



[Translation]
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Notice of Revision of Restricted Stock-Based Compensation Scheme for Directors (Excluding Outside Directors and Directors serving as Audit and Supervisory Committee Members) And Introduction of Restricted Stock-Based Compensation Scheme for Directors serving as Audit and Supervisory Committee Members

LINTEC Corporation (the “Company”) hereby announces that the Board of Directors of the Company resolved at the meeting held today to revise the restricted stock-based compensation scheme (hereinafter the “Scheme”) for Directors of the Company (excluding Outside Directors and Directors serving as Audit and Supervisory Committee Members), and introduce the Scheme for the Directors of the Company serving as Audit and Supervisory Committee Members, and submit proposals regarding the foregoing (hereinafter the “Proposal”) to the 131st Annual General Meeting of Shareholders scheduled to be held on June 20, 2025 (hereinafter the “Meeting”), the details of which are as follows.

- I. Revision of the Restricted Stock-Based Compensation Scheme for Directors (excluding Outside Directors and Directors serving as Audit and Supervisory Committee Members)
1. Purposes, etc. of the Revision of the Scheme
- (1) Purpose of Revision of the Scheme

The Company introduced the Scheme for Directors of the Company (excluding Outside Directors and Directors serving as Audit and Supervisory Committee Members) at the 124th Annual General Meeting of Shareholders held on June 21, 2018, for the purpose of having them share the benefits and risks of stock price fluctuations with shareholders by further promoting their shareholdings in the Company, and increasing their willingness to contribute to the increase in the share price and the enhancement of corporate value.

At this time, the Company decided to revise the Scheme by adding Outside Directors (excluding Outside Directors serving as Audit and Supervisory Committee Members) to Directors who are eligible for the Scheme and making the Scheme eligible for all Directors of the Company (excluding those serving as Audit and Supervisory Committee Members, hereinafter the “Eligible Directors (i)”) for the purpose of having them share the benefits and risks of stock price fluctuations with shareholders by further promoting their shareholdings in the Company, and increasing their willingness to contribute to the increase in the share price and the enhancement of corporate value.

(2) Conditions for Revisions of the Scheme

In the revised Scheme, monetary compensation claims are to be paid to the Eligible Directors (i) for the allotment of the restricted stock (hereinafter the “Restricted Stock”) as a part of compensation. Therefore, the revisions of the Scheme are subject to shareholder approval at the Meeting for payment of the compensation. With comprehensive consideration of responses to the addition of eligible Directors to the Scheme and the increase in the ratio of incentive compensation among the entire compensation for Directors, the Company plans to seek shareholder approval at the Meeting to set the total yearly amount of monetary compensation claims to be paid to Eligible Directors (i) as compensation for the Restricted Stock 80 million yen or less (of which up to a yearly amount of 10 million yen is for the Outside Directors), in addition to the payment of basic yearly compensation amount of up to 420 million yen (of which up to a yearly amount of 30 million yen for Outside Directors) and bonuses of up to a yearly amount of 150 million yen to Directors of the Company (excluding Directors serving as Audit and Supervisory Committee Members) .

2. Overview of the Scheme

(1) Allotment and Payment of Restricted Stock

Pursuant to the resolutions of the Company’s Board of Directors, the Company shall grant to Eligible Directors (i) monetary compensation claims within the scope of the yearly amount referred to above as compensation in relation to the Restricted Stock. Each Eligible Director (i) shall receive an allotment of Restricted Stock by providing with that whole of the monetary compensation claims as an in-kind contribution.

Payment amounts for the Restricted Stock shall be determined by the Company’s Board of Directors within the scope of amounts that are not particularly advantageous to the Eligible Directors (i) receiving the Restricted Stock. They shall be based on the closing price of the Company’s common shares on the Tokyo Stock Exchange on the business day prior to the date of the resolution of the Company’s Board of Directors pertaining to the issuance or disposal of the shares (or, the closing price on the transaction day immediately prior thereto if no transaction is made on the business day).

In addition, the monetary compensation claims referred to above shall be paid on condition that Eligible Directors (i) consent to the above in-kind contribution and enter into an agreement for the allotment of the Restricted Stock which includes the items specified hereunder in (3).

(2) Total Number of Restricted Stock

A total number of 40,000 shares (among which 5,000 shares are for Outside Directors) to be allotted to Eligible Directors (i) as the Restricted Stock shall be the maximum number of the Restricted Stock allotted in each fiscal year.

However, in the event that it becomes necessary to adjust the total number of Restricted Stock to be allotted due to a share split of the Company’s common shares (including gratis allotment of the Company’s common shares; hereinafter the same applies throughout this release), consolidation of the shares, or other such event occurring after the date of the resolution of the Proposal, a reasonable adjustment may be made to the total number of the Restricted Stock.

(3) Details of Agreement for Allotment of Restricted Stock

When allotting the Restricted Stock, based on resolutions of the Company’s Board of Directors, the agreement for an allotment of the Restricted Stock entered into between the Company and

the Eligible Directors (i) receiving the allotment of the Restricted Stock shall include the following contents.

(i) Restriction on Transfer

The Eligible Directors (i) who have received an allotment of the Restricted Stock shall not be allowed to dispose of the Restricted Stock on Transfer allotted to the Eligible Directors (i) above (hereinafter the "Allotted Shares") by transfer to a third party, creation of a pledge or mortgage, inter vivos gift, bequest, or any other method (hereinafter the "Restriction on Transfer") within the period of 30 years from the date of receipt of the allotment (hereinafter the "Restriction on Transfer Period").

