



June 25, 2025

Press Release

SUZUKEN CO., LTD.

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(Stock Code: 9987)

Securities Traded: Prime Markets of the Tokyo and Nagoya Stock Exchanges, and the Sapporo Securities Exchange

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Suzuken Announces Disposal of Treasury Shares in the Form of Restricted Share-Based Compensation

Suzuken Co., Ltd. (hereinafter, “the Company”) hereby announces that the Board of Directors resolved at a meeting held today to dispose of treasury shares in the form of restricted share-based compensation (hereinafter, “the Disposal of Treasury Shares”), as outlined below.

1. Overview of the Disposal

(1) Date of disposal	July 25, 2025
(2) Class and number of shares subject to disposal	Common shares of the Company: 30,244
(3) Disposal value per share	¥5,262
(4) Total disposal value	¥159,143,928
(5) Allottees of shares	<p>Directors* of the Company: 4 persons, 7,226 shares in total</p> <p><small>*Excluding outside directors and the directors who are Audit and Supervisory Committee members</small></p> <p>Executive officers and associate directors of the Company: 22 persons, 17,093 shares in total</p> <p>Directors of the Company’s subsidiaries: 14 persons, 5,925 shares in total</p>
(6) Other	With respect to the Disposal of Treasury Shares, the Extraordinary Report set forth in the Japanese Financial Instruments and Exchange Act has been submitted.

2. Purpose and Reason of the Disposal

At the meeting of the Company's Board of Directors held on May 11, 2017, it was resolved to introduce a share-based compensation plan (hereinafter, “the Plan”), under which restricted shares would be granted to the Company's directors (excluding outside directors), with the aim of encouraging them to share the benefits and risks of share price fluctuations with shareholders and to further enhance their motivation to contribute to share price appreciation and the improvement of corporate value.

Furthermore, at the 75th General Meeting of Shareholders of the Company, held on June 25, 2021, approval was granted for various matters based on the Plan, such as setting an annual amount of up to ¥90 million as the total amount of monetary compensation claims relating to the restricted shares to be granted to directors (excluding directors who do not concurrently serve as executive officers, directors who are Audit and Supervisory Committee members, and outside directors), and authorizing the Board of Directors to determine the transfer restriction period to be between 20 and 30 years.

Today, at a meeting of the Board of Directors of the Company, a resolution was passed to grant monetary compensation claims totaling ¥159,143,928 as compensation for this business year to four directors (excluding outside directors and directors who are Audit and Supervisory Committee members), 22 executive officers and associate directors, and 14 directors of subsidiaries (hereinafter collectively, “the Allottee(s)”), of which ¥38,023,212 will be allocated to the directors, ¥89,943,366 to the executive officers and associate directors, and ¥31,177,350 to the directors of subsidiaries. With the Allottees making an in-kind contribution of the entire amount of such monetary compensation claims, 30,244 shares of the Company’s common stock will be allotted to them as specified restricted shares. The amount of monetary compensation claims granted for each Allottee has been determined based on a comprehensive assessment of their contributions to the Company or its subsidiaries, their responsibilities, and other relevant factors for the current business year. Furthermore, the said monetary compensation claims will be granted subject to conditions such as each Allottee concluding a Restricted Share Allotment Agreement (hereinafter, “the Allotment Agreement”) with the Company, which generally includes the following terms.

3. Outline of the Allotment Agreement

(1) Period of transfer restriction

July 25, 2025 to July 24, 2055

During the period of transfer restriction set forth above (hereinafter, “the Transfer Restriction Period”), the Allottee shall not, with respect to the restricted shares in question, transfer, pledge, grant a security interest in, make an inter vivos gift of, bequeath, or otherwise dispose of such shares to any third party.

(2) Gratis acquisition of restricted shares

The Company shall automatically and gratuitously acquire the restricted shares allotted to the Allottee (hereinafter, “the Allotted Shares”) at the time of the Allottee’s retirement, if the Allottee retires from all such positions as directors, executive officers, associate directors, trustees or senior advisors of the Company or its subsidiaries by the day before the date of the first General Meeting of Shareholders of the Company or its subsidiaries held after the start date of the Transfer Restriction Period (or, in the case of executive officers, associate directors, or trustees, by the day before the end of the first business year of the Company or its subsidiaries in which the Transfer Restriction Period began), except for reasons deemed appropriate by the Board of Directors of the Company or its subsidiaries (such as the expiration of their term of office).

Furthermore, if any of the Allotted Shares remain subject to transfer restrictions at the expiration of the Transfer Restriction Period (hereinafter, “the Expiration Time”) because the transfer restrictions have not been lifted in accordance with the conditions set forth in (3) below, the Company shall automatically and gratuitously acquire such shares immediately after the Expiration Time.

(3) Lifting of transfer restriction

The Company or its subsidiaries shall, on the condition that the Allottee remains in positions as directors, executive officers, associate directors, trustees, or senior advisors of the Company or its subsidiaries until the date of the first General Meeting of Shareholders of the Company or its subsidiaries following the commencement of the Transfer Restriction Period (or, in the case of executive officers, associate directors, trustees, or senior advisors, until the last day of the first business year of the Company in which the Transfer Restriction Period began), lift the restriction on transfer of all of the Allotted Shares held by the Allottee at the Expiration Time. However, if the Allottee retires from all such positions as directors, executive officers, associate directors, trustees, or senior advisors of the Company or its subsidiaries for a reason deemed appropriate by the Board of Directors of the Company or its subsidiaries (such as the expiration of their term of office) before the Expiration Time,

the number of the Allotted Shares for which the transfer restriction is to be lifted and the timing of the lifting shall be reasonably adjusted as necessary.

(4) Management of Allotted Shares

The Allottee shall, by a method designated by the Company, open an account with SMBC Nikko Securities Inc. for holding the Allotted Shares, and shall keep the Allotted Shares in such account until the lifting of the transfer restriction.

(5) Handling in the event of organizational restructuring or equivalent

The Company shall, in the event that, during the Transfer Restriction Period, approval is granted at a General Meeting of Shareholders of the Company (or by its Board of Directors in cases where approval at a General Meeting of Shareholders is not required for the following restructuring or equivalent) for a merger agreement under which the Company is to be absorbed, a share exchange agreement or share transfer plan under which the Company becomes a wholly owned subsidiary, or other organizational restructuring, lift the transfer restrictions on the Allotted Shares held by the Allottee as of the date of said approval by a resolution of the Board of Directors, effective immediately before the business day preceding the effective date of the aforementioned restructuring or equivalent, for such number of the Allotted Shares as is reasonably determined. In such a situation, based on the above terms, the Company shall automatically and gratuitously acquire any Allotted Shares for which the transfer restriction have not been lifted as of the business day immediately preceding the effective date of the restructuring or equivalent.

4. Basis for Calculation of the Amount to Be Paid and its Specific Details

In order to eliminate arbitrariness, the disposal price for the Disposal of Treasury Shares has been set at ¥5,262, which was the closing price of the Company's common stock on the Tokyo Stock Exchange on June 24, 2025 (the business day immediately preceding the date of the Board of Directors' resolution). This was the market price immediately prior to the date of the Board of Directors' resolution, and the Company determined that this price was reasonable and not considered particularly favorable.

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