



July 18, 2025

Company Name: House Foods Group Inc.
 Representative: Hiroshi Urakami, President
 (Securities Code: 2810, TSE Prime Market)
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Notice of Disposition of Treasury Shares as Restricted Stock Compensation

House Foods Group Inc. (the “Company”) hereby announces that at a meeting of its Board of Directors held today, it resolved to dispose of its treasury shares (hereinafter the “Disposition of Treasury Shares”) as restricted stock compensation. Details are as follows.

1. Outline of disposition

(1) Date of disposition	August 4, 2025
(2) Class and number of shares to be disposed of	The Company’s common stock 16,275 shares Incl. 10,943 shares of advance-issue-type restricted stock and 5,332 shares of performance-linked-type restricted stock
(3) Disposition price	2,898 yen per share
(4) Total disposition amount	47,164,950 yen
(5) Recipients of disposed shares	(1) Advance-issue-type restricted stock compensation The Company’s Directors (excluding those who are the Audit & Supervisory Committee members) 7 Directors 10,943 shares (2) Performance-linked-type restricted stock The Company’s Directors (excluding those who are the Audit & Supervisory Committee members) 7 Directors 5,332 shares
(6) Other	A securities notice under the Financial Instruments and Exchange Act has been submitted for the Disposition of Treasury Shares.

2. Purposes and reasons for disposition

At a meeting of the Board of Directors held on May 11, 2021, the Company resolved to introduce a restricted stock compensation plan as a new compensation plan for its Directors (excluding those who are Audit & Supervisory Committee members; hereinafter the “Eligible Directors”) for the purposes of giving them an incentive to work on the sustainable enhancement of the Company’s corporate value and facilitating the further sharing of value between Directors and shareholders.

In addition, at the 75th Ordinary Shareholders’ Meeting held on June 25, 2021, the Company received approval for giving the Eligible Directors monetary compensation receivables of no more than 40 million yen a year based on

the restricted stock compensation plan as the property of in-kind contributions related to the grant of restricted stock within the amount of remuneration, etc. for Directors and for determining that the transfer restriction period of restricted stock will be from the day of delivery of restricted stock to the day on which a relevant Eligible Director has relinquished his or her position as the Company's Director.

At the 78th Ordinary Shareholders' Meeting held on June 25, 2024, the Company received approval for renaming the restricted stock compensation plan, the introduction of which was approved at the 75th Ordinary Shareholders' Meeting as stated above, into the Advance-Issue-Type Restricted Stock Compensation Plan (hereinafter "Plan I"). This move followed the introduction of the Performance-Linked-Type Restricted Stock Compensation Plan, under which the non-financial indicators determined in the Medium-Term Business Plan, namely those related to responsibility for society and to responsibility for employees and their families, would be defined as performance evaluation indicators and under which the standard amount would fluctuate according to the state of achievement in these indicators.

At the 78th Ordinary Shareholders' Meeting on June 25, 2024, the Company received approval for paying to Eligible Directors monetary compensation receivables at the annual maximum of 38 million yen within the amount of compensation and the like for them as the property of in-kind contributions related to the grant of restricted stock under the Performance-Linked-Type Restricted Stock Compensation Plan (hereinafter "Plan II") and for determining the transfer restriction period of restricted stock as a period from the date of delivery of restricted stock to the date when an Eligible Director loses his or her status as Director of the Company.

By concurrently using these two stock compensation plans, Plan I and Plan II, the Company aims to motivate its Eligible Directors to work to enhance corporate value over the medium- to long-term through the increase of the share price, to achieve medium-term business plans through linkage with plan goals and to increase value sharing with shareholders through an increase of the number of shares of the Company's stock held by Eligible Directors.

This time, based on the resolution at the Board of Directors meeting held today, the Company has decided to give its seven Eligible Directors a total of 47,164,950 yen in monetary compensation receivables (hereinafter the "Monetary Compensation Receivables"), taking into account the purpose of Plan I and Plan II, the Company's business performance, the scope of job responsibility of each Eligible Director and various other factors, and then grant the Eligible Directors a total of 16,275 shares of the Company's common stock by using the Monetary Compensation Receivables as the purpose of in-kind contributions (the amount of monetary compensation receivables to be contributed for one share for subscription is 2,898 yen). The breakdown is as follows.

