

*May 26, 2023***Notice of Disposal of Treasury Stock as Restricted Stock**

create restaurants holdings inc. announces that at the Board of Directors meeting held on May 26, we resolved to dispose of treasury stock as restricted stock (hereinafter referred to as the "Disposal of Treasury Stock") to our directors (excluding directors who are Audit & Supervisory Committee members and outside directors; the same shall apply hereafter), executive officers and employees, and the president of our subsidiaries, as described below.

**1. Outline of the Disposal of Treasury Stock**

(1) Payment date	June 2023, 2023
(2) Type and number of shares to be disposed	Our common stock: 67,000 shares
(3) Disposal value	1,007 yen per share
(4) Total disposal value	67,469,000 yen
(5) Planned allottee	3 of our directors: 15,000 shares * 2 of our executive officers: 6,000 shares 14 of our employees: 28,000 shares 6 of presidents of our subsidiaries: 18,000 shares *Excluding directors who are Audit & Supervisory Committee members and outside directors
(6) Other	We have submitted a Notice of Securities under the Financial Instruments and Exchange Act regarding the Disposal of Treasury Stock.

**2. Purpose and reason of the disposition**

At a Board of Directors meeting held on April 14, 2022, we resolved to introduce a restricted stock compensation plan (the "Plan") as a new compensation plan for directors, with the aim of providing them with an incentive to continuously increase our corporate value and to further promote value sharing with shareholders.

In addition, at the 25th Ordinary General Meeting of Shareholders held on May 27, 2022, our shareholders approved the following: ① the granting of restricted stock to directors for a period of 2 to 5 years, ② the granting of restricted stock to directors by either issuing or disposition of shares of the Company's common stock without the need to pay money as compensation for directors, or by issuing or disposing of shares of the Company's common stock in exchange for all monetary compensation receivables, and ③ the total number of shares of the Company's common stock to be issued or disposed of under the plan shall be no more than 0.1 million shares per year, and the amount shall be separate from the existing monetary remuneration limit and not exceed 50 million yen per year.

We have also decided to grant restricted stock to our executive officers and employees and the president and representative director of our subsidiaries, with the aim of providing them with an incentive to continuously increase our corporate value and to promote further value sharing with shareholders.

At the meeting of the Board of Directors held today, we resolved to have a total of 25 directors, executive officers and employees of our company and the president of our subsidiaries (collectively, the "Eligible Persons") receive monetary claims totaling 67,469 thousand yen from our company or our subsidiaries, and to dispose of 67,000 shares of the Company's common stock as restricted stock, taking into consideration the purpose of the plan, the extent of responsibilities of each Eligible Person and various other circumstances.

**<Outline of Restricted Stock Allocation Agreement>**

In connection with the Disposal of Treasury Shares, the Company and the Eligible Persons will individually enter into a Restricted Stock Allocation Agreement (the "Allocation Agreement"). The following is a summary of the agreement.

**(1) Restriction period on transfer**

The Eligible Persons shall not transfer, mortgage or otherwise dispose of our common shares allotted under the

Allotment Agreement (hereinafter referred to as the "Allotment Shares") during the period from June 23, 2023 (payment date) to June 10, 2026.

(2) Termination conditions of restriction on transfer

The restriction on transfer of all of the Allotment Shares shall be canceled on the expiration date of the restriction period on the condition that the Eligible Person has continuously held the position of director, corporate auditor, executive officer or employee of the Company or any of its subsidiaries during the restriction period. Provided, however, that in the event any of the directors, auditors, executive officers or employees of the Company or any of our subsidiaries lose their positions during the period of restriction on transfer due to the expiration of the term of office, expiration of the term of employment (provided, however, that in the event such person is reemployed after mandatory retirement, the expiration of such reemployment period), death, or any other reason deemed justifiable by the Board of Directors, the restriction on transfer shall be lifted with respect to the number of the Allotted Shares obtained by multiplying the number of the Allotted Shares by the number obtained by dividing the number of months from the month following the month containing the payment date to the month containing the date of such forfeiture by 36 (provided, however, that any fraction less than 1 share arising as a result of the calculation shall be rounded off).

(3) Free acquisition by the Company

We will naturally acquire the Allotment Shares for which the restriction on transfer has not been terminated at no charge at the time of expiration of the restriction on transfer or at the time immediately following the loss of any position of directors, auditors, executive officers or employees of the Company or any of the Company's subsidiaries during the restriction on transfer.

(4) Management of shares

The Allotment Shares shall be managed in the exclusive account for shares with restriction on transfer opened by the Eligible Person to Daiwa Securities Co., Ltd. during the restriction on transfer in order to prevent the transfer, establishment of security interest, or any other disposition during the restriction on transfer.

(5) Treatment in organizational restructuring, etc.

If, during the restriction period on transfer, matters concerning the merger agreement, the share exchange agreement, the share transfer plan, and other organizational restructuring in which the Company becomes a wholly-owned subsidiary are approved at its general meeting of shareholders (provided, however, that in the event that such organizational restructuring does not require approval at our general meeting of shareholders, the Board of Directors of the Company), the restriction on transfer of the allotted shares held at the time of transfer shall be terminated immediately before the business day immediately preceding the effective date of the organizational restructuring, with respect to the allotted shares in the number obtained by multiplying the number obtained by dividing the number of months from the month following the month containing the payment date to the month containing the date of approval of the organizational restructuring by 36 (provided, however, that any fraction less than 1 share arising as a result of calculation shall be rounded off) by the number obtained by dividing the number of the allotted shares held at the time of transfer by the resolution of our board of directors.

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

The disposition of treasury stock is conducted using monetary claims paid to the planned allotment counterparties as investment assets, and the paid-in amount is set at 1,007 yen, the closing price of our common stock on the Tokyo Stock Exchange on May 25, 2023 (the business day prior to the resolution date of the Board of Directors) in order to eliminate arbitrary considerations. 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 latest stock price, the Company believes that this is a reasonable value that appropriately reflects the Company's corporate value and does not fall under the category of a value that is particularly favorable to the Eligible Persons.