June 18, 2026

To whom it may concern,

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Notice Concerning Disposal of Treasury Shares as Restricted Stock Compensation

Chiyoda Co., Ltd. (the "Company") hereby announces, as described below, that it has resolved at its Board of Directors meeting held on June 18, 2026 (the "Allotment Resolution Date") to dispose of treasury shares (the "Disposal of Treasury Shares" or "Disposal").

1. Outline of the Disposal

(1)	Date of the Disposal	July 17, 2026
(2)	Class and number of shares to be disposed of	14,600 shares of the Company's common stock
(3)	Disposal price	964 yen per share
(4)	Total amount of the Disposal	14,074,400 yen
(5)	Allottees, the number of allottees, and the number of shares to be disposed of	Two Directors and Two Senior Executive Officers of the Company (excluding Outside Directors) A total of four persons and 14,600 shares

2. Purpose and reasons for the Disposal

The Company received approval, at the 77th Annual General Meeting of Shareholders held on May 23, 2024, for matters including: the payment of monetary claims of up to 30 million yen per year as compensation for the grant of restricted stock (the "Restricted Stock Compensation") and issuance or Disposal of up to 30,000 shares of the Company's common stock per year to Directors of the Company (excluding Outside Directors; the "Eligible Directors"); and the setting of the restriction period for the restricted stock to a term determined in advance by the Company's Board of Directors, ranging from 3 to 30 years, with the aim of providing incentives for the sustainable improvement of corporate value and further sharing of value with shareholders. In addition, the Company will expand the scope of the Restricted Stock Compensation plan that was introduced for the Company's Directors (excluding Outside Directors), and will introduce the same Restricted Stock Compensation plan for Senior Executive Officers (the "Eligible Executive Officers") as for Directors.

The outline of the plan is as follows.

[Outline of the plan, etc.]

The Eligible Directors and Eligible Executive Officers will contribute, as property contributed in kind, all monetary claims received from the Company as compensation under the plan, and will receive the Company's common shares to be issued or disposed of by the Company. The amount to be paid in per share shall be determined by the Board of Directors, based on the closing price of the Company's common stock on the Tokyo Stock Exchange as of the business day immediately preceding the date of the resolution of the Board of Directors (or, if no trade has been executed on the same day, the closing price on the most recent day on which a trade has been executed), to the extent that the amount is not particularly favorable to the Eligible Directors and Eligible Executive Officers who shall receive the common shares.

Upon the issuance or Disposal of the Company's common stock under the plan, the Company and the Eligible Directors and Eligible Executive Officers shall enter into a restricted stock allotment agreement, which stipulates, among other matters, that (i) the Eligible Directors and Eligible Executive Officers shall not transfer to third parties, create a security interest in, or otherwise dispose of the Company's common stock allotted under the restricted stock allotment agreement for a specified period of time, and (ii) the Company shall acquire such common stock without consideration under certain circumstances.

This time, after consulting with the Nomination and Compensation Advisory Committee, and taking into consideration the purpose of the plan, the Company's business conditions, the scope of responsibilities of the Eligible Directors and Eligible Executive Officers, and various circumstances, the Company has decided to grant monetary claims totaling 14,074,400 yen (the "Monetary Claims") and 14,600 shares of common stock, subject to a transfer restriction period of 30 years (provided, however, that the transfer restriction shall be lifted if the recipient retires for justifiable reasons during the transfer restriction period), with the aim of further motivating the Eligible Directors and Eligible Executive Officers.

In the Disposal of Treasury Shares, the Eligible Directors and Eligible Executive Officers, who are the intended allottees, will contribute all of their Monetary Claims against the Company as property contributed in kind under the plan and will receive Disposal of the Company's common stock (the "Allotted Shares"). Section 3. below provides an outline of the restricted stock allotment agreement (the "Allotment Agreement") to be entered into between the Company and the Eligible Directors and Eligible Executive Officers in connection with the Disposal of Treasury Shares.

