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To Whom It May Concern

Company name: Suzuki Co., Ltd.
Name of representative: Noriyoshi Suzuki, Representative Director and President
(Securities code: 6785; TSE Prime)
Inquiries: Kiyohisa Ogawa, Executive Director
(TEL: +81-26-251-2600)

Notice Concerning Disposal of Treasury Shares as Restricted Stock Compensation

Suzuki Co., Ltd. (the “Company”) hereby announces that, at the meeting of its Board of Directors held today (hereinafter referred to as the “Allotment Resolution Date”), it resolved to dispose of treasury shares as restricted stock compensation (hereinafter referred to as the “Disposal of Treasury Shares” or the “Disposal”).

1. Overview of the Disposal

(1) Disposal date	November 5, 2026
(2) Class and number of shares to be disposed of	4,600shares of common stock of the Company
(3) Disposal price	3,500yen per share
(4) Total disposal amount	16,100,000yen
(5) Allottees, number of allottees, and number of shares to be disposed of	5 Directors of the Company (excluding Outside Directors and Directors who are Audit and Supervisory Committee Members) 4,600shares

2. Purpose and Reasons for the Disposal

At the meeting of the Board of Directors held on August 11, 2020, the Company resolved to introduce a restricted stock compensation plan (hereinafter referred to as the “Plan”) as a new compensation system for the Company’s Directors (excluding Outside Directors and Directors who are Audit and Supervisory Committee Members, hereinafter referred to as the “Eligible Directors”) for the purpose of providing medium- to long-term incentives and sharing shareholder value. Furthermore, at the 51st Ordinary General Meeting of Shareholders held on September 25, 2020, the Company received approval to provide Eligible Directors with monetary compensation claims (hereinafter referred to as the “Restricted Stock Compensation”) of up to 40 million yen per year as contributed assets for the acquisition of restricted stock, to issue or dispose of up to 50,000 shares of the Company’s common stock per year, and to set the transfer restriction period for the restricted stock from the date of allotment until the time immediately following the date on which the Director retires from a position pre-determined by the Company’s Board of Directors.

The outline of the Plan is as follows.

[Outline of the Plan]

Under the Plan, Eligible Directors will pay all of the monetary compensation claims provided by the Company as contributed assets in kind and receive the issuance or disposal of the Company's common stock. The amount to be paid per share shall be determined by the Board of Directors based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of each Board of Directors resolution (or the closing price on the most recent trading day prior to that date if no transaction is concluded on that day), within a range that is not particularly advantageous to the Eligible Directors who will subscribe for the common stock.

In addition, upon the issuance or disposal of the Company's common stock under the Plan, the Company and the Eligible Directors shall enter into a restricted stock allotment agreement, which shall include the following provisions: (i) Eligible Directors shall not transfer, create a security interest in, or otherwise dispose of the Company's common stock allotted under the restricted stock allotment agreement for a certain period; and (ii) the Company shall acquire the common stock without consideration if certain events occur.

Taking into account the purpose of the Plan, the Company's business performance, the scope of responsibilities of each Eligible Director, and other circumstances, the Company has decided to grant a total of 16,100,000 yen in monetary compensation claims (hereinafter referred to as the "Monetary Compensation Claims") and 4,600 shares of common stock for the purpose of further enhancing the motivation of each Eligible Director.

In this disposal of treasury shares, based on the Plan, the five eligible Directors, who are the allottees, will pay all of the monetary compensation claims against the Company as property contributed in kind, and will receive the disposal of the Company's common shares (hereinafter referred to as the "Allotted Shares"). The outline of the Restricted Stock Allotment Agreement (hereinafter referred to as the "Allotment Agreement") to be concluded between the Company and the eligible Directors in this disposal of treasury shares is as described in 3. below.

3. Outline of the Allotment Agreement

(1) Transfer Restriction Period

The period from November 5, 2026, to the time immediately following the time of retirement from the position of Director of the Company.

