



September 25, 2025

Company Name	FURUYA METAL CO., LTD.
Name of Representative	Takahito Furuya
	President and Representative
	Director
(Code Number: 7826)	
Inquiries	Tsutomu Nishimura
	Director & General Manager,
	Corporate Division
Telephone	03-5977-3377

Notice Concerning Disposal of Treasury Shares as Restricted Stock Compensation

FURUYA METAL CO., LTD. (the "Company") hereby announces that the Company resolved at its meeting of the Board of Directors held on September 25, 2025 to dispose of treasury shares as restricted stock compensation (hereinafter referred to as the "Disposal") as follows.

1. Summary of Disposal

(1)	Disposal date	October 23, 2025
(2)	Class and number of shares for Disposal	23,300 Common shares of the Company
(3)	Disposal price	2,929 yen per share
(4)	Total value of shares to be disposed	68,245,700 yen
(5)	Disposal method	Allotment of specific restricted stock
(6)	Method of subscription	<u>By in-kind contribution of monetary remuneration claims</u>
(7)	Allotees and number thereof, Number of shares to be disposed	Directors of the Company(excluding outside Directors and Directors who are members of the Audit and Supervisory Committee) — 4 Directors, 23,300 shares

2. Purpose and reason for the disposal

At the meeting of the Board of Directors held on August 6, 2021, the Company resolved continuation and partial revision of the restricted stock compensation system as a remuneration system to reward Directors of the Company (excluding outside Directors and Directors who are members of the Audit and Supervisory Committee, hereinafter referred to as the "eligible Directors") in an aim to give them an incentive to enhance a corporate value of the Company sustainably and to progress value sharing with the shareholders.

Furthermore, at the General Meeting of Shareholders held on September 26, 2023, it was approved, in accordance with the introduction of this system, to keep the remuneration to the Directors at the current level of 600 million yen at a maximum annually with the remuneration to be paid for grant of restricted stock

compensation and other remuneration combined (remuneration of outside Directors not exceeding 30 million yen annually and the portion of employee's salary for Directors who concurrently serve as employees not being included), to set the maximum limit of the stocks allotted to the eligible Directors during a financial year to 30,000 shares (currently 90,000 shares as the Company executed a stock split at a ratio of three common shares to one effective on July 1, 2024), and to leave determination of the transfer restriction period(hereinafter referred as to "Transfer Restriction Period") of restricted stock at the discretion of the board of Directors between ten and thirty years.

Today, by resolution of the Board of Directors, a total of 68,245,700 yen of monetary remuneration claims (hereinafter referred to as the "Monetary Remuneration Claims") have been issued to four Directors of the Company. 23,300 shares of the Company's common stock shall be allotted to them as a transfer-restricted stock (hereinafter referred to as the "Allotted Stock"), and in turn, they will make in-kind contribution of all of the Monetary Remuneration Claims.

The amount of Monetary Remuneration Claims for the eligible Directors is determined by considering various factors such as the Company's business performance and the duties and responsibilities of each eligible Director. In addition, the Monetary Remuneration Claim will be paid on the condition that the eligible Director enters into a Restricted Stock Allotment Agreement with the Company, which includes the following contents.

3. Overview of the Allotment Agreement

① Transfer Restriction Period: October 23, 2025 ~ October 22, 2055

② Free acquisition of the restricted stock

In the event that a relevant Director who has been granted the Allotted Stock retires as a Director of the Company before the expiration of the Transfer Restriction Period, the Company is entitled to recover the Allotted Stock as a matter of course without compensation, unless there are extenuating circumstances that the Company's Board of Directors deem reasonable. In addition, if there is Allotted Stock for which transfer restrictions have not been lifted pursuant to the reasons described in ③ below at the end of the Transfer Restriction Period in ① above, the Company will acquire them without compensation.

③ Lifting of the transfer restrictions

The Company shall, at the time of expiration of the Transfer Restriction Period, lift transfer restriction for all the Allotted Stock held by the eligible Directors, provided that they hold the position of Director of the Company continuously through the Transfer Restriction Period. If, however, for reasons deemed justifiable by the Board of Directors, the eligible Director retires from their position as Director of the Company before the end of the Transfer Restriction Period, the Company shall adjust the number of Allotted Stock which the transfer restriction is lifted for and the time that the restricted period is lifted at rationally.

④ Treatment in the event of organizational restructuring, etc.

If, during the Transfer Restriction Period, a motion involving a merger agreement in which the Company becomes the disappearing company, a share exchange agreement or a share transfer plan in which the Company becomes a wholly owned subsidiary, or any other matter concerning organizational restructuring, etc., is approved at a General Meeting of Shareholders (or by the Board of Directors in cases where approval at a General Meeting of Shareholders is not required for the reorganization, etc.), the Company shall, by resolution of the Board of Directors, lift the transfer

restrictions on the Allotted Stock immediately before the effective date of the organizational restructuring, etc. The number of the Allotted Stock for which the transfer restriction will be lifted is calculated rationally by considering the period from the starting day of the Transfer Restriction Period until the effective date of the organizational restructuring.

In such cases, the Company shall, effective immediately after the transfer restriction is lifted, be entitled to recover without compensation any Allotted Stock for which the transfer restrictions have not been lifted pursuant to the provisions above as of that business day.

⑤ Management of Allotted Stock

The Allotted Stock will be managed in a dedicated account opened by the eligible Directors at Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. so that they cannot be transferred, secured or otherwise disposed of during the Transfer Restriction Period.

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

To avoid arbitrary pricing, the disposal price for the disposal of treasury shares shall be set at 2,929 yen, which is the closing price of a share of the Company's common stock on the Tokyo Stock Exchange on September 24, 2025, the business day immediately before the Board of Directors approved the resolution. This is the market share price immediately prior to the date of the resolution, and the Company believes that it is reasonable and is not particularly an advantageous price.