



July 15, 2025

To whom it may concern

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(Securities code: 6809; TSE Prime Market)  
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## Notice Concerning Disposal of Treasury Shares as Restricted Share-Based Remuneration

TOA Corporation (the “Company”) hereby announces that it has resolved, at a meeting of the Board of Directors held on July 15, 2025, to conduct a disposal of treasury shares (the “Disposal of Treasury Shares” or the “Disposal”). The details are described below.

### Details

#### 1. Overview of the Disposal

(1) Date of Disposal	July 30, 2025
(2) Class and number of shares for Disposal	26,000 common shares of the Company
(3) Disposal value	¥1,006 per share
(4) Total amount of Disposal value	¥26,156,000-
(5) Allottees and number thereof, and number of shares for Disposal	Four of Representative Director and Executive Directors: 23,000 shares Three of Executive Officers (excluding those who concurrently serve as Director): 3,000 shares

#### 2. Purpose and Reason for Disposal

At the Board of Directors Meeting of the Company held on May 8, 2019, the Company resolved to introduce a Restricted Share-Based Remuneration Plan (the “Plan I”) for Representative Director and Executive Directors of the Company (“Eligible Directors”) in order to provide an even greater incentive to improve the Company’s share price and corporate value and to further promote the sharing of values between the Eligible Directors and the shareholders. Furthermore, at the 71st Ordinary General Shareholders’ Meeting of the Company held on June 20, 2019, the Company obtained approval to grant restricted shares to the Eligible Directors as remuneration based on the Plan with the amount of monetary remuneration claims to be paid set as not exceeding ¥100 million annually, the total number of shares with transfer restrictions to be allotted set as not exceeding 120,000 shares annually, and the transfer restriction period for shares with transfer restrictions set as 20 years.

Additionally, at the Board of Directors Meeting of the Company held on March 13, 2025, the Company resolved to broaden the scope of this plan to introduce a Restricted Share-Based Remuneration Plan (hereinafter referred to as “Plan II” and together with Plan I, “Plan”) for Executive Officers of the Company (excluding those who also serve as Director; the “Eligible Executive Officers”) in order to provide an even greater incentive to improve the Company’s share price and corporate value and to further promote the sharing of values between the Eligible Executive Officers and the shareholders.

Today, the Board of Directors of the Company resolved to pay monetary remuneration claims of ¥26,156,000 to Eligible Directors and Eligible Executive Officers who are planned allotted shares and allot 26,000 common

shares of the Company by way of in-kind contribution for all said monetary remuneration claims from said Eligible Directors and Eligible Executive Officers. The amount of monetary remuneration claims for each Eligible Director and Eligible Executive Officers has been determined based on comprehensive consideration that takes into account the objectives of the Plan and the position and achievement of each Eligible Directors and Eligible Executive Officers. Additionally, the payment of said monetary remuneration claims is dependent on conditions including the conclusion of an agreement on allotment of shares with transfer restrictions that includes the content overviewed below (the “Allotment Agreement”) between each Eligible Directors, Eligible Executive Officers and the Company.

### 3. Overview of Agreements on Allotment of Shares

#### <Plan I>

#### (1) Transfer restriction period: July 30, 2025 to July 29, 2045

During the transfer restriction period stated above (hereinafter referred to as the “Transfer Restriction Period” in <Plan I>), Eligible Directors may not transfer to a third party, create a security interest on, or otherwise dispose of (the “Transfer Restrictions”) the shares with transfer restrictions allotted to said Eligible Directors (the “Allotted Shares”).

#### (2) Conditions for lifting transfer restrictions

The Company shall lift the transfer restrictions of all of the Allotted Shares upon expiration of the Transfer Restriction Period, on the condition that the Eligible Directors have remained in the position of Director of the Company throughout the Transfer Restriction Period.

