



August 7, 2026

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To whom it may concern:

Notice Regarding Disposal of Treasury Stock as Restricted Stock Incentive for the Employee Shareholding Association

UBE Corporation (the "Company") hereby announces that, at a meeting of its Board of Directors held today, it resolved to dispose of treasury shares as restricted stock (the "Treasury Stock Disposal" or the "Disposal") to the UBE Employee Shareholding Association (the "ESA") as the scheduled allottee, pursuant to the Restricted Stock Incentive Plan for the Employee Shareholding Association (the "Plan"), as described below.

Note

1. Overview of the Disposal

1	Date of disposal	December 18, 2026
2	Type and number of shares to be disposed of	216,000 shares of common stock of the Company (Note)
3	Disposal price	¥3,280 per share [Closing price on the business day immediately preceding the allotment resolution]
4	Total disposal amount	¥708,480,000 (Note) [80 shares x 2,700 persons x closing price on the business day immediately preceding the allotment resolution]
5	Disposal method (Scheduled allottee)	By way of third-party allotment, subject to an application for subscription by the ESA, the number of shares for which the ESA applies, as determined by the ESA, will be allotted to the ESA within the number of shares to be disposed of set forth in (2) above. The number so allotted will be the number of shares to be disposed of. (UBE Employee Shareholding ESA: 216,000 shares) Partial applications by each Eligible Employee (as defined below) for less than the number of shares to be granted will not be accepted.
6	Other	An extraordinary report under the Financial Instruments and Exchange Act has been filed with respect to the Treasury Stock Disposal.

Note: The "number of shares to be disposed of" and the "total disposal amount" have been calculated on the assumption that 80 shares of the Company's common stock will be granted as restricted stock to each of 2,700 employees of the Company, which is the maximum number of persons who may be covered by the Plan. The actual number of shares to be disposed of and the total disposal amount will be determined according to the number of employees of the Company who consent to the Plan (the "Eligible Employees"; maximum 2,700 persons), after promotional activities for non-members of the ESA to join the ESA and confirmation of consent to the Plan by members of the ESA have been completed. Specifically, as stated in (5) above, the number of shares for which the ESA applies, as determined by the ESA, will be the "number of shares to be disposed of," and the amount calculated by multiplying such number by the disposal price per share will be the "total disposal amount." The Company will uniformly provide each Eligible Employee with a monetary claim of ¥262,400, and the Company will allot 80 shares uniformly to each Eligible Employee through the ESA.

2. Purpose of and Reason for the Disposal

At a meeting of its Board of Directors held today, the Company resolved to introduce the Plan for Eligible Employees among employees of the Company who are members of the ESA. The objectives are to support Eligible Employees' asset formation by creating an opportunity for them to acquire shares of the Company's common stock issued or disposed of by the Company as restricted stock through the ESA as a measure to enhance employee welfare, to provide Eligible Employees with an incentive to achieve the sustainable enhancement of the Company's corporate value, and to further promote value sharing with the Company's shareholders as each Eligible Employee works together toward achieving the Company's medium-term management plan through 2030.

The outline of the Plan is as follows.

[Overview of the Plan]

Under the Plan, the Company will provide Eligible Employees with monetary claims as a special incentive for the grant of restricted stock (the "Special Incentive"), and Eligible Employees will contribute the Special Incentive to the ESA. The ESA will contribute in kind to the Company the Special Incentive contributed by the Eligible Employees and will receive an issuance or disposal of shares of the Company's common stock as restricted stock.

When the Company newly issues or disposes of shares of its common stock under the Plan, the amount to be paid in per share of such common stock will be determined by the Board of Directors based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of each Board of Directors resolution relating to such issuance or disposal. If no transaction is made on that date, the most recent closing price prior to that date will be used, and the amount will be within a range that is not particularly advantageous to the ESA, and ultimately to the Eligible Employees.

