

June 27, 2025

To whom it may concern:

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Securities code: 6976
Listing: Tokyo Stock Exchange (Prime Market)
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Notice of Disposal of Treasury Stock as Restricted Stock Remuneration

At the meeting of the Board of Directors held today, TAIYO YUDEN CO., LTD. (the “Company”) resolved to dispose of treasury stock as restricted stock remuneration (hereinafter referred to as the “Disposal of Treasury Stock”) as described below.

DETAILS

1. Overview of the Disposal

(1)	Payment date	July 17, 2025
(2)	Class and number of shares to be disposed	197,034 shares of the common stock of the Company
(3)	Disposal price	2522.5 yen per share
(4)	Total value of shares to be disposed	497,018,265 yen
(5)	Planned recipients of disposal	Directors of the Company (*): 3 persons, 92,964 shares Operating Officers of the Company: 12 persons, 104,070 shares * Excluding Directors who are Audit & Supervisory Committee Members and Non-executive Directors including Outside Directors.
(6)	Others	The Company has filed the Extraordinary Report for the Disposal of Treasury Stock in accordance with the Financial Instruments and Exchange Act.

2. Purpose and Reason for the Disposal

At the 83rd Ordinary General Meeting of Shareholders held on June 27, 2024, the Company obtained approval to abolish the provisions concerning the amount of remuneration for share acquisition rights granted as stock compensation-type stock options as approved at the 81st Ordinary General Meeting of Shareholders held on June 29, 2022, and to introduce a stock remuneration plan (hereinafter referred to as “the Plan”) under which the Company’s common stock subject to a fixed transfer restriction period and grounds for acquisition free of charge by the Company (hereinafter referred to as “Restricted Stock”) will be granted in the form of “Restricted Stock by Position” and “Performance-based Post-Delivery Restricted Stock.” With respect to the amount of remuneration for the Company’s Directors (excluding Directors who are Audit & Supervisory Committee Members), the maximum annual amount of monetary remuneration (hereinafter referred to as “Monetary Remuneration Framework”) consisting of “basic remuneration” and “performance-based bonuses” shall be 500 million yen (of which up to 40 million yen is for Outside Directors), and the maximum annual amount of remuneration related to Restricted Stock (hereinafter referred to as “Share Remuneration Framework”) for Directors subject to the Plan (excluding Directors who are Audit & Supervisory Committee Members and Non-executive Directors including Outside Directors) shall be 50 million yen for “Restricted Stock Remuneration by Position” (with a maximum of 12,500 shares assigned per fiscal year) and 150 million yen for “performance-based post-delivery restricted stock remuneration” (with a maximum of 37,500 shares assigned per fiscal year).

Additionally, in implementing transition measures (hereinafter referred to as “Transition Measures”) under which, in exchange for the forfeiture of the unexercised share acquisition rights previously granted as stock compensation-type stock options prior to the introduction of the Plan and currently held by the Company’s Directors (excluding Directors who are Audit & Supervisory Committee Members and Non-executive Directors including Outside Directors) reappointed at the 84th Ordinary General Meeting of Shareholders who will continue in office, an equivalent number of restricted stock will be assigned, at the 84th Ordinary General Meeting of Shareholders held on June 27, 2025, the Company obtained approval to establish, solely for the 85th fiscal year (April 1, 2025 to March 31, 2026) a separate remuneration plan, distinct from the aforementioned Monetary Remuneration Framework and Share Remuneration Framework, under which the total amount of monetary claims to be granted as remuneration for the assignment of restricted stock shall be set at a maximum of 300 million yen and the total number of restricted stock to be assigned shall be set at a maximum of 82,500 shares.

Today, based on the resolution of the Board of Directors, the Company decided to allot 197,034 shares of the Company’s common shares as special restricted shares by paying a total amount of monetary remuneration claims of 497,018,265 yen as restricted stock remuneration by position relating to the period from April 1, 2025 to March 31, 2026 (hereinafter referred to as “Service Provision Period”) and as restricted stock remuneration relating to the Transition Measures (hereinafter referred to as “Transition Measures Amount”) to the planned allottees, namely 3 Directors (excluding Directors who are Audit & Supervisory Committee Members and Non-executive Directors including Outside Directors) and 12 Operating Officers of the Company (hereinafter referred to as “Allottee(s)”) and having the Allottees provide the full amount of those monetary remuneration claims through the method of contribution in kind. The amount of monetary remuneration claims for each Allottee is determined in comprehensive consideration of general matters such as the level of contribution of each Allottee at the Company. In addition, such monetary remuneration claims will be granted subject to the condition that each

Allottee enters into a restricted stock allotment agreement (hereinafter referred to as the “Allotment Agreement”) with the Company that, in general terms, includes the following matters.