(ii) Acquisition of Restricted Stock at no cost

In the event that the Eligible Director (i) who has received an allotment of Restricted Stock retires from both positions as a Director and an Executive Officer of the Company between the date of commencement of the Restriction on Transfer Period and the date prior to the day on which the first subsequent Annual General Meeting of Shareholders of the Company is held, the Allotted Shares shall be as a matter of course acquired by the Company at no cost, except in cases where the Company's Board of Directors considers that there are justifiable reasons for not doing so.

In addition, the Company shall as a matter of course acquire at no cost those Allotted Shares whose Restriction on Transfer has not been removed at the time of expiration of the Restriction of Transfer Period referred to in item (i) above, pursuant to the provisions in item (iii) below regarding circumstances for removal of the Restriction on Transfer.

(iii) Removal of Restriction on Transfer

At the time of expiration of the Restriction on Transfer Period, the Company shall remove the Restriction on Transfer with respect to all the Allotted Shares on condition that an Eligible Director (i) who has received the allotment of Restricted Stock, has continued to hold any position as a Director or an Executive Officer of the Company from the date of commencement of the Restriction on Transfer Period to the day on which the first subsequent Annual General Meeting of Shareholders of the Company is held.

However, in the event that the Eligible Director (i) has retired from both positions as a Director and an Executive Officer of the Company prior to the expiration of the Restriction on Transfer Period on grounds considered by the Company's Board of Directors to be reasonable, the number of Allotted Shares for which the Restriction on Transfer is to be removed and the time for removing the Restriction on Transfer shall be adjusted reasonably, as necessary.

(iv) Handling in Organizational Restructuring, etc.

In the event that, during the Restriction on Transfer Period, a proposal in relation to a merger agreement in which the Company is the absorbed company, a share exchange agreement or a share transfer plan in which the Company becomes a wholly owned subsidiary company, or other organizational restructuring, etc. is approved by a General Meeting of Shareholders of the Company (or, by the Board of Directors of the Company in the case of an organizational restructuring, etc. that is not required to be approved by a General Meeting of Shareholders of the Company), the Company shall, by the resolution of the Company's Board of Directors, prior to the effective date of such organizational restructuring, etc., remove the Restriction on Transfer of the Allotted Shares, the number of which shall be determined to be reasonable based on the period from the date of commencement of the Restriction on Transfer Period to the date of approval of such organizational restructuring, etc.

In such case, the Allotted Shares for which the Restriction on Transfer has still not been

removed at the time immediately after the removal of the Restriction on Transfer pursuant to the above provisions shall be as a matter of course acquired by the Company at no cost.

II. Introduction of the Restricted Stock-Based Compensation Scheme for Directors serving as Audit and Supervisory Committee Members

The Company decided to introduce the restricted stock-based compensation scheme for Directors of the Company serving as Audit and Supervisory Committee Members (the “Eligible Directors (ii)”), in the same manner as for the Eligible Directors (i) for the purpose of having them share the benefits and risks of stock price fluctuations with shareholders by further promoting their shareholdings in the Company, and increasing their willingness to contribute to the increase in the share price and the enhancement of corporate value.

Monetary compensation claims are to be paid to the Eligible Directors (ii) for the allotment of the restricted stock (hereinafter the “Restricted Stock (ii)”) as a part of compensation. Therefore, the introduction of the Restricted Stock-Based Compensation Scheme for the Eligible Directors (ii) is subject to shareholder approval at the Meeting for payment of the compensation.

With consideration of the appropriate level of the ratio of incentive compensation included in the compensation for the Eligible Directors (ii), the Company plans to seek shareholder approval at the Meeting to set (a) the total yearly amount of monetary compensation claims to be paid to the Eligible Directors (ii) as compensation for the Restricted Stock (ii) 10 million yen or less, and (b) a total number of 5,000 shares to be allotted to Eligible Directors (ii) as the Restricted Stock (ii) shall be the maximum number of the Restricted Stock (ii) allotted in each fiscal year (However, in the event that it becomes necessary to adjust the total number of the Restricted Stock (ii) to be allotted due to a share split of the Company’s common shares, consolidation of the shares, or other such event occurring after the date of the resolution of the Proposal, a reasonable adjustment may be made to the total number of the Restricted Stock (ii)), in addition to the payment of yearly compensation amount of up to 60 million yen to Directors of the Company serving as Audit and Supervisory Committee Members.

The payment of monetary compensation claims and the allotment of the Restricted Stock (ii) based on the Restricted Stock-Based Compensation Scheme to the Eligible Directors (ii) will be conditional upon conclusion of an agreement for allotment of Restricted Stock (ii) between the Company and the Eligible Directors (ii) which stipulates (1) that the allotted Restricted Stock (ii) shall not be subject to any disposition by transfer to a third party, creation of a pledge or mortgage, inter vivos gift, bequest, or by any other method for a certain period, and (2) that the Company will acquire the Restricted Stock (ii) at no cost when certain events occur, and on the same terms as the agreement for allotment of Restricted Stock (ii) (including the content set forth in I. 2.(3) above) concluded between the Company and the Eligible Directors (i).

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