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Notice Regarding Disposal of Treasury Shares as Restricted Stock Compensation

Sodick Co., Ltd. (the “Company”) hereby announces that the Board of Directors, at its meeting held on today, resolved to dispose of treasury shares (the “Disposal of Treasury Shares”) as restricted stock compensation, of which details are as follows.

1. Overview of disposal of treasury shares

(1) Disposal date	May 16, 2025
(2) Class and number of shares to be disposed	82,900 shares of common stock of the Company
(3) Disposal price	¥711 per share
(4) Total value of shares to be disposed	¥58,941,900
(5) Planned allottees	Directors of the Company (*) 4 persons 14,600 shares Executive Officer of the Company 9 persons 14,800 shares Employees of the Company 60 persons 47,700 shares Directors of the group companies 2 persons 2,100 shares Executive Officer of the group companies 7 persons 3,700 shares * Excluding External Directors and Non-executive Director

2. Purpose and reasons for disposal

At the meeting of its Board of Directors held on February 14, 2019, the Company passed a resolution to introduce a restricted stock compensation plan (the “Compensation Plan”) under which restricted shares are allotted to the Directors of the Company (excluding External Directors and Non-executive Director, the “Eligible Directors”), the aim of which is to promote the sharing of merits and risks of stock price fluctuations between the Eligible Directors of the Company and the shareholders, and to provide the same with greater incentive than in the past to contribute to the rise of the Company’s stock price and enhancement of its corporate value.

Additionally, at the 49th Ordinary General Meeting of Shareholders held on March 28, 2025, it was approved, among other things, that the total amount of monetary compensation claims to be granted to the Eligible Directors of the Company based on the Compensation Plan shall not exceed ¥100 million per annum, that the total number of restricted stock to be allotted to the Eligible Directors of the Company each fiscal year shall not exceed 200,000 shares, and that the transfer restriction period of the restricted stock shall be a period of 10 to 30 years, which shall be determined by the Board of Directors of the Company.

Based on the resolution passed at its meeting of the Board of Directors held on April 18, 2025, the Company resolved to allot 82,900 shares of the Company’s common stock as restricted stock, by granting the 4 Eligible Directors and 9 Executive Officer and 60 employees of the Company, 2 Directors and 7 Executive Officer of the group companies (the “Person Eligible for Allotment”) monetary compensation claims of 58,941,900 yen as restricted stock compensation for the period from the 49th Ordinary General Meeting of Shareholders of the

Company to the 50th Ordinary General Meeting of Shareholders of the Company scheduled to be held in March 2026, and the Person Eligible for Allotment making in-kind contribution of all such monetary compensation claims. The amount of monetary compensation claims to each Person Eligible for Allotment shall be determined by taking various factors comprehensively into consideration, including the level of each Person Eligible for Allotment's contribution to the Company. Furthermore, said monetary compensation claims shall be granted subject to certain conditions, including conclusion of an allotment agreement for restricted stock between each Person Eligible for Allotment and the Company (the "Allotment Agreement") which contains substantially the following terms.

3. Overview the allotment agreement

(1) Transfer restriction period: May 16, 2025 - May 15, 2055

During the above transfer restriction period (the "Transfer Restriction Period"), the Person Eligible for Allotment shall not transfer restricted stock allotted to him or her (the "Allotted Shares") to a third-party, create a pledge, mortgage by transfer on, make an advancement, make a bequest, or any other disposition (the "Transfer Restriction").

(2) Acquisition of restricted stock without compensation

In the event that a Person Eligible for Allotment resigns or retires from all of the positions of Director, Executive Officer and employee of the Company and its subsidiaries during the period from the start date of the Transfer Restriction Period until the day before the date of the first Ordinary General Meeting of Shareholders of the Company after the start of the Transfer Restriction Period, the Company shall rightfully acquire the Allotted Shares without consideration, except in cases where the Board of Directors of the Company finds a valid reason, at the time of said resignation or retirement.

In addition, if there are any Allotted Shares for which the Transfer Restrictions have not been lifted pursuant to the provisions of the condition for lifting the Transfer Restrictions described in section (3) below as at the time of expiration of the Transfer Restriction Period (the "Expiration of the Transfer Restriction Period"), the Company shall rightfully acquire the Allotted Shares without consideration immediately after the Expiration of the Transfer Restriction Period.

(3) Removal of transfer restrictions

On the condition that a Person Eligible for Allotment has remained in the position of Director, Executive Officer and employee of the Company continuously during the period from the start of the Transfer Restriction Period to the date of the first subsequent Ordinary General Meeting of Shareholders of the Company, the Company shall remove as of the Expiration of the Transfer Restriction Period transfer restriction on all of the Allotted Shares held by the Person Eligible for Allotment as of said date. However, in the event that an Person Eligible for Allotment retired prior to the expiration of the Transfer Restriction Period for a reason which the Board of Directors of the Company deems to be justifiable (expiration of his/her term of office, etc.), transfer restriction shall be removed at a point in time immediately after said resignation or retirement with respect to the Allotted Shares the number of which shall be obtained by dividing by 12 the number of months passed from April 2025 up to and inclusive of the month of resignation or retirement from the office of Director, Executive Officer and employee of the Company, and then multiplying this value by the number of Allotted Shares held by the relevant Eligible Officer at such point in time.

(4) Rules on the administration of shares

The Person Eligible for Allotment shall complete the procedures for opening an account at SMBC Nikko Securities Inc. in the manner designated by the Company for stating or recording matters related to the Allotted Shares, which shall be kept and maintained in the said account until such time as the Transfer Restrictions have been removed.

(5) Treatment in case of organizational restructuring, etc.

If, during the Transfer Restriction Period, a merger agreement under which the Company becomes the disappearing company, a share exchange agreement, or a share transfer plan under which the Company becomes a wholly-owned subsidiary, or any other matter relating to organizational restructuring, etc. is approved at an Ordinary General Meeting of Shareholders of the Company (or at a meeting of the Company's Board of Directors, if such organizational restructuring, etc. does not require the approval of the Company's Ordinary General Meeting of Shareholders), provided that the effective date of such organizational restructuring, etc. comes before the Expiration of the Transfer Restriction Period, and also if the Person Eligible for Allotment, who has received an allotment of Restricted Stock resigns or retires from all of the positions of Director,

Managing Officer and a permanent employee of the Company and its subsidiaries in association with the organizational restructuring, etc. In addition, at the Time of Approval of Organizational Restructuring, etc., the Company shall rightfully acquire, without consideration, the Allotted Shares for which the Transfer Restrictions have not been lifted on and as of the business day prior to the effective date of the said organizational restructuring, etc.

4. Basis for calculating payment amount and specific details thereof

To eliminate arbitrariness in determining the disposal value in the Disposal of Treasury Shares, the said disposal value shall be set at 711 yen, which is the closing price of the common stock of the Company on the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution of the Board of Directors of the Company (April 17, 2025). Because this is the market price on the day immediately preceding the date of the resolution of the Board of Directors of the Company, we believe it is reasonable and does not represent a particularly favorable value.