July 21, 2026

Company name:	RION CO., LTD.
Listed Exchange:	Tokyo Stock Exchange, Prime Market
Securities Code:	6823
Representative:	Koki Kato
	President and CEO
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Notice of Issuance of New Shares as Restricted Stock Compensation

RION CO., LTD. (hereinafter the "Company") announces that it has passed a resolution at the Board of Directors meeting held today to issue new shares as restricted stock compensation (the "Issuance of New Shares") as provided below.

1. Outline of the Issuance

(1) Payment date	August 14, 2026
(2) Class and total number of shares to be issued	Common stock of the Company: 7,900 shares
(3) Issue amount	3,440 yen per share
(4) Total amount issued	27,176,000 yen
(5) Allottees	Four directors (who are not outside directors) of the Company, 7,900 shares

2. Purpose and Reason for the Issuance

In light of the purpose of the Corporate Governance Code, a meeting of the Company's Board of Directors on May 22, 2020 adopted a resolution for submitting to the 99th Annual General Meeting of Shareholders scheduled on June 24, 2020 a proposal for introducing a restricted stock compensation program for eligible directors (hereinafter the "Program"), limiting the total amount of monetary remuneration claims paid to the eligible directors under the Program to a maximum of 50 million yen in a year, and for capping the number of shares issued or disposed of to a maximum of 100,000 in a year. The proposal was approved at the said General Meeting of Shareholders.

The resolution adopted by the Board of Directors at today's meeting approved the payment of monetary remuneration claims totaling 27,176,000 yen (hereinafter the "Monetary Remuneration Claims") to four eligible directors in consideration of the purpose of the Program, the Company's financial results and other circumstances.

It also approved the issuance of 7,900 common shares of the Company (hereinafter the "Allotted Shares") by having the four eligible directors, to whom shares will be allotted, contribute all of their Monetary Remuneration Claims to the Company as in-kind assets under the Program. The restriction period has been set at 30 years for the purpose of ensuring value sharing with shareholders for a medium and long period of time.

The overview of the restricted share allotment agreement (hereinafter the "Allotment Agreement") to be concluded between the Company and eligible directors in connection with new shares to be issued under the Program is as described in 3. below.

3. Overview of the Allotment Agreement

(1) Transfer restriction period

From August 14, 2026 to August 13, 2056

No eligible directors may transfer, attach as a collateral, provide as an inter vivos gift or otherwise dispose of any Allotted Share during the transfer restriction period specified above (hereinafter "the Restriction Period").

(2) Condition for lifting restrictions

The transfer restriction shall be lifted for all the Allotted Shares upon expiration of the Restriction Period thereof on condition that an eligible director constantly remains at the position of a director of the Company all through the Restriction Period.

However, where the eligible director ceases to serve as such for any justifiable reason or due to death, the transfer restriction shall be lifted for the number of shares (rounded down to the nearest integer) calculated by multiplying the number obtained by dividing the number of months from the month after the month when the Annual General Meeting of Shareholders took place immediately before the due date of payment until the month including the date when the eligible director ceases to serve as such by twelve (which shall be 1 if the result of the calculation exceeds 1) by the number of Allotted Shares owned by the eligible director at the time.

(3) Reasons for acquisition without consideration

The Company shall automatically acquire without consideration the Allotted Shares for which the transfer restriction is not lifted at the time when the transfer restriction is lifted as specified in (2) above.

(4) Handling in the event of organizational restructuring, etc.

Notwithstanding the provisions in (1) and (2) above, in the event where the Company's General Meeting of Shareholders (or the Company's Board of Directors if no approval of the Company's General Meeting of Shareholders is required with regard to the reorganization) approves any matter regarding a merger agreement under which the Company is a disappearing company, a share swap agreement or a share transfer plan according to which the Company will be a wholly owned subsidiary or other reorganization, the Company shall, upon resolution of the Company's Board of Directors, lift the transfer restriction at a time immediately before the business day prior to the effective date of the reorganization for the number of shares (rounded down to the nearest integer) calculated by multiplying the number obtained by dividing the number of months from the month after the month when the Annual General Meeting of Shareholders took place immediately before the due date of payment until the month including the date of the said approval (hereinafter "the

Approval Date") by twelve (which shall be 1 if the result of the calculation exceeds 1) by the number of Allotted Shares owned by the eligible director on the Approval Date.

In this case, the Company shall automatically acquire without consideration all the Allotted Shares for which the transfer restriction is not lifted immediately after the transfer restriction was lifted.

(5) Management of shares

Eligible directors shall complete the procedure to open an account at Mizuho Securities Co., Ltd. to register or record the Allocated Shares as designated by the Company, and shall store and maintain the allocated shares in the account until the transfer restriction is released.

4. Calculation Basis of Payment Amounts and Relevant Details

To eliminate arbitrariness, the issue price of the new shares to be issued is set at 3,440 yen, which is the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of the meeting of the Board of Directors (July 17, 2026). This is the market price immediately before the date of resolution in the Board of Directors meeting, which we believe is reasonable and is not deemed an advantageous price.