



July 11, 2025

Company name: RHEON AUTOMATIC MACHINERY CO., LTD.
 Representative: Mikio Kobayashi, President & C.E.O.
 (Securities Code: 6272;
 Tokyo Stock Exchange Prime Market)
 Inquiries: Tadao Fukuda, Managing Operating Officer
 (Telephone: +81-28-665-1111)

Notice Concerning Disposal of Treasury Shares as Restricted Stock-Based Remuneration

RHEON AUTOMATIC MACHINERY CO., LTD. (the “Company”) hereby announces that it has resolved, at a meeting of the Board of Directors held today, to dispose of treasury shares as restricted stock-based remuneration (hereinafter referred to as the “Disposal of Treasury Shares”). The details are as described below.

1. Overview of disposal

(1) Date of payment	August 7, 2025
(2) Class and number of shares subject to disposal	11,745 shares of common stock of the Company
(3) Disposal price	1,230 yen per share
(4) Total disposal amount	14,446,350 yen
(5) Scheduled allottees	10,237 shares for four Board Members* 1,508 shares for six Operating Officers *Excluding Outside Board Members

2. Purpose and reason for disposal

At a meeting of the Board of Directors held on May 22, 2023, the Company resolved to introduce a restricted stock-based remuneration plan (hereinafter referred to as the “Plan”) as a new remuneration plan for Board Members of the Company (excluding Outside Board Members; The same shall apply hereinafter) for the purpose of providing them with incentives to aim for sustainable growth of the Company’s corporate value and further promoting sharing of value with shareholders.

In addition, at the 61st Annual General Meeting of Shareholders held on June 27, 2023, the following matters were approved: (i) based on the Plan, remuneration to grant restricted stock shall be paid to Board Members, and its transfer restriction period shall be from the date of delivery of relevant shares to the date on which a Board Member retires or resigns from the position as Board Member of the Company or other positions designated by the Board of Directors of the Company; (ii) granting of restricted stock shall be made by the method, where the Board Members shall deliver all monetary remuneration receivables that have been paid as property contributed in kind, and in return, the Company shall issue or dispose of common stock of the Company; (iii) the total annual number of shares in common stock issued or disposed of by the Company under the Plan shall be up to 100 thousand shares, and the amount shall be up to 60 million yen annually, separately from the existing monetary remuneration amount; and other related matters.

Furthermore, the Company has determined to grant restricted stock to Operating Officers of the Company as well, for the purpose of providing them with incentives to aim for sustainable growth of the Company's corporate value and further promoting sharing of value with shareholders.

At a meeting of the Board of Directors held today, the Company has resolved to pay the total of 14,446,350 yen of monetary remuneration receivables to four Board Members and six Operating Officers of the Company (hereinafter collectively referred to as the "Eligible Officers"), and dispose of 11,745 shares of common stock of the Company as restricted stock with Eligible Officers' delivering those monetary remuneration receivables as property contributed in kind, taking into account the purpose of the Plan, the scope of responsibility of each Eligible Officer, and other various circumstances.

<Overview of restricted stock allotment agreement>

Associated with the Disposal of Treasury Shares, the Company shall conclude a restricted stock allotment agreement (hereinafter referred to as the "Allotment Agreement") with each Eligible Officer. The overview of the Allotment Agreement is as described below.

(1) Transfer restriction period

The Eligible Officers shall not transfer, pledge as collateral, or otherwise dispose of their shares in common stock of the Company allotted to them under the Allotment Agreement (hereinafter referred to as the "Allotted Shares") during the period from August 7, 2025, the date of payment, to the date on which an Eligible Officer retires from all positions as Board Member, Operating Officer, and employee (provided, however, excluding the case, where the Eligible Officer assumes or reassumes any of such positions at the same time as the retirement; The same shall apply hereinafter).

(2) Conditions for removal of transfer restriction

The Company shall remove the transfer restriction for all the Allotted Shares of an Eligible Officer upon the expiration of the transfer restriction period, on the condition that the Eligible Officer has been in the positions as Board Member, Operating Officer, or employee of the Company on a continuous basis, in the case that the Eligible Officer is a Board Member of the Company, during the period from the date of the Annual General Meeting of Shareholders of the Company immediately before the date of payment to the date of the Annual General Meeting of Shareholders of the Company held in the following year, and, in the case that the Eligible Officer is an Operating Officer of the Company, during the period from April 1 that is immediately before the date of payment to March 31 in the following year (hereinafter collectively referred to as the "Service Period"). However, if, during the Service Period, the Eligible Officer retires from all positions as Board Member, Operating Officer, and employee of the Company due to death or any other reasons that the Board of Directors of the Company determines legitimate, the Company shall calculate the number of the Allotted Shares for which the transfer restriction shall be removed and remove the transfer restriction on those shares on the date following the date of the retirement. The number of such Allotted Shares shall be calculated by multiplying the number of months, divided by twelve, from the month following the month that includes the commencement date of the Service Period (the month that includes the commencement date of the Service Period in the case that the Eligible Officer is an Operating Officer of the Company)

to the month that includes the date of the retirement, by the number of the Allotted Shares (provided, however, that any fraction less than one share as a result of the calculation shall be rounded down).

(3) Acquisition without consideration by the Company

The Company shall automatically acquire without consideration the Allotted Shares for which the transfer restriction has not been removed as of the expiration of the transfer restriction period.

(4) Management of shares

During the transfer restriction period, the Allotted Shares shall be managed in dedicated accounts for restricted stock opened by the Eligible Officers at Daiwa Securities Co. Ltd. in order to ensure that the Eligible Officers neither transfer, pledge as collateral, nor otherwise dispose of the Allotted Shares during the transfer restriction period.

(5) Treatment in the case of the Company's organizational restructuring, etc.

If, during the transfer restriction period, a merger agreement based on which the Company becomes a disappearing company, a share exchange agreement based on which the Company becomes a wholly owned subsidiary, or any matter concerning organizational restructuring, etc., including a share transfer plan, is approved by the General Meeting of Shareholders of the Company (however, if approval of the General Meeting of Shareholders of the Company is not required for said organizational restructuring, etc., then, the Board of Directors of the Company), the Company shall calculate the number of the Allotted Shares for which the transfer restriction shall be removed and, by resolution of the Board of Directors of the Company, remove the transfer restriction on those shares immediately prior to the business day preceding the effective date of the organizational restructuring, etc. The number of such Allotted Shares shall be calculated by multiplying the number of months, divided by twelve, from the month following the month that includes the commencement date of the Service Period (the month that includes the commencement date of the Service Period in the case that the Eligible Officer is an Operating Officer of the Company) to the month that includes the date of the approval of organizational restructuring, etc. (provided, however, that any figure exceeding one as a result of the calculation shall be treated as one), by the number of the Allotted Shares held at that time (provided, however, that any fraction less than one share as a result of the calculation shall be rounded down).

3. Basis of calculation and specific details of the amount to be paid

The Disposal of Treasury Shares will be executed with monetary remuneration receivables that have been paid to the scheduled allottees as property contributed in kind based on the Plan. To eliminate any arbitrariness in the amount to be paid, the closing price of common stock of the Company on July 10, 2025 (the business day before the day of the resolution of the Board of Directors) at the Tokyo Stock Exchange of 1,230 yen is used as the amount to be paid. As this was the market share price immediately before the date of the resolution of the Board of Directors, and in the absence of special circumstances that would indicate that the most recent share price cannot be relied upon, the Company believes that the price is reasonable, appropriately reflecting the Company's corporate value, and not particularly favorable to the Eligible Officers.