



December 11, 2023

FOR IMMEDIATE RELEASE

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

Notice Concerning Disposal of Treasury Shares through Third-party Allotment
to Employee Shareholding Association

Resorttrust, Inc. (“the Company”) hereby announces that at a meeting of the Board of Directors held today, it resolved to grant common stock to the employees of the Company and its subsidiaries (collectively “the Group”) who are members of the Resorttrust Employee Shareholding Association (“the Shareholding Association”) (“Eligible Employees”) through the Shareholding Association, and to dispose of the treasury shares through a third-party allotment (“the Disposal of Treasury Shares”) with the Shareholding Association as the allottee, as described below.

1. Outline of the Disposal

(1) Date of disposal	March 28, 2024
(2) Class and total number of shares to be disposed	505,000 shares of common stock of the Company (Note)
(3) Disposal price	¥2,387.5 per share
(4) Total value of shares to be disposed	¥1,205,687,500 (Note)
(5) Disposal method	Third-party allotment of shares
(6) Scheduled allottee	Resorttrust Employee Shareholding Association
(7) Others	The Disposal of Treasury Shares is conditional on the securities registration statement taking effect in accordance with the Financial Instruments and Exchange Act.

(Notes) The “total number of shares to be disposed” and the “total value of shares to be disposed” represent the maximum value as of today, and have been calculated based on the assumption of granting 50 shares per employee, when the maximum number of Eligible Employees, i.e., 10,100, enroll in the Shareholding Association. The actual number of shares to be disposed of and the total value of shares to be disposed of are expected to be finalized after promoting the enrolment in the Shareholding Association to the employees.

2. Objectives and Reasons for the Disposal

The Company had been considering ways of granting the Company's stock to the employees of the Group in order to enhance the motivation of the employees and to raise their awareness of participation in management toward improving corporate value. From the standpoint of procedural efficiency in granting shares to a large number of employees of the Group and of raising their awareness of continuous participation in management, we have decided to grant shares of the Company's common stock to the employees through the Shareholding Association, which is an employee stock ownership association of the Group.

The Disposal of Treasury Shares will be through a third-party allotment in which the Company grants a special incentive to the Eligible Employees who are enrolled in the Shareholding Association; the Eligible Employees, the members of the Shareholding Association, contribute the special incentive to the Shareholding Association; and the Company disposes of the common stock of the Company to the Shareholding Association in exchange for payment. Although, as stated in the Notes to 1. Outline of the Disposal, the number of shares to be disposed of will be finalized at a later date, the Company expects to dispose of a maximum of 505,000 shares.

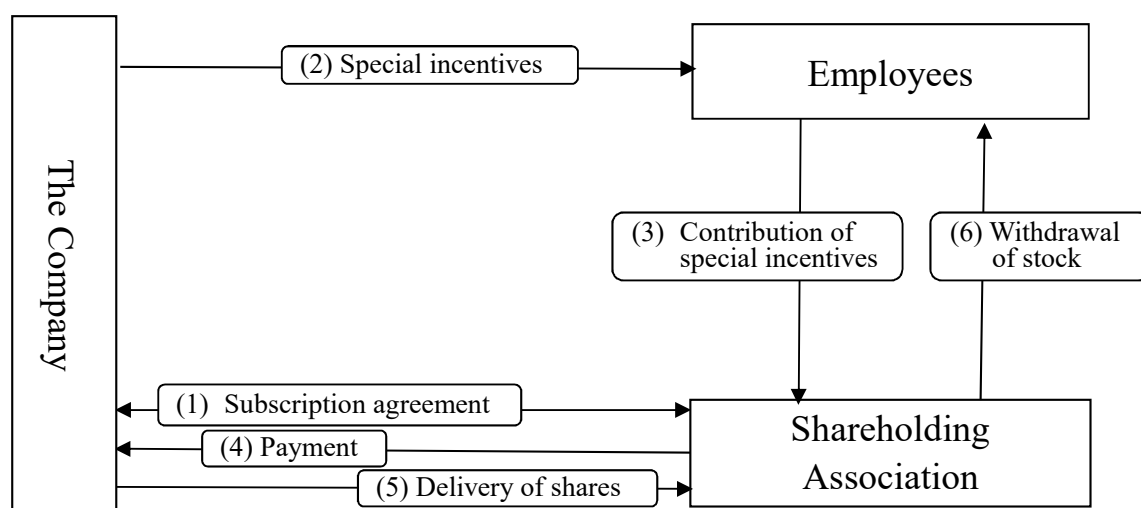
The dilution caused by the Disposal of Treasury Shares would be minimal at 0.47% to the total number of the issued shares (0.47% of the total voting rights as of December 11, 2023, with percentages rounded off to two decimal places).

Outline of the Disposal of Treasury Shares

- (1) The Company and the Shareholding Association will enter into a share subscription agreement for the disposal and subscription of treasury shares.
- (2) The Group will grant special incentives to Eligible Employees who are members of the Shareholding Association.
- (3) Eligible Employees who are members of the Shareholding Association will contribute the special incentive to the Shareholding Association.
- (4) The Company will dispose of the treasury shares through a third-party allotment and allot the treasury shares to the Shareholding Association, which will pay for the Disposal of Treasury Shares with the contributed special incentives.
- (5) The Company will deliver the treasury shares to the Shareholding Association.
- (6) The allotted common stock of the Company will be distributed to the members' equity in the Shareholding Association and managed by Daiwa Securities Co. Ltd., to which the Shareholding Association has outsourced its stock administration.

*Eligible Employees who are members of the Shareholding Association may withdraw their allotted common stock of the Company in accordance with the rules of the Shareholding Association.

Furthermore, the actual payment of money described in (2) and (3) above will be made by the Group through direct bank transfer to the specified bank account of the Shareholding Association.



3. The Basis for Calculation of the Disposal Price and Details

The disposal price shall be ¥2,387.5, the closing price for the Company’s common stock on the Tokyo Stock Exchange (“TSE”) on December 8, 2023, which is the business day immediately prior to the date of the resolution by the Board of Directors on the disposal of treasury shares. The Company considers that this price, which is the market value immediately prior to the date of the resolution by the Board of Directors, is a reasonable price that properly reflects the Company’s corporate value in a state where there are no special circumstances under which the most recent stock price should not be relied upon, and is not especially favorable to the scheduled allottee.

Note that the deviation rate of this price from the average closing price of the Company’s shares on the TSE Prime Market (rounded off to two decimal places) is as follows.

Period	Average closing price (rounded down to the nearest yen)	Deviation rate
1 month (November 9, 2023 – December 8, 2023)	¥2,272	5.08%
3 months (September 9, 2023 - December 8, 2023)	¥2,230	7.06%
6 months (June 9, 2023 – December 8, 2023)	¥2,230	7.06%

The Audit and Supervisory Committee (comprising four Audit and Supervisory Committee Members including three Outside Directors) has expressed its opinion that considering that this disposal price is the closing price on the business day immediately prior to the date of the resolution by the Board of Directors on the Disposal of Treasury Shares, the Company’s process of determining that the foregoing disposal price will not be especially favorable to the scheduled allottee is reasonable and that such determination is legitimate.

4. Matters related to procedures under the Code of Corporate Conduct

Given that (1) the dilution resulting from the Disposal of Treasury Shares is below 25% and (2) such disposal does not involve any changes in controlling shareholders, the Company, with regard to the Disposal of Treasury Shares, is not required to obtain an independent third-party opinion and confirm the intent of shareholders, as set forth in Rule 432 of the Securities Listing Regulations of the TSE.