



June 26, 2025

FOR IMMEDIATE RELEASE

Company name Resorttrust, Inc.
Representative Ariyoshi Fushimi, President and COO
Code 4681, Prime of Tokyo Stock Exchange and
 Premier of Nagoya Stock Exchange

Notice Concerning Disposal of Treasury Shares as Restricted Share Compensation

Resorttrust, Inc. (“the Company”) hereby announces its decision made at the meeting of the Board of Directors held today to dispose of treasury shares (“the Disposal of Treasury Shares”) as restricted share compensation.

1. Outline of the Disposal

The Disposal of Treasury Shares will be carried out as follows: Disposal to Directors of the Company will be made as compensation to Directors with no requirement for monetary payments or transfer of assets, and disposal to Executive Officers of the Company will be executed through the granting of monetary compensation claims as contributions in kind.

a. Overview of the Disposal to Directors

(1) Allotment date	July 25, 2025
(2) Class and number of shares to be disposed	257,454 shares of common stock
(3) Disposal price	¥1706.5 per share *The disposal value is the fair value of the Company’s common shares (the closing price of the Company’s common shares on the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution of the Board of Directors (June 25, 2025), which is 1,706.5 yen).
(4) Total value of shares to be disposed	¥439,345,251
(5) Scheduled allottees	4 Directors,* 257,454 shares *Excluding Directors and Outside Directors serving concurrently as Audit & Supervisory Committee Members

b. Overview of the Disposal to Executive Officers

(1) Payment date (date of asset transfer)	July 25, 2025
(2) Class and number of shares to be disposed	29,823 shares of common stock
(3) Disposal price	¥1,706.5 per share
(4) Total value of shares to be disposed	¥50,892,949 *Decimals have been rounded down.
(5) Scheduled allottees	7 Executive Officers, 29,823 shares

2. Objectives and Reasons for the Disposal

At the meeting of the Board of Directors held on April 14, 2021, the Company decided to introduce a restricted share compensation system (the “System”) as a compensation system for Directors of the Company (excluding Directors and Outside Directors serving concurrently as Audit & Supervisory Committee Members; “Eligible Directors”) with the objective of providing Eligible Directors with incentives to drive forward the sustainable enhancement of the Company’s medium- to long-term corporate and shareholder value as well as further advancing the sharing of value with shareholders. In addition, at the 48th Annual General Meeting of Shareholders held on June 29, 2021, a resolution was made that the granting of restricted shares under the System shall be executed by issuing or disposing of common shares of the Company without requiring any monetary payment or other consideration as compensation for Eligible Directors. Additionally, among other matters, approval was also obtained for the total amount and number of the Company’s common shares to be issued or disposed of under the System to not be in excess of 1,200,000,000 yen and 1,200,000 shares annually.

Moreover, the Company has resolved to grant its Executive Officers restricted shares similar to those provided under the System with the objective of providing them with incentives to drive forward the sustainable improvement of the Company’s corporate value and further advancing the sharing of value with shareholders.

Furthermore, at the meeting of the Board of Directors held today, the Company resolved to dispose of 287,277 shares of its common shares (“Common Shares Allotted”) to four Eligible Directors and seven Executive Officers of the Company (“Eligible Executive Officers” and, combined with Eligible Directors, “Eligible Officers”) in consideration of the purpose of the System, the scope of each Eligible Officer’s duties, and various other factors. Moreover, in order to use the disposal of treasury shares as assets contributed in kind, the Company will pay Eligible Executive Officers monetary compensation claims totaling 50,892,949 yen.

<Outline of the Agreement for the Allocation of Restricted Shares>

In accordance with the Disposal of Treasury Shares, the Company and Eligible Officers shall individually conclude agreements for the allocation of restricted shares, as outlined below.

(1) Restriction Period

Eligible Officers shall not transfer, create security interests on, or otherwise dispose of the Common Shares Allotted during the period from July 25, 2025 (the allotment date or the date of asset transfer) through the date of their retirement as Directors or Executive Officers of the Company..

(2) Conditions for Releasing Transfer Restriction

The Company will lift the transfer restriction on all the Common Shares Allotted upon expiration of the

restriction period (upon resignation), on the condition that the Eligible Officer has remained in the position of Director or Executive Officer of the Company from the day of the Annual General Meeting of Shareholders of the Company immediately preceding the allotment date or the date of asset transfer, until the day of the Annual General Meeting of Shareholders of the following year (the “Performance Provision Period”). However, the Company will lift the transfer restriction on the number of Common Shares Allotted in the event the Eligible Officer resigns from the position of Director or Executive Officer of the Company during the Performance Provision Period due to death or other reasons deemed legitimate by the Company. This number is calculated by multiplying the number of Common Shares Allotted by the number obtained by dividing by 12 the number of months as counted by starting from the month following the month that includes the date the Performance Provision Period commenced until the month that includes the date of said resignation, as of the day following the date of said resignation. (However, if the calculation results in a fraction of less than one share, that fraction will be rounded down.)

(3) Acquisition without Contribution by the Company

Upon expiration of the restriction period, the Company shall automatically acquire, without contribution, Common Stocks Allotted that retain restrictions on transfer.

(4) Control of Stocks

To ensure compliance with restrictions on transfer, the creation of security interest, or other disposal of Common Stocks Allotted during the transfer restriction period, the Common Stocks Allotted shall, during the restriction period, be managed in an account dedicated for restricted stocks at Daiwa Securities Co. Ltd., opened by the Eligible Officers.

(5) Treatment during Reorganization

During the transfer restriction period, if matters relating to a merger agreement in which the Company is the disappearing company, or a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or other reorganization, are approved at the Company’s General Meeting of Shareholders (or a meeting of the Board of Directors in the case where approval pertaining to the said reorganization is not required at the Company’s General Meeting of Shareholders), then based on a resolution of the Board of Directors, the transfer restriction on the Common Stocks Allotted shall be lifted immediately prior to the business day that precedes the effective date of the reorganization, with the number of shares calculated by multiplying the number of Common Stocks Allotted (provided that in the case where the calculation results in a fraction of less than one share, that fraction is rounded down) held at the time by the number obtained by dividing by 12 the number of months as counted from the month following the month that includes the date the Performance Provision Period commenced until the month that includes the date of the reorganization’s approval (provided that the number should be one in the case where the calculation results in a number greater than one).

3. Basis of Calculation of the Payment Amount and Details thereof

The Disposal of Treasury Shares to Eligible Directors is a disposal of shares associated with subscription as compensation for Directors based on the System and does not require monetary payments in exchange for the Company’s shares available for subscription or assets contributed in kind. The disposal value is the fair value of the Company’s common shares (the closing price of the Company’s common shares on the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution of the Board of Directors (June 25, 2025), which is 1,706.5 yen).

Furthermore, the Disposal of Treasury Shares related to restricted share compensation granted to Eligible Officers

shall be made by contributing the monetary compensation claims granted to Eligible Officers as assets contributed, and, to eliminate arbitrariness, the paid-in amount shall be the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution of the Board of Directors (June 25, 2025), which is 1,706.5 yen. This represents the market share price immediately preceding the date of the resolution of the Board of Directors, and the Company believes that it is reasonable and appropriately reflects the Company's corporate value—provided there are no special circumstances indicating that the most recent share price is not reliable—and that it does not constitute a particularly advantageous amount to Eligible Officers.