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Notice Regarding Disposal of Treasury Shares as Transfer-Restricted Share Compensation

NPR-RIKEN CORPORATION (the “Company”) hereby announces that it resolved, at the Board of Directors meeting held today, to dispose of treasury shares (the “Disposal of Treasury Shares” or the “Disposal”) as described below.

1. Overview of the Disposal

(1) Date of the Disposal	July 18, 2025
(2) Class and number of shares to be disposed of	36,100 shares of common shares of the Company
(3) Disposal price	2,342 yen per share
(4) Total amount of the Disposal	84,546,200 yen
(5) Disposal recipients, the number of such recipients and the number of shares to be disposed of	Directors of the Company (excluding Non-executive Directors, Outside Directors and Directors who are Audit and Supervisory Committee Members): 7 persons, 18,100 shares
	Executive Officers of the Company who do not concurrently serve as Directors: 6 persons, 5,900 shares
	Directors of the Company’s subsidiaries: 1 person, 1,800 shares
	Executive Officers who do not concurrently serve as Directors of the Company’s subsidiaries: 11 persons, 10,300 shares

2. Purpose and reason for the Disposal

The Company resolved at the Board of Directors meeting held today, to allocate transfer-restricted shares to the Company’s Directors (excluding Non-executive Directors, Outside Directors and Directors who are Audit and Supervisory Committee Members; hereinafter referred to as the “Eligible Directors”), as well as Executive Officers who do not concurrently serve as Directors of the Company, Directors of the Company’s subsidiaries, and Executive Officers who do not concurrently serve as Directors of the Company’s subsidiaries (hereinafter collectively referred to as the “Eligible Directors, etc.” along with the Eligible Directors), under a transfer-restricted share compensation system (the “System”).

Furthermore, at the 1st Ordinary General Meeting of Shareholders held on June 21, 2024, it was approved to, in accordance with the System, pay monetary remuneration claims of no more than 100 million yen per year to Eligible

Directors as compensation for the granting of transfer-restricted shares (the “transfer-restricted share compensation”), to issue or dispose of no more than 30,000 shares per year of the Company’s common shares, and to set the restricted transfer period for the transfer-restricted shares as the period from the date that the restricted shares are granted until the time that the Director or Executive Officer retires from their position at the Company or its subsidiaries, among other details.

The overview of the System, etc. is as follows.

Overview of the System, etc.

The Eligible Directors, etc. shall contribute all of the monetary remuneration claims to be paid to them by the Company or its subsidiaries under the System, in the form of property contributed in kind, and shall, in return, receive common shares of the Company that shall be issued or disposed of by the Company. The amount to be paid in per share shall be determined by the Board of Directors based on the closing price of the Company’s common shares on the Tokyo Stock Exchange on the business day immediately before each date of resolution by the Board of Directors (if there is no closing price on such date, the closing price on the closest preceding trading day) or any other amount within the extent that the amount will not be particularly advantageous to the Eligible Directors, etc. who subscribe the Company’s common shares.

Additionally, when issuing or disposing of common shares of the Company under the System, the Company and Eligible Directors, etc. shall enter into an agreement on the allotment of restricted shares. Such agreements include the following provisions: (1) Eligible Directors, etc. will be prohibited from transferring to third parties, creating security interests in, or otherwise disposing of common shares allotted to them under the agreement on the allotment of restricted shares for a certain period; and (2) the Company shall acquire said common shares without compensation upon the occurrence of certain events.

At this time, taking into account the purpose of the System, the Company’s business conditions, the scope of responsibilities for each Eligible Director, etc., and various circumstances, the Company has decided to grant a total of 84,546,200 yen in monetary compensation claims (the “Monetary Compensation Claims”) and 36,100 common shares with the aim of further enhancing the motivation of each Eligible Director, etc.

For the Disposal of Treasury Shares, in accordance with the System, the 25 Eligible Directors, etc. who are the planned allottees, shall contribute all of the Monetary Compensation Claims to the Company in the form of property contributed in kind, and shall, in return, receive common shares of the Company (the “Allotted Shares”) disposed of by the Company. The overview of the agreement on the allotment of restricted shares (the “Allotment Agreement”) to be entered between the Company and the Eligible Director, etc. for the Disposal of Treasury Shares is as described in 3. below.

