



December 9, 2025

To All Parties Concerned

Company name: Okuma Corporation
Representative: Atsushi Ieki, Representative Director, President
(Code: 6103; Tokyo Stock Exchange Prime Market
Nagoya Stock Exchange Premier Market)
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Notice Regarding Secondary Offering of Shares

Okuma Corporation (the “Company”) hereby announces that a resolution was adopted by the Board of Directors dated December 9, 2025, in relation to the secondary offering of shares of the Company’s common stock (the “Secondary Offering”), as described below.

Driven by its mission to “Contribute to society through the strength of ‘monozukuri services’”, the Company is promoting structural changes to its business and executing a growth strategy under its “Mid-term Management Plan - Get Ready 2025” released in June 2023, aiming to help resolve issues facing manufacturers worldwide. The Mid-term Management Plan seeks to improve the Company’s corporate value through five basic policies: (1) developing monozukuri DX solutions and strengthening manufacturing capital; (2) achieving the Global 70 target; (3) upgrading the business infrastructure; (4) optimizing capital across the entire consolidated group; and (5) implementing ESG management.

The Company positions the enhancement of corporate governance as a key challenge in its journey to implement ESG management. It has publicly committed to reducing its strategic shareholdings each year based on a close scrutiny of the purpose they serve, the role they play in business partner relationships, and capital costs and other factors that affect the economic feasibility of the wind-down. It also examined the appropriateness of its shareholder composition and held repeated discussions with its own strategic shareholders, resulting in a number of them agreeing to relinquish their shares. As such, the Company has decided to conduct the Secondary Offering in order to provide a fair opportunity for them to sell their holdings and to mitigate the sale’s impact on its share price.

Through the Secondary Offering, the Company hopes to have its shares held by a wide range of investors who support its longer-term growth strategy, improve the liquidity of its shares, and help vitalize the capital market.

Furthermore, the Board of Directors resolved today to conduct a share repurchase to a maximum of 3,500,000 shares and 10 billion yen in order to improve shareholder returns and capital efficiency as well as mitigate the impact of the Secondary Offering on supply and demand for shares of the Company. For details on the share repurchase, please refer to today’s press release titled “Notice Regarding the Repurchase of Shares.”

The Company will keep aiming to enhance corporate governance and further improve its corporate value.

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1. Secondary Offering of Shares (Secondary Offering by way of Purchase and Subscription by the Underwriters)

(1) Class and number of shares to be offered 4,347,900 shares of common stock of the Company

(2) Selling shareholders and number of shares to be offered	Name	Number of shares to be sold
	Sumitomo Mitsui Trust Bank, Limited	1,367,500 shares
	MUFG Bank, Ltd.	686,500 shares
	The Bank of Fukuoka, Ltd.	583,100 shares
	Sumitomo Mitsui Banking Corporation	522,200 shares
	Mitsubishi HC Capital Inc.	332,400 shares
	The Aichi Bank, Ltd.	266,100 shares
	The Bank of Nagoya, Ltd.	256,200 shares
	The Juroku Bank, Ltd.	150,000 shares
	The Hachijuni Bank, Ltd.	98,700 shares
	The Iyo Bank, Ltd.	45,200 shares
	The Hyakujushi Bank, Ltd.	40,000 shares

(3) Offer price To be determined.
The offer price will be determined in accordance with the method stated in Article 25 of the Regulations Concerning Underwriting, Etc., of Securities of the Japan Securities Dealers Association, based on the provisional pricing terms calculated by multiplying the closing price of common stock of the Company in ordinary transaction on the Tokyo Stock Exchange, Inc. on a certain date between Wednesday, December 17, 2025 and Monday, December 22, 2025 (the “**Pricing Date**”) (or, if no closing price is quoted on the Pricing Date, the closing price of the immediately preceding day) by a number ranging between 0.90-1.00 (with any fraction less than one yen being rounded down to the nearest whole yen), and by taking into account market demand.

(4) Method of secondary offering The offering shall be a secondary offering by way of purchase and subscription by underwriters designated as lead manager (the “Underwriters”). Considerations for the Underwriters in connection with the offering shall be the amount calculated by subtracting the aggregate underwriting value from the aggregate offer price.

(5) Share delivery date The fifth business day following the Pricing Date.

(6) Offer price and any other matters necessary for the Secondary Offering by way of Purchase and

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Subscription by the Underwriters will be determined at the discretion of Atsushi Ieki, President and Representative Director of the Company or Chikashi Horie, Senior Managing Executive Officer of the Company.

