

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.



April 25, 2025

To all parties concerned,

Name of Listed Company: Mitsubishi Pencil Company, Limited
 Representative: Shigehiko Suhara, Representative Director,
 President
 (Ticker code: 7976 TSE Prime Market)
 Contact person: Naoto Hasegawa, Senior Executive Officer &
 Head-Finance
 (TEL: 03-3458-6215)
<https://www.mpuni.co.jp>

Notice on Disposal of Treasury Shares as Restricted Share-Based Remuneration

The Company hereby informs that, at the Board of Directors meeting held today, the following resolution was passed to dispose of the Company's treasury shares as restricted share-based remuneration (the "Disposal of Treasury Shares").

1. Overview of the disposal

(1) Date of disposal	May 13, 2025
(2) Class and number of shares to be disposed of	18,900 shares of common stock of the Company
(3) Price of disposal	2,538 JPY per share
(4) Total amount of disposal	47,968,200 JPY
(5) Planned allottees of shares to be disposed of	Directors of the 5 persons 13,100 shares Company (see the note below) Executive Officers of 10 persons 5,800 shares the Company (Note) excluding Outside Directors

2. Purpose and reasons for disposal

The Company resolved at the Company's Board of Directors meeting held on February 14, 2020 to introduce a remuneration plan for allotting restricted shares (the "Plan") for the purpose of providing Directors of the Company (excluding Outside Directors; "Eligible Directors") and Executive Officers of the Company (Eligible Directors and Executive Officers; "Eligible Directors, Etc.") with an incentive to sustainably increase the Company's medium- to long-term business performance and corporate value and further promote the sharing of value with shareholders.

In addition, at the Company's 145th Annual General Meeting of Shareholders held on March 26, 2020, the Company obtained approval from shareholders to, based on the Plan, (i) set the total amount of monetary remuneration claims to be provided as remuneration to Eligible Directors related to the restricted shares to be up to 100 million JPY (excluding the employee salaries of Directors who serve concurrently as employees) for each business year and (ii) limit the total number of the restricted shares to be allotted to Eligible Directors in each business year to 100,000 shares, and that (iii) the period of restriction on transfer for the restricted shares shall be from the day on which Eligible

Directors receive a delivery of the restricted shares until the day on which they retire from all of the positions of Directors or Executive Officers of the Company (excluding the cases where they are reappointed at the same time as their retirement; the same applies hereinafter).

On April 25, 2025, the Company resolved at the Company's Board of Directors meeting to provide Eligible Directors, Etc. with monetary claims of 47,968,200 JPY as restricted share-based remuneration for the period from the day on which the Company's 150th Annual General Meeting of Shareholders was held to the day on which the Company's 151st Annual General Meeting of Shareholders will be held (scheduled to be held in March 2026) and to allot 18,900 shares of common stock of the Company as the restricted shares by receiving all of those monetary claims through contribution in kind from Eligible Directors, Etc. Furthermore, the amount of monetary claim against each Eligible Director, Etc. is determined after comprehensive consideration of the scope of the responsibility of each Eligible Director, Etc. at the Company and various circumstances. Such monetary claim will be paid on the condition that each Eligible Director, Etc. executes an agreement on the allotment of the restricted shares (the "**Allotment Agreement**"), which includes the provisions set out in 3. below, with the Company.

3. Overview of the Allotment Agreement

(1) Terms of restriction on transfer

Eligible Directors, Etc. who receive an allotment of the restricted shares may not assign, pledge, create an assignment-based security right over, provide as an *inter vivos* gift, bequeath, or in any other way dispose of, those restricted shares to a third party during the period from the day on which they receive a delivery of the restricted shares to the day on which they retire from all of the positions of Directors or Executive Officers, etc. of the Company (however, if the submission of the Company's semiannual securities report for the fiscal year that includes the date of delivery of the restricted shares has not been completed as of the date of their retirement, and their retirement is due to a reason other than death, expiration of term of office, mandatory retirement age, or any other reason considered legitimate by the Company's Board of Directors, the period shall be until the date of submission of such semiannual securities report; the "**Transfer Restriction Period**").

