



August 7, 2025

To whom it may concern

Company Name	Stella Chemifa Corporation
Representative	Aki Hashimoto, Representative Director, President and Chief Executive Officer (Code No.: 4109 Tokyo Stock Exchange Prime Market)
Inquiries	Miyuki Koike, Executive Officer, General Manager, General Affairs Department (TEL. +81-6-4707-1511)

Notice of Disposal of Treasury Shares by Third-Party Allotment in Association with Additional
Contributions to the Share Delivery Trust for Officers

This is to provide notice that the Company resolved as follows at a meeting of the Board of Directors held today with regard to disposing of treasury shares by third-party allotment (hereinafter referred to as "Disposal of Treasury Shares").

1. Key points of the disposal

(1) Date of disposal	August 22, 2025
(2) Type and number of shares to be disposed of	30,000 shares of common stock of the Company
(3) Disposal price	4,310 yen per share
(4) Total amount of disposal	129,300,000 yen
(5) Disposal destination	The Custody Bank of Japan, Ltd. (trust account)
(6) Other	An extraordinary report based on the Financial Instruments and Exchange Act has been submitted with regard to the Disposal of Treasury Stock.

(Note) The trust will acquire the additional shares of the Company this time using 116,430,936 yen in cash pertaining to this additional trust and the total amount of 12,869,064 yen belonging to the trust assets as the funding source.

2. Purpose and reason for disposal

At the meeting of the Board of Directors held on May 19, 2025, the Board of Directors of the Company passed a resolution on making a partial revision to the share-based compensation plan (hereinafter referred to as "Plan") for the Company's Directors (excluding Directors who are Audit And Supervisory Committee Members and Outside Directors; hereinafter referred to as the "Eligible Directors"; the trust contract concluded with Resona Bank Limited with respect to the Plan hereinafter referred to as "Trust Contract"; and the trust established based on the Trust Contract hereinafter referred to as "Trust"), and the resolution concerning the partial revision of the Plan was approved at the 82nd Ordinary General Meeting of Shareholders held on June 27, 2025. (For an overview of the Plan, please see "Notice of Partial Revision of Share-Based Compensation Plan for Eligible Directors" dated May 19, 2025.)

Under the Disposal of Treasury Shares, treasury shares will be disposed of by third party allotment to The Custody Bank of Japan, Ltd. (trust account), the re-trustee of Resona Bank Limited, the trustee of the Trust, for an additional contribution to the Trust.

The number of shares to be disposed of corresponds to the total number of shares expected to be paid to the Eligible Directors during five fiscal years based on the share delivery rules established by the Company, and represents 0.23% of the total number of 12,973,248 shares issued as of March 31, 2025 (0.25% of the total number of 119,257 voting rights as of March 31, 2025; all figures rounded to the second decimal place).

The Company believes that the Plan clarifies the linkage between the compensation of the Eligible Directors and the Company's business results and share price, and will lead to an increase in the Company's corporate value over the medium to long term. The Company believes that the number of shares to be disposed of and the scale of dilution due to the Disposal of Treasury Shares are reasonable and that the impact on the secondary market will be minor.

< Overview of the Trust >

[1] Name	: Share delivery trust for officers
[2] Trustor	: The Company
[3] Trustee	: Resona Bank, Limited Resona Bank, Limited will conclude a specific comprehensive trust contract with The Custody Bank of Japan, Ltd., and The Custody Bank of Japan, Ltd., will serve as the re-trustee.
[4] Beneficiaries	: Eligible Directors who meet the requirements for beneficiaries
[5] Trust administrator	: A third party that does not have an interest in the Company
[6] Type of trust	: Trust of money other than monetary trusts for specific purposes (third-party beneficiary trust)
[7] Date of execution of the Trust Contract	: August 24, 2020
[8] Term of trust	: August 24, 2020 until the Trust is terminated (No specific termination date is set, and the Trust will continue as long as the Plan continues.)
[9] Date of revisions to the agreement	: August 7, 2025
[10] Date of additional trust	: August 22, 2025 (tentative)

3. Grounds for calculation of the disposal value and the specific details

To ensure that the disposal price for the Disposal of Treasury Shares is a price that eliminates arbitrariness, the disposal price is set at 4,310 yen, the closing price of the Company's shares on the Tokyo Stock Exchange, Inc., (hereinafter referred to as "TSE") on the business day immediately preceding (August 6, 2025) the day upon which the Company's Board of Directors passed the resolution related to the disposal (hereinafter referred to as "Date of Board of Directors Resolution").

The closing price of the Company's shares on the TSE on the business day immediately preceding the Date of Board of Directors Resolution was adopted because it represents the Company's appropriate corporate value on the stock market and was considered reasonable.

The Company has judged that the disposal price for the Disposal of Treasury Shares is not particularly favorable to the planned recipients, as it is based on the closing price of the business day immediately preceding the Date of Board of Directors Resolution and represents a deviation of 4.56% (rounded to two decimal places) from the average closing price of 4,122 yen (rounded down to the nearest yen) over the one-month period immediately prior to such date (from July 7, 2025 to August 6, 2025), a deviation of 11.11% (rounded to two decimal places) from the average closing price of 3,879 yen (rounded down to the nearest yen) over the three-month period immediately prior to such date (from May 7, 2025 to August 6, 2025), and a deviation of 10.15% (rounded to two decimal places) from the average closing price of 3,913 yen (rounded down to the nearest yen) over the six-month period immediately prior to such date (from February 7, 2025 to August 6, 2025).

In addition, with respect to the above disposal price, the Company's Audit & Supervisory Committee (consisting of six members, five of whom are Outside Directors) has expressed the opinion that the process by which the Company judged that the disposal price was not particularly favorable to the planned recipients was reasonable and that said judgment was appropriate.

4. Matters related to procedures under the Code of Corporate Conduct

Because [1] the dilution ratio is less than 25%, and [2] the third-party allotment does not involve a change in controlling shareholder, the procedures for obtaining an opinion from an independent third party and confirming the intent of shareholders, as stipulated in Rule 432 of the Securities Listing Regulations established by the TSE, are not required.