



June 25, 2025

Company name: KONDOTEC INC.  
 Representative: Noboru Hamano, President and Representative Director  
 (Securities code: 7438; Tokyo Stock Exchange Prime Market)  
 Inquiries: Hiroyuki Yada, Senior Executive Director,  
 General Manager of Management Headquarters  
 (Telephone: +81-6-6582-8441)

## Notice Concerning Disposal of Treasury Shares as Restricted Share-Based Remuneration

KONDOTEC INC. (the “Company”) hereby announces that it has resolved, at a meeting of the Board of Directors held today, resolved to conduct a disposal of treasury shares as restricted share-based remuneration (hereinafter collectively referred to as the “Disposal of Treasury Shares”) as described below.

### 1. Outline of the Disposal

(1) Payment date	July 15, 2025
(2) Class and number of shares to be disposed	23,800 common shares of the Company
(3) Disposal value	1,549 yen per share
(4) Total amount of disposal	36,866,200 yen
(5) Planned recipients of share allocation	8 Directors of the Company, 23,800 shares * Excluding Outside Directors and Director who are Audit & Supervisory Committee Member

### 2. Purpose and reasons for the disposal

As stated in “Notice Concerning Introduction of Restricted Share-Based Remuneration Plan” dated May 13, 2021, at a meeting of the Board of Directors held on May 13, 2021, it was resolved to introduce a share-based remuneration plan (hereinafter, the “Plan”) for Directors of the Company (Excluding Outside Directors and Directors who are Audit & Supervisory Committee Members; hereinafter, the “Target Directors”) and Executive Officers in order to further promote shared value with shareholders and further enhance motivation to contribute to the increase of the Company’s corporate value.

In addition, at the 69th Ordinary General Meeting of Shareholders held on June 22, 2021, as property contributed in kind related to the granting of Restricted Shares which is separate from the existing remuneration amount to Target Directors in accordance with the Plan, it was approved the Company shall grant monetary remuneration claims of 120 million yen or less per year, the maximum number of common shares of the Company to be issued or disposed of in order to grant Restricted Shares shall be 73,800 shares per year, and transfer restriction period shall be a period of time from the payment date for Restricted Shares to the date of retirement or resignation from office.

And then, at a meeting of the Board of Directors held today, the Company resolved to grant total 36,866,200

yen to eight Target Directors as the monetary remuneration claims in consideration of the purpose of the Plan, operating performance of the Company and other conditions. Furthermore, at a meeting of the Board of Directors held today, the Company resolved to conduct a disposal of 23,800 common shares of the Company by paying all monetary remuneration claims arising from this proposal to the Company as property contributed in kind, in accordance with the Plan by eight Target Directors.

In order to achieve the purpose of the Plan, which is to sustainably increase of the Company's corporate value and to share value with shareholders, over the medium to long term, transfer restriction period will be until the date on which Target Director retires or resigns from office as Director, Corporate Executive Officer, Executive Officer or employee of the Company or a subsidiary of the Company.

### **<Outline of an agreement on the allotment of Restricted Shares>**

The Company will conclude an agreement on the allotment of Restricted Shares (hereinafter, the "Allotment Agreement") with each Target Director. The following section provides outline of the Allotment Agreement.

#### **(1) Transfer restriction period**

A period of time from July 12, 2025 to the date of retirement or resignation from office, or the date more than three months after the end of the fiscal year to which the date of delivery, whichever is later.

Target Directors shall not transfer, create a security interest on, make an inter vivos gift or otherwise dispose of the Allotted Shares during the Transfer Restriction Period above (hereinafter, the "Transfer Restriction Period").

#### **(2) Conditions to lift Transfer Restrictions**

The Company shall lift the Transfer Restrictions of all Allotted Shares upon expiration of the Transfer Restriction Period, on the condition that Target Directors have remained in the position of Director, Corporate Executive Officer, Executive Officer or employee of the Company or a subsidiary of the Company throughout the Service Provision Period.

However, if the Target Director retires or resigns from the above position due to a reason the Board of Directors deems justifiable, or retires or resigns due to death, before the expiration of the planned service provision period specified by the Board of Directors (hereinafter, the "Planned Service Provision Period"), the Company shall lift the Transfer Restrictions for the number of shares calculated by dividing the number of months from the month following the month including the date of the Ordinary General Meeting of Shareholders held immediately preceding the payment due date to the month including the date on which Target Directors retire or resign by 12 (however, if the calculation results in a number greater than 1, then 1 will be used), and multiplying that number by the number of allocated shares held by Target Directors at that time (however, if the calculation results in a fractional share, that fractional share will be rounded down). If the Company deems it necessary, it may adjust the timing of lifting the Transfer Restrictions and the number of the allotted Shares to it within the scope permitted by the resolution of the General Meeting of Shareholders.

#### **(3) Acquisition of shares without contribution**

Pursuant to the provision in (2) above, at the time of the lifting Transfer Restrictions, the Company shall acquire the Allotted Shares for which the Transfer Restrictions have not been lifted, automatically without contribution.

(4) Treatment at the time of reorganization

Notwithstanding the provisions of (1) above, if, during the Transfer Restriction Period, matters relating to a merger agreement under which the Company is the disappearing company, a share exchange agreement or share transfer plan under which the Company becomes a wholly owned subsidiary, or other reorganization, etc. are approved at the Company's General Meeting of Shareholders (or at a meeting of the Board of Directors in cases where the approval of the Company's General Meeting of Shareholders is not required), the Company shall, by resolution of the Board of Directors, lift the Transfer Restrictions on the Allotted Share immediately before the preceding business day of the effective date of reorganization, etc. The number of the Allotted Shares for which the Transfer Restriction will be lifted is calculated by dividing the number of months of the period from the start date of the Planned Service Provision Period of the following month to the date of the approval (hereinafter, the "Approval Date of Reorganization") by 12 (if the quotient exceeds 1, it shall be set to 1) and then multiplying the result by the number of Allocated Shares held by Target Directors on the Approval Date of Reorganization (however, if the calculation results in a fraction of a share that is less than 1 share, the fraction shall be rounded down).

In that case, the Company shall automatically acquire, without contribution, the Allotted Shares for which Transfer Restrictions have not been lifted at the time of the expiration of the Transfer Restriction Period.

(5) Others

Target Directors will open dedicated accounts at Mizuho Securities Co., Ltd in the manner designated by the Company for the purpose of registering or recording matters related to Allotted Shares, All of which shall be kept and maintained under the dedicated accounts to ensure Target Directors do not transfer, create a security interest on, make an inter vivos gift or otherwise dispose of Restricted Shares until Transfer Restrictions are lifted.

**3. Basis of calculation of the amount to be paid and specific details thereof**

In order to eliminate arbitrariness in determining the disposal value in Disposal of Treasury Shares, the disposal value is set at 1,549 yen, which is the closing price of the Company's common share on the Tokyo Stock Exchange on the business day immediately preceding the date of the Board of Directors (June 24, 2025). This is the market price on the day immediately preceding the date of the resolution of the Board of Directors, and the Company believes that it is reasonable and does not represent a particularly favorable value.