In connection with the issuance or disposal of the Company's common stock under the Plan, the Company and the ESA will enter into a restricted stock allotment agreement that includes provisions prohibiting transfer to third parties, creation of security interests, or other disposal of the allotted shares for a certain period (the "Restriction"), and provisions under which the Company will acquire the allotted shares without contribution if certain events occur. Payment of the Special Incentive to Eligible Employees will be conditional upon execution of the restricted stock allotment agreement between the Company and the ESA.

Until the Restriction is lifted, Eligible Employees will be restricted, pursuant to the regulations and detailed operating rules of the ESA (the "ESA Rules, etc.") (Note), from withdrawing their member interests in the restricted stock that they will hold in proportion to the monetary claims contributed to the ESA (the "Restricted Stock Equity Interest").

Note: The ESA plans, at a meeting of its board of directors to be held promptly after the Board of Directors resolution concerning the Treasury Stock Disposal, to resolve amendments to the ESA Regulations, etc. to accommodate the Plan before receiving the Treasury Stock Disposal. Such amendments

are scheduled to become effective after two weeks have elapsed from the notice to members of the ESA based on the ESA Regulations, etc. following such board resolution, provided that objections from members of the ESA are less than one-third of the number of members of the ESA.

In the Treasury Stock Disposal, based on the Plan, the ESA, as the scheduled allottee, will pay in all of the Special Incentive contributed by Eligible Employees as in-kind contribution property, and the Company will dispose of shares of the Company's common stock (the "Allotted Shares") to the ESA. The outline of the restricted stock allotment agreement to be entered into between the Company and the ESA in connection with the Treasury Stock Disposal (the "Allotment Agreement") is set forth in "3. Overview of Allotment Agreement" below.

The number of shares to be disposed of in the Treasury Stock Disposal will be determined at a later date as stated in the Note to 1 above. If all 2,700 employees of the Company, which is the maximum number of persons who may be covered by the Plan, join the ESA and consent to the Plan, the Company expects to dispose of 216,000 shares. Based on this number, the dilution ratio of shares in the Treasury Stock Disposal will be 0.20% of the 106,200,107 shares issued as of March 31, 2026 (rounded to the third decimal place; the same applies to percentage calculations below), and 0.22% of the total 965,916 voting rights as of March 31, 2026.

The Company believes that the introduction of the Plan will contribute to the enhancement of corporate value because it is intended to support asset formation by Eligible Employees, provide them with an incentive to achieve sustainable enhancement of corporate value, and further promote value sharing with shareholders. Accordingly, the number of shares to be disposed of and the dilution ratio in the Treasury Stock Disposal are reasonable, and the Company has determined that the impact on the market will be minor even in view of the dilution ratio.

The Treasury Stock Disposal will be implemented on condition that the amendments to the ESA Regulations, etc. that are revised by the day immediately preceding the disposal date become effective, and that the Allotment Agreement is executed between the Company and the ESA within the prescribed period.

3. Overview of Allotment Agreement

(1) Restriction Period

From December 18, 2026 to June 1, 2031

(2) Condition for lifting of the Restriction

Subject to the Eligible Employee having continuously been a member of the ESA during the Restriction Period, the Restriction will be lifted upon expiration of the Restriction Period with respect to all of the Allotted Shares corresponding to the Restricted Stock Equity Interest held by such Eligible Employee who satisfies the condition.

(3) Treatment upon terminating membership of the ESA

If an Eligible Employee retires from the status of employee of the Company during the Restriction Period due to retirement age, expiration of contract term, transfer to a group company, or any other justifiable reason (excluding reemployment by the Company after retirement age, but including reemployment by a group company of the Company, loss of membership qualification, submission of an application for withdrawal, and retirement due to death), the Company will lift the Restriction, as of the date on which retirement procedures or similar procedures for the Eligible Employee are carried out (or, in the case of loss of membership qualification, the date of such loss; in the case of retirement due to death, the date of death; hereinafter the "Retirement Procedure Acceptance Date"), with respect to all of the Allotted Shares corresponding to the Restricted Stock Equity Interest held by such Eligible Employee on that date.

