

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.



July 15, 2025

Company Name: Nojima Corporation
Representative: Hiroshi Nojima
President & Representative Executive Officer
(Stock Exchange Code: 7419, Prime Market of the Tokyo Stock Exchange)
Contact: Hajime Nukumori
Executive Vice President & Representative Executive Officer
Tel: +81-50-3116-6500

Notice Regarding Disposal of Treasury Stock as Restricted Stock Compensation

Nojima Corporation (the “Company”) hereby announces that at the Board of Directors meeting held on July 15, 2025 (the “Allotment Resolution Date”), it has resolved to dispose of treasury stock (the “Disposal of Treasury Stock” or the “Disposal”). The details are described below.

1. Overview of the Disposal

1. Overview of the Disposal for Directors and Executive Officers of the Company

1.		Date of allotment	August 14, 2025
2.		Type and number of shares to be disposed of	18,025 shares of the Company’s common stock
3.		Disposal price and total disposal amount	3,335 yen per share * Although the Disposal of Treasury Stock will be made without contribution as compensation, etc. to the Company’s directors and executive officers pursuant to Article 202-2 of the Companies Act, the disposal price has been set at 3,335 yen, which is the closing price of the Company’s common stock 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 meeting. The total amount of the disposal is 60,113,375 yen, which is the product of the disposal price and the number of shares to be disposed of.
4.		Allottees, number of allottees, and number of shares to be disposed of	11 directors of the Company: 15,321 shares 5 executive officers of the Company: 2,704 shares

2. Overview of the Disposal for Employees of the Company and Directors, Statutory Auditors and Executive Officers of the Company's Subsidiaries

1.	Date of disposal	August 14, 2025
2.	Type and number of shares to be disposed of	11,418 shares of the Company's common stock
3.	Disposal price	3,335 yen per share
4.	Total disposal amount	38,079,030 yen
5.	Allottees, number of allottees, and number of shares to be disposed of	8 advisor of the Company: 2,962 shares 11 directors of the Company's subsidiaries: 7,314 shares 1 statutory auditor of the Company's subsidiary: 287 shares 3 executive officers of the Company's subsidiaries: 586 shares 1 advisor of the Company's subsidiary: 269 shares

2. Purpose of and Reason for the Disposal

Following a review of its executive compensation system at the meeting of the Compensation Committee held on May 20, 2025, the Company has resolved to introduce a restricted stock compensation plan (the "Plan") for directors and executive officers of the Company (collectively, the "Eligible Officers"), for advisor of the Company, and for directors, statutory auditors, and executive officers of the Company's subsidiaries (collectively, the "Eligible Subsidiary Officers, etc."; hereinafter, collectively referred to together with "Eligible Officers" as "Eligible Persons").

The overview of the Plan is described below.

[Overview of the Plan]

The compensation paid to Eligible Officers under the Plan shall consist of either (1) Common stock of the Company; or (2) Monetary claims as property contributed in kind for the acquisition of the common stock of the Company. The compensation to be paid to Eligible Subsidiary Officers, etc. shall consist of monetary claims as property contributed in kind for the acquisition of the common stock of the Company. In addition, common stock of the Company will be delivered to Eligible Persons by new issuance or disposal of treasury stock based on a resolution of the Board of Directors of the Company.

In cases where common stock of the Company is provided to Eligible Officers as compensation under the Plan without the payment of monetary claims, the issuance or disposal of said common stock itself shall serve as compensation. In such cases, the payment of monetary claims as property contributed in kind in exchange for the common stock will not be required. The amount of the Company's common stock granted to Eligible Officers shall be calculated as an amount per share of said common stock based on its closing price on the Tokyo Stock Exchange on the business day prior to the date of the respective resolution(s) of the Board of Directors regarding the issuance or disposal of said common stock (if there was no trading on that day, then the closing price of the most recent trading date prior to that day shall be used).

However, if monetary claims are granted as compensation under the Plan to Eligible Persons as property contributed in kind for the acquisition of the Company's common stock, Eligible Persons shall contribute all such monetary claims as property contributed in kind and receive common stock of the Company by new issuance or disposal of treasury stock based on a resolution of the Company's Compensation Committee or the Board of Directors of its subsidiaries. The amount paid per share in this case shall be determined by the Compensation Committee based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day prior to the date of the respective resolution(s) of the Board of Directors (if there was no trading on

that day, then the closing price of the most recent trading date prior to that day shall be used) within a price range that is not particularly advantageous to Eligible Persons who subscribe for said common stock. The specific timing and distribution of payments to each of the Eligible Persons shall be determined by the Compensation Committee.

Any issuance or disposal of the Company's common stock under the Plan (the "Allotted Shares") and the payment of monetary claims as property contributed in kind for the Allotted Shares shall be subject to the condition that a restricted stock allotment agreement is concluded between the Company and the Eligible Persons. This agreement shall include the following terms: (1) Eligible Persons may not transfer, pledge, or otherwise dispose of the Allotted Shares for a certain period (the "Transfer Restriction Period"); and (2) Under specific circumstances, the Company may acquire the Allotted Shares without compensation.

Based on the deliberation of the Compensation Committee and in consideration of the purpose of the Plan, the Company's business performance, the scope of responsibilities of each Eligible Officer, and various other factors, the Company has decided to grant a total of 18,025 shares of its common stock to 16 Eligible Officers as compensation for the execution of their duties, with the aim of further enhancing motivation of the Eligible Officers, etc. In addition, the Company has decided to grant a total of 38,079,030 yen in monetary claims (the "Monetary Claims") and 11,418 shares of its common stock to 24 Eligible Subsidiary Officers, etc.

