



June 26, 2025

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 Name of representative: Tetsuji Yanase,  
 Representative Director and President  
 (Securities code: 1976; Tokyo Stock  
 Exchange, Prime)  
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### **Notice Concerning Disposal of Treasury Shares for Restricted Stock Compensation**

Meisei Industrial Co., Ltd. (herein after the "Company" ) hereby announces that its Board of Directors meeting held today resolved to dispose of treasury stock (Hereinafter referred to as the "Disposal of Treasury Shares" or the "Disposal".) as follows.

#### 1. Outline of disposal

(1) Date of disposal	July 25, 2025
(2) Type and number of shares to be disposed	7,000 shares of our company common stock
(3) Disposal value	¥1,500 per share
(4) Total amount to be disposed of	¥10,500,000
(5) Recipients, number of directors, and number of shares to be disposed	Directors of our company (Excluding Directors who are Audit and Supervisory Committee Members and Outside Directors.) 4 persons: 7,000 shares

#### 2. Purpose and reason for the disposition

At a meeting of the Board of Directors held on May 23, 2025, our company resolved to introduce a Restricted Stock Compensation Plan (Hereinafter referred to as the "Plan".) as a new compensation system for Eligible Directors, with the aim of providing our company's Directors (Excluding Directors who are Audit and Supervisory Committee Members and Outside Directors. Hereinafter referred to as "Eligible Directors".) with an incentive to continuously improve the corporate value of our company and to further share value with shareholders. In addition, at the 83 th Ordinary General Meeting of Shareholders held on June 26, 2025, as compensation to be invested in the acquisition of Restricted Shares under the Plan (Hereinafter referred to as "Restricted Stock Compensation".), it was approved that Eligible Directors shall receive monetary claims of not more than 50 million yen per year, issue or dispose of not more than 30,000 shares of our company common stock per year, and that the transfer restriction period of Restricted Shares shall be from the date on which our

company common stock is allotted to Eligible Directors under the Restricted Stock Allotment Agreement concluded between our company and Eligible Directors, to the point immediately after their retirement or retirement from positions designated in advance by the Board of Directors of our company among officers and employees of our company or our company subsidiaries.

The outline of the Plan is as follows.

[Outline of the Plan]

Eligible Directors will pay all of the monetary claims provided by our company under the Plan as assets contributed in kind, and will receive the issuance or disposition of our company's common shares. The amount to be paid in per share will be determined by the Board of Directors based on the closing price of our company's common shares on the Tokyo Stock Exchange on the business day immediately preceding the date of resolution of each meeting of the Board of Directors (In the case where a transaction has not been completed on the same day, the closing price on the latest trading day preceding the transaction) to the extent that the amount is not particularly favorable to Eligible Directors who subscribe for such common shares.

In addition, upon the issuance or disposition of our company's common shares under the Plan, our company and Eligible Directors shall enter into a Restricted Stock Allotment Agreement, which shall include the following provisions: (1) for a certain period of time, Eligible Directors shall be prohibited from transferring, creating security interests, or otherwise disposing of our company's common shares allotted under the Restricted Stock Allotment Agreement to third parties, and (2) in the event of certain circumstances, our company shall acquire such common shares free of charge.

After consulting with the Nomination and Remuneration Committee, the Company has decided to grant a total of ¥10,500,000 (Hereinafter referred to as the "Monetary Claims".) in monetary claims and 7,000 shares of common stock with the aim of further enhancing motivation of each Eligible Director in consideration of the purpose of the Plan, business conditions of our company, scope of duties of each Eligible Director and various circumstances.

In the Disposal of Treasury Shares, based on the Plan, the four Eligible Directors, who are the Scheduled Allottees, will pay all of the Monetary Claims to our company as assets contributed in kind and will dispose of our company's common stock (Hereinafter referred to as the "Allotted Shares".). An outline of the Restricted Stock Allotment Agreement (Hereinafter referred to as the "Allotment Agreement".) to be concluded between our company and the Eligible Directors in connection with the Disposal of Treasury Shares is as shown in 3. below.

