



May 14, 2026

To Whom It May Concern:

Company name: Topre Corporation
Representative: Yutaka Yamamoto, Representative
Director, President, Executive Officer
(Securities code: 5975, Prime Market of the
Tokyo Stock Exchange)
Contact: Takayuki Noda, Executive Officer and
General Manager of General Affairs
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Notice regarding Disposal of Treasury Shares for Stock Compensation

We hereby inform you that at its Board of Directors meeting held on May 14, 2026, Topre Corporation (hereinafter, the “Company”) approved a resolution disposing of treasury shares for stock compensation (hereinafter, the “Disposal of Treasury Shares”). The details of the Disposal of Treasury Shares follow.

Details

1 . Overview of the Disposal of Treasury Shares

(1) Date of disposal	June 2, 2026
(2) Type and number of shares to be disposed of	305,967 shares of common stock
(3) Disposal amount	¥2,433 per share
(4) Total disposal amount	¥744,417,711
(5) Intended disposal destination	The Master Trust Bank of Japan, Ltd. (Board Incentive Plan Trust Account)
(6) Other	We have filed an extraordinary report on the Disposal of Treasury Shares under the Financial Instruments and Exchange Act.

2 . Purpose and Reasons for the Disposal of Treasury Shares

The Disposal of Treasury Shares is intended for directors (excluding outside directors and residents abroad; the same applies hereafter) and executive officers (excluding residents abroad; hereinafter, directors and executive officers are collectively referred to as “Directors, Etc.”) who serve at the Company and its subsidiaries, including Toprec Corporation, Topre Tokai Corporation, and Topre Kyushu Corporation (hereinafter, the “Eligible Subsidiaries”; the Company and the “Eligible Subsidiaries” are collectively referred to as the “Eligible Companies”). In the year ended March 31, 2017, the Company introduced a performance-

linked stock compensation plan for Directors, Etc., utilizing the Board Incentive Plan Trust (hereinafter, the “BIP Trust”), with the aims of more clearly linking between the compensation of Directors, Etc., and the Company’s performance and stock value, their sharing corporate value with our shareholders, improving medium- to long-term business performance, and encouraging a desire to further enhance corporate value. Given the background, the Board of Directors approved a resolution to continue the performance share plan at its meeting held on May 14, 2026. For the overview of the BIP Trust, please see the “Notice regarding Continuation of Performance-Linked Stock Compensation Plan,” which we announced on May 14, 2026.

Due to the extension of the term of current BIP Trust, the Disposal of Treasury Shares is intended for the Company to dispose of its treasury shares to The Master Trust Bank of Japan, Ltd. (Board Incentive Plan Trust Account), which is a co-trustee of the BIP Trust agreement to be entered into by the Company with Mitsubishi UFJ Trust and Banking Corporation (hereinafter, the “Trust Agreement”; the trust established pursuant to the Trust Agreement shall be referred to as the “Trust”).

The number of shares to be disposed of shall equal the number of shares expected to be granted to Directors, Etc., during the trust period based on the Share Issuance Guideline. In addition, the extent of the stock dilution accounts for 0.57% of the total number of shares outstanding (rounded to the nearest hundredth; this represents 0.62% of the total number of voting rights as of March 31, 2026).

Because the Company’s shares allocated through the Disposal of Treasury Shares will be granted to Directors, Etc., based on the Share Issuance Guideline, it is difficult to assume that those shares from the Disposal of Treasury Shares will flow into the stock market all at once. Therefore, we believe that the impact on the stock market will be minimal and that the number of shares to be disposed of and the extent of stock dilution are reasonable.

3. Basis for Calculating Disposal Amount and Specific Details

In light of recent stock price changes and valuation free from arbitrariness, the disposal amount is set at ¥2,433, which is the closing price of the Company’s common stock on the Tokyo Stock Exchange on the business day preceding the Date of the Board Resolution on the Disposal of Treasury Shares (May 13, 2026). We chose this disposal amount because it is the market share price immediately before the Board Resolution, and because we believed it provided a highly objective and reasonable basis for the calculation.

All our auditors (three members, two of whom are outside auditors) expressed the opinion that the basis for calculating the disposal amount above is reasonable and not particularly favorable to the parties concerned.

4. Procedures under the Corporate Code of Conduct

Because the stock dilution rate is less than 25% and the absence of a change in the controlling shareholder, the Disposal of Treasury Shares does not require the procedures for obtaining an opinion from an independent third party and confirming shareholder consent as stipulated in Article 432 of the Securities Listing Regulations of the Tokyo Stock Exchange.

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