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May 16, 2025

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President and Chief Executive Officer  
(Securities code: 9023; TSE Prime Market)  
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### **Notice Concerning Introduction of Compensation Plans with Restricted Stock**

Tokyo Metro Co., Ltd. (the “Company”) hereby announces that it has resolved, at the meeting of the board of directors held today, to introduce two types of stock compensation plans as new incentive plans for its Directors: (1) Pre-delivery type restricted stock compensation plan (the “Plan I”) and (2) Performance-linked type restricted stock compensation (Performance Share Unit) plan (the “Plan II”) (collectively referred to as the “Plans”). The introduction of the Plans will be proposed at the 21st Ordinary General Meeting of Shareholders (the “Ordinary General Meeting of Shareholders”), which is scheduled to be held on June 25, 2025. The details are as follows:

1. Purpose, etc., for Introducing the Plans

a. Purpose for Introducing the Plans

The purpose of introducing the Plans is to clarify the strong link between the compensation of the directors of the Company (excluding outside Directors) (the “Eligible Directors”) and the performance and stock value of the Company, and to enhance the awareness of the Eligible Directors toward improving performance over the medium- to long-term, increasing corporate value, and achieving the goals set out in the Mid-term Management Plan by ensuring that the benefits and risks associated with the performance of the Company and fluctuations in its stock price are shared with our shareholders.

b. Conditions for Introducing the Plans

The Plans shall be introduced subject to approval of the shareholders at the Ordinary General Meeting of Shareholders.

At the meeting of shareholders for foundation of the Company held on March 24, 2004, the compensation amount for the Company's Directors (including outside Directors) was approved as up to ¥300 million per year. However, the Company intends to seek approval of the Company's shareholders to establish a budget for compensation under the Plans that will function separately from this initial budget.

Should the introduction of the Plans be approved at the Ordinary General Meeting of Shareholders, the Company also plans to introduce a similar stock compensation plan for its Executive Officers.

## 2. Details of the Plans

### a. Overview of the Plans

Under the Plans, monetary compensation claims will be granted to the Eligible Directors for the purpose of granting restricted stock (meaning the Company's common shares subject to the transfer restrictions imposed by the conclusion of a restricted stock allotment agreement between the Company and the Eligible Directors as per c.(2) or d.(2) below) and the Eligible Directors will contribute all of the said monetary compensation claims to the Company as contributed assets in-kind, upon which the Company will issue or dispose of the Company's common shares to the Eligible Directors and have the Eligible Directors hold them.

The Plans are comprised of the following two restricted stock compensation plans.

#### [Plan I: Pre-delivery type restricted stock compensation plan]

The Pre-delivery type restricted stock compensation plan is a plan under which, in principle, each year, a number of the Company's common shares are granted to the Eligible Directors according to their positions within the Company (unlike the Plan II, the number of the Company's common shares is not linked to the performance of the Company). These granted stocks shall be subject to the transfer restriction that shall be lifted upon the retirement of the Eligible Directors (the "retirement" shall be deemed to have occurred when an Eligible Director ceases to be a Director or Executive Officer of the Company; the same shall apply hereinafter.) (Plan I).

#### [Plan II: Performance-linked restricted stock compensation (Performance Share Unit) plan]

The Performance-linked restricted stock compensation plan (Performance Share Unit) is a plan under which one Mid-term Management Plan period (a period covering multiple fiscal years determined by the board of directors) shall be designated as "performance evaluation period," and, in principle, the Company's common shares will be granted to the Eligible Directors in the fiscal year immediately following the end of such Mid-term Management Plan period and the number of the Company's common shares will be determined based on the degree of achievement of the performance goals during the period of such Mid-term Management Plan. These granted stocks shall be subject to the transfer restriction that shall be lifted upon the retirement of the Eligible Directors (Plan II).

The amount to be paid per common share of the Company that is to be granted as restricted stock under the Plans shall be the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day preceding the respective resolutions of the board of directors with respect to the issuing or disposal of the common shares in question (if there are no transactions on that day, the closing price on the most recent day in which there was a transaction; the same shall apply hereinafter). The specific timing of the granting of, and the allocation of, restricted stock to the Eligible Directors under the Plans shall be determined by the board of directors.

### b. Upper Limits on Amount of Monetary Compensation Claims and Number of Shares

The total amount of monetary compensation claims to be granted to the Eligible Directors under the Plans shall be no greater than the amount obtained by multiplying the number of fiscal years comprising the respective Mid-term Management Plan of the Company by ¥150 million (for a three-year Mid-term Management Plan, the figure shall be no greater than ¥450 million).

The total number of common shares to be issued or disposed of to the Eligible Directors under the Plans shall be no greater than the number obtained by multiplying the number of fiscal years comprising the respective Mid-term Management Plan of the Company by 100,000 shares (for a three-year Mid-term Management Plan, the

figure shall be no greater than 300,000 shares). However, following the date of the resolution of the Ordinary General Meeting of Shareholders, if a stock split (including allotment of the common shares without compensation) or a stock consolidation of the Company's common shares, or if any other circumstances arise that require an adjustment to the total number of the Company's common shares that are to be issued or disposed of, the upper limit shall be adjusted in a reasonable manner in accordance with the relevant ratio of stock split or consolidation, etc.

c. Details of Plan I (Pre-delivery type restricted stock compensation plan)

(1) Method for determining the amount of monetary compensation claims and restricted stock to be granted

The amount of monetary compensation claims to be granted under Plan I shall be determined based on the respective positions, etc., of the Eligible Directors.

The number of restricted stock to be granted under Plan I shall be a number equivalent to the number obtained by dividing the amount of the relevant monetary compensation claims by the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day preceding the respective resolutions of the board of directors with respect to the issuing or disposal of the common shares of the Company as restricted stock.

