



June 25, 2025

Company Name: Asahi Broadcasting Group Holdings Corporation  
 Representative: Masayuki Nishide, Representative Director and President  
 (Securities Code: 9405, Tokyo Stock Exchange Prime Market)  
 Inquiries: Toshikazu Goto, General Manager, General Affairs Division  
 (TEL: +81-6-6458-5321)

## **Notice Concerning the Disposal of Own Shares as Restricted Share-Based Remuneration for Corporate Officers of the Company and a Subsidiary**

Asahi Broadcasting Group Holdings Corporation (the “Company”) hereby announces our decision to dispose of our own shares as restricted share-based remuneration (the “Disposal of Own Shares”), which was made at the meeting of the Board of Directors on June 25, 2025, as detailed below.

### **1. Overview of the Disposal**

(1) Date of payment	July 25, 2025
(2) Type and total number of shares to be disposed of	Common shares of the Company: 57,514
(3) Disposal value	678 yen per share
(4) Total value of shares to be disposed of	38,994,492 yen
(5) Planned allottees	Executive Directors of the Company: 4 persons, 36,871 shares Executive Officers of the Company: 6 persons, 17,694 shares Executive Directors of a subsidiary of the Company 1 person, 2,949 shares

### **2. Purpose and reasons for the disposal**

At the meeting of the Board of Directors on May 8, 2018, the Company decided to introduce a restricted share-based remuneration plan (the “Plan”). Applicable to the Company’s Directors (only executive directors are referred to as “Eligible Directors”), this Plan is designed to provide them with incentives to increase the Company’s medium- to long-term corporate value and shareholder value sustainably and promote the sharing of values with our shareholders. In addition to the Eligible Directors, the Directors of a Subsidiary of the Company (executive directors only) are also eligible to receive restricted share-based remuneration under the Plan in the same manner as for the Eligible Directors, as determined by the Board of Directors. At the meeting on June 20, 2019, the Board also decided to include Executive Officers (Eligible Directors and Executive Officers of the Company and Directors of its the Subsidiary are collectively referred to as “Eligible Directors, etc.”) as officers eligible for the remuneration under the Plan. At the 91st Ordinary General Meeting of Shareholders on June 21, 2018, the Company received approval concerning a proposal on the provision of monetary remuneration claims worth 80 million yen or less per year to the Eligible

Directors, separately from their existing monetary compensation plan, as property contributed in kind in relation to the provision of restricted shares under the Plan. The meeting also approved another proposal concerning the transfer restriction period of thirty (30) years for restricted shares.

The outline of the Plan is described below.

#### <Overview of the Plan>

The Eligible Directors, etc., shall contribute all monetary remuneration claims provided by the Company and a subsidiary under the Plan as property contributed in kind and receive the issuance or disposal of the Company's common stock.

The total number of shares of common stock of the Company to be issued or disposed of under the Plan for Eligible Directors shall be no more than 150,000 shares per year. The amount to be paid per share shall be determined by the Board of Directors within a range that is not particularly advantageous for Directors who shall receive allotted shares based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day preceding the day of resolution by the Board of Directors (if there are no trades on that day, the closing price on the most recent preceding day with trades).

In addition, with regard to common shares of the Company issued or disposed of under the Plan, an agreement for the allotment of restricted shares shall be concluded between the Company and each of the Eligible Directors, etc., who shall receive allotted shares. The agreement shall include the following conditions:

- (1) Eligible Directors, etc., must not transfer, create a security interest on, or otherwise dispose of shares of common stock of the Company allotted for a predetermined period.
- (2) In case of specified events, the Company shall automatically acquire the shares of common stock of the Company without consideration.

Considering these conditions, it was decided this time to provide 11 Eligible Directors, etc., with monetary remuneration claims worth 38,994,492 yen in total (the "Monetary Remuneration Claims") and 57,514 shares of common stock of the Company ("Allotted Shares"), in light of the Plan's purpose, the Company's performance, the scope of duties for eligible corporate officers and other various factors.

