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February 12, 2026

To whom it may concern

Company name: YAMAURA CORPORATION  
Representative: Masaki Yamaura,  
Representative Director and President  
(Securities code: 1780 TSE Prime, NSE Premier Market)  
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Deputy General Manager of Management Division,  
General Manager of Management Strategy Office  
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## **Notice Concerning the Disposal of Treasury Shares as an Incentive Plan for Employees**

YAMAURA CORPORATION (the "Company") hereby announces that at the meeting of the Board of Directors held February 12, 2026, the Company approved the disposal of Treasury Shares as an Incentive Plan for Employees (hereinafter referred to as the "Disposal of Treasury Share"), as outline below.

### **1. Overview of Disposal**

(1) Payment date	March 05,2026
(2) Type and number of shares to be disposed of	251,200 shares of the common share of the Company
(3) Disposal price	1,577 yen per share
(4) Total disposal price	396,142,400 yen
(5) Scheduled disposal destination	Master Trust Bank of Japan, Inc. (Equity-granting ESOP Trust)
(6) Others	The disposal of treasury shares is subject to the effective date of the securities report under the Financial Instruments and Exchange Act.

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

The Company announced at the Board of Directors meeting held today that the Company will grant shares to the ESOP Trust (hereinafter referred to as the "ESOP Trust") with the aim of enhancing the Company's corporate value by fostering a sense of ownership and management

participation in the Company, and by raising awareness of medium- to long-term performance improvement and stock price appreciation. We have resolved to introduce it. For an overview of ESOP trusts, please refer to the "Notice Concerning the Introduction of 'Equity-Granting "ESOP Trusts'" announced as of today. The Disposal of Treasury Shares is based on the share - granting ESOP trust agreement (hereinafter referred to as the "Trust Agreement") concluded between the Company and Mitsubishi UFJ Trust and Banking Corporation in connection with the introduction of the ESOP Trust. The Company will dispose of its treasury shares to the Master Trust Bank of Japan Co., Ltd. (ESOP Trust Unit), which is a joint trustee of the Company. (For the name of the disposal destination, see 1. Please refer to (5) .) The number of shares disposed of is the number of shares expected to be delivered to employees during the trust period in accordance with the Share Delivery Regulations, and the scale of dilution is 1.19% of the total number of issued shares of 21,103,514 shares (rounded to the third decimal place, 1.32% of the total number of voting rights as of September 30, 2025, 189,681 shares). Since the Company's shares allocated through the Treasury share disposal are delivered to employees in accordance with the Share Delivery Regulations, and since it is not expected that the Treasury Shares from the treasury share disposal will flow to the stock market at one time, the impact on the secondary market will be minor, and the number of shares disposed of and the scale of dilution will be reasonable.

#### Outline of this Trust Agreement

Types of Trusts	Trust of money other than a specific sole management of money trust (other benefit trust)
Purpose of the Trust	Incentivizing Employees
Client	the Company
Trustee	Mitsubishi UFJ Trust and Banking Corporation (Co-trustee: Japan Master Trust Bank Co., Ltd.)
Beneficiaries	Employees who meet the beneficiary requirement
Trust administrator	Third parties who have no interest in the Company
Trust Agreement Date	March 2, 2026 (scheduled)
Term of the Trust	March 2, 2026 ~ March 31, 2033 (scheduled)
System Start Date	March 2, 2026 (scheduled)
Exercise of Voting Rights	Follow the instructions of the trust administrator who has grasped the exercise of the voting rights of the beneficiary candidates.

#### 3. Basis for Calculating the Disposal Price and Its Specific Details

Regarding the disposal price, in light of recent stock price trends, in order to eliminate arbitrariness, the treasury shares on the business day before the resolution of the Board of Directors regarding

the disposition of the ceremony (February 10, 2026), Tokyo Stock Exchange Co., Ltd. (herein after referred to as the "Tokyo Stock Exchange"). The closing price of the Company's shares is 1,577 yen. The decision to adopt the closing price of the Company's shares on business day before the resolution of the meeting was decided just before the resolution of the board of directors. This is because it is a market price and is judged to be highly objective and reasonable as a basis for calculation. Regarding the above disposal price, all five directors who are members of the Company's Audit and Supervisory Committee (4 of whom are outside the company).

However, the basis for calculating the disposal price is reasonable, and it does not fall under a particularly favorable disposal price.

#### 4. Code of Conduct Procedures

Since the dilution rate of the shares in this case is less than 25% and there is no change in the controlling Shareholder, the Tokyo Stock Exchange's Obtaining opinions from independent third parties as stipulated in Article 432 of the Securities Listing Regulations and confirming the intentions of shareholders No procedures are required.

That's about it.