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June 26, 2025

To whom it may concern

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CORPORATION  
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Notice Concerning Disposal of Treasury Shares as Restricted Stock to Directors,  
Executive Officers and Employees

SUN-WA TECHNOS CORPORATION (the "Company") hereby announces that the Board of Directors meeting held today resolved to dispose of treasury shares as restricted stock (the "Disposal of Treasury Shares") as follows.

1. Outline of disposal

(1) Payment due date	July 25, 2025
(2) Class and number of shares to be disposed of	45,400 shares of the Company common stock
(3) Disposal price	2,345 yen per share
(4) Total disposal value	106,463,000 yen
(5) Scheduled allottee	Six directors of the Company*: 31,000 shares Seven executive officers of the Company: 10,900 shares Seven Company employees: 3,500 shares * Excluding directors who are Audit and Supervisory Committee members and outside directors.
(6) Other matters	The Company has submitted an extraordinary report pursuant to the Financial Instruments and Exchange Act regarding the Disposal of Treasury Shares.

## 2. Purpose and reason for disposal

The Company has introduced the Restricted Stock Compensation Plan (the "Plan") as a new compensation plan for the directors of the Company (excluding directors who are Audit and Supervisory Committee members and outside directors; hereinafter "Eligible Directors"), with the objective of providing incentives for the sustainable enhancement of the Company's corporate value and shareholder value over the medium to long term and further enhancing value sharing with shareholders. In addition, at the 73rd Ordinary General Meeting of Shareholders held on June 25, 2021, approval was obtained for the payment of monetary compensation claims of up to 150 million yen per annum to Eligible Directors separately from the existing monetary compensation framework as assets contributed in kind in connection with the grant of restricted stock under the Plan, and for the transfer restriction period of restricted stock under the Plan to be from the delivery date of the restricted stock to the date on which the Eligible Director in question no longer holds the position as a director of the Company or any other position as determined by the Board of Directors of the Company.

At a meeting of the Board of Directors held today, the Company decided to introduce a restricted stock grant plan similar to the Plan for the Company employees.

An overview of the Plan is as follows.

### <Overview of the Plan>

Eligible Directors will pay in the entire amount of their monetary compensation claims granted by the Company as in-kind contributions to receive the issuance or disposition of the Company's common stock.

The total number of the Company common stock to be issued or disposed of for the Eligible Directors under the Plan is to be not more than 120,000 shares per year, and the amount to be paid in per share is to be determined by the Board of Directors, based on the closing price of the Company common stock on the Tokyo Stock Exchange on the business day immediately preceding the day of the resolution of the Board of Directors (if no trades occur on this day, the closing price of the most recent trading day before this day), to the extent that is not particularly favorable to the Eligible Directors receiving the allotment.

In addition, upon the issuance or disposition of the Company common stock under the Plan, the Company and the Eligible Directors receiving the allotment enter into a Restricted Stock Allotment Agreement, which includes the following matters:

- [1] the allotted shares of the Company common stock may not be transferred, pledged as security interests, or otherwise disposed of for a specified period of time; and

[2] the Company will acquire such common stock without consideration under certain circumstances.

In addition to the directors of the Company, the Company has adopted a restricted stock compensation (grant) system for executive officers and employees of the Company, the system being similar to the Plan for the directors of the Company.

By a resolution of the Board of Directors held today, the Company resolved to grant monetary compensation claims (monetary claims) totaling 106,463,000 yen (the "Pertinent Monetary Compensation Claims") to six directors, seven executive officers and seven employees of the Company (the "Allottees"), taking into consideration the purpose of the Plan, the Company's business performance, the scope of responsibility of each Allottee, and various other circumstances, and, with the Pertinent Monetary Compensation Claims (monetary claims) as contributions in kind (the amount of monetary compensation claims to be contributed per one offered share is 2,345 yen), to grant a total of 45,400 shares of the Company common stock (the "Allotted Shares").

#### <Overview of the Restricted Stock Allotment Agreement>

The Company will individually execute a Restricted Stock Allotment Agreement (the "Allotment Agreement") with each of the Eligible Directors and Eligible Executive Officers. An outline of the agreement is as follows. In addition, the Company plans to enter into generally similar restricted stock allotment agreements with the employees who are the Allottees.

##### (1) Transfer restriction period

The Eligible Directors and Eligible Executive Officers may not transfer, pledge as security interest, or otherwise dispose of the Allotted Shares from July 25, 2025 (payment due date) until the date on which they no longer hold the positions as directors or executive officers of the Company.

##### (2) Conditions for lifting transfer restrictions

The transfer restriction for all of the Allotted Shares will be lifted on the expiration date of the transfer restriction period on the condition that the Eligible Director or Eligible Executive Officer in question continues to hold the positions of director or executive officer of the Company from July 25, 2025 (payment due date) until July 1, 2026 (which is a period within the service period from July 25, 2025 (payment due date) to the conclusion of the Ordinary General Meeting of Shareholders for the fiscal year ending March 31, 2026; hereinafter referred to as the "Pertinent Service Period"). However, in the case that the Eligible Director or Eligible Executive Officer in question has lost his or her position as director or executive officer of the Company during the

Pertinent Service Period due to death, expiration of his or her term of office, or any other cause deemed by the Board of Directors of the Company to be justifiable, at the expiration date of the transfer restriction period, the number of months from July 2025 through the month including the relevant date of loss is divided by 12, and the quotient (however, when the quotient exceeds 1, it is to be regarded as 1) is multiplied by the number of the Allotted Shares (however, any fractional shares less than one share are to be rounded down), and the transfer restriction will be lifted for the resulting number of Allotted Shares.

(3) Acquisition by the Company without consideration

Upon expiration of the transfer restriction period, or at other timings prescribed in the agreement, the Company will, as a matter of course and without consideration, acquire the Allotted Shares for which the transfer restriction has not been lifted.

(4) Management of shares

During the transfer restriction period, the Allotted Shares are to be managed in a dedicated account for restricted stock opened by the Allottees at Daiwa Securities Co. Ltd., so that the Allotted Shares may not be transferred, pledged as security interests, or otherwise disposed of during the transfer restriction period.

(5) Handling upon corporate reorganization or similar events

During the transfer restriction period, if a merger agreement under which the Company becomes the dissolved Company, a share exchange agreement or share transfer plan under which the Company becomes a wholly-owned subsidiary, or other matters related to corporate reorganization or similar events are approved at a general meeting of shareholders of the Company (provided, however, that in cases where the corporate reorganization or similar event does not require approval at a shareholders' meeting of the Company, the Board of Directors meeting of the Company), the number of months from July 2025 through the month including the date of approval of the corporate reorganization is divided by 12, and the quotient (however, when the quotient exceeds 1, it is to be regarded as 1) is multiplied by the number of Allotted Shares (however, any fractional shares less than one share are to be rounded down), and the transfer restriction will be lifted for the resulting number of Allotted Shares immediately prior to the business day immediately preceding the effective date of corporate reorganization.

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

The Disposal of Treasury Shares will be conducted using monetary compensation claims (monetary claims) granted to the scheduled allottees based on the Plan as in-kind contributions, and in order to achieve fair and objective pricing, the paid-in price thereof has been set at 2,345 yen, which is the closing price of the Company common stock on the Tokyo Stock Exchange on June 25, 2025 (the business day immediately preceding the date of the resolution by the Board of

Directors). This is the market share price immediately prior to the date of the resolution by the Board of Directors. In the absence of any special circumstances indicating that the latest share price cannot be relied upon, the Company believes that this price is reasonable and appropriately reflects the corporate value of the Company and is not particularly advantageous to the Allottees.