#### <Overview of the Allotment Contract>

Upon the Disposal of Own Shares, the Company and each eligible corporate officer shall agree to the allotment of restricted shares ("Allotment Contract"), as outlined below.

##### (1) Transfer restriction period

Eligible Directors, etc., must not transfer, create a security interest on, or otherwise dispose of Allotted Shares for thirty (30) years beginning from July 25, 2025 ("Date of Payment").

##### (2) Conditions for cancelling transfer restrictions

The Company shall cancel the Transfer Restrictions on all Allotted Shares on the date of expiration of the Transfer Restriction Period, provided that the Eligible Director, etc., has been in his or her position as either Executive Director or Executive Officer of the Company or Asahi Television Broadcasting Corporation, a subsidiary of the Company

(the Company and subsidiary Asahi Television Broadcasting Corporation collectively referred to as the “Group”), continuously for the period from June 25, 2025 to the time when July 1, 2026 arrives (“Period for Service Provision, etc.”; Service shall be provided for the period from June 25, 2025 to the conclusion of the ordinary general meeting of shareholders for the fiscal year ending March 2026). However, if the Eligible Director, etc. resigns or retires from any of the posts of Executive Director and Executive Officer of the Group due to death, expiration of term, or other reasons recognized as legitimate by the Board of Directors of the Company, the Company shall cancel transfer restrictions on his or her Allotted Shares. The number of Allotted Shares to be canceled shall be determined immediately after such resignation or retirement by dividing by 12 the number of months from July 2025 to the month which includes the day of resignation or retirement (provided, however, that if the resulting number is greater than one, it shall be regarded as one), and then by multiplying the resulting number by the number of the Allotted Shares held by the Eligible Director, etc. (provided, however, that any fraction less than one share shall be rounded off).

#### (3) Acquisition of Allotted Shares by the Company without consideration

When the Transfer Restriction Period expires, or immediately after an Eligible Director, etc. loses his or her position as either Executive Director or Executive Officer of the Group during the Transfer Restriction Period, the Company shall automatically acquire Allotted Shares on which the Transfer Restrictions have not been canceled without consideration.

#### (4) Management of shares

The Allotted Shares shall be put and managed in an account dedicated to Restricted Shares opened by the Eligible Director, etc., at Daiwa Securities Co. Ltd., during the Transfer Restriction Period to avoid any transfer of, creation of a security interest on, or otherwise disposal of, the Allotted Shares.

#### (5) Treatment in case of organizational restructuring and other events

If, during the Transfer Restriction Period, a merger agreement with the Company as the disappearing company, a share exchange agreement or share transfer plan whereby the Company will become a wholly owned subsidiary, or other item relating to an organizational restructuring, etc., is approved at a General Meeting of Shareholders of the Company (however, in the event that approval at the General Meeting of Shareholders of the Company is not required in regard to the organizational restructuring, etc., this shall be a meeting of the Board of Directors of the Company), the Company shall, immediately before the business day preceding the effective day of the organizational restructuring, etc., cancel the Transfer Restrictions on a certain number of Allotted Shares calculated as described below, by resolution of the Board of Directors of the Company. The number of Allotted Shares to be canceled shall be calculated by dividing by 12 the number of months from July 2025 to the month which includes the day of approval of the organizational restructuring (provided, however, that if the resulting number is greater than one, it shall be regarded as one), and then by multiplying the resulting number by the number of Allotted Shares held by the Eligible Director, etc., at the time (provided, however, that any fraction less than one share shall be rounded off).

### 3. Basis for calculation of the amount to be paid and specific details

The Disposal of Own Shares is based on monetary remuneration claims provided as property in kind to officers eligible for share allotment under the Plan. To remove arbitrary elements in the calculation, the amount to be paid shall be 678 yen, the closing price of the Company’s common shares on the Tokyo Stock Exchange on June 24, 2025

(the business day preceding the day of resolution by the Board of Directors). This is the market price of the Company's stock immediately before the day of resolution by the Board of Directors, and it is a reasonable price properly reflecting the Company's corporate value. Unless special circumstances could weaken reliance on the most recent price of our stock, we do not think it is particularly advantageous for eligible corporate officers.