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August 7, 2025

To whom it may concern

Company name: YAMAURA CORPORATION

Representative: Masaki Yamaura, Representative Director and President

Securities code: 1780 TSE Prime, NSE Premier Market

Contact: Hiroshi Ishikawa, Executive Officer, Deputy General Manager of Management Division, General Manager of Management Strategy Office  
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### **Notice Concerning Disposal of Treasury Shares as Stock-Based Compensation**

YAMAURA CORPORATION (the “Company”) hereby announces that at the meeting of the Board of Directors held August 7, 2025 resolved to dispose treasury shares as Stock-Based Compensation (hereinafter the “Disposal of Treasury Shares”) as described below.

#### **1. Outline of Disposal**

(1) Disposal date	August 28, 2025
(2) Class and number of shares to be disposed	48,800 shares of the Company’s common stock
(3) Disposal price	1,379 yen per share
(4) Total amount of disposal	67,295,200 yen
(5) Scheduled allottees	The Master Trust Bank of Japan, Ltd. (The Board Incentive Plan Trust “BIP Trust”)

#### **2. Purpose and reasons for the Disposal**

The Company have resolved to introduce the Board Incentive Plan Trust (hereinafter “BIP Trust”) with the aim of clarifying the linkage between director’s compensation and stock value and having our directors to share the risk and the return associated with stock price volatility with our shareholders to foster an awareness of contribution to improve medium to long-term business performance and enhance the Company’s corporate value. This applies to our directors (excluding Directors who are Audit and Supervisory Committee Members, Outside Directors, and Non-Resident Directors; the same shall apply hereinafter).

For an outline of the BIP Trust, please refer to the “Notice Concerning the Introduction of a Stock- Based Compensation Plan for the Directors” announced on May 14, 2025.

The Disposal of Treasury Shares is transferring treasury shares to The Master Trust Bank of Japan, Ltd. which is the Company's joint trustee of each trust agreement to be entered between the Company and Mitsubishi UFJ Trust and Banking Corporation (hereinafter the "Trust Agreement") at the time of the introduction of the Trust. (Please refer to item1-(5) above for the name of disposal destination)

Regarding the number of shares disposed of, it is the number of shares expected to be issued to directors during the trust period based on Stock Delivery Regulations. The scale of dilution is 0.26% with respect to the total issued shares, which is 21,103,514 shares. (rounded down to the third decimal place, and the percentage with respect to the total number of voting right as of March 31, 2025, which is 189,213 voting right, is 0.29%)

The shares of the Company allocated through the Disposal of Treasury Shares will be delivered to the directors in accordance with the Stock Delivery Regulations. Since it is not expected that the shares from the Disposal of Treasury Shares will be temporarily released to the stock market, the impact on the secondary market is considered minor. Therefore, the number of shares disposed of and the scale of dilution are deemed to be reasonable.

#### Outline of the Trust Agreement

Types of Trust	Trust of money other than specific sole management of monetary trust (Beneficial trust)
Purpose of the Trust	Provision of incentives to directors
Trustor	YAMAURA CORPORATION
Trustee	Mitsubishi UFJ Trust and Banking Corporation (Joint trustee: The Master Trust Bank of Japan, Ltd.)
Beneficiaries	Directors who meet the beneficiary requirements
Trust Administrator	Third parties with no vested interest in the Company (Certified Public Accountant)
Trust Agreement Date	August 25, 2025 (Planned)
Trust Period	August 25, 2025 – the end of August 2028 (Planned)
Implementation Date	August 25, 2025 (Planned)
Exercise of voting right	Shall not be exercised

#### 3. Basis for the Calculation of the Disposal Price and its Specific Details

In order to reflect recent stock price movement and to eliminate any arbitrariness, the disposal price is set based on the closing price of the Company's shares on the Tokyo Stock Exchange on the business day prior to the resolution of the Board of Directors regarding the Disposal of Treasury Shares (August 6, 2025), which is ¥ 1,379. The reason for adopting the closing price of the Company's shares on the business day prior to the Board of Directors' resolution is that it reflects the market price immediately before the resolution, and the Company deemed it to be highly objective and reasonable as the basis for calculation.

In addition, regarding the disposal mentioned price the Company's Audit and Supervisory Committee (five members, including four outside directors) have expressed their opinions that the basis for calculating the disposal price is reasonable and does not constitute a particularly advantageous disposal price, and it is compliant with the law.

#### 4. Procedures under the Code of Business Conduct

Since the dilution rate of the shares in this case is less than 25%, and there is no change in the controlling shareholders, there is no need to obtain opinions from an independent third party and carry out procedures to confirm shareholder intentions as stipulated in Article 432 of the Listing Regulations for Securities stipulated by the Tokyo Stock Exchange.

That's about it.