



April 24, 2025

To whom it may concern

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Representative Director & President
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Notice regarding issuance of new shares as stock compensation

We would like to inform you that at the Board of Directors meeting held today, we resolved to issue new shares as shown below.

1. Summary of Issuance

(1) Payment date	May 28, 2025
(2) Type and number of shares to be issued	67,980 common shares of the Company
(3) Issue price	386 yen per share
(4) Total amount issued	26,240,280 yen
(5) Planned allottees	5 directors of the Company 47,572 shares 3 executive officers 20,408 shares

2. Purpose and reason for issuance

At the 90th Ordinary General Meeting of Shareholders held on March 26, 2020, the Company adopted the post-issuance type stock compensation system (hereinafter referred to as the "System") as a compensation system for Directors and Executive Officers (the "Directors") with the aim of providing incentives for sustainable improvement of the Company's corporate value by introducing a remuneration system linked to medium- to long-term performance, the Company has received approval of this System. Then at the 92nd Ordinary General Meeting of Shareholders held on March 25, 2022, it was approved to partially revise the content of the System by setting the exception to the continuous presence condition and the compensation reflecting the achievement level of the target for CSR and continue with the System, in order to conduct a compensation system more properly reflecting the situation of the company re-organization and positive involvement to CSR. The outline of this System is as follows.

Based on this System, at the Board of Directors meeting held on April 25, 2022, the total Base Number of Stocks to be Provided was determined to be 86,002 shares, and at today's Board of Directors meeting after the end of the performance evaluation period, Performance Condition Issuance and Contribution Condition Issuance Rate and, after confirming the conditions for the payment of remuneration, we determined that the final total number of shares to be delivered is 67,980 shares, and decided to issue the remuneration through the issuance of new shares rather than through the disposal of treasury stock.

【Details of the System】

1. Outline

The System includes following three types of stock compensation system.

- (i) Performance Evaluation Type Performance Share Unit
A type of stock compensation in which the Company's common stock (hereinafter referred to the "Company's Stock") of which number is calculated in accordance with achievement level of the performance target in 3 consecutive business years (hereinafter referred to as the "Performance Evaluation Period") starting from the business year during which the provision of compensation to the Eligible Directors under the System is determined in the Board of Directors meeting (hereinafter "Initial Board of Directors Meeting") is issued after the expiration of the period from the date of the Ordinary General Shareholders' Meeting

- during the business year in which the Initial Board of Directors Meeting was held to the date of the Ordinary General Shareholders' Meeting first held after the expiration of the Performance Evaluation Period (hereinafter referred to as the "Vesting Period")
- (ii) CSR Evaluation Type Performance Share Unit
A type of stock compensation the number of which is calculated in accordance with the achievement level of the sustainability target and diversity target issued after the Performance Evaluation Period
 - (iii) Restricted Stock Unit
A type of stock compensation in which the predetermined number of Company's Stock is provided after Vesting Period based on the Eligible Directors continuously serving as Directors or Executive Officers in the Vesting Period.

Specifically, in order to deliver the Company's Stock equivalent to the stock compensation of the above type (i) through (iii), the Company provides monetary compensation receivable to the Eligible Directors after the Vesting Period, and upon issuance of shares or disposition of treasury stocks, the Company provides the Company's Stocks by having them pay all the in-kind monetary compensation receivable.

The number of stocks which the Company provides to the Eligible Directors under the System in one business year is 20,000 or less per eligible Director (however 3,000 or less per Outside Director) and the total number of stocks of all Eligible Directors is 200,000 or less (including 10,000 in total of all the Outside Directors) as an appropriate number considering the purpose of the System.

