

May 13, 2025

Company Name	OKUWA Co., Ltd.
Representative	Hirotsugu Okuwa, President and Representative Director
Stock Code No.	8217, Tokyo Stock Exchange Prime Market
Contact	Kozo Togawa, Director; Managing Executive Officer; General Manager, Administration Headquarters; and General Manager, IR Office (TEL. 073-425-2481)

Notice Regarding the Disposal of Treasury Stock as Restricted Stock  
to Directors and Executive Officers

OKUWA Co., Ltd. (“OKUWA”) announces that, at the Board of Directors’ meeting held today, the Board of Directors resolved to dispose of treasury stock as restricted stock (the “Disposal of Treasury Stock”) as described below.

1. Overview of the Disposal

(1) Date of payment	June 12, 2025
(2) Class and number of shares to be disposed of	17,800 shares of common stock of OKUWA
(3) Disposal price	942 yen per share
(4) Total value of disposal	16,767,600 yen
(5) Scheduled allottees	Three (3) directors (*1): 9,500shares Five (5) executive officers (*2): 8,300 shares *1 Excluding directors who are Audit & Supervisory Committee members and other non-executive directors such as outside directors. *2 Excluding executive officers who concurrently serve as directors of OKUWA.

## 2. Purpose and reason for the Disposal

At the meeting of the Board of Directors held on March 8, 2022, a resolution was passed regarding the introduction of a restricted stock compensation plan (the “Plan”) for the directors of OKUWA, including future appointed directors (excluding directors who are Audit & Supervisory Committee members and other non-executive directors such as outside directors; the “Eligible Directors”), in order to provide incentives for the sustainable increase of the OKUWA Group’s corporate value, as well as to further promote shared interests between directors and shareholders. At the 53rd Ordinary General Shareholders Meeting held on May 12, 2022, it was approved that, in accordance with the Plan, OKUWA may grant monetary compensation claims of up to 100 million yen per year to the Eligible Directors as property contributed in kind, which is separate from the current monetary compensation limitation, that the total number of shares of common stock of OKUWA to be issued or disposed of under the Plan shall not exceed 100,000 shares per year, and that the transfer restriction period for the restricted stock will be from the date when the restricted stock is granted to the date when the Eligible Director retires or resigns as OKUWA’s director and from all other post(s) specified by the Board of Directors.

In addition, subject to approval of the Ordinary General Shareholders Meeting regarding the determination of compensation for the grant of restricted stock as described above, OKUWA has introduced a restricted stock plan similar to the Plan for executive officers who do not concurrently serve as directors of OKUWA (the “Executive Officers” and collectively with the Eligible Directors, the “Eligible Persons”).

The overview of the Plan is as follows:

### <Overview of the Plan>

Under the Plan, Eligible Directors will pay in as property contributed in kind all of the monetary compensation claims provided by OKUWA and will receive the issuance or disposal of common stock of OKUWA.

The total number of shares of common stock of OKUWA to be issued or disposed of under the Plan shall not exceed 100,000 shares per year, and the amount paid per one share of OKUWA common stock will be decided by the Board of Directors based on the closing price of OKUWA’s common stock on the Tokyo Stock Exchange on the business day preceding the date of the resolution of the Board of Directors (if there is no transaction concluded on said date, the closing price of the most recent trading day preceding said date) to the extent that it will not be excessively favorable for the Eligible Directors.

When OKUWA issues or disposes of common stock under the Plan, OKUWA and the Eligible Directors shall conclude a restricted stock allocation agreement, which shall include the following terms:

- (i) an Eligible Director shall not transfer, create a security interest on, or otherwise dispose of OKUWA’s common stock allocated under the allocation agreement during a predetermined period; and
- (ii) if certain specified events occur, OKUWA shall acquire the allocated shares without consideration.

Taking into consideration the purpose of the Plan, the business performance of OKUWA, the scope of

responsibilities of each Eligible Person and other circumstances, OKUWA passed a resolution at the meeting of the Board of Directors held today to grant monetary compensation claims in a total amount of 16,767,600yen and consequently 17,800 shares of OKUWA's common stock (the "Allotted Stock") in exchange for in-kind contribution of the monetary compensation claims (the amount thereof to be contributed is 942 yen per share) to three Directors and five Executive Officers.

<Overview of the Allocation Agreement>

OKUWA and each Eligible Person will individually conclude a restricted stock allocation agreement (the "Allocation Agreement"), the overview of which is as follows.

(1) Transfer restriction period

An Eligible Person shall not transfer, create a security interest on, or otherwise dispose of the Allotted Stock during a period from June 12, 2025 (the "Date of Payment") until the date when the Eligible Person retires or resigns as Director or Executive Officer of OKUWA or OKUWA's subsidiary (the "Position(s)").

(2) Conditions for lifting transfer restrictions

Provided that the Eligible Person continues to hold the Positions(s) from June 12, 2025 (the Date of Payment) to June 1, 2026 (the "Period of Service"; and the period from the Date of Payment to the conclusion of the Ordinary General Meeting of Shareholders for the fiscal year ending February 20, 2026 (or to the conclusion of the Board of Directors meeting to be held on the same day as the Ordinary General Meeting of Shareholders in the event that the Eligible Person is an Executive Officer) shall be deemed the service provision period), OKUWA shall lift the transfer restrictions on all of the Allotted Stock at the expiration of the transfer restriction period. However, if the Eligible Person retires or resigns from the Position(s) during the Period of Service due to death, expiration of the office term or other reasons deemed justifiable by OKUWA's Board of Directors, OKUWA shall lift the transfer restrictions for all of the Allotted Stock at the expiration of the transfer restriction period.

(3) Acquisition of the Allotted Stock by OKUWA without consideration

Upon expiration of the transfer restriction period or at such other time specified in the Allotment Agreement, OKUWA shall acquire without payment of consideration the Allotted Stock for which transfer restrictions have not been lifted.

(4) Management of Allotted Stock

During the transfer restriction period, the Allotted Stock will be managed in a dedicated restricted stock account opened by the Eligible Person at Daiwa Securities Co. Ltd. so that the Eligible Person cannot transfer, create a security interest on, or otherwise dispose of the Allotted Stock during the transfer restriction period.

(5) Measures to be taken upon restructuring, etc.

If a merger agreement under which OKUWA is the disappearing company, a share exchange agreement or stock transfer plan under which OKUWA becomes a wholly-owned subsidiary, or other event involving an organizational restructuring, etc. is approved at OKUWA's General Meeting of Shareholders (or at OKUWA's Board of Directors meeting in the case where approval of the General Meeting of Shareholders is not required for the said organizational restructuring, etc.) during the transfer restriction period, the transfer restrictions shall be lifted with regard to all of the Allotted Stock by resolution of OKUWA's Board of Directors immediately before the business day preceding the effective date of the said organizational restructuring, etc.

3. Basis of calculation of paid-in amount and specific details thereof

The Disposal of Treasury Stock will be carried out using the monetary compensation claims paid to the intended allottees under the Plan as the contributed assets. The amount to be paid per share is 942 yen, which was the closing price of OKUWA's common stock on the Tokyo Stock Exchange on May 12, 2025 (the business day immediately prior to the date of the resolution of the Board of Directors), in order to adopt a price that is not arbitrary. This price is the market value immediately prior to the date of the resolution of the Board of Directors, is a reasonable price that properly reflects OKUWA's corporate value in a situation where there are no special circumstances indicating that the most recent stock price should not be relied upon, and is not especially favorable to the Eligible Persons.

End.