



December 17, 2025

To whom it may concern:

Company name: Shinnihonseiyaku Co., Ltd.  
Representative name: Takahiro Goto, President & Representative Director of the Board and Chief Executive Officer  
(Securities Code: 4931, TSE Prime)  
Contact: Mitsuyoshi Fukuhara, Senior Managing Director of the Board and Chief Operating Officer  
(TEL) +81-92-720-5800

### Notice Concerning the Disposal of Treasury Shares as Stock Compensation for Employees

Shinnihonseiyaku Co., Ltd. (the “Company”) announces that, at the Board of Directors meeting held on December 17, 2025, the Company resolved to dispose of treasury shares as retirement benefit stock compensation (transfer-restricted stock compensation) (the “Disposal of Treasury Shares (I)”) and to dispose of treasury shares as performance-based stock compensation (transfer-restricted stock compensation) (the “Disposal of Treasury Shares II”) for its employees. Details are as follows.

#### 1. Outline of the disposal

##### (1) Disposal of treasury shares as retirement benefit stock compensation (Disposal of Treasury Shares (I))

- a. Disposal date: January 30, 2026
- b. Class and number of shares to be disposed of: 3,155 shares of the Company’s common stock
- c. Disposal price: 1,992 yen per share
- d. Total value of the disposal price: 6,284,760 yen
- e. Method of performance of contribution: By way of in-kind contribution of the monetary claims
- f. Allottees of shares, the number thereof, and the number of shares to be allotted: 3,155 shares for 31 employees

##### (2) Disposal of treasury shares as performance-based stock compensation (Disposal of Treasury Shares (II))

- a. Disposal date: January 30, 2026
- b. Class and number of shares to be disposed of: 9,891 shares of the Company’s common stock
- c. Disposal price: 1,992 yen per share
- d. Total value of the disposal price: 19,702,872 yen
- e. Method of performance of contribution: By way of in-kind contribution of the monetary claims
- f. Allottees of shares, the number thereof, and the number of shares to be allotted: 9,891 shares for 28 employees

## 2. Purposes and reasons for the disposal

At the Board of Directors meeting held on August 26, 2025, the Company resolved to respectively introduce a retirement benefit-type restricted stock system (the “Retirement Benefit-type RS System”) that grants its transfer-restricted common stock to its senior executive officers and employees at the section manager level (including the professional job level) and above (individually or collectively, the “Eligible Employees”) as a retirement compensation system and a performance-based-type restricted stock system (the “Performance-based-type RS System”) that grants its transfer-restricted common stock to Eligible Employees as a performance-based-type compensation system. Serving as a part of human capital management, the purposes are to provide Employees with an incentive to sustainably increase the Company’s corporate value and achieve the targets in the Medium-Term Management Plan while also promoting greater value sharing with shareholders.

Under both the Retirement Benefit-type RS System and the Performance-based-type RS System, the Eligible Employees pay the monetary claims to the Company by way of in-kind contribution and they then receive the Company’s common stock through the issuance of new shares or the disposal of treasury shares by the Company.

An outline of the Retirement Benefit-type RS System and Performance-based-type RS System and other details are as follows.

## 3. Outline of the RS systems

### (1) Retirement Benefit-type RS System

The Retirement Benefit-type RS System is a system that grants Eligible Employees with the number of shares of the Company’s common stock (the “Allocated Stock”) equivalent to the annual retirement benefit amount determined in accordance with the Eligible Employee’s position and length of service. The specific amount of and conditions for payment shall be agreed upon with each Eligible Employee in an allocation agreement to be executed between the Company and the Eligible Employees.

#### a. Transfer-restricted period

From January 30, 2026 to January 30, 2076

#### b. Acquisition without compensation

In the event that the Eligible Employees retire or resign without a valid reason during the transfer-restricted period, or that certain illegal acts, such as violations of laws and regulations or the Company’s internal rules, have occurred or similar circumstances have arisen that fall under the grounds for acquisition without compensation (determined by the Company’s Board of Directors) necessary to maintain the purpose of the stock compensation system, the Company shall rightfully acquire the Allocated Stock without compensation.

#### c. Lifting of the transfer restriction

The Company will lift the transfer restriction at the time of the expiration of the transfer-restricted period for all the Allocated Stock on the condition that the Eligible Employees continue to be in the position of director of the board, executive manager, employee, or otherwise of the Company or a subsidiary thereof throughout the transfer-restricted period.