(4) Treatment upon becoming a non-resident

If, during the Restriction Period, the Company determines that an Eligible Employee will become a non-resident due to overseas transfer or other reasons, the Restriction will be lifted, as of the date of such determination (the "Overseas Transfer Determination Date"), with respect to all of the Allotted Shares corresponding to the Restricted Stock Equity Interest held by such Eligible Employee on that date.

(5) Acquisition without payment of any contribution by the Company

If an Eligible Employee commits a violation of laws or regulations during the Restriction Period or falls under certain other events stipulated in the Allotment Agreement, the Company will automatically acquire without contribution all of the Allotted Shares corresponding to the Restricted Stock Equity Interest held by such Eligible Employee at that time. The Company will also automatically acquire without contribution any Allotted Shares for which the Restriction is not lifted at the time of expiration of the Restriction Period or at the time of lifting under (3) or (4) above.

(6) Management of stocks

During the Restriction Period, the Allotted Shares will be managed in a dedicated account opened by the ESA with Nomura Securities Co., Ltd. so that transfer, creation of security interests, or other disposal cannot be made. The ESA will separately register and manage the Restricted Stock Equity Interest from other member interests held by the Eligible Employees (the "Ordinary Equity Interest") in accordance with the ESA Regulations, etc.

(7) Treatment upon reorganization, etc.

If, during the Restriction Period, matters concerning a merger agreement under which the Company becomes the disappearing company, a share exchange agreement or share transfer plan under which the Company becomes a wholly owned subsidiary, or any other organizational restructuring are approved at a general meeting of shareholders of the Company (or by the Board of Directors if approval by a general meeting of shareholders is not required), the Restriction will be lifted, by resolution of the Board of Directors, immediately before the business day preceding the effective date of such organizational restructuring with respect to all of the Allotted Shares held by the ESA that correspond to the Restricted Stock Equity Interest held by Eligible Employees on the date of such approval.

4. Basis of Calculation and Specific Note of the Disposal Amount

The Treasury Stock Disposal to the ESA, the scheduled allottee, will be carried out by Eligible Employees contributing to the ESA the Special Incentive provided to them for the grant of restricted stock as contribution property. To eliminate arbitrariness, the disposal amount has been set at ¥3,280, the closing price of the Company's common stock on the Tokyo Stock Exchange Prime Market on August 6, 2026, the business day immediately preceding the date of the Board of Directors resolution. This is the market price immediately preceding the Board of Directors resolution date and is considered reasonable and not particularly advantageous.

The deviation rates from the average closing prices of the Company's common stock on the Tokyo Stock Exchange Prime Market are as follows (rounded to the third decimal place).

Period	Average closing price (rounded down to the nearest yen)	Deviation rate
1 month (July 7, 2026 to August 6, 2026)	¥3,212	2.12%
3 months (May 7, 2026 to August 6, 2026)	¥3,026	8.39%
6 months (February 9, 2026 to August 6, 2026)	¥2,815	16.52%

The Audit and Supervisory Committee of the Company, consisting of four members including three outside directors, has expressed its opinion that the above disposal amount does not constitute a particularly advantageous amount to the scheduled allottee and is lawful, in light of the fact that the Treasury Stock Disposal is intended to introduce the Plan and that the disposal amount is the closing price of the Company's common stock on the Tokyo Stock Exchange Prime Market on the business day immediately preceding the Board of Directors resolution date.

