



June 24, 2025

Company name: AICA Kogyo Co., Ltd.  
 Name of representative: Kenji Ebihara, Representative Director and President  
 (Securities code: 4206; Tokyo Stock Exchange Prime Market and Nagoya Stock Exchange Premier Market)  
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## **Notice Regarding Disposal of Treasury Stock as Restricted Stock Remuneration**

AICA Kogyo Co., Ltd. (the “Company”) hereby announces that, at the Board of Directors meeting held today, the Company resolved to dispose of treasury stock (the “Disposal of Treasury Stock” or the “Disposal”). The details are as follows.

### 1. Overview of the Disposal

(1)	Disposal date	July 22, 2025
(2)	Class and number of shares to be disposed	12,000 shares of the Company’s common stock
(3)	Disposal price	3,571yen per share
(4)	Total value of shares to be disposed	42,852,000 yen
(5)	Allottees, number of persons, and number of shares to be disposed	Four (4) Directors of the Company (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors): 12,000 shares
(6)	Others	Regarding the Disposal of Treasury Stock, a Written Notice of Securities in accordance with the Financial Instruments and Exchange Act has been filed.

### 2. Purposes of and reasons for the Disposal

At the Board of Directors meeting held on April 30, 2021, the Company resolved to introduce a new restricted stock remuneration system (the “Plan”) for the Company’s Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors; the “Eligible Directors”) for the purpose of providing incentives to the Eligible Directors to promote the sustainable enhancement of the Company’s corporate value and to further advance the sharing of value with shareholders. Additionally, at the 121st Annual General Meeting of Shareholders held on June 24, 2021, based on the Plan, the Company obtained approval for the following matters: 1) the granting of monetary claims to Eligible Directors of up to 60 million yen per year by way of in-kind contribution of the monetary claims (the “Restricted Stock Remuneration”), and the issuance or disposal of up to 20,000 shares of the Company’s common stock per year, and 2) the establishment of a transfer restriction period for restricted shares of between 3 and 30 years, as determined by the Company’s Board of Directors.

An overview of the Plan is as follows.

[Overview of the Plan, etc.]

The Eligible Directors shall pay in all monetary claims granted by the Company under the Plan as assets contributed in kind and shall receive the issuance or disposal of common shares of the Company. The amount to be paid per share shall be determined by the Board of Directors within a range that is not particularly advantageous to the Eligible Directors who are to subscribe for the shares, based on the closing price of the common shares of the Company on the Tokyo Stock Exchange on the business day immediately preceding the date of the Board of Directors' resolution (or, if no transactions are made on that day, the closing price on the most recent trading day prior to that date).

In addition, in connection with the issuance or disposal of the Company's common shares under the Plan, the Company and the Eligible Directors shall enter into a restricted stock allocation agreement. This agreement shall include provisions such as: 1) the Eligible Directors shall be prohibited from transferring, pledging, or otherwise disposing of the Company's common shares allocated under the restricted stock allocation agreement to any third party for a certain period of time; and 2) if certain events occur, the Company shall acquire these common shares without payment.

On this occasion, after consideration of the purpose of the Plan, the Company's business performance, the scope of responsibilities of each Eligible Director, and other relevant circumstances, the Company has decided to grant the Eligible Directors monetary claims totaling 42,852,000 yen (the "Monetary Claims") and 12,000 shares of common stock, with the aim of further enhancing their motivation. In addition, in order to realize the sharing of value with shareholders over the medium to long term, which is the purpose of introducing the Plan, the transfer restriction period for this grant has been set at 30 years.

In the Disposal of Treasury Stock, based on the Plan, the four (4) Eligible Directors to whom the allotment is intended will pay in all of the Monetary Claims against the Company as assets contributed in kind, and in exchange will receive common shares of the Company (the "Allotted Shares"). An overview of the restricted share allotment agreement (the "Allotment Agreement") to be executed between the Company and the Eligible Directors related to the Disposal of Treasury Stock is as follows.

### 3. Overview of the Allotment Agreement

#### (1) Transfer restriction period

July 22, 2025 to July 21, 2055

#### (2) Condition for lifting the transfer restriction

Provided that the Eligible Director has continuously held the position of Director of the Company throughout the transfer restriction period, the transfer restriction on all of the Allotted Shares shall be lifted upon expiration of the transfer restriction period.

#### (3) Treatment in the event that the Eligible Director resigns during the transfer restriction period due to expiration of term of office, mandatory retirement age, or other justifiable reasons

##### 1) Timing of lifting of the transfer restriction

If the Eligible Director resigns from the position of Director of the Company upon the expiration of his/her term of office, reaching the mandatory retirement age, or for any other justifiable reason (including resignation due to death), the transfer restriction shall be lifted as of the time immediately following the resignation.

##### 2) Number of shares subject to lifting of the transfer restriction

The number of shares subject to lifting of the transfer restriction shall be calculated by multiplying the number of Allotted Shares held at the time of resignation as defined in the 1) above by the number of months from the month including the payment date to the month including the date of resignation, divided by 12 (provided that if the result exceeds one, it shall be deemed one). Any fractional share resulting from the calculation shall be rounded down.

#### (4) Acquisition by the Company without payment

The Company shall automatically acquire any of the Allotted Shares for which the transfer restriction has not been lifted as of the expiration of the transfer restriction period or the timing of the lifting of the transfer restriction as specified in the (3) above, without any payment.

#### (5) Management of shares

To ensure that the Allotted Shares are not transferred, pledged, or otherwise disposed of during the transfer restriction period, they shall be managed in a dedicated account opened by each Eligible Director at Nomura Securities Co., Ltd. for the duration of the transfer restriction period. In order to ensure the effectiveness of the transfer and other restrictions on the Allotted Shares, the Company has entered into an agreement with Nomura Securities Co., Ltd. regarding the management of the accounts in which the Allotted Shares of each Eligible Director are held. The Eligible Directors shall be deemed to have consented to the terms of such account

management.

(6) Treatment in the event of organizational restructuring, etc.

If, during the transfer restriction period, a matter relating to organizational restructuring, such as a merger agreement under which the Company will be dissolved, a share exchange agreement or share transfer plan under which the Company will become a wholly owned subsidiary, or any other similar transaction, is approved at the Company's general meeting of shareholders (or by the Board of Directors if such approval is not required at a general meeting of shareholders), then, by resolution of the Board of Directors, the transfer restriction shall be lifted, as of the time immediately before the close of business on the business day immediately preceding the effective date of the restructuring, on the number of Allotted Shares held at that time multiplied by the number of months from the month including the payment date to the month including the date of such approval divided by 12 (provided that if the result exceeds one, it shall be deemed one). Any fractional share resulting from the calculation shall be rounded down. Immediately after the lifting of the transfer restriction, the Company shall automatically acquire all Allotted Shares for which the transfer restriction has not been lifted, without payment.

4. Basis for calculating the amount to be paid for each share and other specific details

The Disposal of Treasury Stock to the Eligible Directors will be conducted by way of in-kind contribution of the Monetary Claims granted as the Restricted Stock Remuneration for the 126th fiscal year of the Company under the Plan. To eliminate arbitrariness in determining the disposal price, the price has been set at 3,571 yen, which is the closing price of the Company's common stock on the Tokyo Stock Exchange Prime Market on June 23, 2025 (the business day immediately prior to the date of the resolution of the Board of Directors). This price is the market price immediately prior to the date of the resolution of the Board of Directors, and the Company believes it to be reasonable and not particularly advantageous.