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June 26, 2025

To whom it may concern

Company name	Nichiha Corporation
Name of representative	Narumitsu Yoshioka, Representative Director and President (Code: 7943 TSE Prime/NSE Premier)
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Notice Concerning Disposal of Treasury Shares for Restricted Stock Units

Nichiha Corporation (the "Company") hereby announces that it has resolved, at a meeting of its Board of Directors held today, to dispose of treasury shares (hereinafter referred to as the "Disposal of Treasury Shares") as restricted stock units, as follows.

1. Overview of disposal

(1)	Due date of payment	July 23, 2025
(2)	Class and number of shares to be disposed of	Company common shares 16,494shares
(3)	Disposal price	2,958yen per share
(4)	Total disposal amount	48,789,252yen
(5)	Scheduled disposal recipient	Eligible Directors 4 8,923shares Eligible Managing Officers 4 7,571shares

*Eligible Directors: Directors of the Company (excluding Outside Directors.)

Eligible Managing Officers: Managing Officers with a title who do not concurrently serve as directors of the Company (Executive Managing Officer or above)

2. Purpose and reason for disposal

At the 87th Ordinary General Meeting of Shareholders of the Company held on June 25, 2024, the Company obtained approval for the introduction of a restricted stock unit plan (hereinafter referred to as the "Plan") for eligible Directors for the purpose of further motivating eligible Directors to contribute to an increase in stock price and corporate value, the total amount of monetary remuneration claims to be paid to the eligible Directors as compensation, etc. for restricted stocks based on the Plan to be 160 million yen or less per year, the total number of restricted stocks to be allotted to eligible Directors in each fiscal year to be 100,000 shares or less, and the transfer restriction period for restricted stocks to be the period from the date of issuance of the restricted stocks to the date of resignation or retirement from all position as a director, managing officer, or employee of the Company.

It was resolved today, at a meeting of the Board of Directors of the Company, to allot 16,494shares of the Company common shares as specified restricted stocks by paying a total of 48,789,252yen in monetary remuneration claims to 4 eligible Directors and 4 eligible Managing

Officers who are scheduled allottees, as RSUs for the terms of office of eligible Directors and eligible Managing Officers (hereinafter collectively referred to as the “allottees”) (for eligible Directors, the period from the 88th Ordinary General Meeting of Shareholders of the Company to the 89th Ordinary General Meeting of Shareholders of the Company to be held in June 2026, and for eligible Managing Officers, the period from April 1, 2025 to March 31, 2026. The same shall apply hereinafter.), and by having the allottees pay all of the said monetary remuneration claims by way of in-kind contributions. The amount of monetary remuneration claim for each allottee has been determined by comprehensively considering various matters, such as the degree of contribution of each allottee in the Company. In addition, the said monetary remuneration claim will be paid on the condition that each allottee shall execute a Restricted Stock Allotment Agreement (hereinafter referred to as "Allotment Agreement") with the Company, which generally includes the following details.

3. Overview of Allotment Agreement

(1) Transfer restriction period

From July 23, 2025 to the date on which the allottee will resign or retire from all position as a director, managing officer, or employee of the Company

During the transfer restriction period (hereinafter referred to as the "Transfer Restriction Period") set forth above, the allottee may not transfer, pledge, create a security interest by transfer, gift during life, make a bequest or otherwise dispose of the restricted stocks allotted to the said allottee (hereinafter referred to as the "Allotted Shares") to any third party (hereinafter referred to as "restriction of transfer").

(2) Acquisition of restricted stocks without consideration

If the allottee resigns or retires from all position as a director, managing officer or employee of the Company by the day before the expiration date of his or her term of office on or after the commencement date of the Transfer Restriction Period, the Company shall automatically acquire the Allotted Shares without consideration at the time of such resignation or retirement, unless there is a reason deemed justifiable by the Board of Directors of the Company.