【The amount of monetary compensation receivable in the System】

1. Calculation method for the amount of monetary compensation receivable

The amount of money (monetary compensation receivable) is calculated by multiplying the number of stocks which are to be provided to the Eligible Directors under the System (hereinafter referred to the "Final Number of Stocks to be Provided") by the closing price of the Company's Stock at the Tokyo Stock Exchange (if no trading is concluded on the day, the closing price on the most recent trading day preceding that date, hereinafter referred to the "Closing Price of the Company's Stock") on the business day immediately prior to the date of the resolution at the Board of Directors meeting held to determine the issuance of new shares or disposition of treasury stocks for the provision of shares (hereinafter referred to the "Resolution of Board of Directors for Provision") within a period of 2 months from the date of the end of Vesting Period to.

$$\text{Amount of Money (monetary compensation receivable) to be Provided to the Eligible Directors} = \text{Final Number of Stocks to be Provided} \times \text{Closing Price of the Company's Stock}$$

2. Calculation Method for Final Number of Stocks to be Provided

Final Number of Stocks to be Provided is calculated by multiplying the number of stocks (however, in the event that a lower amount than such amount is determined at the Initial Board of Directors, such amount shall apply) calculated by dividing the amount which is double of monthly compensation in the month next to the month when the Director is appointed as a Director (if re-appointed as a Director, the month of immediately preceding re-appointment) for each Eligible Director (hereinafter referred to the "Base Compensation Amount") by the closing price of the Company's common stock at the Tokyo Stock Exchange (if no trading is concluded on the day, the closing price on the most recent trading day preceding that day, hereinafter referred to as the "Base Stock Price") on the business day immediately prior to the date of resolution at the Initial Board of Directors Meeting (hereinafter referred to the "Resolution of Initial Board of Directors") held at the beginning of Vesting Period by certain ratio shown in below calculation formula.

Maximum of the total amount of Base Compensation Amount for the Eligible Directors per business year is 40 million yen (including 6 million yen for Outside Directors) which is deemed appropriate based on the purpose of the System, and specific amount for each Eligible Directors is determined in Board of Directors meeting in accordance with the above provisions relating to the Base Compensation Amount. If total of the Base Compensation Amount calculated in accordance with the above provisions exceeds the above maximum amount, adjustment should be made at a Board of Directors meeting so that such total becomes less than such maximum amount.

(Calculation Method for Final Number of Stocks to be Provided)

$$\text{Final Number of Stocks to be Provided} =$$

(i) Base Number of Stocks to be Provided (①) × 40% × Performance Condition Issuance Rate (②) + (ii-a) Base Number of Stocks to be Provided (①) × 5% × Sustainability Condition Issuance Rate (③) + (ii-b) Base Number of Stocks to be Provided (①) × 5% × Diversity Condition Issuance Rate (④) + (iii) Base Number of Stocks to be Provided (①) × 50%

1 Base Number of Stocks to be Provided:

Base Number of Stocks to be Provided is calculated by the following formula.

Base Number of Stocks to be Provided=	$\frac{\text{Base Compensation Amount for Eligible Director}}{\text{Base Stock Price}}$
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2 Performance Condition Issuance Rate:

Regarding Performance Condition Issuance Rate, targets of ROA (Return on Asset) and operation margin calculated by finalized consolidated balance sheet and consolidated statement of income for the 3 business years of Performance Evaluation Period, are determined in principal at the Board of Directors Meeting held within 2 months from of the day the Ordinary Shareholders' Meeting of each business year during the Performance Evaluation Period, then it is calculated in the range of 0% to 100% as described below based on the achievement level of the targets.

Achievement Level	Delivery rate
Achieved both targets for ROA and operating margin for 3 consecutive business years	100%
Achieved one of the targets, ROA or operating margin, for 3 consecutive business years, and achieved the other indicator target for only 2 business years (not limited to consecutive years)	90%
Achieved one of the targets, ROA or operating margin, for 3 consecutive business years, and achieved the other indicator target for only 1 business year	80%
Achieved both targets for ROA and operating margin for only 2 business years (not limited to consecutive nor common years)	80%
Achieved one of the targets, ROA or operating margin, for three consecutive business years, and did not achieved the other indicator targets in the three business years	70%
Achieved one of the targets, ROA or operating margin, for two business years (not limited to consecutive years), and achieved the other indicator target for only one business year (not limited to the common business year with the above business year)	70%
Achieved one of the targets, ROA or operating margin, for 2 business years (not limited to consecutive years), and did not achieved the other indicator targets in the three business years	60%
Achieved both targets for ROA and operating margin for only 1 business year (not limited to 1 common business year)	60%
Achieved one of the targets, ROA or operating margin, for only 1 business year, and did not achieved the other indicator targets in the three business years	50%
Nothing described above applies	0%

ROA is calculated by the following formula.

