July 30, 2026

Company Name: Mars Group Holdings Corporation
Representative: Akihiro Matsunami
President and Representative Director
(TSE Prime Market, Securities Code: 6419)
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Notice Regarding Disposal of Treasury Shares as Restricted Stock

Mars Group Holdings Corporation (the "Company") hereby announces that its Board of Directors resolved at a meeting held today to dispose of treasury shares as restricted stock (the "Disposal of Treasury Shares"). Details are as follows.

1. Overview of the disposal of treasury shares

(1) Payment Date	August 27, 2026
(2) Type and number of shares to be disposed	18,500 common shares in the Company
(3) Disposal price per share	3,230 yen per share
(4) Total disposal amount	59,755,000 yen
(5) Recipients	73 Employees of the Company's subsidiary: 18,500 shares

2. Purpose of and Reasons for the Disposal

By a resolution of the Board of Directors adopted at its meeting held today, the Company resolved to grant monetary compensation claims and monetary claims totaling 59,755,000 yen to 73 employees of the Company's subsidiaries who satisfy certain prescribed requirements (hereinafter referred to as the "Eligible Employees"), for the purpose of providing incentives to enhance the sustainable growth of the corporate value of the Company Group and further promoting value sharing with shareholders.

The Company further resolved to grant 18,500 shares of the Company's common stock (hereinafter referred to as the "Allocated Shares") through the Disposal of Treasury Shares by using the aggregate amount of such monetary compensation claims and monetary claims totaling 59,755,000 yen as property contributed to kind (the amount of monetary compensation claim or monetary claim contributed per share being 3,230 yen).

In addition, from the perspective of encouraging medium- to long-term and continuous service, the Company has imposed transfer restrictions on the Allocated Shares, and the restricted transfer period has been established as set forth in (1) below.

The Eligible Employees shall make payment by contributing all the monetary compensation claims or monetary claims granted to them as property contributed to kind and shall subscribe for the shares of common stock allocated by the Company through the Disposal of Treasury Shares. In connection with the Disposal of Treasury Shares, the Company will enter into a restricted stock allocation agreement with each Eligible Employee, the principal terms of which are outlined below.

< Summary of the Restricted Stock Allocation Agreement >

(1) Restricted Transfer Period

The Eligible Employees shall not transfer or create a security interest in, or otherwise dispose of the Allocated Shares, during the period from August 27, 2026 (the payment date) to August 26, 2031.

(2) Conditions for Lifting Transfer Restrictions

The transfer restrictions shall be lifted with respect to all of the Allocated Shares upon the expiration of the restricted transfer period, provided that the Eligible Employee has continuously held the position of director or employee of the Company or any of its subsidiaries throughout the restricted transfer period.

However, if an Eligible Employee ceases to hold all positions as director or employee of the Company and its subsidiaries due to expiration of the term of office, expiration of the employment period (provided that, in the case of reemployment after mandatory retirement, expiration of such reemployment period), or any other reason deemed justifiable by the Board of Directors of the Company, the transfer restrictions shall be lifted, effective as of the time such status is lost, with respect to such number of the Allocated Shares as determined by the Board of Directors.

(3) Acquisition by the Company Without Consideration

The Company shall automatically acquire without consideration any Allocated Shares for which the transfer restrictions have not been lifted at the time the restricted transfer period expires.

(4) Management of Shares

The Allocated Shares shall be managed during the restricted transfer period in a dedicated restricted stock account opened by each Eligible Employee with Daiwa Securities Co. Ltd. so that the Allocated Shares may not be transferred, pledged as collateral, or otherwise disposed of during such period.

(5) Treatment in the Event of Organizational Restructuring

If, during the restricted transfer period, a merger agreement under which the Company becomes a dissolved company, a share exchange agreement or share transfer plan under which the Company becomes a wholly owned subsidiary, or any other matter relating to organizational restructuring is approved by the Company's shareholders meeting (or by the Board of Directors of the Company where approval by the shareholders meeting is not required), the transfer restrictions shall be lifted, by a resolution of the Board of Directors, with respect to such number of the Allocated Shares as determined by the Board of Directors.

3. Basis for Calculation of the Paid-in Amount and Details Thereof

The Disposal of Treasury Shares will be affected through contribution in kind of the monetary compensation claims or monetary claims granted to the scheduled allottees. To eliminate arbitrariness in determining the disposal price, the paid-in amount has been set at 3,230 yen per share, which is the closing price of the Company's common stock on the Tokyo Stock Exchange on July 29, 2026 (the business day immediately preceding the date of the Board of Directors' resolution).

The Company believes that this price, being the market price immediately prior to the date of the Board of Directors' resolution, reasonably reflects the corporate value of the Company in circumstances where there are no special factors indicating that reliance on the most recent market price is inappropriate, and therefore does not constitute a particularly favorable price for the Eligible Employees.