(2) Details of restricted stock allotment agreement

When issuing or disposing of the Company's common shares under Plan I, a restricted stock allotment agreement shall be concluded between the Company and the Eligible Director (the "Allotment Agreement I"), which shall include the following stipulations:

- The Eligible Directors may not transfer, create a security interest in, or otherwise dispose of the common shares of the Company that are granted to them under Allotment Agreement I until their retirement.
- If an Eligible Director resigns, for a reason deemed to be valid, during a period corresponding to the its duties for which the compensation is paid, the Company shall acquire without compensation the number of common shares of the Company corresponding to the remaining period of such Eligible Director. Further, if certain violations occur, the Company may also acquire the said common shares without compensation.

d. Details of Plan II (Performance-linked restricted stock compensation (Performance Share Unit) plan)

(1) Method for determining the amount of monetary compensation claims and restricted stock to be granted

The amount of monetary compensation claims to be granted and the number of the common shares of the Company to be issued or disposed of under Plan II shall be linked to the degree of achievement of the performance goals during the period of the Company's Mid-term Management Plan.

Specifically, the amount of monetary compensation claims to be granted to the respective Eligible Directors shall be obtained by multiplying the compensation amount to be determined based on the respective position of the said Eligible Director (the "Base Amount by Rank") by the payment rate, which is set in accordance with the degree of achievement of the performance goals during the period of the Mid-term Management Plan which is the performance evaluation period.

The number of restricted stock to be granted under Plan II shall be a number equivalent to the number obtained by dividing the amount corresponding to the relevant monetary compensation claims by the closing price of the Company's common shares on the Tokyo Stock Exchange on

the business day preceding the respective resolutions of the board of directors with respect to the issuing or disposal of the common shares of the Company as restricted stock.

The specific method for calculating the amount of monetary compensation claims and the number of restricted stock described above shall be determined by a resolution of the board of directors. However, during the initial performance evaluation period, the Company plans to use the <Method for Calculating the Number of Granted Shares > set out below.

<Methods for Calculating the Number of Granted Shares>

(The amount of monetary compensation claims corresponds to the “Calculation Amount of Granted Shares” in the formula below. The number of restricted stock corresponds to the “Number of Granted Shares” in the formula below.)

Number of Granted Shares = Calculation Amount of Granted Shares / Stock Allocation Price (Note 1)

Calculation Amount of Granted Shares = Financial Indicator Calculation Amount + Non-financial Indicator Calculation Amount

Financial Indicator Calculation Amount = Base Amount by Rank x 3 x 0.75 x Consolidated ROE Payment Rate (Note 2)

Non-financial Indicator Calculated Amount =

Base Amount by Rank x 3 x 0.10 x Payment Rate of Compensation Relating to Railway Accidents (Note 3)

+ Base Amount by Rank x 3 x 0.08 x Barrier Free Payment Rate (Note 4)

+ Base Amount by Rank x 3 x 0.02 x Customer Satisfaction Rating Payment Rate (Note 5)

+ Base Amount by Rank x 3 x 0.03 x CO2 Emissions Reduction Payment Rate (Note 6)

+ Base Amount by Rank x 3 x 0.02 x Ratio of Female Managers Payment Rate (Note 7)

(Note 1) The closing price of the Company’s common shares on the Tokyo Stock Exchange on the business day preceding the respective resolutions of the board of directors with respect to the issuing or disposal of the common shares of the Company as restricted stock.

(Note 2) Varies within the range of 0.0 to 1.5 according to the consolidated ROE in the final fiscal year of the Mid-term Management Plan.

(Note 3) Either 0.0 or 1.0 according to the number of accidents on the Company’s rail services during the period of the Mid-term Management Plan.

(Note 4) Either 0.0 or 1.0 according to the barrier-free rate with regard to the Company’s rail facilities in the Mid-term Management Plan.

(Note 5) Varies within the range of 0.0 to 1.5 according to the Customer Satisfaction rating as of the expiration of the Mid-term Management Plan period.

(Note 6) Varies within the range of 0.0 to 1.5 according to the progress made toward CO2 emissions reduction targets for the Group’s businesses as of the expiration of the Mid-term Management Plan period.

(Note 7) Either 0.0 or 1.0 according to the ratio of female managers during the period of the Mid-term Management Plan.

The calculation methods described above are standard calculation methods and in the event that an Eligible Director resigns before the performance indicators for the performance evaluation period can be determined, or in the event that an Eligible Director’s term of service only corresponds to part of the performance evaluation period or that their respective position changes during the performance evaluation period, reasonable adjustments shall be made to the “Calculation Amount of Granted Shares” and the “Number of Granted Shares.”

In certain circumstances as determined by the board of directors, such as when an Eligible Director resigns, for a reason deemed to be valid, before a resolution of the board of directors to determine the amount of monetary compensation claims to be granted to the Eligible Directors, which is scheduled to be made after the performance evaluation period is complete, transfer restrictions may not be imposed on the common shares of the Company granted to the said Eligible Director. Further, in certain circumstances as determined by the board of directors, such as in the event that the Company undergoes a reorganization before the date on which the restricted stock will be granted under Plan II, the Company may, in lieu of monetary compensation claims, pay a monetary compensation calculated in a different but similar method (in which case, common shares of the Company will not be allocated).

b. Details of restricted stock allotment agreement

When issuing or disposing of the Company's common shares under Plan II, a restricted stock allotment agreement shall be concluded between the Company and the Eligible Director (the "Allotment Agreement I"), which shall include the following stipulations:

- The Eligible Directors must not transfer, create a security interest in, or otherwise dispose of the common shares of the Company that are allocated to them under Allotment Agreement II until their retirement.
- If certain violations occur, the Company may acquire the said common shares without compensation.

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