3. Overview of the Allotment Agreement

(1) Restriction Period

During the period from July 17, 2025 to the date of the Allottee’s positions of Director and Operating Officer of the Company are both lost

During the restriction period set forth above (hereinafter referred to as the “Restriction Period”), the Allottee may not transfer, pledge, grant a security interest in, or make a living gift, bequest, or otherwise dispose of the restricted stock (hereinafter referred to as the “Allocated Stock”) allotted to the Allottee to any third party (hereinafter referred to as the “Restrictions”).

(2) Acquisition of restricted stock without charge

I. Restricted stock remuneration by position

If an Allottee’s positions of Director and Operating Officer of the Company are both lost before the expiration of the Service Provision Period, the Company shall acquire as a matter of course the Allocated Stock without charge as of the time of such forfeiture, unless there is a reason that the Board of Directors of the Company deems justifiable.

In addition, if any of the Allocated Stock have not been released from the Restrictions in accordance with the conditions for lifting the Restrictions provided in (3) below at the time the Restriction Period expires (hereinafter referred to as the “Date of Expiration”), the Company shall acquire as a matter of course such Allocated Stock without charge as of the time immediately following the Date of Expiration.

II. Transition Measures Amount

If an Allottee’s positions of Director and Operating Officer of the Company are both lost, the Company shall acquire as a matter of course the Allocated Stock without charge, unless there is a reason that the Board of Directors of the Company deems justifiable.

(3) Lifting of Restrictions

I. Restricted stock remuneration by position

On the condition that the Allottee has continuously held the position of either Director or Operating Officer of the Company during the Service Provision Period, upon the Date of Expiration, the Company shall lift the Restrictions on all of the Allocated Stock held by the Allottee at that time.

However, if the Allottee’s positions of Director and Operating Officer of the Company are both lost prior to the expiration of the Service Provision Period for reasons deemed justifiable by the Board of Directors of the Company, then the Company shall lift the Restrictions on the Allocated Stock immediately following said forfeiture for a proportion of the Allocated Stock calculated by dividing the number of months from April 2025 to the month of the date on which the Director or Operating Officer forfeits their position by 12, multiplied by the number of Allocated Stock held by the Allottee at that time (however, should the calculation result in a fractional share, this shall be rounded down).

II. Transition Measures Amount

The Company, upon the Date of Expiration, shall lift the Restrictions on all of the Allocated Stock held at that time by the Allottee.

However, if the Allottee's positions of Director and Operating Officer of the Company are both lost due to a reason the Board of Directors of the Company deems justifiable, the Company shall rationally adjust the timing of lifting, as needed.

(4) Provisions concerning the management of stock

The Allottee shall open an account with SMBC Nikko Securities Inc. to enter or record the Allocated Stock in a manner designated by the Company, and shall keep and maintain the Allocated Stock in such account until the Restrictions are lifted.

(5) Treatment during reorganization, etc.

I. Restricted stock remuneration by position

If, during the Restriction Period, a proposal relating to a merger agreement in which the Company is the dissolving company, a stock exchange agreement or stock transfer plan in which the Company becomes a wholly owned subsidiary, or other reorganization, etc. is 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 a resolution of the Board of Directors, lift the Restrictions on the Allocated Stock as of the business day immediately preceding the effective date of the reorganization, etc., for a proportion of the Allocated Stock calculated by dividing the number of months from April 2025 to the month of the date of the approval by 12 (however, if the calculation exceeds 1, the number shall be considered to be 1), multiplied by the number of Allocated Stock held by the Allottee on the date of the approval (however, should the calculation result in a fractional share, this shall be rounded down).

In this case, the Company, on the business day preceding the effective date of the reorganization, etc., shall acquire as a matter of course all Allocated Stock for which the Restrictions have not been lifted without charge as of said date in accordance with the provisions stated above.

II. Transition Measures Amount

If, during the Restriction Period, a proposal relating to a merger agreement in which the Company is the dissolving company, a stock exchange agreement or stock transfer plan in which the Company becomes a wholly owned subsidiary, or other reorganization, etc. is 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, by a resolution of the Board of Directors, shall lift the Restrictions for all of the Allocated Stock prior to the effective date of the reorganization, etc.

4. Basis for calculation of the amount to be paid in and specifics thereof

In order to eliminate arbitrariness in pricing, the disposal price for the Disposal of Treasury Stock shall be set at 2522.5 yen, which is the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of resolution by the Board of Directors of the Company (June 26, 2025). This is the market share price immediately prior to the date of the Company's Board of Directors' resolution, and we consider this to be a reasonable and not particularly favorable price.