

Note: This document has been translated from the Japanese original for reference purposes only.  
In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.



July 16, 2025

Company name: LINTEC Corporation  
Representative: Makoto Hattori,  
Representative Director, President  
Code number: 7966 Prime Market, Tokyo Stock  
Exchange  
For inquiries: Takeshi Kaiya,  
Director, Senior Managing Executive  
Officer, Executive General Manager,  
General Affairs & Human Resources Div.  
(Phone: +81-3-5248-7711)

## Notice Concerning Disposition of Treasury Shares as Restricted Stock Compensation

LINTEC Corporation (the “Company”) hereby announces that the Board of Directors of the Company resolved at the meeting held today to dispose of treasury shares as restricted stock compensation (the “Disposition of Treasury Shares”), as follows.

### 1. Overview of disposition

(1) Due date of payment	August 5, 2025
(2) Class and number of shares to be disposed	19,800 common shares of the Company
(3) Disposal price	2,968 yen per share
(4) Total value of disposition	58,766,400 yen
(5) Scheduled disposal recipients	Eight (8) Directors of the Company (excluding Directors serving as Audit and Supervisory Committee Members): 18,500 shares Three (3) Directors of the Company serving as Audit and Supervisory Committee Members: 1,300 shares

### 2. Purpose and reason for disposition

At the Company’s 131st Annual General Meeting of Shareholders held on June 20, 2025, the Company obtained shareholder approval for the following matters:

- To review the Company’s restricted stock-based compensation scheme (the “Scheme”) for Directors of the Company (excluding Directors serving as Audit and Supervisory Committee Members and Outside Directors), and revise the Scheme by adding Outside Directors (excluding Outside Directors serving as Audit and Supervisory Committee Members) to Directors who are eligible for the Scheme and making the Scheme eligible for all Directors of the Company (excluding Directors serving as Audit and Supervisory Committee Members) for the purpose of having them share the benefits and risks of stock price fluctuations with shareholders by further promoting their shareholdings in the Company, and increasing their willingness to contribute to the increase in the share price and the enhancement of corporate value;

- To introduce the Scheme for Directors of the Company serving as Audit and Supervisory Committee Members in the same manner as for Directors of the Company (excluding Directors serving as Audit and Supervisory Committee Members) for the purpose of having them share the benefits and risks of stock price fluctuations with shareholders by further promoting their shareholdings in the Company, and increasing their willingness to contribute to the increase in the share price and the enhancement of corporate value;
- To set that the total amount of monetary compensation claims to be paid to Directors of the Company (excluding Directors serving as Audit and Supervisory Committee Members) as compensation for restricted stock shall be at 80 million yen or less per year (of which up to a yearly amount of 10 million yen is for Outside Directors), and that the total number of restricted stock to be allotted to them in each fiscal year shall be at 40,000 shares or less (of which up to 5,000 shares are for Outside Directors);
- To set that the total amount of monetary compensation claims to be paid to Directors of the Company serving as Audit and Supervisory Committee Members as compensation for restricted stock shall be at 10 million yen or less per year, and that the total number of restricted stock to be allotted to them in each fiscal year shall be at 5,000 shares or less; and
- To set that the transfer restriction period of restricted stock shall be 30 years from the date of receipt of the allotment.

As restricted stock compensation for the period from the date of the Company's 131st Annual General Meeting of Shareholders to the date of the Company's 132nd Annual General Meeting of Shareholders to be held in June 2026, the Company, by resolution of the Board of Directors of the Company and upon mutual consultation among Directors of the Company serving as Audit and Supervisory Committee Members, resolved today to pay a total amount of 58,766,400 yen in monetary compensation claims to eight (8) Directors of the Company (excluding Directors serving as Audit and Supervisory Committee Members) and three (3) Directors of the Company serving as Audit and Supervisory Committee Members scheduled to be allotted shares (the "Allottees") and to allot 19,800 shares of the Company's common shares as specified restricted stock to the Allottees by way of an in-kind contribution for the entire amount of those monetary compensation claims.

The amount of monetary compensation claims to be paid to each Allottee has been determined upon comprehensive consideration of the position of each Allottee in the Company, the degree of their contributions, and other factors. In addition, payment of those monetary compensation claims is conditional on the conclusion between each Allottee and the Company of a restricted stock allotment agreement (the "Allotment Agreement"), which broadly includes the following contents.