However, if an Eligible Directors retire from the position of Director of the Company before the Transfer Restriction Period expires due to the expiration of the term of his/her office, death, or other reasons the Company’s Board of Directors deems justifiable as stipulated in (3) below, then the Company shall lift the Transfer Restrictions on a number of the Allotted Shares directly following the moment of said retirement. This number shall be the number of months from July 2025 to the month containing the date said Eligible Directors retire from the position of Director of the Company divided by 12 (however, if this number exceeds one, then it shall be deemed to be one) multiplied by the number of Allotted Shares held by said Eligible Directors at that time (however, if the result of this calculation contains a fraction, then it shall be rounded down to the nearest whole number).

#### (3) Acquisition by the Company without any consideration

If an Eligible Directors retire from the position of Director of the Company before the Transfer Restriction Period expires, the Company shall automatically acquire such Allotted Shares without any consideration, unless the reason for his/her retirement from office is the expiration of the term of his/her office, death, or other reason the Company’s Board of Directors deems justifiable.

The Company shall, as a matter of course, acquire without any consideration shares of the Allotted Shares for which the Transfer Restrictions have not been lifted when the Transfer Restriction Period expires, pursuant to the reasons for lifting the Transfer Restrictions stated in (2) above, directly following the expiration of the Transfer Restriction Period.

#### (4) Management of the shares

The Allotted Shares shall be managed in an exclusive account opened by the Eligible Directors, etc. at Nomura Securities Co., Ltd. during the Transfer Restriction Period so that the Allotted Shares may not be transferred, pledged or otherwise disposed of during the Transfer Restriction Period. The Company has entered into an agreement with Nomura Securities Co., Ltd. in relation to the management of the account for the Allotted Shares held by each of the Eligible Directors in order to ensure the effectiveness of the transfer restrictions, etc. of the Allotted Shares. The Eligible Directors, etc. shall also agree to the terms and conditions of the management of this account.

#### (5) Handling in organizational restructuring, etc.

If a merger agreement in which the Company will be the absorbed company, a share exchange agreement or a share transfer plan in which the Company will become a wholly owned subsidiary, or any other matter

related to organizational restructuring or the like is approved at the Company's General Meeting of Shareholders (or by the Board of Directors of the Company in cases where said organizational restructuring does not require approval of the General Meeting of Shareholders of the Company) ("Time of Restructuring Approval"), and if an Eligible Directors retire from the position of Director of the Company in accordance with said restructuring, then the Company, by resolution of the Board of Directors of the Company, shall lift the Transfer Restrictions on a number of the Allotted Shares held by said Eligible Directors immediately before the business day prior to the effective date of said restructuring. This number shall be the number of months from July 2025 to the month containing the day of approval divided by 12 (however, if this number exceeds one, then it shall be deemed to be one) multiplied by the number of Allotted Shares held by said Eligible Directors on the day of approval (however, if the result of this calculation contains a fraction, then it shall be rounded down to the nearest whole number).

Additionally, at the Time of Restructuring Approval, the Company shall acquire without any consideration all shares of the Allotted Shares for which the Transfer Restrictions have not been lifted on the business day prior to the effective date of said restructuring.

#### <Plan II>

(1) Transfer restriction period: July 30, 2025 to July 29, 2030

During the transfer restriction period stated above (hereinafter referred to as the "Transfer Restriction Period" in <Plan II>), Eligible Executive Officers may not transfer to a third party, create a security interest on, or otherwise dispose of the shares with transfer restrictions allotted to said Eligible Executive Officers

(2) Conditions for lifting transfer restrictions

The Company shall lift the transfer restrictions of all of the Allotted Shares upon expiration of the Transfer Restriction Period, on the condition that the Eligible Executive Officers has remained in the position of Executive Officers of the Company throughout the Transfer Restriction Period.

