



June 18, 2025

To whom it may concern:

Name of company	Hamakyorex Co., Ltd.	
Title and name of representative	Representative Director President (Code: 9037 TSE Prime) Executive Officer General Manager of the Administration Division &	Hidenori Osuka
Inquiries	General Manager of the Corporate Planning Office (TEL. 053-444-0055)	Yoshiyuki Takeuchi

### Notice concerning the disposition of treasury stock as restricted share-based remuneration

We hereby announce that, at a meeting of the Board of Directors on June 18, 2025, it was resolved that treasury stock as restricted share-based remuneration would be subject to disposition (hereinafter referred to as the “Disposition of Treasury Stock” or “Disposition”) as follows:

#### 1. Outline of disposition

(1) Date of disposition	July 17, 2025
(2) Class and number of shares subject to disposition	4,000 common shares of the Company
(3) Disposition price	1,338 yen per share
(4) Total disposition value	5,352,000 yen
(5) Expected allottees	5 directors of the Company (excluding outside directors) 4,000 shares

#### 2. Purpose of and reason for disposition

At a meeting of the Board of Directors on June 14, 2023, it was resolved that a restricted share-based remuneration plan (hereinafter referred to as the “Plan”) would be introduced as a new remuneration plan for directors of the Company (excluding outside directors; hereinafter referred to as “Target Directors”) for the purpose of providing incentives to continuously improve the corporate value of the Company and with the aim of promoting further value sharing with shareholders. At an annual general meeting of shareholders on June 14, 2023, the payment to Target Directors of monetary remuneration claims of no more than 15 million yen per year beyond the existing limit for monetary remuneration to directors as monetary remuneration to be used as properties contributed for the acquisition of restricted shares under the Plan and the setting of the period from the date of receipt of an allotment of restricted shares to the date on which a Target Director resigns as a director, executive officer, or employee of the Company or otherwise retires as the term of restriction on the transfer of restricted shares were approved.

An outline of the Plan is as follows:

##### Outline of the Plan

Target Directors shall pay all monetary remuneration claims paid by the Company under the Plan as properties contributed in kind and be issued or undergo the disposition of common shares of the Company. The total number of common shares of the Company to be issued or subject to disposition under the Plan shall be no more than 4,500 shares per year, and the amount to be paid per share shall be based on the closing price of common shares of the Company on the Tokyo Stock Exchange on the business day preceding the date on which the resolution in question is adopted at a meeting of the Board of Directors of the Company (or, where

no trading is conducted thereon, the closing price on the most recent trading day) and shall accordingly be determined at a meeting of the Board of Directors of the Company and shall not be an amount that would be particularly favorable to Target Directors subscribing to the restricted shares in question. Upon the issuance or disposition of common shares of the Company under the Plan, the Company and Target Directors shall conclude an agreement for the allotment of restricted shares (hereinafter referred to as the “Allotment Agreement”), the agreement shall include the following matters:

- (1) No Target Director may transfer, grant a security interest in, or otherwise dispose of the common shares of the Company allotted to his or her pursuant to the Allotment Agreement for a predetermined period.
- (2) The Company shall acquire the common shares in question gratis where certain events occur.

On this day, as per a resolution adopted at a meeting of the Board of Directors of the Company, it was determined that the total of 5,352,000 yen in monetary remuneration claims shall be paid to 5 Target Directors (hereinafter referred to as the “Monetary Remuneration Claims”) and that 4,000 common shares of the Company shall be allotted as restricted shares through the payment by Target Directors of all the Monetary Remuneration Claims by way of a contribution in kind. The amount of monetary remuneration claims for Target Directors has been determined after comprehensively taking the Company’s performance, the duties of each Target Director, and various other considerations into account. The Monetary Remuneration Claims shall be paid subject to, among other conditions, the conclusion by Target Directors with the Company of the Allotment Agreement, the agreement shall include the following.

### 3. Outline of the Allotment Agreement

- (1) Term of restriction on transfer: From July 17, 2025, to the date on which the Target Director resigns as a director, executive officer, or employee of the Company or otherwise retires.  
During the term of restriction on transfer as set forth above (hereinafter referred to as the “Term of Restriction on Transfer”), the Target Director may not transfer, pledge, grant a security interest in, make a gift inter vivos, bequest, or otherwise dispose of the restricted shares allotted to his or her (hereinafter referred to as “Allotted Shares”) to a third party (hereinafter referred to as “Restriction on Transfer”).
- (2) Lifting of Restriction on Transfer  
The Company shall lift the Restriction on Transfer for all Allotted Shares upon the expiration of the Term of Restriction on Transfer subject to the condition that the Target Director who has received an allotment of restricted shares remains a director, executive officer, or employee of the Company from June 18, 2025, (date of the 53<sup>rd</sup> annual general meeting of shareholders) to the date of the following year’s annual general meeting of shareholders (hereinafter referred to as the “Service Term”). Provided, however, that the number of Allotted Shares for which the Restriction on Transfer shall be lifted and the timing of the lifting of the Restriction on Transfer shall be reasonably adjusted as needed where a Target Director resigns from the above position or otherwise retires during the Service Term for a reason deemed to be valid by the Board of Directors of the Company.
- (3) Free acquisition of restricted shares  
Allotted Shares for which the Restriction on Transfer has not been lifted as of the expiration of the Term of Restriction on Transfer or as of the time at which the Restriction on Transfer is to be lifted as set forth in (2) above shall naturally be acquired gratis by the Company.
- (4) Handling in organizational restructuring, etc.  
Where a merger agreement under which the Company becomes an extinguished company, a share-exchange agreement or a share-transfer plan under which the Company becomes a wholly owned subsidiary, or other matters concerning reorganization is approved at a general meeting of shareholders of the Company (or at a meeting of the Board of Directors of the Company where the reorganization does not need to be approved at a general meeting of shareholders of the Company), the Company shall, by way of the adoption of a resolution at a meeting of the Board of Directors of the Company, lift the Restriction on Transfer for Allotted Shares of a reasonably prescribed number as based on the term from the date on which the Service Term commences to the date on which the reorganization is approved prior to the effective date of the reorganization. In a case as set forth above, Allotted Shares for which the Restriction on Transfer has not yet been lifted immediately after the Restriction on Transfer has been lifted shall naturally be acquired gratis by the Company.
- (5) Managing allotted shares  
In order to ensure that Allotted Shares cannot be transferred, subject to the granting of a security interest therein, or otherwise disposed of during the Term of Restriction on Transfer, the Target Director shall

open a dedicated account with a financial instruments business operator designated in advance by the Company (Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.) and the Company shall manage Allotted Shares through this account until the Restriction on Transfer is lifted.

4. Basis for calculating the disposition price and the specific contents thereof

In order to ensure that the disposition price is a price free of arbitrariness, the disposition price has been set to 1,338 yen, which is the closing price for the common shares of the Company on the Tokyo Stock Exchange on June 17, 2025 (business day preceding the date on which the resolution in question was adopted at a meeting of the Board of Directors of the Company). This is the market price of the shares immediately prior to the date on which the resolution in question was adopted at a meeting of the Board of Directors of the Company and is considered to be reasonable and a price that is not particularly favorable to the Company.