### 3. Outline of the Allotment Agreement

#### (1) Transfer Restriction Period

From July 25, 2025 (Hereinafter referred to as the "Disposal Date".) to the point immediately after his/her retirement from the position of director of our company

#### (2) Conditions for Releasing the Transfer Restriction

On the condition that the Eligible Director continuously held the position of director of our company during the period from the day on which he/she commenced the execution of his/her duties to the point immediately before the conclusion of the first annual general meeting of shareholders thereafter (Hereinafter referred to as the "Service Provision Period".), the transfer restriction shall be lifted for all of the Allotted Shares at the expiration of the Transfer Restriction Period.

(3) Treatment in the event that the Eligible Director resigns due to the expiration of his/her term of office or any other justifiable reason during the Service Provision Period

① Time for Releasing the Transfer Restriction

In the event that the Eligible Director resigns from his/her position as a director of our company due to the expiration of his/her term of office or any other justifiable reason (including resignation due to death), the transfer restriction shall be lifted at the time immediately following the resignation of the Eligible Director.

② Number of Shares Subject to Releasing the Transfer Restriction

① The number of shares (However, if the calculation results in a fraction less than one unit, such fraction shall be rounded down.) shall be the number obtained by multiplying the number of Allotted Shares held at the time of such resignation as specified in, by the number of months from the month including the Disposition Date to the month including the day of resignation of the Eligible Director divided by the number of months pertaining to the Service Provision Period (12) (If the number exceeds 1, it shall be 1.).

(4) Acquisition by our company without compensation

In the event that an Eligible Director commits an act in violation of laws and regulations during the Transfer Restriction Period or falls under certain other circumstances specified in the Allotment Agreement, our company will automatically acquire all of the Allotment Shares held at that time without compensation. Furthermore, our company will automatically acquire, without compensation, the Allotment Shares for which the Transfer Restriction has not been lifted at the time of the expiration of the Transfer Restriction Period or when the Transfer Restriction is lifted as specified in (3) above.

(5) Handling in Reorganization, etc.

If, during the Transfer Restriction Period, a merger agreement under which our company becomes the disappearing company, a share exchange agreement or a share transfer plan under which our company becomes a wholly owned subsidiary, or other matters related to organizational restructuring, etc. are approved at a general meeting of shareholders of our company (However, in cases where approval by the shareholders meeting of our company is not required for the Reorganization, etc., the board of directors of our company), the Transfer Restriction shall be cancelled by resolution of the Board of Directors, with respect to the number of shares obtained by multiplying the number of Allotted Shares held at such time by the number of months from the month including the Disposal Date to the month including the date of such approval divided by the number of months during the Service Period (12) (If the number exceeds 1, it shall be 1.) (However, if the calculation results in a fraction less than one unit, such fraction shall be rounded down.), as of immediately before the business day immediately preceding the Effective Date of Organizational Restructuring, etc. Immediately after the lifting of the Transfer Restrictions, our company will naturally acquire all of the Allotted Shares for which the Transfer Restrictions have not been lifted without compensation.

(6) Management of Shares

During the Transfer Restrictions Period, the Allotted Shares will be managed in a dedicated account opened by the Eligible Directors at an account management institution so that they cannot be transferred, secured, or otherwise disposed of during the Transfer Restrictions Period. In order to ensure the effectiveness of the Transfer Restrictions, etc. for the Allotted Shares, our company has entered into an agreement with an account management institution regarding the management of the account for the Allotted Shares held by each Eligible Director. The Eligible Directors shall also agree to the details of the management of the account.

#### 4. Basis for Calculation of the Amount to be Paid in and Details of the Amount

The Disposal of Treasury Shares to the Scheduled Allottees will be carried out with the monetary claims paid as restricted stock compensation for our company's fiscal year 84 under the Plan as the investment property. With regard to the disposal price, in order to exclude arbitrariness, the closing price of our company's common stock on the Prime Market of the Tokyo Stock Exchange as of June 25, 2025 (the business day immediately preceding the date of resolution of the Board of Directors) has been set at ¥1,500. This is the market share price immediately before the date of resolution of the Board of Directors, and the Company believes that it is reasonable and does not constitute a particularly advantageous amount.