2. Secondary Offering of Shares (Secondary Offering by way of Over-Allotment) (see “<References>” item 2 below)

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| (1) Class and number of shares to be offered | 652,100 shares of common stock of the Company.
The number of shares above is the maximum number of shares to be offered, and may decrease or the Secondary Offering by way of Over-allotment itself may be cancelled, depending on market demand of the Secondary Offering of Shares by way of Purchase and Subscription by the Underwriters and other conditions. The number of shares to be offered will be determined on the Pricing Date, after taking the market demand into consideration. |
| (2) Seller | The lead manager |
| (3) Offer price | To be determined.

The offer price will be determined on the Pricing Date. Further, the offer price will be the same as the offer price in the Secondary Offering by way of Purchase and Subscription by the Underwriters. |
| (4) Method of secondary offering | Taking into consideration market demand for the Secondary Offering by way of Purchase and Subscription by the Underwriters, the lead manager will undertake a secondary offering of shares of common stock of the Company by borrowing up to 652,100 shares from the shareholder(s) of the Company. |
| (5) Share delivery date | Same as that in the Secondary Offering by way of Purchase and Subscription by the Underwriters. |
| (6) Offer price and any other matters necessary for the Secondary Offering by way of Over-allotment will be determined at the discretion of Atsushi Ieki, President and Representative Director of the Company or Chikashi Horie, Senior Managing Executive Officer of the Company. | |

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<References>

Secondary Offering by way of Over-Allotment, etc.

The Secondary Offering by way of Over-allotment is a secondary offering to be conducted after considering market demand upon making the Secondary Offering by way of Purchase and Subscription by the Underwriters and with up to 652,100 shares of common stock of the Company (the “Borrowed Shares”) that the lead manager will borrow from the shareholder of the Company (the “Share Lender”). The number of shares to be sold in the Secondary Offering by way of Over-allotment is expected to be 652,100 shares, which is the maximum number of shares that can be sold; however, depending on market demand of the Secondary Offering of Shares by way of Purchase and Subscription by the Underwriters, such number may be decreased or the Secondary Offering by way of Over-allotment itself may be cancelled.

In addition, when conducting the Secondary Offering by way of Over-allotment, the lead manager will be granted by the Share Lender the right (the “Greenshoe Option”) to obtain shares of common stock of the Company up to the number of the Borrowed Shares in addition to the shares for the Secondary Offering by way of Purchase and Subscription by the Underwriters, with the exercise deadline of Friday, January 16, 2026.

Furthermore, the lead manager may also purchase shares of common stock of the Company on the Tokyo Stock Exchange Inc. in a quantity of up to the number of shares to be sold in the Secondary Offering by way of Over-allotment for the purpose of returning the Borrowed Shares (such transactions, the “Syndicate Cover Transactions”), during the period beginning on the day immediately following the last day of the subscription period for the Secondary Offering by way of Purchase and Subscription by the Underwriters and the Secondary Offering by way of Over-allotment and ending on Friday, January 16, 2026 (the “Syndicate Cover Transaction Period”). All shares of common stock of the Company purchased by the lead manager through Syndicate Cover Transactions will be used to return the Borrowed Shares. It should be noted that, during the Syndicate Cover Transaction Period, the lead manager may decide not to conduct any Syndicate Cover Transactions or may terminate any Syndicate Cover Transactions before the number of shares purchased therefore reaches the number of shares to be sold in the Secondary Offering by way of Over-allotment.

Also, the lead manager may conduct market stabilization transactions associated with both the Secondary Offering by way of Purchase and Subscription by the Underwriters and the Secondary Offering by way of Over-allotment, and may use all or part of the shares of common stock of the Company purchased through the stabilization transactions to return the Borrowed Shares.

The lead manager will exercise its Greenshoe Option to return the Borrowed Shares remaining after deducting the shares of common stock of the Company purchased through Syndicate Cover Transactions or a stabilization transaction.

Whether or not the Secondary Offering by way of Over-allotment will be conducted and the number of shares to be sold through such offering will be determined on the Pricing Date. In the event that the Secondary Offering by way of Over-allotment is not conducted, neither the borrowing of common stock of the Company from the Share Lender by the lead manager, the granting of the Greenshoe Option from the Share Lender to the lead manager nor the Syndicate Cover Transaction at the Tokyo Stock Exchange, Inc. will be conducted.

(End)

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