- (1) Stock under Plan I: Monetary compensation receivables of 31,712,814 yen and 10,943 shares of the Company's common stock
- (2) Stock under Plan II: Monetary compensation receivables of 15,452,136 yen and 5,332 shares of the Company's common stock

The outlines of Plan I and Plan II are as follows.

<Outline of Plan I>

Under Plan I, stock is to be delivered before the service period, which is defined as a period until the close of the ordinary shareholders' meeting concerned with the business year including the date of delivery. The Eligible Directors will pay all monetary compensation receivables to be granted from the Company based on Plan I as the

property of in-kind contributions and in return receive the Company's common stock that will be issued or disposed of by the Company.

The maximum number of shares of the Company's common stock to be issued or disposed of for the Eligible Directors under Plan I will be no more than 14,000 shares a year, and the amount to be paid in per share of the said Company's common stock will be determined by the Board of Directors within a range that is not particularly advantageous to the Eligible Directors who will receive the allotment, based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day before the date of resolution of the Board of Directors (if no trading is reported on that day, the closing price on the trading day immediately preceding such day).

In addition, regarding the issuance or disposition of its common stock under Plan I, the Company will enter into a restricted stock allotment agreement with the Eligible Directors who will receive the allotment, and the provisions of the allotment agreement will contain the following items.

- (i) The Eligible Directors may not, during a predefined period, transfer, attach a security interest on or otherwise dispose of the Company's common stock allotted (hereinafter "Allotted Stock I").
- (ii) The Company shall acquire Allotted Stock I without consideration if certain events occur.

<Outline of restricted stock allotment agreements under Plan I>

The Company and each of the Eligible Directors are to separately conclude a restricted stock allotment agreement (hereinafter "Allotment Agreement I") under Plan I. The outline of this agreement is as follows.

(1) Transfer restriction period

From August 4, 2025 (payment date) to the day on which an Eligible Director has relinquished his or her position as the Company's Director, the Eligible Director may not transfer, attach a security interest on or otherwise dispose of Allotted Stock I.

(2) Conditions for lifting of the transfer restriction

On the condition that the Eligible Directors continuously hold the position of the Company's Director during the period from August 4, 2025 (payment date) to the date of conclusion of the ordinary shareholders' meeting for the fiscal year ending March 31, 2026 (hereinafter the "Service Period"), the transfer restriction on all of Allotted Stock I will be lifted at the time of expiration of the transfer restriction period. However, if an Eligible Director has relinquished his or her position as the Company's Director during the Service Period due to his or her death or any other reason deemed justifiable by the Company's Board of Directors, the transfer restriction will be lifted for Allotted Stock I of the number obtained by multiplying the number obtained by dividing the number of months from July 2025 to the month that includes the date of relinquishment by 12 (if the number exceeds 1, it will be deemed to be 1) by the number of shares of Allotted Stock I (if a fraction less than 1 share arises as a result of the calculation, this will be truncated) at the time of expiration of the transfer restriction period.

(3) Acquisition without consideration by the Company

The Company will acquire Allotted Stock I on which the transfer restriction is not yet lifted at the time of expiration of the transfer restriction period or at a given time specified in other agreements without consideration at the time immediately after such time as a matter of course.

(4) Management of shares

Allotted Stock I will be managed at a dedicated account for restricted stock to be opened by each of the Eligible

Directors in Daiwa Securities Co. Ltd. during the transfer restriction period, so that the Eligible Directors cannot transfer, attach a security interest to or otherwise dispose of Allotted Stock I.

(5) Treatment in the event of organizational restructuring, etc.

