



June 26, 2025

To Shareholders

Company name: MITSUBA Corporation
Name of representative: Sadami Hino,
Representative Director, President
Securities code: 7280 Prime Market of Tokyo Stock Exchange
Inquiry: Yasutaka Iio, Operating Officer and
General Manager of Human Resources Dept.
Tel: +81-277-52-0350

Notice regarding disposal of treasury stock as Restricted Stock Compensation

Mitsuba Corp. hereby announces that at the Board of Directors meeting held today, it resolved to dispose of its treasury stock as restricted stock compensation (the "Treasury Stock Disposal") as follows:

Description

1. Summary of the Disposal

(1) Payment due date	July 25, 2025
(2) Type and total number of shares to be disposed of	Common stock of the Company 76,817 shares
(3) Disposal price	807 Yen per share
(4) Total amount disposed of	61,991,319 Yen
(5) Allottee	Directors of the Company (excluding directors who are audit and supervisory committee members and outside directors): 4 persons, 25,773 shares Officers: 20 persons, 51,044 shares

2. Purpose and reasons for the disposition

As announced in the "Notice Concerning the Introduction of a Restricted Stock Compensation Plan" dated May 14, 2025, the Company resolved at its Board of Directors meeting held on May 14, 2025 to introduce a restricted stock compensation plan (the "Plan") for the purpose of providing its Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors; hereinafter referred to as the "Eligible Directors") with an incentive to sustainably increase the Company's corporate value and to further share that value with shareholders, thereby increasing its corporate value over the medium to long term.

In addition, at the 80th Ordinary General Meeting of Shareholders held on June 26, 2025, approval was obtained for the following: (i) the granting of restricted stock under the System will be made either by issuing or disposing of the Company's common stock without the need to make a monetary payment or provide in-kind contributions as remuneration, etc. to the Directors, or by providing monetary remuneration claims to the Eligible Directors and having them contribute such claims in kind to issue or dispose of the Company's common stock; (ii) the total number of the Company's common stock to be issued or disposed of under the System will be up to 200,000 shares per year, and the amount thereof will be up to 100 million yen per year, separate from the existing monetary

remuneration framework; and (iii) the transfer restriction period for restricted stock to be issued under the System will be from the date of issuance of the shares to the date on which the Director resigns or retires from his/her position as a Director or other position as determined by the Company's Board of Directors.

Based on this, the Company has resolved at a meeting of the Board of Directors held today, taking into consideration the purpose of the Scheme, the Company's performance and other circumstances, to pay monetary compensation claims totaling 61,991,319 yen (the "Monetary Compensation Claims") to 24 Eligible Directors and Executive Officers of the Company (collectively the "Eligible Directors, etc."), and has also resolved at the meeting of the Board of Directors held today that, pursuant to the Scheme, the 24 Eligible Directors, etc., who are the intended recipients of the Allotment, will dispose of 76,817 shares of the Company's common stock (the "Allotted Shares") by contributing all of their Monetary Compensation Claims to the Company as in-kind assets.

<Summary of the stock allocation agreement>

The Company will enter into restricted stock allocation agreements with each Eligible Director, etc. individually, the outline of which is as follows:

(1) Transfer restriction period

The Eligible Directors, etc. shall not transfer, create security interests in, make gifts during their lifetime, or otherwise dispose of the Allocated Shares during the period from the payment due date for the Allocated Shares to the date on which they resign or retire from their positions as director or executive officer of the Company (or, if the period during which transfer is prohibited in order to be subject to Article 2-12-1 of the Enforcement Order of the Financial Instruments and Exchange Act expires later than that date, then that date) (hereinafter referred to as the "Transfer Restriction Period").

(2) Conditions for lifting transfer restrictions

The transfer restrictions will be lifted for all of the Allocated Shares at the expiration of the Transfer Restriction Period, provided that the Eligible Directors, etc. have continuously held the position of director or executive officer of the Company during the period from the date of the Company's Ordinary General Meeting of Shareholders immediately preceding the Payment Due Date to the conclusion of the first Ordinary General Meeting of Shareholders of the Company (however, in the case of an Eligible Director, etc. who is an executive officer, the period from the start of the business year in which the Payment Due Date falls to the last day of such business year) (hereinafter referred to as the "Service Period").

However, if an Eligible Director, etc. resigns or retires for a valid reason or resigns or retires due to death during the Transfer Restriction Period, the transfer restrictions will be lifted for the number of Allocated Shares held by the Eligible Director, etc. calculated by dividing the number of months up to the month including the day on which the Eligible Director, etc. resigned or retired by 12 (however, if the calculation results in a fractional share, such fractional share will be rounded down).

(3) Reasons for free acquisition

If an Eligible Director, etc. resigns or retires from his/her position as a director or executive officer of the Company without a valid reason during the Service Period, the Company will automatically acquire the Allocated Shares free of charge.

In addition, if there are any Granted Shares for which the transfer restrictions have not been lifted at the time the transfer restrictions are lifted as set forth in (2) above, the Company will naturally acquire such Granted Shares free of charge.

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

Notwithstanding the provisions of (1) above, if, during the Transfer Restriction Period, a merger agreement in which the Company will be the disappearing company, a share exchange agreement or share transfer plan in which the Company will be a wholly owned subsidiary, or other matters related to organizational restructuring, etc. are approved at the Company's General Meeting of Shareholders (or, in cases where the approval of the General Meeting of Shareholders of the Company is not required for the organizational restructuring, etc., at the Company's Board of Directors meeting), the Company will, by resolution of the Board of Directors, lift the Transfer Restrictions immediately before the business day preceding the effective date of the organizational restructuring, etc., for a number of shares calculated by dividing the number of months from the month following the month including the start date of the Service Period (however, in the case of the Eligible Directors, etc. being an executive officer, the month including the start date of the Service Period) to the month including the date of such approval (hereinafter referred to as the "Approval Date of Organizational Restructuring, etc.") by 12 (however, if this number exceeds 1, it will be set to 1), multiplying this number by the number of Allocated Shares held by the Eligible Directors, etc. on the Approval Date of Organizational Restructuring, etc. (however, if the calculation results in a fraction less than 1 share, such fraction will be rounded down). In that case, if there are any Allocated Shares for which the transfer restrictions have not been lifted immediately after the transfer restrictions are lifted, the Company will naturally acquire them free of charge.

(5) Management of shares

The Eligible Directors, etc. will open a dedicated account with Mizuho Securities Co., Ltd. in which the Granted Shares will be recorded in a manner designated by the Company, and will store and maintain all of the Granted Shares in that dedicated account until the transfer restrictions are lifted.

3. Basis for calculation of payment amount and its specific details

In order to eliminate arbitrariness, the disposal price for this disposal of treasury stock will be set at 807 yen, which is the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the Board of Directors meeting (June 25, 2025). This is the market share price immediately prior to the date of the resolution of our Board of Directors, and we believe that it is reasonable and not a particularly favorable price.