### 3. Overview of Allotment Agreement

#### (i) Transfer restriction period

From August 5, 2025 to August 4, 2055

During the aforementioned transfer restriction period (the "Transfer Restriction Period"), the Allottee may not dispose of the restricted stock allotted to the Allottee (the "Allotted Shares") including transfer to a third party, creation of pledge, creation of security right for transfer, gift inter vivos and bequeath (the "Transfer Restrictions").

#### (ii) Gratis acquisition of restricted stock

If an Allottee vacates any position as a Director or Executive Officer of the Company and comes to no longer hold any of those positions on or after the commencement date of the Transfer Restriction Period and on or before the day immediately prior to the date of the first subsequent Annual General Meeting of Shareholders of the Company, the Company shall rightfully acquire the Allotted Shares free of charge as of the date of such vacation of the position, unless there is a reason (such as expiration of the term of office) recognized as valid by the Board of Directors of the Company.

In addition, if, at the time of the expiration of the Transfer Restriction Period (the "Expiry of the Period"), the Transfer Restrictions on the Allotted Shares have not been removed in accordance with the reasons for removal of the Transfer Restrictions stated in (iii) below, the Company shall rightfully acquire those Allotted Shares free of charge immediately after the Expiry of the Period.

(iii) Removal of Transfer Restrictions

Upon the Expiry of the Period, the Company will remove the Transfer Restrictions on all Allotted Shares held by an Allottee at that time, provided that the Allottee has held the position of Director or Executive Officer of the Company continuously from the commencement date of the Transfer Restriction Period until the date of the first subsequent Annual General Meeting of Shareholders of the Company. However, in the event that the Allottee vacates any position as a Director or Executive Officer of the Company and comes to no longer hold any of those positions prior to the expiration of the Transfer Restriction Period for reasons recognized as valid by the Board of Directors of the Company (such as the expiration of the Allottee's term of office), the Company shall remove the Transfer Restrictions pertaining to the Allottee immediately after such vacation. The number of Allotted Shares for which the Transfer Restrictions will be removed is calculated by dividing by 12 the number of months from July 2025 to the month that includes the date on which the Allottee vacates the position of Director or Executive Officer of the Company and comes to no longer hold any of those positions (however, if the calculation results in a number that exceeds 1, then the number shall be 1) and then multiplying the result by the number of Allotted Shares held by the Allottee at that time (however, any fractions of less than one share that result from the calculation shall be rounded down to the nearest whole number).

(iv) Provisions on the administration of shares

Allottees shall, in a manner specified by the Company, complete the opening of an account at SMBC Nikko Securities Inc. to enter or record the Allotted Shares. The Allotted Shares shall be retained and maintained in such account until the Transfer Restrictions are removed.

(v) Treatment in the case of organizational restructuring, etc.

If, during the Transfer Restriction Period, a proposal concerning a merger agreement with the Company as the absorbed company, a share exchange agreement or a share transfer plan or any other proposal related to organizational restructuring, etc. under which the Company becomes a wholly owned subsidiary company is approved by the Company's General Meeting of Shareholders (or by the Board of Directors of the Company in cases where approval by the General Meeting of Shareholders is not required for the organizational restructuring, etc.) (limited to cases where the effective date of the organizational restructuring, etc. arrives prior to the Expiry of the Period; the "Time of Approval of Organizational Restructuring, etc."), then the Company shall, by resolution of the Board of Directors of the Company, remove the Transfer Restrictions pertaining to the Allotted Shares immediately prior to the business day immediately preceding the effective date of the organizational restructuring, etc. The number of the Allotted Shares for which the Transfer Restrictions are removed is calculated by dividing by 12 the number of months from July 2025 to the month that includes the date of the approval (however, if the calculation results in a number that exceeds 1, then the number shall be 1) and then multiplying the result by the number of Allotted Shares held by the Allottee as of the date of approval (however, any fractions of less than one share that result from the calculation shall be rounded down to the nearest whole number).

At the Time of Approval of Organizational Restructuring, etc., the Company shall, with effect from the business day immediately preceding the effective date of organizational restructuring, etc., rightfully acquire free of charge all of the Allotted Shares for which the Transfer Restrictions have not been removed on that day.

4. Basis of calculation of the amount to be paid in for shares and specific details

To avoid arbitrary pricing, the disposal price for the Disposition of Treasury Shares shall be set at 2,968 yen, which is the closing price of the Company's common shares on the Tokyo Stock Exchange on July 15, 2025, the business day immediately preceding the date of the resolution of the Company's Board of Directors. This is the market share price immediately prior to the date of the Company's Board of Directors' resolution, and the Company believes that it is reasonable and does not constitute a particularly favorable price.