

[Translation]

May 9, 2025

To whom it may concern:

Company name: OILES CORPORATION  
 Name of representative: Yoshikazu Sakairi, President  
 (Securities code: 6282;  
 Tokyo Stock Exchange, Prime Market)  
 Inquiries: Misao Yoneyama, Director  
 Operating Officer, General Manager of  
 Corporate Planning & Administrative  
 Division  
 (Telephone: +81-466-44-4901)

### Notice Regarding Disposal of Treasury Stock through Third-Party Allotment in Association with Additional Contributions to Performance-Linked Stock Compensation Plan

Oiles Corporation (the "Company") hereby announces that at the Board of Directors meeting held on May 9, 2025, the Company resolved to dispose of treasury stock through third-party allotment (hereinafter referred to as "this disposal of treasury stock") as described below. This disposal of treasury stock will be formally conducted with Custody Bank of Japan, Ltd. (Trust E Account), the re-trustee, which has received a re-trust from the trustee under the trust established based on the trust agreement related to the performance-linked stock compensation plan "Board Benefit Trust (BBT)" (hereinafter referred to as "this plan") concluded with Mizuho Trust & Banking Co., Ltd. Although this disposal of treasury stock is formally conducted through the re-trustee, it is essentially equivalent to allocating shares to directors (excluding outside directors) and operating officers (hereinafter referred to as "directors, etc.") who are not audit and supervisory committee members as compensation for services provided to the Company.

#### 1. Outline of the Disposal

(1) Disposal date	Monday, May 26, 2025
(2) Class and number of shares to be disposed	96,600 shares of common stock
(3) Disposal price	¥2,134 per share
(4) Total disposal amount	¥206,144,400
(5) Intended disposal recipient	Directors of the Company who are not Audit and Supervisory Committee members (excluding outside directors): 4 members 53,300 shares, Operating Officers of the Company: 6 members 43,300 shares (*1,2)
(6) Other	This disposal of treasury stock is subject to the securities registration statement under the Financial Instruments and Exchange Act having taken effect.

\*1 The formal planned disposal destination for these treasury shares is Custody Bank of Japan, Ltd. (Trust E Account). The Trust E Account at Custody Bank of Japan, Ltd. is established through a trust agreement between the Company and Mizuho Trust & Banking Co., Ltd., with the Company as the trustor and Mizuho Trust & Banking Co., Ltd. as the trustee (with Custody Bank of Japan, Ltd. as the re-trustee). On the other hand, this disposal of treasury shares is conducted to provide benefits to directors, etc., under this system, and is substantially the same as allocating shares to directors, etc., as compensation for services provided to the Company. Therefore, the planned disposal destination is stated as directors, etc.

\*2 Under this system, directors, etc., are granted points determined by their position and performance achievement level. When they acquire the right to receive benefits under certain conditions, they will be provided with the Company's shares and cash equivalent to the market value of the Company's shares (hereinafter referred to as 'the Company's shares, etc.') corresponding to the granted points. Therefore, the number of shares mentioned above is the maximum number, and the actual number of the Company's shares, etc., provided to directors, etc., will vary depending on their position and performance achievement level.

## 2. Purpose and Reason for the Disposal

The Company introduced this system based on the resolution of the Ordinary General Meeting of Shareholders held on June 28, 2018, and re-resolved the compensation framework of this system at the Ordinary General Meeting of Shareholders held on June 27, 2024, in conjunction with the transition to a company with an Audit and Supervisory Committee (for an overview of this system, please refer to the 'Notice of Introduction of Performance-Linked Stock Compensation System' dated May 25, 2018, and the 'Notice of Disposal of Treasury Shares through Third-Party Allotment in Conjunction with the Introduction of Performance-Linked Stock Compensation System' dated August 2, 2018).

This time, in order to continue this system, the Company has decided to make an additional contribution of funds (hereinafter referred to as "additional trust") to the trust to acquire the shares expected to be necessary for future benefits, and to dispose of treasury shares through a third-party allotment to the Trust E Account at Custody Bank of Japan, Ltd. (the re-trustee entrusted by Mizuho Trust & Banking Co., Ltd., the trustee of this trust) for the purpose of holding and disposing of the Company's shares in the operation of this system (this disposal of treasury shares). Although this disposal of treasury shares is formally conducted with Custody Bank of Japan, Ltd. (Trust E Account) as the allottee, it is substantially the same as allocating shares to directors, etc., as compensation for services provided to the Company.

Regarding the disposal quantity, it corresponds to the number of shares expected to be granted to directors, etc., during the trust period based on the "the Officer Stock Benefit Regulations" (for the three fiscal years from the fiscal year ending March 31, 2025, to the fiscal year ending March 31, 2027). This represents 0.29% of the total issued shares of 33,300,505 shares as of March 31, 2025, and 0.33% of the total number of voting rights of 293,999 as of March 31, 2025 (both rounded to the third decimal place). The number of shares to be disposed of corresponds to the number of shares expected to be granted to directors, etc., during the trust period based on the "the Officer Stock Benefit Regulations" (for the three fiscal years from the fiscal year ending March 2025 to the fiscal year ending March 2027). We have determined that the scale of dilution is reasonable in light of the purpose of this system as described in the "Notice of Introduction of Performance-Linked Stock Compensation System" dated May 25, 2018.

Note: Outline of the Additional Trust

Date of the Additional Trust	May 26, 2025
Amount of the Additional Trust	¥206,144,400
Class of shares to be purchased	Common stock of the Company
Total number of shares to be purchased	96,600 shares
Share purchase date	May 26, 2025
Share purchase method	Purchased by underwriting the disposal of treasury stock of the Company (the Disposal of Treasury Stock)

## 3. Basis for Calculating Disposal Price and Specific Details Thereof

Regarding the disposal price, we have set it at ¥2,134, which is the closing price of our common stock on the Tokyo Stock Exchange on the business day immediately preceding the resolution date of the Board of Directors for this disposal of treasury stock.

The reason for using the closing price on the business day immediately preceding the resolution date of the Board of Directors is that it represents the fair corporate value of the Company in the stock market and was deemed reasonable.

Furthermore, the disposal price of ¥2,134 is calculated as 100.76% of the average closing price of ¥2,118 (rounded down to the nearest yen) for the one-month period immediately preceding the business day before the resolution date of the Board of Directors. It is also calculated as 94.55% of the average closing price of ¥2,257 (rounded down to the nearest yen) for the three-month period immediately preceding the business day before the resolution date of the Board of Directors, and 91.51% of the average closing price of ¥2,332 (rounded down to the nearest yen) for the six-month period immediately preceding the business day before the resolution date of the Board of Directors. Considering the above, we have determined that the disposal price for this disposal of treasury stock is not particularly advantageous and is reasonable.

Additionally, the Audit and Supervisory Committee has expressed the opinion that the above disposal price does not fall under the category of particularly advantageous disposal prices.

## 4. Matters Regarding Procedures within the Code of Corporate Conduct

Because this Disposal of Treasury Stock entails (i) dilution of less than 25%, and (ii) does not entail change of a controlling shareholder, it does not require independent third-party opinion or confirmation of shareholder intent as set forth in Rule 432 of the Securities Listing Regulations established by Tokyo Stock Exchange, Inc.