



Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

July 24, 2024

To Whom It May Concern:

Company name	Japan Cash Machine Co., Ltd.
Representative	Yojiro Kamihigashi, President and Representative Director (Securities code:6418, Prime Market of Tokyo Stock Exchange)
Inquiries	Tsuyoshi Takagaki, Executive Director and Senior Executive Officer, Executive General Manager of Corporate Planning Division
Telephone	+ 81-6-6643-8400 (Main number)

Notice of Disposal of Treasury Shares as Restricted share-based Remuneration

Japan Cash Machine Co., Ltd (hereinafter referred to as the "Company") hereby announces that it has resolved to dispose of its treasury shares as restricted share-based remuneration (hereinafter referred to as the "Disposal of Treasury Shares" or "Disposal") at the Board of Directors meeting held today, as follows.

1. Summary of Disposal

(1) Disposal date	August 23, 2024
(2) Class and number of shares to be disposed	12,100 shares of common stock of the Company
(3) Disposal price	1,033 yen per share
(4) Total value of share disposal	12,499,300 yen
(5) Grantees of shares and numbers thereof; number of shares to be allotted	Directors of the Company (excluding Directors who reside overseas, the President, Directors who are Audit & Supervisory Committee Members and Outside Directors): 3 Directors, 3,000 shares Senior Executive Officers not concurrently serving as Directors of the Company and Executive Officers not concurrently serving as Directors of the Company (excluding those who reside overseas): 4 Senior Executive officers and Executive officers, 2,600 shares General Managers of the Company (excluding those who reside overseas): 13 General Managers, 6,500 shares

2. Purpose and reason for disposal

At the meeting of the Board of Directors held on May 14, 2019, the Company resolved to introduce a restricted share-based remuneration plan (hereinafter referred to as the "Plan") for its Directors (excluding Outside Directors) in order to provide an incentive to further increase their willingness to contribute to the increase in the share price and the enhancement of corporate value, as well as to share the benefits and risks of share price fluctuations with our shareholders. In addition, at the 71st Ordinary General Meeting of Shareholders held on June 25, 2024, the Company has received renewed approval for allocation of restricted share to the Company's directors (excluding Directors who are Audit & Supervisory Committee Members and Outside Director; hereinafter referred to as the "Eligible Directors") in connection with the transition to a company with an Audit & Supervisory Committee.

In addition to the Eligible Directors, the Company will also apply the Plan to Senior Executive Officers and Executive Officers not concurrently serving as Directors of the Company (hereinafter referred to as the "Eligible Executive Officers") and the General Managers of the Company (hereinafter referred to as the "Eligible General Managers) in order to share the same objectives as described above.

An overview of the Plan and other relevant details are shown below.

(Overview of the Plan, etc.)

Based on the Plan, the Eligible Directors, Eligible Executive Officer and Eligible General Manager (hereinafter collectively referred to as the "Eligible Directors, etc.") will pay all monetary remuneration claims provided by the Company as in-kind contributions to receive common shares of the Company, to be issued or disposed of by the Company.

The total number of common shares of the Company to be issued or disposed of for the Eligible Directors, etc. under the Plan will be no more than 50,000 shares per year (if a stock split (including free allotment of the Company's common shares) or stock consolidation of the Company's common shares occurs, the total number of shares will be adjusted reasonably as needed in accordance with the split or consolidation ratio.), and the amount to be paid per share of said Company's common share will be determined by the Board of Directors based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day preceding each day of the resolution of the Board of Directors (or the closing price on the most recent trading day prior if no trades occurred that day), ensuring it is not set at a particularly favorable price for the Eligible Directors, etc.

In addition, regarding the issuance or disposition of its common stock under the Plan, the Company will enter into a restricted share allocation agreement (the "Allotment Agreement") with the Eligible Directors, etc., and the provisions of the Allotment Agreement will contain the following items: (1) The Eligible Directors, etc. may not transfer, create any security interest, or otherwise dispose of the allocated shares of the Company's common stock under the Allotment Agreement during the transfer restriction period, which is a period set in advance by the Company's Board of Directors between three and thirty years from the allocation date; and (2) The Company shall acquire said common stock without consideration if certain events occur.

This time, the Company has decided to grant the Eligible Directors, etc. a total of 12,499,300 yen in monetary remuneration claims (the "Monetary Remuneration Claims") and 12,100 shares of common stock for the purpose of providing an incentive to further increase their willingness to contribute to the increase in the Company's share price and corporate value. In addition, in order to make the Plan a mechanism to share the benefits and risks of share price fluctuations with shareholders, which is the purpose of introducing the Plan, the transfer restriction period is set at thirty years.

