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November 10, 2025

To whom it may concern,

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Notice Concerning Reintroduction of Employee Stock Ownership Plan Trust

NIPPON THOMPSON CO., LTD. (the “Company”) hereby announces that it has resolved, at a meeting of the Board of Directors held on November 10, 2025, to reintroduce an employee incentive plan, the Employee Stock Ownership Plan Trust (the “ESOP Trust”). The details are described below.

1. Purpose of introducing the ESOP Trust

The Company will reintroduce the plan with the aim of further enhancing the benefit programs for employees who support the growth of the Company, as well as further raising employees' awareness of the Company's performance and share value by providing incentives to raise the share price, to improve its corporate value over the medium to long term.

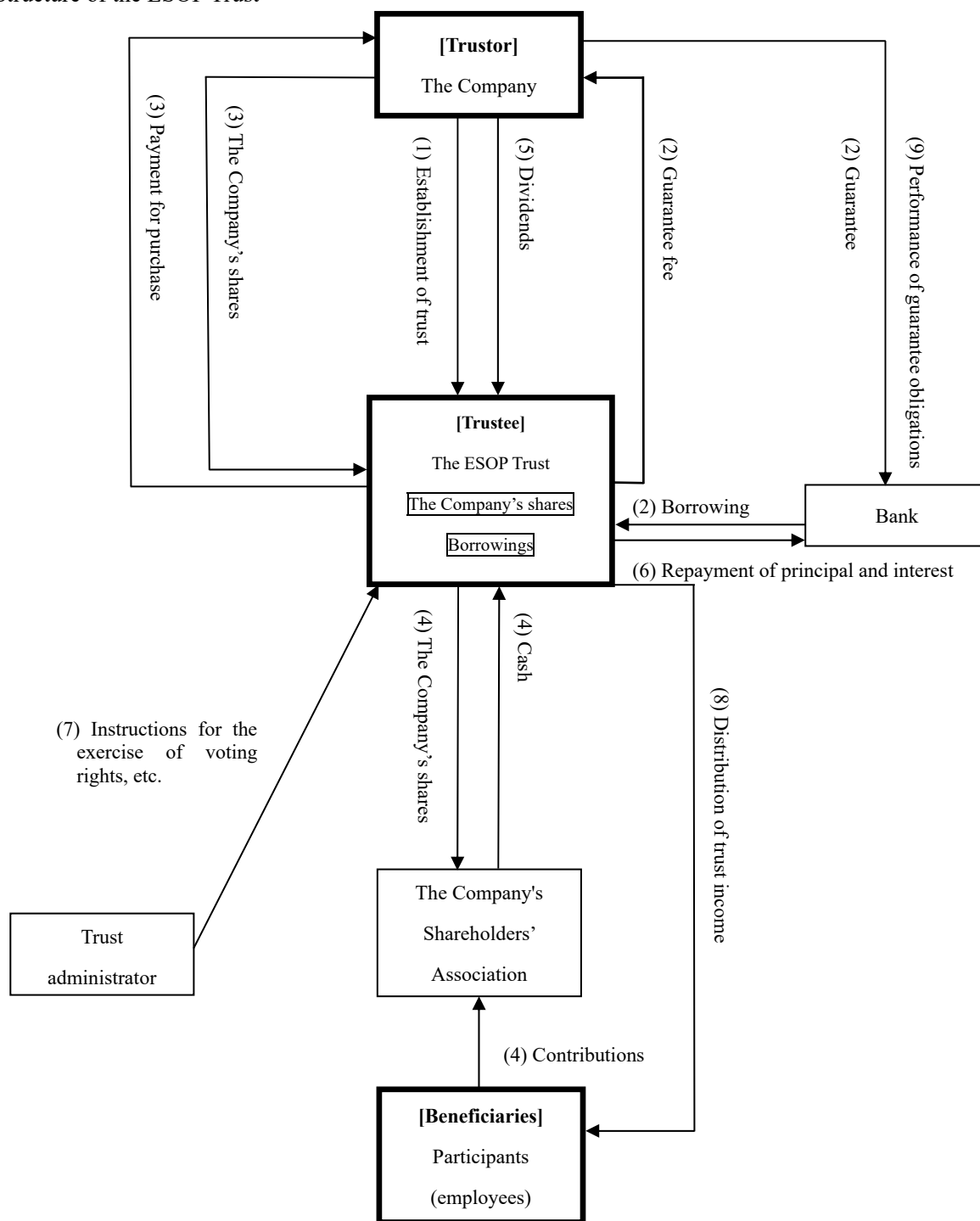
The plan was previously introduced by the Company in August 2020 and terminated in September 2025. After comprehensively taking into consideration the results, effects, etc. of the introduction of the plan, the Company has resolved to reintroduce it.