<p>ROA(%) $= \frac{\text{Net Income Attributable to Shareholders of the Parent Company}}{\text{Total Assets}} \times 100$</p>

Operating margin is calculated by the following formula.

<p>Operating Margin (%) = $\frac{\text{Operating Profit}}{\text{Sales}}$</p>

3 Sustainability Condition Issuance Rate:

Sustainability Condition Issuance Rate is 100% if the target of CO₂ Emissions Reduction for the 3 business years of the Performance Evaluation Period determined by a resolution of the Board of Directors held within 2 months from of the day the Ordinary Shareholders' Meeting of the business year during the Performance Evaluation Period is achieved and 0% if such target is not achieved.

4 Diversity Condition Issuance Rate

Diversity Condition Issuance Rate is 100% if the target of the increase in the number of female

employees in the Company and its subsidiaries (in principle, the number at the end of the Performance Evaluation period should be 1.5 times of the number of the business year immediately preceding the Performance Evaluation Period) determined by a resolution of the Board of Directors held within 2 months from of the day the Ordinary Shareholders' Meeting of the business year during the Performance Evaluation Period is achieved and 0% if such target is not achieved

【Payment Condition of Compensation under the System】

Eligible Directors are subject to continuously serve as Directors or Executive Officers of the Company during the Vesting Period. In case the Director or Executive Officer resigns the post in the Vesting Period (excluding the case of reappointment immediately after the resignation), neither monetary compensation receivable nor the Company's Stock is provided under the System, except for the following situations.

- (1) Death: If an Eligible Director is dead during the Vesting Period then, on the condition that the Company receives the notice form his/her heir, 100% of the Restricted Stock Unit portion shall be provided within a reasonable period from the death. For the purpose of the calculation the Base Stock Price instead of Closing Price of the Company's Stock is used.
- (2) Disability: if an Eligible Director became a person of disability provided for in the Section 2 subsection 1 of the Basic Act for Persons with Disabilities and the Board of Directors judged that such Eligible Director cannot perform his/her duties, 100% of the Restricted Stock Unit portion shall be provided within a reasonable period from such judgement of the Board of Directors. For the purpose of the calculation the Base Stock Price instead of Closing Price of the Company's Stock is used.
- (3) Retirement: If an Eligible Director retires during the Vesting Period due to the expiration of his/her term or due to the reason which the Board of Directors determines justifiable, the number of stocks calculated in accordance with the calculation method the amount of monetary compensation receivable and Final Number of Stock to be Provided shall be provided after the Board of Directors meeting to determine the provision of the post-issuance type stock compensation.

【Basis for calculating the payment amount and its specific details】

Regarding the Performance Condition Issuance Rate, we have set the targets for ROA and Operating Margin for the performance evaluation period as follows and because, although we have achieved both the targets for ROA and operating margin for FY2023, and the target was not achieved for the fiscal year 2022 and only ROA target for 2024 is achieved, the result falls under the " Achieved one of the targets, ROA or operating margin, for two business years (not limited to consecutive years), and achieved the other indicator target for only one business year (not limited to the common business year with the above business year)" in the table listed in【The amount of monetary compensation receivable in the System】 above and the Delivery Rate is set at 70%.

(%)

Target/Result	ROA	Operating Margin
2022	4.7/3.7	5.2/2.9
2023	4.4/6.1	4.3/5.1
2024	3.9/3.9	5.2/3.9

The Sustainability Condition Issuance Rate and Diversity Condition Issuance Rate are set at 100% for all Eligible Directors, because both the sustainability target and diversity target are met.

With the above Performance Condition Issuance Rate of 70% and CSR Condition Issuance rate of 100%, the number of shares is calculated using the formula for the "Final Number of Stocks to be Provided" as stated in【The amount of monetary compensation receivable in the System】Performance Condition Issuance Rate and the total number will be 67,980 shares.

The issue price for this new stock issue is 386 yen, which is the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the resolution of the Company's Board of Directors (April 23, 2025), in order to eliminate arbitrariness. This is the market share price immediately before the date of the resolution of the Company's Board of Directors, and we believe that this is a reasonable price and does not constitute a particularly advantageous price.

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