

To whom it may concern

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**Notice Regarding Disposal of Treasury Shares Used for Restricted Stock Compensation**

OPTEX GROUP Co., Ltd. (hereinafter, the “Company”) announces that at a meeting of the Board of Directors held on April 8, 2025, it was resolved to dispose of treasury shares used for restricted share compensation (hereinafter, the "Disposal of Treasury Shares").

## Details

## 1. Overview of the disposal

(1) Payment date	April 25, 2025
(2) Class and number of shares to be disposed of	Ordinary shares of the Company 6,300 shares
(3) Disposal price	¥1,357 per share
(4) Total disposal amount	¥8,549,100
(5) Offering or disposition method	Allotment of restricted stock
(6) Method of Performance of Contributions	Due to the contribution of monetary remuneration claims in kind
(7) Persons eligible for stock allotment, number of persons, and number of shares to be allotted	Directors of the Company (Outside Directors and Directors who are members of the Audit and Supervisory Committee) 3 persons 6,300 shares

## 2. Purpose and reason for disposition

At a meeting of the Board of Directors held on February 13, 2017, the Company resolved to introduce a restricted stock compensation plan (the “Plan”) as a new compensation plan for its Directors (excluding those who are Audit and Supervisory Committee members and Outside Directors; hereinafter “Eligible Directors of the Company”) for the purpose of giving them an incentive to work on the sustainable enhancement of the Company’s corporate value and promoting the further sharing of value with the shareholders. In addition to the Plan, the Company has introduced the issuance of stock compensation-type stock options (stock acquisition rights) to its eligible directors (“Eligible Directors”) as an incentive to increase long-term shareholder value until they retire. This plan is positioned as an incentive for medium-term management performance. In addition, at the 38th Ordinary General Meeting of Shareholders held on March 25, 2017, the Board of Directors approved the payment of monetary compensation of up to 25,000

thousand yen per year to the Eligible Directors of the Company as assets to be contributed for the acquisition of restricted stock under the Plan.

The following is an overview of the Plan.

### 3. Overview of the Plan

Under the Plan, the Eligible Directors will pay all of the monetary compensation claims paid by the Company as assets contributed in kind and will subscribe for shares of common stock newly issued or disposed of by the Company.

The total amount of monetary compensation claims to be paid to the Eligible Directors of the Company under the Plan shall not exceed 25,000 thousand yen per year. The Board of Directors will determine the specific timing and allocation of payments to each of the Eligible Directors of the Company after deliberation by the Compensation Advisory Committee and respecting the opinions of the Committee.

The total number of shares of common stock to be issued or disposed of by the Company under the Plan shall not exceed 10,000 shares per year to the Eligible Directors of the Company, and the amount to be paid per share shall be the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day preceding the date of each Board resolution (if no transaction is effected on that date, the closing price of the immediately preceding trading day).

In addition, when the Company's common stock is issued or disposed of based on the Plan, an allotment agreement on restricted stock (the "Allotment Agreement") will be concluded between the Company and the Eligible Directors and its contents will include the following: (1) the Eligible Directors shall not transfer, create a security right on or otherwise dispose of the Company's common stock the allotment of which they received based on the Allotment Agreement on restricted stock for a certain period of time; and (2) if certain circumstances have arisen, the Company shall acquire the common stock without consideration.

Taking into consideration the purpose of the Plan, the Company's business performance, the scope of responsibilities of the Eligible Directors, and various other circumstances, the Company has decided to grant monetary compensation claims ("Monetary Compensation Claims") totaling ¥8,549,100 to them. In the Disposition of Treasury Shares, the three Eligible Directors, who are the allottees, will pay all of the Monetary Compensation Claims against the Company as assets contributed in kind and will subscribe for the common stock newly issued or disposed of by the Company in accordance with the Plan.

### 4. Overview of the Allotment Agreement

The Company and each Eligible Director will individually enter into the Allotment Agreement, a summary of which is as follows.

(1) Transfer restriction period April 25, 2025 to April 24, 2028

(2) Conditions for lifting the transfer restrictions

The transfer restrictions shall be lifted as of the time immediately following the expiration of the restriction period, provided that the Eligible Director continuously holds a position in the Company. However, in the event of death, retirement from office due to expiration of the term of

office, or other justifiable reasons deemed by the Board of Directors of the Company, the transfer restrictions shall be lifted as of the time immediately following such event. In this case, the number of shares for which transfer restrictions will be lifted shall be calculated using the following formula: Divide the total number of months from the month of the payment due date to the month of resignation or retirement by 36 (any results greater than 1 will be rounded down to 1), and then multiply the result by the number of common shares allotted to the Director (“Allotted Shares”) under the Allocation Agreement (the result will be rounded down to the nearest whole number). The Allotted Shares for which the transfer restrictions are not lifted in accordance with the conditions for lifting the transfer restrictions above shall naturally be acquired by the Company without consideration as of the time immediately following the expiration of the restriction period.

(3) Reasons for gratuitous acquisition of restricted stock due to performance conditions

In principle, subject to the condition that the Eligible Director has continuously held the position of director of the Company during the transfer restriction period, the Company may purchase all Allotted Shares without compensation upon expiration of the transfer restriction period when the consolidated return on equity (ROE) as stated in the Company's annual securities report for the fiscal year ending December 31, 2027, does not reach 10%. However, this excludes the Allotted Shares for which the transfer restrictions have been lifted in accordance with the conditions for lifting the transfer restrictions in the preceding paragraph (2).

(4) Management of shares

The Allotted Shares are managed in a dedicated account opened by the Eligible Directors at Nomura Securities Co., Ltd. during the transfer restriction period so that the Eligible Directors will be unable to execute a transfer, create a security right or dispose of them during the transfer restriction period. The Eligible Directors have entered into a contract with Nomura Securities Co., Ltd. for the management of the account of the Allotted Shares owned by the Eligible Directors to ensure the effectiveness of the restriction on transfer of the Allotted Shares.

(5) Measures to be taken in relation to organizational restructuring, etc.

If, during the transfer restriction period, a merger agreement under which the Company becomes a defunct company, a share exchange agreement under which the Company becomes a wholly owned subsidiary, a share transfer plan, or other matters relating to organizational restructuring, etc. are approved at a general meeting of shareholders of the Company (however, if approval by a general meeting of shareholders is not required for such organizational restructuring, etc., the Board of Directors of the Company), the Company shall acquire Allotted Shares without consideration.

5. Basis for Calculation of Payment Amount and Specific Details Thereof

The Disposition of Treasury Shares is to be made with the monetary compensation claims paid by the Company as restricted stock compensation for the Company's 47th fiscal year under the Plan as the

invested assets. The disposal value is set at 1,357 yen, which is the closing price of the Company's common stock in the Tokyo Stock Exchange on April 7, 2025 (business day preceding the date of resolution of the Board of Directors), to make the disposal value a value that eliminates arbitrariness. This is the market price immediately before the date of resolution in the Board of Directors meeting, which we believe is reasonable and is not deemed an advantageous price.

End.