



February 6, 2026

Company Name: TOPY INDUSTRIES, LIMITED  
 Representative: Hiromi Ishii, President and CEO  
 (Code: 7231 Tokyo Stock Exchange Prime Market,  
 Nagoya Stock Exchange Premier Market)  
 Contact: Tomoki Oyaizu, Operating Officer and  
 General Manager, General Affairs Department  
 (TEL: +81-3-3493-0141)

## **Notice Regarding the Disposal of Treasury Shares to Accompany the Introduction of a Share Compensation Plan for Managers**

Topy Industries, Ltd. (“the Company”) hereby announces that, at a meeting of the Board of Directors held on February 6, 2026, it has resolved to dispose of treasury shares (“the Disposal of Treasury Shares”) to accompany the introduction of a share compensation plan for managers. This plan will apply to managers, who consist of Company employees in managerial positions, etc. The details are as follows.

### 1. Overview of the Disposal

(1) Disposal date	February 25, 2026
(2) Type and number of shares to be disposed	233,600 common shares of the Company
(3) Disposal value	3,210 shares
(4) Total disposal amount	749,856,000 yen
(5) Scheduled disposal destination	Sumitomo Mitsui Trust Bank, Limited (Trust Account) (Sub-Trustee: Custody Bank of Japan, Ltd. (Trust Account))
(6) Other	The Company has submitted an extraordinary report according to the Financial Instruments and Exchange Act with regard to the Disposal of Treasury Shares.

### 2. Purpose of and Reason for the Disposal

For the purpose of granting incentives based on a linkage among the interests of managers, the Company and its shareholders, and fostering a management mindset for managers of the Company grounded in a medium- to long-term perspective in order to ensure the unity of managers with Directors and Operating Officers, for whom a share compensation plan has already been introduced, and to facilitate the enhancement of the Company’s corporate value, at a meeting of the Board of Directors held today, the

Company made the decision to introduce a share compensation plan for managers (“the Plan”) that will apply to managers of the Company.

For an overview of the Plan, please refer to the “Notice Regarding the Introduction of a Share Compensation Plan for Managers” dated today.

The Disposal of Treasury Shares will be made to Sumitomo Mitsui Trust Bank, Limited (Trust Account) (Sub-Trustee: Custody Bank of Japan, Ltd. (Trust Account)), the trustee of the trust established for the introduction of the Plan (“the Trust”).

The disposal quantity is equivalent to the number of shares expected to be delivered to managers of the Company following consideration of the position of managers of the Company during the trust period and other factors based on the Share Delivery Regulations established by the Company upon introduction of the Plan. The resulting scale of dilution will be 0.97% of the 24,077,510 issued shares as of September 30, 2025 (1.08% of 217,087 total voting rights as of September 30, 2025; both percentages rounded to the two decimal places).

The Company believes the Plan will link to the enhancement of its corporate value over the medium to long term. It has concluded that the disposal quantity and the scale of dilution under the Disposal of Treasury Shares is reasonable, and that its effect on stock markets will be negligible.

(Reference) Overview of trust agreement related to the Trust

Settlor	The Company
Trustee	Sumitomo Mitsui Trust Bank, Limited (Trust Account) (Sub-Trustee: Custody Bank of Japan, Ltd. (Trust Account))
Beneficiaries	Managers who meet the beneficiary requirements
Trust administrator	A third party independent of the Company and its officers is scheduled to be selected
Exercise of voting rights	The trustee shall exercise voting rights throughout the trust period based on instructions issued by the trust administrator
Type of trust	Pecuniary trusts other than money trusts (Third-party benefit trust)
Trust agreement date	February 25, 2026
Trust period	From February 25, 2026 to August 31, 2035 (tentative)
Purpose of trust	To deliver shares of the Company to beneficiaries based on the Share Delivery Regulations

3. Basis for Calculation of Disposal Value and Specifics Thereof

In light of recent trends in the Company’s stock price, to establish a value that is free from arbitrariness, the Company has set the disposal value at 3,210 yen, the closing price of its shares on the Tokyo Stock Exchange on February 5, 2026 (the business day immediately before the day of the Board of Directors resolution).

The reason why the Company set the disposal value at the closing price on the business day immediately before the day of the Board of Directors resolution is because it concluded that it is reasonable to do so given that the closing price represents the market value right before the day of the Board of Directors resolution and is therefore highly objective as a basis for calculation.

Note: This document has been translated from the original Japanese version for reference purposes only. In the event of any discrepancy between this translated document and the original Japanese version, the original shall prevail.  
The original disclosure in Japanese was released on February 6, 2026.  
The Company assumes no responsibility for this translation or for direct, indirect, or any other forms of damage arising from the translation.