the Group. The Company judges that the number of shares to be disposed of in this Disposal of Treasury Shares and the scale of dilution are reasonable, and that the impact on the market will be minimal even considering such scale of dilution.

The Disposal of Treasury Shares will be implemented on the condition that the revised Stock Ownership Association Rules, etc., take effect by the day before the disposal date, and that the Allotment Agreement is concluded between the Company and the Share Ownership Association within the prescribed period.

3. Outline of the Allotment Agreement

(1) Transfer restriction period

From July 27, 2026 to May 31, 2029

(2) Conditions for cancellation of transfer restrictions

Subject to the condition that the Eligible Employee remains a member of the Stock Ownership Association throughout the transfer restriction period, the transfer restriction on all of the allotted shares corresponding to the restricted shareholdings held by such Eligible Employee shall be lifted upon the expiration of the transfer restriction period.

(3) Treatment of withdrawal from the Share Ownership Association

In the event that an Eligible Employee withdraws from the Share Ownership Association during the transfer restriction period due to retirement or any other justifiable reason (loss of membership status or submission of a withdrawal application, including withdrawal due to death), the Company shall lift the transfer restriction on all Allotted Shares corresponding to the restricted shareholdings held by such Eligible Employee as of the date the Share Ownership Association receives the withdrawal application (or, if membership is lost, the date of such loss; or, in the case of withdrawal due to death, the date of death; hereinafter referred to as the "Withdrawal Application Receipt Date").

(4) Treatment of cases where a person becomes a non-resident

If the Company or its subsidiary determines that an Eligible Employee becomes a non-resident due to an overseas transfer or similar event during the transfer restriction period, the transfer restriction on all of the allotted shares corresponding to the restricted shareholdings held by such Eligible Employee as of the date of such determination (hereinafter referred to as the "Determination Date of Overseas Transfer, etc.") shall be cancelled on the Determination Date of Overseas Transfer, etc.

(5) Acquisition by the Company without consideration

In the event that an Eligible Employee commits an act in violation of laws and regulations or an act that falls under certain grounds specified in this Allotment Agreement during the transfer restriction period, the Company shall automatically acquire, without consideration, all of the Allotted Shares corresponding to the restricted shareholdings held by such Eligible Employee at that time. Furthermore, at the expiration of the transfer restriction period or at the time of cancellation of the transfer restriction as specified in (3) or (4) above, the Company shall automatically acquire, without consideration, any Allotted Shares for which the transfer restriction has not been cancelled.

(6) Management of shares

The Allotted Shares shall be managed in a dedicated account opened by the Share Ownership Association with Nomura Securities Co., Ltd. during the transfer restriction period to prevent their transfer, the establishment of security interests, or other dispositions during that period. Furthermore, the Share Ownership Association shall register and manage the restricted shareholdings separately from the other membership interests held by the Eligible Employees (hereinafter referred to as the "Ordinary Interests"), in accordance with the provisions of the Stock Ownership Association Rules, etc.

(7) Treatment in organizational restructuring, etc.

During the transfer restriction period, if a merger agreement under which the Company becomes the dissolving company, a share exchange agreement or share transfer plan under 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 such organizational restructuring does not require approval at the Company's General Meeting of Shareholders, by the Company's Board of Directors), transfer restrictions on all of the Allotted Shares held by the Share Ownership Association corresponding to the restricted shareholdings held by the Eligible Employees, shall be lifted as of the close of business on the business day immediately preceding the effective date of the organizational restructuring by resolution of the Board of Directors.

4. Basis of calculation and specific details of the disposal amount

The Disposal of Treasury Shares to the designated Share Ownership Association will be carried out by Eligible Employees contributing to the Share Ownership Association, using the Special Incentive Payments provided to them as restricted share grants as in-kind capital contributions. The disposal amount is set at 1,222 yen, which is the closing price of the Company's common shares on the Tokyo Stock Exchange Prime Market on February 27, 2026 (the business day preceding the date of the Board of Directors' resolution), to eliminate any arbitrariness. This represents the market share price immediately prior to the date of the resolution of the Board of Directors, and the Company believes it is reasonable and does not constitute a particularly favorable amount.

The deviation rate of this disposal amount from the average closing price of the Company's common shares on the Tokyo Stock Exchange Prime Market (rounded to two decimal places) is as follows.

Period	Average closing price (rounded down to the nearest yen)	Deviation rate
One month (January 28, 2026 - February 27, 2026)	¥1,151	6.17%
Three months (November 28, 2025 - February 27, 2026)	¥1,117	9.40%
Six months (August 28, 2025 to February 27, 2026)	¥1,093	11.80%

The Audit and Supervisory Committee of the Company (consisting of three members, including two outside Directors) has expressed the opinion that the disposal amount is lawful and does not constitute a particularly favorable price for the allottees. This opinion is based on the fact that the purpose of the Disposal of Treasury Shares is to introduce the Plan, and that the disposal amount corresponds to the closing price of the Company's common shares on the Tokyo Stock Exchange Prime Market on the business day preceding the Board of Directors' resolution date.

5. Matters concerning the procedure required by the Corporate Code of Conduct

This Disposal of Treasury Shares does not require the procurement of an opinion from an independent third party or require procedures for confirming the intent of shareholders, which are provided for under Rule 432 of the Securities Listing Regulations of the Tokyo Stock Exchange, because (i) the dilution ratio is less than 25% and (ii) this issuance of shares does not involve a change in controlling shareholder.

(Reference)

[Structure of the Plan]

- (i) The Company and its subsidiaries will provide monetary claims to Eligible Employees as Special Incentive Payments for the grant of restricted stock.
- (ii) The Eligible Employees will contribute the monetary claims described in (i) above to the Share Ownership Association.
- (iii) The Share Ownership Association will consolidate the monetary claims contributed as described in item (ii) above and pay them to the Company.
- (iv) The Company will allocate the Allotted Shares to the Share Ownership Association as restricted stock (referred to as “RS” in the diagram below).
- (v) The allotted shares will be deposited into a dedicated account opened by the Share Ownership Association through Nomura Securities Co., Ltd., and withdrawals will be restricted during the transfer restriction period.
- (vi) The allotted shares will be converted to ordinary shares after the transfer restrictions are lifted.