(2) Conditions for Lifting Transfer Restrictions

On the condition that the eligible Director has continuously held the position of Director of the Company during the period from the month including the Allotment Resolution Date to the time immediately before the conclusion of the first Ordinary General Meeting of Shareholders that occurs thereafter, the Company shall lift the transfer restrictions on all of the Allotted Shares at the time of the expiration of the Transfer Restriction Period.

(3) Treatment in the event that an eligible Director retires due to expiration of term of office or other justifiable reason during the Transfer Restriction Period

(i) Timing of lifting transfer restrictions

In the event that an eligible Director retires from the position of Director of the Company due to expiration of term of office or other justifiable reason (including retirement due to death), the transfer restrictions shall be lifted at the time immediately following the retirement of the eligible Director.

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

The number of shares shall be the number of Allotted Shares held at the time of retirement specified in (i) above, multiplied by the number obtained by dividing the period of service (in months) from the month including the Allotment Resolution Date to the month including the retirement date of the eligible Director by 12 (if the result exceeds 1, it shall be 1) (provided, however, that any fractional shares of less than one unit resulting from the calculation shall be rounded down).

(4) Acquisition without consideration by the Company

In the event that an eligible Director commits an act in violation of laws and regulations or falls under certain other

grounds specified in the Allotment Agreement during the Transfer Restriction Period, the Company shall automatically acquire all of the Allotted Shares without consideration at that time. In addition, the Company shall automatically acquire without consideration any Allotted Shares for which the transfer restrictions have not been lifted at the time of expiration of the Transfer Restriction Period or at the time of lifting of transfer restrictions specified in (3) above.

(5) Management of Shares

During the Transfer Restriction Period, the Allotted Shares shall be managed in a dedicated account opened by the eligible Director at Nomura Securities Co., Ltd. so that they cannot be transferred, pledged as collateral, or otherwise disposed of during the Transfer Restriction Period. The Company has entered into an agreement with Nomura Securities Co., Ltd. in connection with the management of the accounts of the Allotted Shares held by each eligible Director in order to ensure the effectiveness of the transfer restrictions, etc. pertaining to the Allotted Shares. In addition, the eligible Directors shall agree to the details of the management of such accounts.

(6) Treatment in the event of organizational restructuring, etc.

If, during the Restriction Period, a merger agreement in which the Company becomes a disappearing company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or any other matter concerning organizational restructuring, etc., is approved at the Company's General Meeting of Shareholders (or by the Company's Board of Directors if such organizational restructuring, etc., does not require approval by the Company's General Meeting of Shareholders), the Company shall, by resolution of the Board of Directors, lift the transfer restrictions on the number of shares calculated by multiplying the number of the Allotted Shares held at that time by the number obtained by dividing the number of months from the Allotted Resolution Date to the month including the date of such approval by 12 (if the result exceeds 1, it shall be 1) (any fractional shares of less than one unit resulting from the calculation shall be rounded down) as of the time immediately preceding the business day prior to the effective date of the organizational restructuring, etc. Furthermore, immediately after the transfer restrictions are lifted, the Company shall automatically acquire, without consideration, all of the Allotted Shares for which the transfer restrictions have not been lifted.

4. Basis for Calculation of the Paid-in Amount and Specific Details Thereof

This disposal of treasury shares to the allottees is carried out by using as contributed assets the monetary compensation claims provided as restricted stock compensation for the Company's 58th fiscal year under this system. The disposal price is set at 3,500 yen, which is the closing price of the Company's common stock on the Prime Market of the Tokyo Stock Exchange on October 8, 2026 (the business day immediately preceding the date of the Board of Directors' resolution), in order to ensure that the price is free from arbitrariness. This is the market share price immediately preceding the date of the Board of Directors' resolution, and The Company believes that the price is reasonable and does not constitute a particularly favorable price.

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