



August 18, 2023

Company Hamee Corp.
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(Code: 3134, Prime Market of the Tokyo Stock Exchange)
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Notice of Disposal of Treasury Stock as Restricted Stock Award

At a meeting of the Board of Directors held today, we announced the following resolution to dispose of treasury stock (the "Disposal of Treasury Stock") as restricted stock awards.

1. Outline of the disposition

(1) Payment date	September 15, 2023
(2) Class and total number of shares to be disposed of	8,200 shares of our common stock
(3) Disposal value	JPY1,085 per share
(4) Total disposal	JPY8,897,000
(5) Allottee	One of our directors (excluding outside directors) 4,600 shares Four of our officers, 3,600 shares
(6) Others	With regard to this disposal of treasury stock, we will not submit a notice of securities in accordance with the Financial Instruments and Exchange Act because of the total amount issued is less than JPY10 million.

2. Purpose and grounds for the disposition

At the meeting of the Board of Directors held on June 24, 2019, we resolved to introduce a restricted stock compensation plan (hereinafter referred to as "Plan") with the aim of providing target directors with an incentive to further enhance the corporate value of the Company by further strengthening the linkage between the compensation of our directors (excluding outside directors) and the share value. In addition, at the 21st Ordinary General Meeting of Shareholders held on July 25, 2019, we paid monetary compensation to acquire restricted stock (the "Restricted Stock Award"). We received approval for the payment of monetary claims worth no more than JPY10 million per annum to the subject director and for a period of three to five years as restricted stock. Thereafter, at the 22nd Ordinary General Meeting of Shareholders held on July 30, 2020, we received approval to continue the restricted stock awards of up to JPY30 million per annum, and at the 24th Ordinary General Meeting of Shareholders held on July 28, 2022, even after the institutional design change to a company with an Audit and Supervisory Committee, under the same conditions.

In light of the purpose of the Plan, our performance and other factors, we decided to pay each of our directors and four executive officers (the "Allottee") a total monetary compensation claim of JPY8,897,000 (the "Monetary Compensation Receivable"). At the meeting of the Board of Directors held today, a

resolution was passed to dispose of shares of our common stock 8,200 (the "Allotment Shares") by allocating all of the Monetary Compensation Receivable to us as Contributing Property in kind by five persons subject to the Allocation under the Plan. In addition, the transfer restriction period is set at three years in order to realize the sustainable improvement of corporate value, which is the purpose of the introduction of this system, and to further share value with shareholders.

<Outline of Stock Allocation Agreement>

We will individually enter into restricted stock allocation agreements with the allottees, which are outlined below.

(1) Period of Restriction on Transfer

From September 15, 2023 to September 15, 2026

Persons entitled to allotment shall not transfer, pledge, or otherwise dispose of the Allocated Shares during the Restriction Period on Transfer (hereinafter referred to as the "Restriction Period on Transfer") stipulated above.

(2) Terms and Conditions for Termination of Restriction on Transfer

Upon the expiration of the Restriction Period on Transfer, the restriction on transfer of all of the allotted shares shall be terminated, provided that the allocable person has continuously held a position as a director, auditor, executive officer or employee of us or our subsidiary during the Restriction Period on Transfer.

However, the transfer restriction will be lifted for the stock of the number of stock multiplied by the number of stock owned by the allotted person at the time (provided, however, that the fraction less than one stock will be rounded off, if the fraction less than one stock will occur as a result of the calculation) from the month following the month including our regular general meeting of stockholders immediately before the due date of paying up to the month of leaving or retirement by 33 before the expiration of this transfer restriction period (provided, however, that if the result exceeds 1 of the calculation, it will be 1.).

(3) Grounds for Acquisition without Contribution

We will naturally acquire any Allotment Shares without cancellation of transfer restrictions, if any, at the time of cancellation of transfer restrictions stipulated in (2) above.

(4) Treatment of organizational restructuring, etc.

Regardless of the provisions of (1) above, if the merger agreement in which we will be the extinguishing company, the stock exchange agreement in which we will become a wholly-owned subsidiary, or other matters related to the organizational restructuring, etc., are approved at our general meeting of shareholders (provided that our board does not require approval with respect to such organizational restructuring, etc.), we shall divide the number of months from the next month including our regular general meeting of shareowners immediately prior to the paying date (hereinafter referred to as "the date of approval for organizational restructuring, etc.") by 33 (if that number exceeds 1). With respect to the number of shares multiplied by the number of the shares owned by the target party on the date of approval for organizational restructuring, etc. (if the fraction of less than one stock arises as a result of calculation, this will be rounded off), the transfer restriction will be cancelled at the time immediately prior to the business day prior to the effective date of the organizational restructuring, etc. In that case, we will naturally acquire the shares without transfer restrictions, if any, at the time immediately after the transfer restrictions have been lifted.

(5) Other Matters

The allottee shall set up a dedicated account with Mizuho Securities Co., Ltd. to describe or record the Allotted Shares in the manner specified by us, and keep and maintain all of the Allotted Shares in the relevant dedicated account until the transfer restrictions are lifted.

3. Basis for calculating the amount to be paid and the specific contents thereof

The disposal value of treasury stock is set at JPY1,085, the closing price of our common stock on the Tokyo Stock Exchange on the business day immediately before the Board of Directors (August 17, 2023) in order to eliminate arbitrary considerations. This is the market stock price immediately prior to the resolution date of our Board of Directors, and we do not believe this to be a reasonable and particularly favorable value.

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