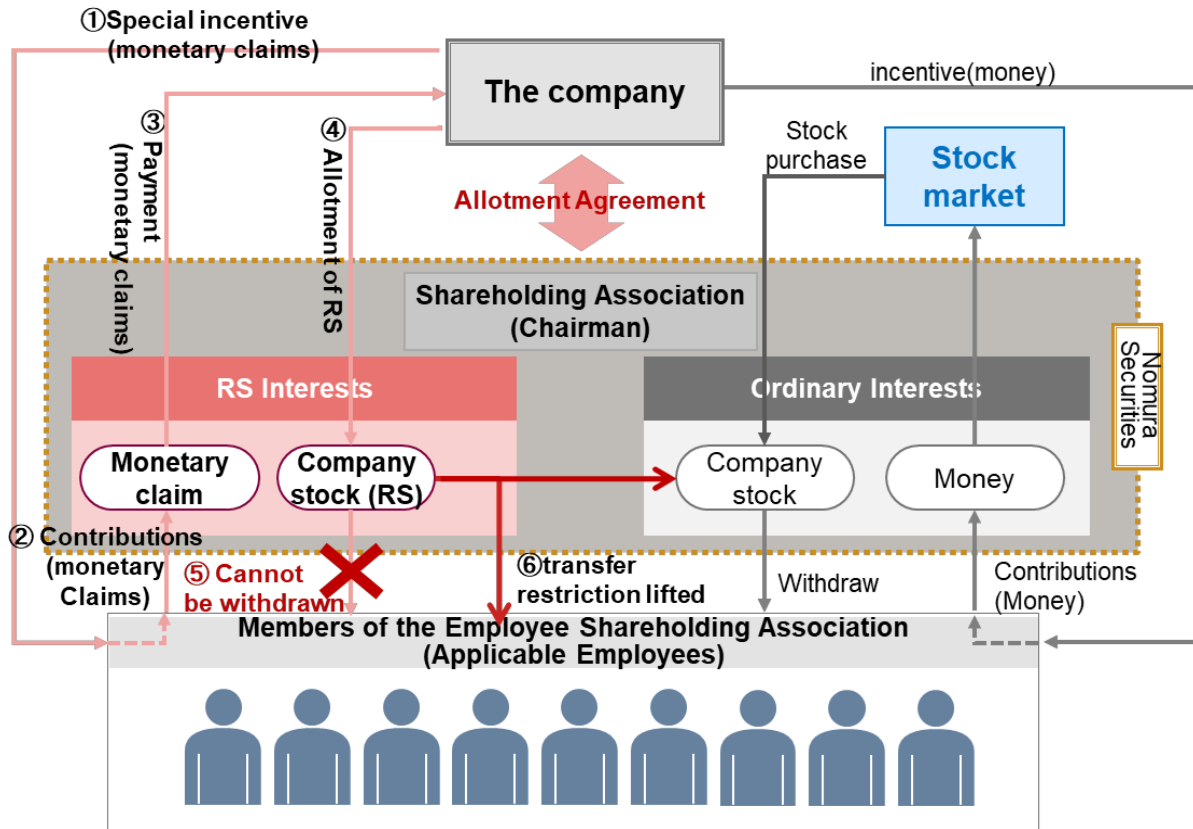
5. Matters Related to Procedures under the Company's Code of Conduct

Because the dilution ratio of the Treasury Stock Disposal is less than 25% and the Disposal will not involve a change in the controlling shareholder, the procedures for obtaining an opinion from an independent third party and confirming the intent of shareholders prescribed in Article 432 of the Securities Listing Regulations of the Tokyo Stock Exchange are not required.

(Reference)

[Scheme of the Plan]

- The Company provides Eligible Employees with monetary claims as a Special Incentive for the grant of restricted stock.
- Eligible Employees contribute the monetary claims described in (1) above to the ESA.
- The ESA collects the monetary claims contributed in (2) above and pays them in to the Company.
- The Company allots the Allotted Shares to the ESA as restricted stock ("RS" in the figure below).
- The Allotted Shares are deposited, through Nomura Securities Co., Ltd., into a dedicated account opened by the ESA, and withdrawals are restricted during the Restriction Period.
- After the Restriction is lifted, the Allotted Shares are transferred to Ordinary Equity Interest or to securities accounts in the names of the Eligible Employees.



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