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TOKAI GROUP

For Immediate Release

August 6, 2026

Company Name:	TOKAI Holdings Corporation
Name of Representative:	Katsuo Oguri, Representative Director, President and CEO (Code: 3167, TSE Prime Market)
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Notice Concerning the Disposition of Treasury Shares in Conjunction with Additional Contributions to the Board Benefit Trust (BBT)

TOKAI Holdings Corporation (the "Company") announces that its Board of Directors, at a meeting held today, resolved to dispose of treasury shares (the "Disposition of Treasury Shares") in conjunction with additional contributions to the "Board Benefit Trust (BBT)" (the "System"), as described below.

1. Overview of the Disposition

(1)	Disposition date	Friday, August 21, 2026
(2)	Class and number of shares to be disposed	161,000 shares of common stock
(3)	Disposition price	1,106 yen per share
(4)	Total amount of disposition	178,066,000 yen
(5)	Planned allottee	Custody Bank of Japan, Ltd. (Trust Account E)
(6)	Other	The Company will submit an extraordinary report concerning this Disposition of Treasury Shares in accordance with the Financial Instruments and Exchange Act.

(Note) Custody Bank of Japan, Ltd. (Trust Account E), the planned allottee, is a trust account established by the execution of a trust agreement (the "Trust Agreement") between the Company as the trustor and Mizuho Trust & Banking Co., Ltd. as the trustee (with Custody Bank of Japan, Ltd. as the sub-trustee). This Disposition of Treasury Shares is carried out to provide shares to the Company's Directors, Executive Officers, and Administrative Officers (excluding those who concurrently serve as directors of the Company's subsidiaries covered by the System), as well as Directors and Administrative Officers of certain Company subsidiaries (excluding Outside Directors; hereinafter collectively referred to as the "Officers") in accordance with the System. This is substantially identical to allotting shares to Officers as compensation for the execution of duties for the Company and certain of its subsidiaries.

2. Purpose and Reason for the Disposition

The Company introduced the System based on a resolution at the Annual General Meeting of Shareholders held on June 24, 2016 (for an overview of the System, please refer to the "Notice Concerning the Introduction of a Board Benefit Trust (BBT)" dated May 10, 2016, and the "Notice Concerning the Introduction of a Board Benefit Trust (BBT) (Determination of Details)" dated August 5, 2016).

In continuing the System, the Company has decided to make an additional monetary contribution to the trust (the "Additional Trust") established under the Trust Agreement (the "Trust") so that the Trust may acquire shares expected to be necessary for future benefits. Furthermore, to hold and dispose of the Company's shares for the operation of the System, the Company has decided to dispose of treasury shares (the Disposition of Treasury Shares) to Custody Bank of Japan, Ltd. (Trust Account E), which is the sub-trustee entrusted by the trustee of the Trust.

The number of shares to be disposed of corresponds to the number of shares expected to be provided to Officers during the trust period in accordance with the "Officer Stock Benefit Regulations" (for the three fiscal years from the fiscal year ended March 31, 2026, to the fiscal year ending March 31, 2028). This represents 161,000 shares, which is 0.12% of the total 137,845,577 issued shares as of April 10, 2026, and 0.12% of the total 1,293,508 voting rights as of April 10, 2026 (both percentages are rounded to the nearest second decimal place). In light of the purpose of the System as described in the "Notice Concerning the Introduction of a Board Benefit Trust (BBT)" dated May 10, 2016, the Company has determined that the scale of this dilution is reasonable.

**Overview of Additional Trust*

Date of Additional Trust:	August 21, 2026
Amount of Additional Trust:	178,066,000 yen
Class of shares to be acquired:	Common stock of the Company
Number of shares to be acquired:	161,000 shares
Date of share acquisition:	August 21, 2026

Method of share acquisition:	Acquisition by subscribing to the Company's disposition of treasury shares (this Disposition of Treasury Shares)

3. Basis for Calculating the Disposition Price and Specific Details

The disposition price is set at 1,106 yen, which is the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of the Board of Directors' resolution concerning this Disposition of Treasury Shares.

The closing price on the business day immediately preceding the date of the Board of Directors' resolution was chosen because it reflects the fair corporate value of the Company in the stock market and is therefore determined to be reasonable.