An overview of the restricted stock allotment agreement (the "Allotment Agreement") to be executed between the Company and the Eligible Persons in connection with the Disposal of Treasury Stock is provided in Section 4 below.

3. Overview of the Allotment Agreement

(1) Transfer Restriction Period

From August 14, 2025 until immediately after resignation or retirement from a position at the Company or any of its subsidiaries as a director, executive officer, executive officer not concurrently serving as a director, statutory auditor, advisor, counselor, employee, or any other equivalent position.

(2) Conditions for lifting of the restriction

The transfer restriction on all of the Allotted Shares shall be lifted at the expiration of the Transfer Restriction Period, on the condition that the Eligible Person has continuously held a position as a director, executive officer, executive officer not concurrently serving as a director, statutory auditor, advisor, counselor, employee, or other equivalent position at the Company or any of its subsidiaries throughout the period (the "Service Period") from the date of commencement of duties until immediately prior to the time of conclusion of the first ordinary general meeting of shareholders thereafter (provided, however, that if the Eligible Person is an advisor of the Company or an executive officer or advisor of a subsidiary of the Company, the Service Period shall be deemed to be the period from the first day of the fiscal year in which the Allotment Resolution Date falls until the last day of such fiscal year; the same shall apply hereinafter).

(3) Treatment upon resignation or retirement of the Eligible Person during the Service Period due to expiration of the term of office, mandatory retirement age, or other legitimate reasons (including resignation or retirement due to death)

(i) Timing of the lifting of the transfer restriction

If the Eligible Person resigns or retires from a position at the Company or any of its subsidiaries as a director, executive officer, executive officer not concurrently serving as a director, statutory auditor, advisor, counselor, employee, or any other equivalent position due to expiration of the term of office, mandatory retirement age, or other legitimate reasons (including resignation or retirement due to death), the transfer restriction shall be lifted immediately after such resignation or retirement.

(ii) Number of shares subject to lifting of the transfer restriction

The number of the Allotted Shares for which the transfer restriction shall be lifted shall be calculated by multiplying the number of Allotted Shares held by the Eligible Person at the time of resignation or retirement as prescribed in item (i) by the number obtained by dividing the number of months from the month including the Allotment Resolution Date (provided, however, that if the Eligible Person is an advisor of the Company or executive officer or advisor of a subsidiary of the Company, the month including the first day of the fiscal year in which the Allotment Resolution Date falls shall be used) to the month including the date of resignation or retirement, by 12 (provided that if the result exceeds 1, it shall be deemed to be 1). (Any fractional shares resulting from the calculation shall be rounded down).

(4) Acquisition without payment of any contribution by the Company

If the Eligible Person commits an act in violation of laws and regulations during the Transfer Restriction Period or falls under certain circumstances specified in the Allotment Agreement, the Company shall acquire without payment of any contribution all of the Allotted Shares held by the Eligible Person at the time. In addition, at the expiration of the Transfer Restriction Period or at the time of lifting of the transfer restriction as stipulated in item (3) above, the Company shall acquire without payment of any contribution Allotted Shares for which the transfer restriction has not been lifted.

(5) Treatment in the event of reorganization, etc.

If, during the Transfer Restriction Period, any matter related to reorganization, etc., such as a merger agreement under which the Company becomes a dissolved entity, a share exchange agreement or share transfer plan under which the Company becomes a wholly owned subsidiary, is approved at a general meeting of shareholders of the Company (or, if such shareholder approval is not required, at a meeting of the Board of Directors of the Company), the transfer restriction shall be lifted, by resolution of the Board of Directors, with respect to the number of Allotted Shares held at the time of such approval multiplied by the number obtained by dividing the number of months from the month including the Allotment Resolution Date (provided, however, that if the Eligible Person is an advisor of the Company or executive officer or advisor of a subsidiary of the Company, the month including the first day of the fiscal year in which the Allotment Resolution Date falls shall be used) to the month including the date of such approval, by 12 (provided that if the result exceeds 1, it shall be deemed to be 1). (Any fractional shares resulting from the calculation shall be rounded down). The lifting of the transfer restriction shall be effective as of immediately prior to the last business day before the effective date of such reorganization, etc. In addition, all of the Allotted Shares for which the transfer restriction has not been lifted immediately after such time shall be acquired by the Company without consideration.

(6) Management of stock

During the Transfer Restriction Period, the Allotted Shares shall be managed in a dedicated account opened by the Eligible Person at Nomura Securities Co., Ltd., so that the Allotted Shares cannot be transferred, pledged, or otherwise disposed of during the Transfer Restriction Period. To ensure the effectiveness of the transfer restriction and other conditions relating to the Allotted Shares, the Company has entered into an agreement with Nomura Securities Co., Ltd. concerning the management of the accounts in which the Allotted Shares held by each Eligible Person is deposited, and each Eligible Person shall be deemed to have consented to the terms of such account management.

4. Basis and Specific Details for Calculating the Payment Amount for the Disposal of Treasury Stock to the Eligible Subsidiary Officers, etc.

The Disposal of Treasury Stock to the Eligible Subsidiary Officers, etc. is conducted by way of contribution in kind, using the monetary claims granted as restricted stock compensation under the Plan as the contributed property. To ensure the absence of arbitrariness, the disposal price has been set at 3,335 yen, which is the closing price of the Company's common stock on the Prime Market of the Tokyo Stock Exchange on July 14, 2025 (the business day immediately preceding the date of the Board of Directors resolution). This represents the market price immediately prior to the date of the Board resolution and is considered to be reasonable and not particularly advantageous.