(2) Release of restriction on transfer

On the condition that an Eligible Director, Etc. who receives an allotment of the restricted shares has continuously held a position as Director or Executive Officer, etc. of the Company throughout the period (the "**Service Period**") from the date of the Annual General Meeting of Shareholders immediately prior to the resolution of the Company's Board of Directors regarding the issuance or disposal of the restricted shares allotted to that Eligible Director, Etc. (the "**Allotted Shares**") to the date of the Annual General Meeting of Shareholders of the Company immediately after the commencement date of the Transfer Restriction Period, the Company shall release the restriction on transfer of all of the Allotted Shares held by that Eligible Director, Etc. when the Transfer Restriction Period expires.

However, if the Eligible Director, Etc. who holds the Allotted Shares retires from all of the positions of Director or Executive Officer, etc. of the Company before the expiration of the Service Period for any reason considered legitimate by the Company's Board of Directors, the Company will release the restriction on transfer at the time when the relevant resignation date has passed for the number of Allotted Shares obtained by multiplying (i) the number of months from March 2025 to the month in which the relevant Eligible Director, Etc. retires from all of the positions of Director or Executive Officer, etc. of the Company divided by 12 (however, if the result of the calculation is greater than 1, it shall be 1) by (ii) the number of the Allotted Shares (however, if the calculation results in a fraction of less than one share, it shall be rounded down); however, with

respect to an Executive Officer with employee status, all of the Allotted Shares.

(3) Acquisition of the Restricted Shares at no cost

If an Eligible Director, Etc. who receives an allotment of the restricted shares retires from all of the positions of Director or Executive Officer, etc. of the Company before the expiration of the Service Period, the Company will automatically acquire the Allotted Shares at no cost unless there is a reason considered legitimate by the Company's Board of Directors.

The Company shall, immediately after the expiration of the Transfer Restriction Period, automatically acquire at no cost the Allotted Shares, if any, for which, as of the time of expiration of the Transfer Restriction Period, the restriction on transfer has not been released pursuant to the reasons for release of restriction on transfer set out in (2) above.

(4) Provisions on the management of shares

In order to prevent any transfer, creation of security right, and any other disposal of the Allotted Shares for which the restriction on transfer has not been released, Eligible Directors, Etc. shall complete the establishment of an account to state or record the Allotted Shares with a financial instruments business operator designated by the Company in advance (SMBC Nikko Securities Inc.) by the method designated by the Company, and shall keep and maintain the Allotted Shares in such account until the restriction on transfer is released.

(5) Treatment in case of organizational restructuring, etc.

If a proposal for a merger agreement under which the Company is a non-surviving company, a share exchange agreement or share transfer plan under which the Company becomes a wholly-owned subsidiary, or other organizational restructuring, etc. is approved by the Company's Shareholders Meeting (or, if an approval of the Company's Shareholders Meeting regarding such organizational restructuring, etc. is not required, by the Company's Board of Directors) during the Transfer Restriction Period, the Company shall, based on the resolution at the Company's Board of Directors meeting, release the restriction on transfer immediately before the business day before the effective date of such organizational restructuring, etc. for the number of Allotted Shares obtained by multiplying (i) the number of months from March 2025 to the month in which such organizational restructuring, etc. is approved divided by 12 (however, if the result of the calculation is greater than 1, it shall be 1) by (ii) the number of the Allotted Shares held by Eligible Directors, Etc. as of the day of such approval (however, if the calculation results in a fraction of less than one share, it shall be rounded down); however, with respect to an Executive Officer with employee status, the Company shall release the restriction on transfer immediately before the business day before the effective date of such organizational restructuring, etc. for all of the Allotted Shares held by Eligible Directors, Etc. held as of the day of such approval.

In this case, if there are any Allotted Shares for which the restriction on transfer has not been released immediately after the release of the restriction on transfer, the Company will automatically acquire all of such Allotted Shares at no cost.

4. Basis for calculating the amount to be paid and specific details of the amount

The Company has set the price for disposal for the Disposal of Treasury Shares at 2,538 JPY, which is the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately prior to the date of resolution by the Company's Board of Directors (April 24, 2025) in order to eliminate arbitrariness. This is the market price immediately prior to the date of the resolution of the Company's Board of Directors, and the Company believes that it is reasonable and does not constitute a particularly favorable price.

End.