3. Overview of Allotment Agreement

(1) Restriction period

The period from July 18, 2025 (the “Disposal Date”) until the time immediately after the Director or Executive Officer retires from their position at the Company or its subsidiaries

(2) Conditions of lifting of transfer restrictions

The transfer restrictions on all of the Allotted Shares will be lifted at the expiration of the restriction period on the condition that the Eligible Directors, etc. continuously hold the position of Director or Executive Officer of the Company or its subsidiaries during the period from the date when they commence their duties (however, in the case where Eligible Directors, etc. are Executive Officers who do not concurrently serve as Directors, the date shall be read as the beginning of the fiscal year containing the Disposal Date) to the time

immediately preceding the conclusion of the first Annual General Meeting of Shareholders to be held thereafter (the “Service Provision Period”).

- (3) Treatment in the event an Eligible Director, etc. retires due to the expiration of their term of office or other justifiable reasons during the restriction period

- (i) Timing of lifting of transfer restrictions

If an Eligible Director, etc. retires from their position as Director of the Company or its subsidiaries due to the expiration of their term of office or other justifiable reasons (including retirement due to death), the transfer restrictions will be lifted at the time immediately following the retirement of the Eligible Director, etc.

- (ii) Number of shares subject to lifting of transfer restrictions

The number of shares subject to the lifting of transfer restrictions shall be the number obtained by multiplying the number of Allotted Shares held by an Eligible Director, etc. at the time of retirement as specified in (i) by the number obtained by dividing the number of months from the month including the Disposal Date to the month containing the retirement date of the Eligible Director, etc. by the number of months contained in the Service Provision Period (if the number obtained by the division is larger than 1, the number shall be 1, and any fraction less than one share resulting from the calculation shall be rounded down).

- (4) Acquisition without compensation by the Company

In the event that an Eligible Director, etc. commits any act in violation of laws and regulations during the restricted period or falls under certain circumstances as set forth in the Allotment Agreement, the Company shall automatically acquire, without compensation, all of the Allotted Shares held by the Eligible Director, etc. at that time. In addition, the Company shall automatically acquire, without compensation, the Allotted Shares on which the transfer restriction has not been lifted immediately after the expiration of the restriction period or the lifting of the transfer restriction as stipulated in (3) above.

- (5) Treatment during reorganization, etc.

If, during the restriction period, matters relating to a merger agreement in which the Company is the disappearing company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or other reorganization, etc. are approved at the Company’s General Meeting of Shareholders (or at a meeting of its Board of Directors in cases where approval at the Company’s General Meeting of Shareholders is not required in relation to the reorganization, etc.), the Company shall, by resolution of the Board of Directors, lift the transfer restrictions on a number of shares with the number of shares being obtained by multiplying the number of Allotted Shares held at that time by the number obtained by dividing the number of months from the month including the Disposal Date to the month containing such approval date by the number of months contained in the Service Provision Period (if the number obtained by the division is larger than 1, the number shall be 1, and any fraction less than one share resulting from the calculation shall be rounded down) as of the time immediately before the business day prior to the date on which the reorganization, etc. becomes effective. In addition, the Company shall automatically acquire, without compensation, all of the Allotted Shares on which the transfer restriction has not been lifted as of the business day prior to the date on which the reorganization, etc. becomes effective.

(6) Administration of shares

The Allotted Shares shall be administered in a dedicated account opened by the Eligible Directors, etc. with Nomura Securities Co., Ltd. during the restricted period to ensure that they cannot be transferred, created security interests in or otherwise disposed of during the restricted period. In order to ensure the effectiveness of the restrictions on transfer, etc. of the Allotted Shares, the Company has entered into an agreement with Nomura Securities Co., Ltd. in relation to the management of the accounts for the Allotted Shares held by each Eligible Director, etc. The Eligible Directors, etc. shall consent to the details of the management of such account.

4. Basis of calculation and specific details of the amount to be paid in

The Disposal of Treasury Shares to the planned allottees will be made with the monetary compensation claims paid as transfer-restricted share compensation under the System as the assets to be contributed in kind. To eliminate arbitrariness in the disposal amount, the disposal price is set at 2,342 yen, which is the closing price of the Company's common shares on the Prime Market of the Tokyo Stock Exchange on June 23, 2025 (the business day prior to the date of resolution by the Board of Directors). The Company believes that this amount is reasonable and does not constitute a particularly favorable amount as it is the market share price on the day immediately prior to the date of resolution by the Board of Directors.

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Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.
