



July 14, 2025

Company name: OKUMURA CORPORATION
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(Securities Code: 1833; Tokyo Stock Exchange
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Notice Concerning the Disposal of Treasury Shares as Restricted Stock Compensation

OKUMURA CORPORATION (the “Company”) hereby announces that, at the meeting of the Board of Directors held on July 14, 2025, the Company resolved to execute the disposal of treasury stock as restricted stock compensation (the “Disposal of Treasury Stock”) as described below.

1. Overview of the disposal

(1) Payment date	August 8, 2025
(2) Type and number of shares to be disposed of	21,805 shares of the Company's common stock
(3) Disposal price	¥4,400 per share
(4) Total disposal price	¥95,942,000
(5) Allottees, number thereof, and number of shares to be allotted	Seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors): 7,224 shares 26 Executive Officers: 14,581 shares

2. Purposes and reasons for the Disposal of Treasury Stock

At the meeting of the Board of Directors held on May 13, 2022, the Company resolved to introduce a restricted stock compensation plan (the “Plan”) for the Company's Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors; the “Eligible Directors”) and Executive Officers (collectively, the “Eligible Directors, etc.”) for the purposes of providing incentive to promote the sustainable enhancement of the Company's corporate value and of further advancing the sharing of value between the Eligible Directors, etc. and shareholders. At the 85th Annual General Meeting of Shareholders of the Company held on June 29, 2022, the Company obtained approval for the payment of monetary compensation claims of up to ¥60 million per year to the Eligible Directors for the granting of restricted stock, and the granting of a maximum of 25,000 shares of restricted stock per year, based on the Plan.

Taking into consideration the purposes of the Plan, the scope of responsibilities of each of the Eligible Directors, etc., and a variety of circumstances, the Company has resolved to pay a total of ¥95,942,000 in

monetary compensation claims to the Eligible Directors, etc. on the condition that the Eligible Directors, etc. will pay in such monetary compensation claims as property contributed in kind for the Disposal of Treasury Stock, and also to execute the Disposal of Treasury Stock to the Eligible Directors, etc. In order to achieve the purposes of the introduction of the Plan, which are to provide incentive to realize the sustainable enhancement of corporate value as well as to share value with shareholders, as described in 3. below, the transfer restriction period shall be to the day of retirement (“retirement” here refers to ceasing to be a Director, Executive Officer, or any other position stipulated by the Company; the same shall apply below unless otherwise specified).

3. Overview of restricted stock allotment agreement

The Company will conclude a restricted stock allotment agreement (the “Allotment Agreement”) with each of the Eligible Directors, etc. An overview of this agreement is provided below.

(1) Transfer restriction period

The transfer restriction period shall be the period from the day of allotment under the Allotment Agreement to the day of retirement, and during the above period, the Eligible Directors, etc. shall not transfer, grant a security interest in, or otherwise dispose of the Company’s common stock allotted to them (the “Allotted Stock”).

(2) Removal of the transfer restriction

The Company shall, in principle, remove the transfer restriction on all of the Allotted Stock (provided, however, that if the Company acquires all or part of the Allotted Stock without compensation pursuant to (3) (i) below, the remaining portion after the acquisition without compensation) upon the expiration of the transfer restriction period, on the condition that the Eligible Directors, etc. retire for a reason deemed justifiable by the Board of Directors.

(3) Gratis acquisition of the Allotted Stock

- (i) In the event that one of the Eligible Directors, etc. retires during the period of execution of duties that are subject to the compensation related to the Allotted Stock (“retirement” in (3) (i) refers to retirement from the office of Director or Executive Officer of the Company), the Company shall acquire the Allotted Stock without consideration in the number corresponding to the remaining term of office. In addition, the Company shall acquire all or part of the Allotted Stock without consideration in the event of certain events stipulated in the Allotment Agreement during the transfer restriction period, such as the occurrence of illegal acts.
- (ii) The Company shall acquire the Allotted Stock for which the transfer restriction has not been removed in accordance with the provisions of (2) above at the time of expiration of the transfer restriction period without compensation immediately thereafter.

(4) Management of shares

The Allotted Stock shall be managed in dedicated accounts opened by the Eligible Directors, etc. at Daiwa Securities Co. Ltd. so that the Eligible Directors, etc. may not transfer, grant a security interest in, or otherwise dispose of the Allotted Stock during the transfer restriction period.

(5) Handling in organizational restructuring, etc.

Notwithstanding the provisions of (1) above, if, during the transfer restriction period, a General Meeting of Shareholders (or the Board of Directors if approval by a General Meeting of Shareholders is not required for such organizational restructuring) approves a merger agreement under which the Company will be dissolved, a share exchange agreement under which the Company will become a wholly-owned subsidiary, a share transfer plan, or any other matters related to organizational restructuring, etc., the Company shall remove the transfer restriction on the Allotted Stock in the number reasonably determined based on the period from the commencement date of the transfer restriction period to the effective date of such organizational restructuring, etc. prior to the effective date of such organizational restructuring, etc. In this case, the Company shall naturally acquire the Allotted Stock for which the transfer restriction has not been removed immediately after the removal of the transfer restriction without consideration.

4. Basis for calculating the amount of payment and specific details thereof

The disposal price of the Disposal of Treasury Stock to the allottees has been set at the closing price of ¥4,400 on the business day immediately preceding the date of the resolution of the Board of Directors, in order to eliminate arbitrariness. The Company believes that the disposal price for the Disposal of Treasury Stock is reasonable and does not represent a price that is particularly advantageous to the allottees.