If, during the transfer restriction period, a merger agreement under which the Company becomes a disappearing company, a share exchange agreement or a share transfer plan under which the Company becomes a wholly owned subsidiary, or any other matters related to organizational restructuring, etc. are approved at the shareholders meeting of the Company (however, if the approval of the Company's shareholders meeting is not required for the relevant organizational restructuring, etc., at a meeting of the Board of Directors), the transfer restriction will be lifted for Allotted Stock I of the number obtained by multiplying the number obtained by dividing the number of months from July 2025 to the month that includes the approval of the organizational restructuring, etc. by 12 (if the number exceeds 1, it will be deemed to be 1) by the number of shares of Allotted Stock I (if a fraction of less than 1 share arises as a result of the calculation, this will be truncated) at the time immediately before the business day preceding the effective date of the relevant organizational restructuring, etc. based on the resolution of the Board of Directors.

<Outline of Plan II>

Under Plan II, stock is to be delivered after the service period, which is defined as the business year before the one including the date of delivery. The Eligible Directors will pay all monetary compensation receivables to be granted from the Company based on Plan II as the property of in-kind contributions and in return receive the Company's common stock that will be issued or disposed of by the Company.

The maximum number of shares of the Company's common stock to be issued or disposed of for the Eligible Directors under Plan II will be no more than 13,300 shares a year, and the amount to be paid in per share of the said Company's common stock will be determined by the Board of Directors within a range that is not particularly advantageous to the Eligible Directors who will receive the allotment, based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day before the date of resolution of the Board of Directors (if no trading is reported on that day, the closing price on the trading day immediately preceding such day).

In addition, regarding the issuance or disposition of its common stock under Plan II, the Company will enter into a restricted stock allotment agreement with the Eligible Directors who will receive the allotment, and the provisions of the allotment agreement will contain the following items.

- (i) The Eligible Directors may not, during a predefined period, transfer, attach a security interest on or otherwise dispose of the Company's common stock allotted (hereinafter "Allotted Stock II").
- (ii) The Company shall acquire Allotted Stock II without consideration if certain events occur.

<Outline of restricted stock allotment agreements under Plan II>

The Company and each of the Eligible Directors are to separately conclude a restricted stock allotment agreement (hereinafter "Allotment Agreement II") under Plan II. The outline of this agreement is as follows.

(1) Transfer restriction period

From August 4, 2025 (payment date) to the day on which an Eligible Director has relinquished his or her position as the Company's Director, the Eligible Director may not transfer, attach a security interest on or otherwise

dispose of Allotted Stock II.

(2) Conditions for lifting of the transfer restriction

The transfer restriction on all of Allotted Stock II will be lifted at the time of expiration of the transfer restriction period.

(3) Acquisition without consideration by the Company

The Company will acquire Allotted Stock II on which the transfer restriction is not yet lifted at the time of expiration of the transfer restriction period or at a given time specified in other agreements without consideration at the time immediately after such time as a matter of course.

(4) Management of shares

Allotted Stock II will be managed at a dedicated account for restricted stock to be opened by each of the Eligible Directors in Daiwa Securities Co. Ltd. during the transfer restriction period, so that the Eligible Directors cannot transfer, attach a security interest to or otherwise dispose of Allotted Stock II.

(5) Treatment in the event of organizational restructuring, etc.

If, during the transfer restriction period, a merger agreement under which the Company becomes a disappearing company, a share exchange agreement or a share transfer plan under which the Company becomes a wholly owned subsidiary, or any other matters related to organizational restructuring, etc. are approved at the shareholders meeting of the Company (however, if the approval of the Company's shareholders meeting is not required for the relevant organizational restructuring, etc., at a meeting of the Board of Directors), the transfer restriction will be lifted for all of Allotted Stock II at the time immediately before the business day preceding the effective date of the relevant organizational restructuring, etc. based on the resolution of the Board of Directors.

3. Grounds for calculation of the amount to be paid in and specific details thereof

The Disposition of Treasury Shares will be conducted using monetary compensation receivables to be granted to the Eligible Directors under Plan I and Plan II as the property contributed, and the amount to be paid in is set at 2,898 yen, the closing price of the common stock of the Company on the Tokyo Stock Exchange on July 17, 2025 (business day before the date of resolution of the Board of Directors) to eliminate arbitrariness. This is the market share price immediately before the date of resolution of the Board of Directors, and the Company believes that it is a reasonable value that appropriately reflects the Company's corporate value in the situation without special circumstances where the latest share price cannot be relied on and therefore does not fall under the value that is particularly advantageous to the Eligible Directors.