3. Outline of the Allotment Agreement

(1) Transfer restriction period

July 17, 2026 to July 16, 2056

(2) Conditions for lifting the transfer restriction

The transfer restriction shall be lifted for all of the Allotted Shares upon the expiration of the transfer restriction period, provided that the Eligible Directors and Eligible Executive Officers have continuously held the position of Director or Executive Officer of the Company during the transfer restriction period.

(3) Treatment in the event where an Eligible Director or Eligible Executive Officer retires due to the expiration of their term of office or other justifiable reasons during the transfer restriction period

(i) Timing of the lifting of the transfer restriction

If an Eligible Director or Eligible Executive Officer retires from their position as Director or Executive Officer of the Company due to the expiration of their term of office or any other justifiable reasons (including retirement due to death), the transfer restriction shall be lifted immediately after such retirement.

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

The number shall be calculated by multiplying the number of the Allotted Shares held at the time of such retirement as specified in (i) by the number obtained by dividing the number of months from the month including the Allotment Resolution Date to the month including the date of retirement of the Eligible Director or Eligible Executive Officer by 12 (if the quotient exceeds 1, it shall be 1) (if the calculation results in a fraction less than one share, such fraction shall be rounded down).

(4) Acquisition by the Company without consideration

If an Eligible Director or Eligible Executive Officer commits an act in violation of laws and regulations or falls under any other specified event stipulated in the Allotment Agreement during the transfer restriction period, the Company shall automatically acquire, without consideration, all of the Allotted Shares held by them at that time. In addition, upon the expiration of the transfer restriction period or immediately after the lifting of the transfer restriction as set forth in (3) above, the Company shall automatically acquire, without consideration, all of the Allotted Shares for which the transfer restriction has not been lifted.

(5) Treatment in reorganization, etc.

During the transfer restriction period, if a merger agreement under which the Company will become the dissolved company, a share exchange agreement or share transfer plan under which the Company will become a wholly-owned subsidiary, or other matters related to the reorganization, etc. are approved at the General Meeting of Shareholders of the Company (however, if the reorganization, etc. does not require an approval by a General Meeting of Shareholders of the Company, the Board of Directors of the Company), the Company shall, by a resolution of the Board of Directors, lift the transfer restriction immediately prior to the business day immediately preceding the effective date of the reorganization, etc. for the number of shares obtained by multiplying the number of the Allotted Shares held at such time by the number obtained by dividing the number of months from the month including the Allotment Resolution Date to the month including the date of such approval by 12 (if the quotient exceeds 1, it shall be 1) (however, if the calculation results in a fraction less than one share, such fraction shall be rounded down). In addition, the Company shall automatically acquire, without consideration, all of the Allotted Shares for which the transfer restriction has not been lifted, on the business day immediately preceding the effective date of the reorganization, etc.

(6) Management of shares

During the transfer restriction period, the Allotted Shares will be managed in dedicated accounts opened by the Eligible Directors and Eligible Executive Officers at Nomura Securities Co., Ltd. in order to prevent such shares from being transferred, pledged as security interests, or otherwise disposed of during the transfer restriction period. To ensure the effectiveness of the transfer restriction and other conditions applicable to the Allotted Shares, the Company has entered into an agreement with Nomura Securities Co., Ltd., regarding the management of the accounts of the Allotted Shares held by the Eligible Directors and Eligible Executive Officers. In addition, the Eligible Directors and Eligible Executive Officers shall agree to the terms of the management of said accounts.

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

The Disposal of Treasury Shares to the intended allottees will be conducted using monetary claims, as property contributed in kind, granted as Restricted Stock Compensation for the Company's 80th fiscal year under the plan. The disposal price has been set at 964 yen, which was the closing price of the Company's common stock on the Tokyo Stock Exchange Prime Market on June 17, 2026 (the business day immediately preceding the date of resolution by the Board of Directors), in order to eliminate arbitrariness. This is the market share price immediately before the resolution date of the Board of Directors, and we believe that it is reasonable and does not fall under a particularly favorable amount.