



November 10, 2025

To whom it may concern,

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(Securities code: 6480;TSE Prime Market)
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Notice Concerning Disposal of Treasury Shares Through Third-Party Allotment

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 dispose of treasury shares through a third party allotment. The details are described below.

1. Overview of disposal

(1) Date of disposal	December 3, 2025
(2) Number of shares for disposal	774,200 shares
(3) Disposal price	¥669 per share
(4) Total disposal amount	¥517, 939,800
(5) Method of disposal	Disposal through third party allotment
(6) Disposal recipient	The Master Trust Bank of Japan, Ltd. (Stock grant ESOP trust account)
(7) Other matters	The disposal of treasury shares shall be subject to the registration under the Financial Instruments and Exchange Act taking effect.

2. Purpose and reason for disposal

The Company has resolved to reintroduce the Employee Stock Ownership Plan Trust (the “ESOP Trust”), a trust-type incentive plan utilizing the Employees Shareholders’ Association, 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.

For an overview of the ESOP Trust, please refer to “Notice Concerning Reintroduction of Employee Stock Ownership Plan Trust” released today.

This disposal of treasury shares is to be conducted through a third party allotment to The Master Trust Bank of Japan, Ltd. (Employee Stock Ownership Plan Trust Account), which is a co-trustee of the ESOP Trust agreement, which the Company and Mitsubishi UFJ Trust and Banking Corporation are to conclude for the

reintroduction of the ESOP Trust.

With regard to the number of shares to be disposed of, the Company is to disposed of shares in a number expected to be transferred by the Trust to the Company's Employees Shareholders' Association during the trust period, and the scale of dilution will be 1.05% of the total number of shares issued and outstanding (73,501,425 shares) as of September 30, 2025 (rounded off to the second decimal place; 1.10% of the total number of voting rights (704,151) as of September 30, 2025).

In addition, the Company's shares allotted through this disposal of treasury shares are to be sold to the Company's Employees Shareholders' Association on a fixed day every month, and the impact on the secondary market is expected to be minor. The Company therefore considers that the number of shares to be disposed of and the scale of dilution are reasonable.

(Reference)

[Details of the trust agreement]

(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 Employees Shareholders' Association and enhancement of the benefit programs for employees who satisfy requirements for beneficiaries
(3) Trustor	The Company
(4) Trustee	Mitsubishi UFJ Trust and Banking Corporation (Co-trustee: The Master Trust Bank of Japan, Ltd.)
(5) Beneficiaries	Participants in the Company's Employees 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 (scheduled)
(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 Employees Shareholders' Association for the exercise of voting rights.

3. Basis of calculation and specific details of the disposal price

In order to reflect recent stock price trends in and eliminate arbitrariness from the disposal price, the disposal price has been set at ¥669, the closing price of the Company's shares on the Tokyo Stock Exchange on November 7, 2025, the business day immediately prior to the date of the resolution of the Board of Directors, in accordance with the "Rules Concerning Handling of Allotment of New Shares to Third Party, Etc." of the Japan Securities Dealers Association. The Company has adopted the closing price of the Company's shares on the business day immediately prior to the date of the resolution of the Board of Directors based on the Company's determination that it is highly objective, and reasonable, as the basis of calculation because of being the market price immediately prior to the resolution of the Board of Directors. With respect to the above disposal price, All four Directors who are Audit and Supervisory Committee Members of the Company have

provided their judgement that the basis for calculation is reasonable and that the disposal price is not particularly advantageous and is lawful.

4. The procedure required by the corporate code of conduct

As the share dilution ratio in this case is less than 25% and the controlling shareholder is unchanged, it is not necessary to take procedures to obtain an opinion from an independent third party and confirm the intent of shareholders as prescribed in Rule 432 of the Securities Listing Regulations of Tokyo Stock Exchange, Inc.

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