June 26, 2026

Company name: MIDAC HOLDINGS CO., LTD.
Name of Representative: President & Representative Director Keiko Kato
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Notice Concerning Disposition of Treasury Shares as Restricted Stock Compensation

MIDAC HOLDINGS CO., LTD.（the “Company”） hereby announces that the Board of Directors held today resolved to dispose of treasury shares as restricted stock compensation (the “Disposition of Treasury Shares”), as follows.

1．Overview of disposition

Treasury shares treatment shall pay to the boards of directors of the Company money or provide property contributed in kind as remuneration, etc., and to the directors of our subsidiaries all monetary remuneration claims paid by the subsidiaries shall be paid as property contributed in kind and the common shares of the Company shall be allotted to the directors of our subsidiaries.

①Overview of disposition against the boards of directors of the Company

(1) Due date of payment	July 24,2026
(2) Class and number of shares to be disposed	9,336 shares of common stock of the Company
(3) Disposal price and total disposal amount	This Treasury shares treatment shall treatment our common shares as remuneration for our boards of directors, and no payment of money or delivery of the property of contribution in kind shall be required in exchange for such common shares. ※The fair valuation in this Treasury shares treatment is the closing price (1,911 yen) of our common shares on the Tokyo Stock Exchange on the business day (June 25, 2026) prior to the date of the resolution of the Board of Directors held today, the total amount of which is the amount obtained by multiplying the said amount by the number of shares treatment mentioned above (17,841,096 yen).
(4) Scheduled disposal recipients	1 director of the Company subsidiaries 9,336 shares

②Overview of disposition against the directors of our subsidiaries

(1) Due date of payment	July 24,2026
(2) Class and number of shares to be disposed	9,070 shares of common stock of the Company
(3) Disposal price	1,911 yen per share
(4) Total value of disposal	17,332,770 yen
(5) Scheduled disposal recipients	2 directors of the Company subsidiaries 9,070 shares

2. Purpose and reason for disposition

At the meeting of the Board of Directors held on May 27, 2019, we resolved to introduce a restricted stock compensation plan (the "Plan") for the purpose of providing our directors (excluding directors who are Audit and Supervisory Committee members; hereinafter referred to as "Eligible Directors") with an incentive to continuously increase our corporate value and to further promote the sharing of value between the Target Directors and shareholders. At the 55th Ordinary General Meeting of Shareholders held on June 25, 2019, we received approval of the content of the Plan. In addition, at the 58th Ordinary General Meeting of Shareholders held on June 29, 2022, in order to enable the granting of restricted stock to eligible directors in a manner that does not require payment of cash or the payment of capital contribution-in-kind assets, the Company approved partial amendments to the content of the Plan with the aim of adding methods of issuance restricted stock or treatment. In addition, our consolidated subsidiary, Friend Sanitary Co., Ltd. ("our subsidiary"), has introduced this system as an incentive plan for the boards of directors of our subsidiary companies (hereinafter referred to as "subsidiary directors" and the " Eligible directors, etc." including the Eligible applicable directors). In consideration of the purpose of the Plan, the business performance of the Group, the scope of the responsibilities of the Boards of directors, etc., and various other factors, it was resolved that 18,406 shares of our common stock (hereinafter referred to as "Allotment Shares") would be allocated to the Directors as Specified Restricted Shares to the Directors, etc. by allocating all of the monetary compensation receivables paid by the Subsidiary Company as compensation for fiscal 20 from the Directors of the Subject Directors without the payment of money or the payment of contribution-in-kind assets as compensation for fiscal 16 of the Subject Directors.

The outline of the Allotment Agreement with Restriction on Transfer (hereinafter referred to as the “Allotment Agreement”) concluded between the Company and the Eligible Directors for the Disposition of Treasury Shares pursuant to the Plan is as follows.

<Overview of the Allotment Agreement>

(1) Restriction Period on Transfer

The Eligible Directors shall not assign, mortgage, or otherwise dispose of the Company during the period from July 24,2026 (due date of payment) to July 23,2076.

(2) Termination Conditions of Restriction on Transfer

< Conditions for lifting transfer restrictions on Eligible Directors >

Subject to the fact that the Eligible Director was a Director of Us during the Restriction Period on Transfer, the Restriction on Transfer shall be terminated with respect to all of the Allotted Shares at the time of expiration of the Restriction on Transfer. Provided, however, that in the event the Eligible Director retires from office due to legitimate reasons (such as medical treatment, care of a relative, expiration of the term of office, or mandatory retirement age) or due to death during the period of restriction on transfer, the number of the Allotment Shares for which the restriction on transfer is cancelled and the timing for the cancellation of the restriction on transfer shall be reasonably adjusted as necessary.

< Conditions for lifting transfer restrictions on Director of a Subsidiary >

Subject to the fact that the Director of a Subsidiary was a Director of a Subsidiary of Us during the Restriction Period on Transfer, the Restriction on Transfer shall be terminated with respect to all of the Allotted Shares at the time of expiration of the Restriction on Transfer. Provided, however, that in the event the Director of a Subsidiary retires from office due to legitimate reasons (such as medical treatment, care of a relative, expiration of the term of office, or mandatory retirement age) or due to death during the period of restriction on transfer, the number of the Allotment Shares for which the restriction on transfer is cancelled and the timing for the cancellation of the restriction on transfer shall be reasonably adjusted as necessary.

(3) Free purchase by the Company

The Company will naturally acquire the Allotment Shares for which the Transfer Restriction has not been terminated at the expiration of the Transfer Restriction Period or at the time of the termination of the Transfer Restriction as set forth in paragraph (2) above without charge.

(4) Control of shares

The Allotment Shares shall be managed in the Exclusive Account for Shares with Restriction on Transfer established by the Subject Directors at Okasan Securities Co., Ltd. during the Restriction on Transfer so that no transfer, security interest, or other disposition may be effected during the Restriction on Transfer.

(5) Treatment in organizational restructuring, etc.

If, during the Restriction on Transfer, any matter relating to the merger agreement in which the Company become an extinguished company, the share exchange agreement or the share transfer plan in which the Company become a wholly owned subsidiary, or any other organizational restructuring, etc. is approved at our general meeting of shareholders (provided, however, that in the event that such organizational restructuring, etc. does not require the approval of our general meeting of shareholders, the Board of Directors) then the number of Allotment Shares in which the Restriction on Transfer is to be terminated and the time when the Restriction on Transfer is to be terminated shall be reasonably adjusted as necessary.

3. Basis and details of calculation of the amount to be paid in contribution

The disposal value of the Disposition of Treasury Shares is set at 1,911 yen, the closing price of shares of common stock of the Company on the Tokyo Stock Exchange on June 25, 2026 (the business day prior to the resolution date of the Board of Directors) in order to eliminate arbitrary transactions. This is the market stock price immediately prior to the date of the resolution of the Board of Directors. In circumstances where there are no special circumstances indicating that the Company cannot rely on the most recent stock price, the Company believes that this is reasonable and appropriately reflects the Company's corporate value and does not fall under the category of a value that is particularly favorable to the Eligible Directors.