However, if an Eligible Executive Officers retire from the position of Executive Officers of the Company before the Transfer Restriction Period expires due to the expiration of the term of his/her office, death, appointment as Director or Auditor, retirement of employees, or other reasons the Company's Board of Directors deems justifiable as stipulated in (3) below, then the Company shall lift the Transfer Restrictions on a number of the Allotted Shares directly following the moment of said retirement. This number shall be the number of months from April 2025 to the month containing the date said Eligible Executive Officers retire from the position of Executive Officers of the Company divided by 12 (however, if this number exceeds one, then it shall be deemed to be one) multiplied by the number of Allotted Shares held by said Eligible Executive Officers at that time (however, if the result of this calculation contains a fraction, then it shall be rounded down to the nearest whole number).

(3) Acquisition by the Company without any consideration

If an Eligible Executive Officers retire from the position of Executive Officers of the Company before the Transfer Restriction Period expires, the Company shall automatically acquire such Allotted Shares without any consideration, unless the reason for his/her retirement from office is the expiration of the term of his/her office, death, appointment as Director or Auditor, retirement of employees, or other reason the Company's Board of Directors deems justifiable.

The Company shall, as a matter of course, acquire without any consideration shares of the Allotted Shares for which the Transfer Restrictions have not been lifted when the Transfer Restriction Period expires, pursuant to the reasons for lifting the Transfer Restrictions stated in (2) above, directly following the expiration of the Transfer Restriction Period.

(4) Management of the shares

The Allotted Shares shall be managed in an exclusive account opened by Eligible Executive Officers, etc. at Nomura Securities Co., Ltd. during the Transfer Restriction Period so that the Allotted Shares may not be transferred, pledged or otherwise disposed of during the Transfer Restriction Period. The Company has entered into an agreement with Nomura Securities Co., Ltd. in relation to the management of the account for

the Allotted Shares held by each of Eligible Executive Officers in order to ensure the effectiveness of the transfer restrictions, etc. of the Allotted Shares. Eligible Executive Officers, etc. shall also agree to the terms and conditions of the management of this account.

(5) Handling in organizational restructuring, etc.

If a merger agreement in which the Company will be the absorbed company, a share exchange agreement or a share transfer plan in which the Company will become a wholly owned subsidiary, or any other matter related to organizational restructuring or the like is approved at the Company's General Meeting of Shareholders (or by the Board of Directors of the Company in cases where said organizational restructuring does not require approval of the General Meeting of Shareholders of the Company) ("Time of Restructuring Approval"), and if an Eligible Executive Officers retire from the position of Executive Officers of the Company in accordance with said restructuring, then the Company, by resolution of the Board of Directors of the Company, shall lift the Transfer Restrictions on a number of the Allotted Shares held by said Eligible Executive Officers immediately before the business day prior to the effective date of said restructuring. This number shall be the number of months from April 2025 to the month containing the day of approval divided by 12 (however, if this number exceeds one, then it shall be deemed to be one) multiplied by the number of Allotted Shares held by said Eligible Executive Officers on the day of approval (however, if the result of this calculation contains a fraction, then it shall be rounded down to the nearest whole number).

Additionally, at the Time of Restructuring Approval, the Company shall acquire without any consideration all shares of the Allotted Shares for which the Transfer Restrictions have not been lifted on the business day prior to the effective date of said restructuring.

4. Grounds for Calculation of the Amount Paid In and Its Specific Details

To eliminate arbitrariness, the Disposal value of the Disposal of Treasury Shares is set at ¥1,006, the closing price of the Company's common shares on the Prime Market of the Tokyo Stock Exchange on July 14, 2025 (the business day prior to the date of the Board of Directors' resolution). This is the market share price immediately prior to the date of the Board of Directors' resolution and we believe that it is reasonable and does not constitute a particularly favorable price.

5. Others.

In cases where it is difficult for Eligible Directors and Eligible Executive Officers to introduce a Restricted Share-Based Remuneration Plan to non-residents, cash compensation (phantom stock) will be paid in lieu of the compensation for the grant of a Restricted Share-Based Remuneration Plan. The conditions for the grant of phantom stock shall be the same as those set forth in Plan II.

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