However, notwithstanding the provision of b. above, in the event an Eligible Employee retires or resigns with a valid reason during the transfer-restricted period, the Company will lift the transfer restriction at the time of the said retirement or resignation for all the Allocated Stock on the condition

that the said Eligible Employee continues to be in the position of director of the board, executive manager, employee, or otherwise of the Company or a subsidiary thereof throughout the period from the commencement date of the transfer-restricted period until the last day of the fiscal year containing the commencement date of the transfer-restricted period (the “Duty Execution Period”). Moreover, in the event the Eligible Employees retire or resign with a valid reason before the expiration of the Duty Execution Period without falling under any event for acquisition without compensation prescribed in b. above, the number shares of the Allocated Stock for which the transfer restriction is to be lifted and the timing at which the transfer restriction is to be lifted shall be reasonably adjusted as necessary.

d. Acquisition of residual stock without compensation

The Company shall rightfully acquire the Allocated Stock for which the transfer restriction has not been lifted in accordance with the provision of c. above at the time of the expiration of the transfer-restricted period, free of charge.

e. Treatment in the event of business reorganization

In the event that matters related to business reorganization or similar are approved at the Company’s Annual General Meeting of Shareholders (or at a meeting of the Company’s Board of Directors in the event that approval at the Company’s Annual General Meeting of Shareholders is not required concerning the business reorganization or similar), the transfer restriction on the part of the Allocated Stock to be reasonably provided by resolution at a meeting of the Company’s Board of Directors based on the period from the commencement date of the transfer-restricted period to the approval date of the business reorganization or similar shall be lifted prior to the effective date of the business reorganization or similar. In this event, the Company shall rightfully acquire the Allocated Stock for which the transfer restriction has not been lifted immediately after the lifting of the transfer restriction free of charge.

(2) Performance-based-type RS System

The Performance-based RS System is a system that grants the Company’s common stock with a transfer restriction issued or disposed of by the Company to Eligible Employees. This is done by calculating the amount of monetary claims by multiplying the number of shares to be delivered\*<sup>1</sup> by the share price at the time of delivery\*<sup>2</sup> to provide performance-based RS after the end of each fiscal year for three years as determined by the Board of Directors in advance (the “Performance Evaluation Periods”) according to the achievement of performance targets in the said Performance Evaluation Periods, and then paying in the said monetary claims as in kind contribution. The specific amount of and conditions for payment shall be agreed upon with each Eligible Employee in an allocation agreement to be executed between the Company and the Eligible Employees.

\*<sup>1</sup>: The “number of shares to be delivered” is the number of shares calculated by multiplying the number of shares determined in accordance with the Eligible Employee’s position by the provision ratio determined in accordance with the achievement of the performance targets during the Performance Evaluation Periods.

\*<sup>2</sup>: The “share price at the time of delivery” is based on the closing price of the shares of the Company’s common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution by the Company’s Board of Directors regarding the issuance or disposal of those shares (if no trading was completed on that day, the closing price on the trading date immediately preceding that day).

The Company will lift the transfer restriction at the time of the expiration of the transfer-restricted period for all the Allocated Stock on the condition that the Eligible Employees continue to be in the position of director of the board, executive manager, employee, or otherwise of the Company or a subsidiary thereof

throughout the transfer-restricted period.

However, in the event an Eligible Employee retires or resigns with a valid reason, the Company will lift the transfer restriction at the time of the said retirement or resignation for all the Allocated Stock on the condition that the Eligible Employee continues to be in the position of director of the board, executive manager, employee, or otherwise of the Company or a subsidiary thereof for three years from the commencement date of the transfer-restricted period.

The details other than the above lifting of the transfer restriction of the transfer-restricted period, acquisition without compensation, acquisition of residual stock without compensation and treatment in the event of business reorganization are the same as for the Retirement Benefit-type RS System.

4. Basis for calculating the amount to be paid in and its specific details

The Disposal of Treasury Shares (I) and the Disposal of Treasury Shares (II) are made as disposal of treasury shares under the Retirement Benefit-type RS System and the Performance-based-type RS System respectively. For that reason, to eliminate arbitrariness, the disposal price shall be 1,992 yen, which is the closing price of the Company's common stock on the Tokyo Stock Exchange on December 16, 2025 (the business day preceding the date of the resolution by the Board of Directors). This is the market stock price immediately prior to the date of the resolution by the Board of Directors pertaining to the Disposal of Treasury Shares (I) and the Disposal of Treasury Shares (II). The Company believes that this amount is reasonable and is not particularly advantageous.