



June 27, 2025

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(Securities code: 1939; Tokyo Stock Exchange Prime Market)  
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## Announcement of Disposal of Treasury Shares under Restricted Stock Compensation Plan

YONDENKO CORPORATION (the “Company”) hereby announces that, at a meeting of the Board of Directors held today, it has resolved to dispose of treasury shares under its restricted stock compensation plan (hereinafter, the “Treasury Share Disposal”). Details are as described below.

### 1. Outline of Disposal

(1)	Disposal Date	July 18, 2025
(2)	Class and number of shares to be disposed	Common shares of the Company 56,700 shares
(3)	Disposal price	¥1,295 per share
(4)	Total value of the disposal	¥73,426,500
(5)	Recipients of the treasury stock to be disposed of (allottees)	<p>Directors of the Company (excluding Outside Directors and Directors who are Audit and Supervisory Committee Members)</p> <p>5 allottees 53,100 shares</p> <p>Executive Officer who does not concurrently serve as a Director of the Company</p> <p>1 allottee 3,600 shares</p>

## 2. Purpose and Reasons for the Disposal

At the 73rd Annual General Meeting of Shareholders held on June 27, 2024, it was approved to allocate restricted stock to Directors of the Company (excluding Outside Directors and Directors who are Audit and Supervisory Committee Members; hereinafter “Eligible Directors”), to set the total amount of monetary compensation claims to be paid as compensation related to restricted stock for Eligible Directors to up to ¥100 million per year, to set the total number of restricted stock that is to be allocated to Eligible Directors each fiscal year to 60,000 shares (\*), and to set the transfer restriction period for the said restricted stock to the period from the date of issuance of the restricted stock until the date on which the said Eligible Directors cease to hold their position as Director of the Company. The purpose of these decisions was to have Eligible Directors share the benefits and risks of stock price fluctuations with shareholders and to further motivate Eligible Directors to contribute to a rise in stock price and an increase in corporate value.

In addition, at a meeting of the Board of Directors held on April 27, 2023, it was resolved to pay restricted stock-based compensation to Executive Officers who are not concurrently serving as Directors of the Company, the purpose and details of which are the same as those for the scheme set out above.

Today, the Board of Directors of the Company resolved to allot 56,700 common shares of the Company to five Eligible Directors designated as allottees and one Executive Officer who does not concurrently serve as a Director of the Company designated as an allottee (hereinafter, collectively referred to as “Allottees”) in the form of specific transfer-restricted stocks which shall be paid as monetary compensation claims totaling ¥73,426,500. Each Eligible Director must make in-kind contributions corresponding to all of these monetary compensations claims to receive an allotment of restricted stock. This allotment of restricted stock-based compensation will be carried out over the period starting from the 74<sup>th</sup> Annual General Meeting of Shareholders until the 75<sup>th</sup> Annual General Meeting of Shareholders, which is scheduled to be held in June, 2026.

The amounts comprising the monetary compensation claims to be allotted to each Allottee shall be determined considering the purpose of the Restricted Stock Compensation Plan and various matters, including its business results. In addition, the said monetary compensation claims shall be provided on the condition that said Allottees conclude an agreement with the Company on the allotment of Restricted Stock that includes the details set out in outline below (hereinafter, the “Allotment Agreement”).

(Note) The Company conducted a stock split on October 1, 2024, at a ratio of 3 shares for 1 common share. We have adjusted the number of shares from 60,000 shares to 180,000 shares, accordingly.

## 3. Outline of Allotment Agreement

### (1) Transfer Restriction Period

July 18, 2025 until the date on which the said Allottees cease to hold the position of either Director or Executive Officer of the Company

During the period set out above during which transfers are restricted (hereinafter, the “Transfer Restriction Period”), the Allottees may not transfer to a third party, pledge, assign as security rights, use as inter vivos gift, bequest, or engage in any other act of disposal of Restricted Stock allotted to said Allottees (hereinafter, the “Allotted Stock”) (hereinafter, the “Transfer Restrictions”).

### (2) Gratis Acquisition of Restricted Stock

In the event that the Allottees cease to hold any position as either Director or Executive Officer of the Company by the day before the first Annual General Meeting of Shareholders after the date of commencement of the Transfer Restriction Period, the Company shall automatically acquire the Allotted Stock gratis upon the said retirement, unless the reason for such retirement is recognized justifiable by the Board of Directors of the Company.

Furthermore, the Company shall automatically acquire the Allotted Stock gratis for which the Transfer Restriction is not released at the time of expiration of the Transfer Restriction Period

(hereinafter, the “Transfer Restriction Period Expiration Point”) immediately after the Transfer Restriction Period Expiration Point based on the provisions of release of the Transfer Restriction as provided in (3) below.

(3) Release of Transfer Restriction

The Company shall release the Transfer Restriction of all of the Allotted Stock held by the Allottees as of the Transfer Restriction Period Expiration Point on the condition that Allottees continue to be in a position of Director or Executive Officer of the Company until the day of the first Annual General Meeting of Shareholders after the date of commencement of the Transfer Restriction Period. However, in the event that the said Allottees cease to hold any position as either Director or Executive Officer of the Company by the day before the first Annual General Meeting of Shareholders after the date of commencement of the Transfer Restriction Period due to reasons recognized justifiable by the Board of Directors of the Company, the transfer restrictions pertaining to the following amount of shares shall be released immediately following the Transfer Restriction Expiration Point: An amount calculated by dividing the number of months from July 2025 to the month containing the day in which the Allottee ceases to hold their position as either Director or Executive Officer of the Company by 12 and then multiplying this by the number of Allotted Shares held by the Allottee at that point (fractional shares resulting from this calculation shall be rounded down).

(4) Provisions Concerning the Management of Shares

The Allottees shall, by the method designated by the Company, open an account with SMBC Nikko Securities Inc. in which their Allotted Stock shall be entered or recorded. The Allotted Stock shall be kept and maintained in this account until the transfer restrictions are released.

(5) Handling in the Event of Organizational Restructuring

If, during the Transfer Restriction Period, a merger agreement by which the Company becomes the defunct company, a stock exchange agreement or stock transfer plan by which the Company becomes a wholly-owned subsidiary, or any other proposals related to reorganization, etc., are approved by a General Meeting of Shareholders of the Company (however, when the concerned organizational restructuring, etc., does not require approval by the General Meeting of Shareholders of the Company, then approval by the Board of Directors), the Company shall release the Transfer Restrictions by a resolution of the Board of Directors immediately before the business day preceding the effective date of the said organizational restructuring, etc. for a number of Allotted Shares calculated by dividing the number of months from July 2025 to the month containing the date on which the said approval is made by 12 (if the result of this calculation exceeds 1, then 1 shall be used) and then multiplying this by the number of Allotted Stock held by the Allottee as of the date of the said approval (fractional shares resulting from this calculation shall be rounded down).

In this case, the Company shall automatically acquire the Allotted Stock gratis for which the Transfer Restriction has not been released as of the business day prior to the effective date of the said organizational restructuring based on the provisions above.

4. Basis for calculating the amount to be paid for each share and other specific details

To avoid issuing the shares during the Treasury Share Disposal based on arbitrary decisions on price, a price of ¥1,295, which is the closing price for the Company’s shares on the Tokyo Stock Exchange on June 26, 2025, the business day prior to the date of resolution of the Board of Directors of the Company shall be taken as the disposal price. Since this is the market price as of immediately before the date of the resolution of the Board of Directors, it is believed to be reasonable and not particularly advantageous.