Among the Allotted Shares, if the transfer restrictions have not been lifted at the time of expiration of the Transfer Restriction Period (hereinafter referred to as the "expiration of the Period") in accordance with the provisions of the reasons for the lifting of the transfer restriction in (3) below, the Company shall automatically acquire such Allotted Shares without consideration immediately after the expiration of the Period.

(3) Lifting of transfer restrictions

The Company will lift the transfer restrictions for all of the Allotted Shares held by the allottee as of the expiration of the Period on the condition that the allottee has held all position as a director, managing officer, or employee of the Company continuously from the commencement date of the Transfer Restriction Period until the expiration date of the first term of office.

However, if the allottee resigns or retires from all position as a director, managing officer, or employee of the Company by the day before the expiration date of the first term of office after the commencement date of the Transfer Restriction Period for reasons deemed justifiable by the Board of Directors of the Company, the relevant transfer restrictions shall be lifted immediately after such resignation or retirement with respect to the number of the Allotted Shares obtained by taking the number of months from July 2025 in the case where the allottee is an eligible Director,

or from April 2025 in the case where the allottee is an eligible Managing Officer, or up to the month including the day on which the allottee resigned or retired from all position as a director, managing officer, or employee of the Company, divided by 12, and multiplying by the number of the Allotted Shares held by the allottee at that time (however, if a fraction of less than one share occurs as a result of the calculation, such fraction shall be discarded.).

(4) Provisions regarding management of stocks

The allottee shall complete the opening of an account with SMBC Nikko Securities Inc. to describe or record the Allotted Shares in a manner designated by the Company, and shall store and maintain the Allotted Shares in the account until the transfer restriction is lifted.

(5) Treatment in case of organizational restructuring, etc.

During the Transfer Restriction Period, if a merger agreement under which the Company becomes the dissolved company, or a share exchange agreement or share transfer plan under which the Company becomes a wholly-owned subsidiary, or any other proposal related to organizational restructuring, etc., is approved at a General Meeting of Shareholders of the Company (however, if the organizational restructuring, etc., does not require approval by a General Meeting of Shareholders, a meeting of the Board of Directors of the Company), the Company shall, by resolution of the Board of Directors of the Company, lift the transfer restrictions immediately prior to the business day preceding the effective date of said organizational restructuring, etc., with respect to the number of the Allotted Shares obtained by taking the number of months from July 2025 in the case where the allottee is an eligible Director, or from April 2025 in the case where the allottee is an eligible Managing Officer, or up to the month including the day of such approval, divided by 12 (however, if the number exceeds one as a result of the calculation, it shall be one), and multiplying by the number of the Allotted Shares held by the allottee on the day of such approval (however, if a fraction of less than one share occurs as a result of the calculation, such fraction shall be discarded.).

In this case, the Company shall automatically acquire, without consideration, all of the Allotted Shares for which the transfer restrictions have not been lifted on the business day preceding the effective date of organizational restructuring, etc., in accordance with the above provisions.

(6) Clawback provision/Malus provision

During the Transfer Restriction Period and after the Transfer Restriction is lifted, if the Board of Directors of the Company deems that the allottee has committed a material violation of laws and regulations or internal rules, or if certain events determined by the Board of Directors of the Company, including serious accounting irregularities and massive losses, occur, the Company shall acquire, without consideration, all or part of the Allotted Shares allotted to the allottee, or the Company common shares for which the transfer restrictions have been lifted. If the said shares have been disposed of, the allottee may be required to pay an amount equivalent to the value of all or part of such shares at the time of disposal.

(7) Other matters

Other matters concerning the allotment agreement shall be determined at a meeting of the Board of Directors of the Company.

4. Basis of calculation of the amount to be paid in and specific details thereof

The disposal price for the Disposal of Treasury Shares has been set at 2,958yen, which is the closing price of the Company common shares on the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution at the meeting of the Board of Directors of the Company (June 25, 2025), in order to eliminate arbitrariness. This is the market share price immediately preceding the date of resolution at the meeting of the Board of Directors of the Company, and we believe that it is reasonable and is not considered particularly favorable.