2. Overview of the ESOP Trust

The ESOP Trust is a trust-type employee incentive plan designed by applying the structure of an employees shareholders' association with reference to an Employee Stock Ownership Plan (ESOP) in the United States and is aimed to utilize the Company's shares to enhance the savings program (enhance the benefit programs), which supports employees' asset formation.

The Company shall establish a trust whose beneficiaries are those who satisfy certain requirements among employees participating in the Nippon Thompson Employees Shareholders' Association (the “Company's Shareholders' Association”). The trust shall acquire, during a predetermined acquisition period, the Company's shares in a number expected to be acquired by the Company's Shareholder's Association over the next five years. Subsequently, the trust shall sell the Company's shares to the Company's Shareholders' Association on a set day every month. At the termination of the trust, if there is any trust income due to a rise in the share price, the trust income shall be distributed in cash, to employees who are the beneficiaries, in proportion to their individual contributions. If a loss on transfer is incurred due to a decline in the share price and results in a borrowing on trust assets, the Company shall make a lump-sum payment to the bank for the borrowing based on the guarantee clause of the loan agreement, and therefore, no additional burden is imposed on employees.

3. Structure of the ESOP Trust



- (1) The Company establishes the ESOP Trust whose beneficiaries are employees who satisfy the requirements for beneficiaries.
- (2) The ESOP Trust borrows funds necessary to acquire the Company's shares from a bank. When it borrows the funds, the Company guarantees the borrowing of the ESOP Trust.
- (3) The ESOP Trust uses the borrowing in 2) above to acquire, from the Company, shares of the Company in a number expected to be acquired by the Company's Shareholder's Association during the trust period.
- (4) Throughout the trust period, the ESOP Trust transfers a certain number of the Company's shares at market value to the Company's Shareholders' Association, where the number will correspond to the cash contributed to the Company's Shareholders' Association by a set day every month.
- (5) The ESOP Trust, as a shareholder of the Company, receives dividends distributed.

- (6) The ESOP Trust repays the principal and interest of the borrowing from the bank, using proceeds from the sale of the Company's shares to the Company's Shareholder's Association and dividends on the Company's shares the ESOP Trust holds.
- (7) Throughout the trust period, the trust administrator gives instructions for the exercise of voting rights and other shareholder rights, and the ESOP Trust exercises the shareholder rights in accordance with the instructions.
- (8) At the termination of the trust, if there are any remaining shares of the Company due to a rise in the share price, the trust income shall be distributed in cash to the beneficiaries in proportion to their individual contributions after converting the shares into cash.
- (9) At the time of termination of the trust, if a borrowing remains in the trust due to a decline in the share price, the Company makes a lump sum payment to the bank for the borrowing based on the guarantee in 2) above.

※ If there are no shares of the Company in the trust as a result of the sale to the Company's Shareholders' Association, the trust shall be terminated before the expiration of the trust period.

(Reference) Details of the trust agreement

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| (1) Type of trust | Specified individually managed money trust (third party benefit trust) |
| (2) Purpose of the trust | Stable and continuous supply of the Company's shares to the Company's Shareholders' Association and enhancement of the benefit programs for employees who satisfy the requirements for beneficiaries |
| (3) Trustor | The Company |
| (4) Trustee | Mitsubishi UFJ Trust and Banking Corporation |
| (5) Beneficiaries | Participants in the Company's Shareholders' Association who satisfy the requirements for beneficiaries |
| (6) Trust administrator | A third party with no vested interest in the Company |
| (7) Date of the trust agreement | November 27, 2025 |
| (8) Trust period | November 27, 2025 to December 13, 2030 (scheduled) |
| (9) Exercise of voting rights | The trustee shall exercise the voting rights of the Company's shares in accordance with instructions of the trust administrator that reflect the intent of the Company's Shareholders' Association for the exercise of voting rights. |
| (10) Type of shares to be acquired | Common shares of the Company |
| (11) Total amount of shares to be acquired | ¥518 million |
| (12) Share acquisition method | Acquisition of the Company's treasury shares through third party allotment |

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