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June 23, 2025

To whom it may concern,

Name of listed company: **NITTOC CONSTRUCTION CO., LTD.**  
Name of representative: Yasuo Wada, President and Representative  
Director  
Code No.: 1929 (TSE Prime)  
Inquiries: Director, Managing Executive Officer, General  
Manager of Corporate Strategy Division  
Atushi Yamazaki  
(Phone) +81-3-5645-5080

### **Notice Concerning the Issuance of New Stocks as Restricted Stock Compensation**

NITTOC CONSTRUCTION CO., LTD. (the "Company") hereby announces that it has resolved, at a meeting of the Board of Directors held today, to file a shelf registration for an issuance of new stocks (hereinafter referred to as the "Issuance of New Stocks" or "Issuance") as described below.

#### 1. Overview of Issuance

(1) Due date of payment	July 18, 2025
(2) Class and number of stocks to be issued	The Company's common stocks 21,134 shares
(3) Issuance price of stock	1,074 yen per stock
(4) Total amount of issuance	22,697,916 yen
(5) Persons to whom stocks are allotted, the number of persons, and the number of stocks to be allotted	Directors of the Company (Excluding outside directors and non-executive directors.) 5 persons 15,269 shares Delegated executive officers who do not serve concurrently as directors of the Company 4 persons 5,865 shares
(6) Other	The Company has submitted a securities notice in accordance with the Financial Instruments and Exchange Act for the Issuance of New Stocks.

#### 2. Purpose and reason for the Issuance

At the Board of Directors meeting held on May 24, 2023, the Company resolved to introduce a restricted stock compensation plan (the "Plan") as a new compensation plan for eligible directors, etc., for the purpose of providing the Company's directors (excluding outside directors and non-executive directors; hereinafter referred to as "Eligible Directors") and delegated executive officers (hereinafter referred to as "Eligible Directors, etc." together with Eligible Directors) who do not concurrently serve as directors with an incentive to continuously enhance the corporate value of the Company and further sharing value with shareholders.

In addition, at the 76th Ordinary General Meeting of Shareholders held on June 23, 2023, approval was obtained for the payment of Monetary Claims of not more than 50 million yen per year to Eligible Directors and the issuance or disposition of not more than 100,000 shares of the company's common stock per year as compensation for the acquisition of restricted stocks under the Plan (Hereinafter referred to as "Restricted Stock Compensation"), and for the transfer restriction period of the restricted stocks to be from the day on which the stocks of the Company's common stock are allotted under the restricted stock allotment agreement concluded between the company and the Eligible Directors to the time immediately following resignation or retirement from the position of an officer or employee of the Company or its subsidiary, as determined in advance by the Board of Directors of the Company (however, if the time immediately after such resignation or retirement is before the day on which three months have passed after the fiscal year during which the Company's common stock is allotted, the expiration of the transfer restriction period may be adjusted to a reasonable extent).

The outline of the Plan is as follows.

[Outline of the Plan, etc.]

Eligible Directors, etc. will pay all of the receivables paid by the Company under the Plan as property contributed in kind and receive issuance or disposal of common stocks of the Company. The amount to be paid in per stock shall be determined by the Board of Directors, based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of each resolution of the Board of Directors (If no transaction has been closed on the same day, the closing price of the most recent transaction day), to the extent that the amount is not particularly favorable to Eligible Directors, etc. who subscribe for the said common stock.

In addition, upon the issuance or disposition of the Company's common stocks under the Plan, the Company and the Eligible Directors shall enter into a restricted stock allotment agreement, which shall include provisions such as (1) the Eligible Directors shall be, for a certain period of time, prohibited from the transfer to third parties, the creation of security interests, and any other disposition of the Company's common stocks allotted under the restricted stock allotment agreement, and (2) the Company shall acquire such common stocks gratis in the event of certain events.

After consultation with the Nomination and Compensation Committee, in consideration of the purpose of the Plan, the Company's business conditions, the scope of responsibilities of each Eligible Director, and various circumstances, the Company has decided to grant monetary receivables totaling 22,697,916 yen (hereinafter referred to as the "Monetary Claims") and 21,134 shares of common stock to further motivate each Eligible Director, etc.

Upon the Issuance of New Stocks, the nine Eligible Directors, etc., who are the Scheduled Allottees, will pay all of the Monetary Claims against the Company as capital contribution in kind under the Plan and receive the issuance of common stocks of the Company (Hereinafter referred to as the "Allotted Stocks"). An outline of the Restricted Stock Allotment Agreement (hereinafter referred to as the "Allotment Agreement") to be executed between the Company and the Eligible Directors, etc. upon the Issuance of New Stocks is described in 3. below.