In the Disposal of Treasury Shares, based on the Plan, the three Eligible Directors, four Eligible Executive Officers and thirteen Eligible General Managers, who are scheduled to be allotted, will pay all monetary remuneration claims provided by the Company as in-kind contributions to receive common shares of the Company (the "Allotted Shares"), to be disposed of by the Company. The Company will enter into the Allotment Agreement with the Eligible Directors, etc. in the Disposal of Treasury Shares, and its overview is as described in 3. below.

3. Overview of the Allotment Agreement

(1) Transfer restriction period From August 23, 2024 to August 22, 2054

(2) Conditions for releasing of transfer restrictions

On the condition that the Eligible Director, etc. continue to serve as a Director, Executive Officer, Executive Officer not concurrently serving as a Director, Audit & Supervisory Board member, employee, corporate advisor or counselor or other equivalent positions of the Company or its subsidiaries during the transfer restriction period, the transfer restrictions on all the Allotted Shares will be released at the time of expiration of the transfer restriction period.

(3) Treatment in cases where the Eligible Directors, etc. resign from their position during the transfer restriction period due to expiration of the term of office, attainment of retirement age, or other due cause

(i) Time of releasing of Transfer Restrictions

In the event that an Eligible Directors, etc. resigns or retires from any of the position specified in (2) above due to the expiration of the term of office, attainment of age, or other due cause (excluding resignation

or retirement by death), the transfer restrictions shall be released at the time immediately after the resignation or retirement of the Eligible Director, etc. In the event of resignation or retirement for reason of death, the transfer restrictions will be released as of a time separately determined by the Board of Directors after the death of the Eligible Director, etc.

(ii) Number of shares subject to releasing of transfer restrictions

The number of shares subjected to releasing of transfer restrictions is calculated by multiplying the number of allotted shares held at the time of resignation or retirement (in the case of death, as of the time of death) by the number (if the number exceeds 1, it will be deemed to be 1) obtained by dividing the period of office of the Eligible Directors, etc. in the transfer restriction period (expressed in months) by 12 (fractional shares less than one share will be dropped from the number of shares obtained by the calculation).

(4) Acquisition without consideration by the Company

The company shall automatically acquire all the Allotted Shares without consideration immediately after expiration of the transfer restriction period or at the time of releasing of transfer restrictions stipulated in (3) above, if transfer restriction on the allotted shares in question is still to be released.

(5) Management of Shares

The Allotted Shares will be managed at a dedicated account to be opened by each of the Eligible Directors, etc. in Nomura Securities Co., Ltd. during the transfer restriction period, so that the Eligible Directors, etc. cannot transfer, create any security interest, or otherwise dispose of the Allotment Shares. The Company has entered into a contract with Nomura Securities Co., Ltd. regarding the management of the dedicated accounts for the Allotted Shares held by the Eligible Director, etc., in order to ensure the effectiveness of the transfer restrictions placed on the Allotment Shares. The Eligible Directors, etc. shall consent of the management of said accounts.

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

In cases where the General Meeting of Shareholders of the Company (or the Board of Directors in the case that reorganization does not require approval from the General Meeting of Shareholders) approves a merger agreement in which the Company is absorbed, a share-exchange agreement or share-transfer plan in which the Company becomes a full-owned subsidiary, or any other matter relating to reorganization during the restricted period, the Company will act on resolution made by the Board of Directors to release transfer restrictions immediately prior to the business day preceding the effective date of the reorganization. Transfer restrictions shall be released from the number of Allotted Shares calculated by multiplying the number of Allotted shares held by the Eligible Directors, etc. at said time by the number (if the number exceeds 1, it will be deemed to be 1) obtained by dividing the number of months between the months in which the Disposal Date falls and the month in which the approval by 12 (however, fractional shares less than one share will be dropped from the number of shares obtained by the calculation). The Company shall automatically acquire all the Allotted Shares without consideration immediately after the releasing of transfer restrictions, if transfer restriction on the allotted shares in question is still to be released.

4. Basis of calculating the amount to be paid in and specific details thereof

The Disposal of Treasury Shares to the Eligible Directors, etc. shall be funded by the monetary remuneration claims provided as a restricted share-based remuneration by the Company under the Plan. To eliminate arbitrariness in the disposal price, the closing price of the Company's common stock on the Prime Market of the Tokyo Stock Exchange on July 23, 2024 (the business day preceding the date of the resolution of the Board of Directors) of 1,033 yen per share was used as the disposal price. The Company believes that this value is reasonable and not especially advantageous as it represents the share price on the market on the day immediately preceding the date of the resolution the Board of Directors.