

August 30, 2024

(Translation)

Dear all,

Name of Company: SEGA SAMMY HOLDINGS INC.  
 Name of Representative: Haruki Satomi,  
 President and Group CEO,  
 Representative Director

(Code No. 6460, Tokyo Stock Exchange Prime)

Further Inquiry: Makoto Takahashi,  
 Executive Vice President,  
 Executive Officer,  
 Managing Director of  
 Corporate Planning Division  
 (TEL: 03-6864-2400)

# **Notice of Granting of Post-delivery Restricted Stock Unit (RSU) and Performance Share Unit (PSU)**

SEGA SAMMY HOLDINGS INC. (the "Company") hereby notifies that it has resolved at the Board of Directors meeting on August 30, 2024 to grant Post-delivery Restricted Stock Unit ("RSU") and Performance Share Unit ("PSU") to for its directors, based on the "Revision of the Compensation System Associated with the Introduction of a Compensation System for Post-Delivery Stock-Based Compensation for Directors (excluding Directors serving as Audit and Supervisory Committee Members and External Directors)" resolved at the 20th Ordinary General Meeting of Shareholders. Additionally, we have resolved to introduce a similar system for our executive officers, and some directors and executive officers of our subsidiaries, and to grant RSUs and PSUs to them as well. Please find the details below.

For an outline of this system, please refer to the "Notice Regarding Revision of the Compensation System Associated with the Introduction of a Compensation System for Post-Delivery Stock-Based Compensation" announced on May 10, 2024.

## Description

### 1. Granting of RSU

#### (1) Recipients, the number of recipients and the number of RSUs to be granted

Board of Directors of the Company	3 persons	(RSUs equivalent to a total of up to 52,700 shares)
Executive officers of the Company, as well as directors and executive officers of its subsidiaries	59 persons	(RSUs equivalent to a total of up to 84,100 shares)

#### (2) Outline of RSU

The stock compensation system related to RSU is that the Company grants the recipients the number of RSUs determined by the Company, and will deliver shares of common stock of the Company (the "Share(s)"), the number of which is the same as the number of such RSUs (the "Number of Shares (i)") or money, if the RSUs will vest by fulfilment of certain conditions, such as holding position of directors, executive officers, and employees of the Company or its subsidiaries (limited to subsidiaries in which the Company hold more than 50% of the shares) during the period determined by the Company in advance.

The RSUs to be granted this time will vest, if certain conditions are met, such as that the recipients

continuously hold the position of director, executive officer, or employee of the Company or its subsidiaries (limited to subsidiaries in which the Company hold more than 50% of the shares) three years after the date determined by the Company as the start date of the period until the Company's shares will be granted.

(3) Granting Date of RSU  
September 1, 2024

2. Granting of PSU

(1) Recipients, the number of recipients and the number of PSUs to be granted

Board of Directors of the Company	3 persons	(PSUs equivalent to 0 to a maximum of 634,400 shares at the time of vesting, depending on the achievement rate of performance targets)
Executive officers of the Company, as well as directors and executive officers of its subsidiaries	59 persons	(PSUs equivalent to 0 to a maximum of 1,155,200 shares at the time of vesting, depending on the achievement rate of performance targets)

(2) Outline of PSU

The stock compensation system related to PSU is that the Company grants the Recipients the number of PSUs determined by the Company in advance, and will deliver Share(s), the number of which is the same as the number of such units (the "Number of Shares (ii)") or money, if the PSUs corresponding to the ratio of performance targets achieved will vest by achieving performance target during the period determined by the Company in advance. (The number of shares to be granted and the ratio of money to be paid shall be determined by the Board of Directors meeting of the Company, taking into consideration the tax payment burden of the recipients)

For the PSUs to be granted this time, the performance evaluation period will be from April 1, 2024 to March 31, 2027, with vesting ranging from 0% to 200%, depending on the percentage of performance targets achieved during that period.

(3) Granting Date of PSU  
September 1, 2024

Also, if the total number of shares outstanding of the Company increases or decreases due to stock consolidation or stock split (including free distribution of shares), the Company will adjust the Number of Shares (i) and Number of Shares (ii) by multiplying it by the ratio of the consolidation or split.

3. Method and timing of delivery of the Shares

The Company will grant the Shares (excluding the number of shares to be granted in cash as tax payment funds) in the Number of Shares (i) and Number of Shares (ii) at the timing stipulated by the Company after the vesting by disposing treasury stock pursuant to the decision of the Board of Directors meeting of the Company through contribution in kind of the monetary compensation receivables against the Company that are provided by the Company to the Recipients.

Any fraction less than a unit at the time of granting of the Shares will be rounded down and granted. In addition, the amount to be paid per Share that will be disposed under the system, shall be determined by the Company based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of resolution of the Company's Board of Directors meeting with respect to such disposal (if no trading is conducted on the same day, it refers to the closing price on the most recent trading day prior to that day) and at a price that is not particularly favorable to the recipients and within the range that will be compliant with applicable laws and regulations.

4. Handling in the event where reorganization or any other events occur

In the event a merger agreement in which the Company will become the absorbed company, a stock exchange agreement or a stock transfer plan in which the Company will become the wholly owned subsidiary, or any other matter related to organizational restructuring, etc., is approved at the Shareholders meeting of the Company (or if approval in the Shareholders meeting of the Company is not required in relation to such organizational restructuring, etc., then at the Board of Directors meeting of

the Company) or any other events stipulated by the Company occur, and in case such organizational restructuring, etc. results in the resignation or retirement of the recipients from his/her position as the officers or employees of the Company or its subsidiaries, the Company may grant the Shares, money or shares of the other party of such reorganization in the number or amount reasonably stipulated in accordance with the resolution of our Board of Directors meeting.

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