### 3. Outline of the Allotment Agreement

#### (1) Transfer restriction period

The period from July 18, 2025 (hereinafter referred to as the "Payment Date") until the time immediately after the person resigns or retires from the position of director of the Company or from the position of delegated executive officer who does not concurrently serve as director

#### (2) Conditions for Cancellation of Transfer Restrictions

The transfer restriction shall be cancelled for all of the Allotted Stocks at the time of expiration of the transfer restriction period on the condition that the Eligible Directors, etc. have continuously held the position of either a director or a delegated executive officer who does not concurrently serve as a director of the Company during the period from the commencement date of execution of duties until immediately prior to the conclusion of the first annual general meeting of shareholders (However, in the case where the Eligible Directors, etc. are delegated executive officers who do not concurrently serve as directors, the term shall be deemed to be replaced with the period

from the commencement date of the business year in which the Payment Date falls to the last day of such business year. Hereinafter referred to as the "Service Period.").

- (3) Handling in the event that an Eligible Director, etc. resigns or retires during the Service Period due to the expiration of his/her term of office or other justifiable reasons

(i) Timing of cancellation of transfer restrictions

In the event that the Eligible Director, etc. resigns or retires from the position of Director or a delegated executive officer who does not concurrently serve as director of the Company due to the expiration of the term of office or other justifiable reasons (including resignation or resignation due to death), the transfer restriction shall be cancelled immediately after the resignation or resignation of the Eligible Director, etc.

(ii) Number of stocks subject to cancellation of transfer restrictions

The number of stocks shall be calculated by multiplying the number of stocks held at the time of resignation or retirement specified in (i) by the number of months from the month including the Payment Date (In the case where the Eligible Director, etc. is a delegated executive officer who does not concurrently serve as a Director, the date shall be deemed to be the beginning of the business year in which the Payment Date falls.) to the month including the date of resignation or retirement of the relevant Eligible Directors, etc., divided by the number of months (12) pertaining to the Service Period (If the number exceeds 1, it shall be 1.) (If a fraction of less than one stock occurs as a result of the calculation of the number of stocks, such fraction shall be discarded.).

- (4) Acquisition by the Company without consideration

If the Eligible Directors, etc. commit an act in violation of laws and regulations during the transfer restriction period or otherwise fall under any of the certain events stipulated in the Allotment Agreement, the Company shall naturally acquire all of the Allotted Stocks held at such time without consideration. At the time of expiration of the transfer restriction period or at the time of cancellation of the transfer restriction as specified in (3) above, the Company shall naturally acquire the Allotted Stocks, for which the transfer restriction has not been cancelled, without consideration.

- (5) Treatment in reorganization, etc.

During the transfer restriction period, if a merger agreement under which the Company becomes the dissolved company, or a stock exchange agreement or stock transfer plan under which the Company becomes a wholly-owned subsidiary, or other matters related to organizational restructuring, etc. are approved at a general meeting of shareholders of the Company (provided, however, that in cases where the organizational restructuring, etc. does not require approval at a shareholders meeting of the Company, the board of directors of the Company), the transfer restriction related to such matters shall be cancelled at the immediately time prior to the business day preceding the effective date of such organizational restructuring, etc. by a resolution of the Board of Directors with respect to the number of stocks obtained by multiplying the number of Allotted Stocks held at such time by the number obtained by dividing the number of months from the month including the Payment Date (In the case where the Eligible Director, etc. is a delegated executive officer who does not concurrently serve as a director, the date shall be deemed to be the beginning of the business year in which the Payment Date falls.) to the month including the date of such approval by the number of months (12) during the Service Period (If the number exceeds 1, it shall be 1.) (If a fraction of less than one stock occurs as a result of the calculation, such fraction shall be discarded.). In addition, at the time immediately after the cancellation of the transfer restriction, the Company will naturally acquire all of the Allotted Stocks for which the transfer restriction has not been cancelled, without consideration.

- (6) Management of stocks

During the transfer restriction period, the Allotted Stocks shall be managed in a dedicated account opened at Nomura Securities Co., Ltd. by the Eligible Directors, etc., so that they may not be transferred, pledged as security interests, or otherwise disposed of during the transfer restriction period. In order to ensure the effectiveness of the restriction on transfer of the Allotted Stocks, the Company has concluded an agreement with Nomura Securities Co., Ltd. in connection with the management of the accounts of the Allotted Stocks held by each Eligible Director, etc. In addition, the Eligible Directors, etc. shall consent to the details of the management of the relevant accounts.

4. Basis for calculation of the amount to be paid in and specific details thereof

The Issuance of New Stocks to the allottees will be made using Monetary Claims that was paid as restricted stock compensation for the 79th fiscal year of the Company under the Plan. The issue price has been set at 1,074 yen, which is the closing price of the Company's common stock on the Prime Market of the Tokyo Stock Exchange on June 20, 2025 (the business day immediately preceding the date of the resolution by the Board of Directors), in order to eliminate arbitrariness. This is the market stock price immediately before the date of resolution of the Board of Directors, and we believe that it is reasonable and does not fall under a particularly favorable value.