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June 25, 2025

To whom it may concern,

Company Name: KINDEN CORPORATION

Representative: Takao Uesaka, President

(Securities Code: 1944, TSE Prime Market)

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Notice Concerning Disposal of Treasury Shares as Restricted Stock Remuneration

KINDEN CORPORATION (the “Company”) hereby announces that it resolved at a meeting of its Board of Directors held today to dispose of treasury shares (the “Disposal of Treasury Shares” or “Disposal”).

1. Summary of Disposal

(1)	Date of disposal	July 24, 2025
(2)	Type and number of shares of disposal	17,745 common shares of the Company
(3)	Disposal value	¥4,170 per share
(4)	Total amount of disposal	¥73,996,650
(5)	Allottees, number of allottees, and number of shares of disposal	Directors of the Company (excluding Outside Directors): four (4) persons; 7,783 shares Lead Executive Officers not concurrently serving as Directors of the Company: seven (7) persons; 9,962 shares

2. Purpose and reason for Disposal

At the Board of Directors meeting held on May 18, 2022, the Company resolved to introduce a restricted stock remuneration plan (the “Plan”) to its Directors (excluding Outside Directors. Hereinafter referred to as “Eligible Director”) as a new remuneration plan, in order to give them incentives to continuously improve the Company’s corporate value and to promote further value sharing with our shareholders. At the 108th Ordinary General Meeting of Shareholders held on June 24, 2022, resolutions including the following were approved: Under the Plan, monetary claim which shall not exceed ¥100 million per year shall be granted to the Eligible Directors as remuneration to be used as contributed assets for the acquisition of restricted stock (hereinafter referred to as “Restricted Stock Remuneration”). In connection with this, up to 70,000 common shares of the Company shall be issued or disposed of annually. In addition, the restriction period for the transfer of restricted stock shall be from the date of allotment of the Company’s common shares under the Restricted Stock Allotment Agreement (hereinafter referred to as the “Allotment Agreement”) entered into between the Company and the Eligible Directors, to the time immediately following his/her retirement or resignation from his/her position as an officer or employee of the Company or its subsidiary, as determined by the Company’s Board of Directors.

Additionally, as announced in the “Notice Concerning Changes in Officers” dated April 25, 2025, as part of the Company’s governance reform, as of today, the Company will introduce a Lead Executive Officer system with the aim of establishing a structure where the Board of Directors can focus on supervision and the executive bodies can concentrate on business execution, thereby clarifying the roles of supervision and execution. As such, the Company has resolved at a meeting of its Board of Directors held today to introduce a restricted stock remuneration plan similar to the Plan for Lead Executive Officers not concurrently serving as Directors of the Company (hereinafter, collectively referred to with Eligible Directors as “Eligible Directors, etc.”), with the aim of providing an incentive to boost the Company’s corporate value on an ongoing basis and further engaging in value sharing with the shareholders.

The overview of the Plan is as follows.

[Overview of the Plan]

The Eligible Directors, etc. will pay all of the monetary claims paid by the Company under the Plan as assets contributed in kind and will receive the Company’s common shares issued or disposed of by the Company. The amount to be paid per share shall be determined by the Board of Directors based on the closing price of the Company’s common share on the Tokyo Stock Exchange on the business day immediately preceding the date of resolution by the Board of Directors (or the closing price of the immediately preceding trading day if no trading was effected on that date) to the extent that such amount is not particularly favorable to the Eligible Director, etc. who will subscribe for such common shares.

In addition, upon the issuance or disposal of the Company’s common shares under the Plan, the Company and the Eligible Directors, etc. shall enter into the Allotment Agreement, which shall include, among other restrictions, that (i) the Eligible Directors, etc. are prohibited from making transfer to third parties, pledge or any other disposal of the Company’s common shares allotted under the Allotment Agreement for a certain period and (ii) the Company shall acquire such common shares without consideration upon the occurrence of certain events.

After making consultation with the Advisory Committee Relating to Nominations and Remuneration, the Company took into consideration the purpose of the Plan, the Company’s business conditions, the scope of each Eligible Directors’, etc. responsibilities, and various circumstances, and has decided to grant a total of ¥73,996,650 in monetary claims (the “Monetary Claims”) and 17,745 common shares to further motivate each Eligible Director, etc.

In the Disposal of Treasury Shares, the eleven (11) Eligible Directors, etc. who are the scheduled allottees will pay all of the Monetary Claims to the Company as assets contributed in kind and will receive the Company’s common shares (the “Allotted Shares”) for disposal under the Plan. An outline of the Allotment Agreement to be entered into between the Company and the Eligible Directors, etc. in connection with the Disposal of Treasury Shares is set forth in Section 3 below.

3. Outline of the Allotment Agreement

(1) Restricted transfer period

From July 24, 2025 (hereinafter referred to as the “Disposal Date”) until the time immediately following resignation or retirement from the positions of Director or Audit & Supervisory Board Member, or Lead Executive Officer or Executive Officer not concurrently serving as Director at the Company.

(2) Conditions for lifting transfer restrictions

The transfer restriction on all of the Allotted Shares shall be lifted upon the expiration of the restricted transfer period, provided that the Eligible Director, etc. has continuously held the position of Director or Audit & Supervisory Board Member, or Lead Executive Officer or Executive Officer not concurrently serving as Director of the Company during the period from the commencement date of

the performance of such duties until immediately before the conclusion of the first ordinary general meeting of shareholders held thereafter (hereinafter referred to as the “Service Period”).

- (3) In the event that a Eligible Director, etc. retires due to the expiration of his/her term of office or other justifiable reasons during the Service Period, the following will apply.

- (i) Time of lifting transfer restrictions

In the event that a Eligible Director, etc. retires from the positions of Director or Audit & Supervisory Board Member, or Lead Executive Officer or Executive Officer not concurrently serving as Director at the Company due to the expiration of his/her term of office or any other justifiable reasons (including retirement due to death), the transfer restrictions shall be lifted as of the time immediately following such retirement of the Eligible Director, etc.

- (ii) Number of shares subject to lifting of transfer restrictions

The number of shares shall be the number obtained by multiplying the number of the Allotted Shares held by the Eligible Directors, etc. at the time of his/her retirement as specified in (i) above by the number obtained by dividing the number of months from the month containing the Disposal Date to the month containing the date of retirement by 12, the Service Period in months (if this number exceeds 1, it shall be 1) (any fraction less than 1 share resulting from the calculation shall be rounded down).

- (4) Acquisition by the Company at no cost

The Company shall rightfully acquire all of the Allotted Shares at no cost if the Eligible Director, etc. engages in any illegal activities during the restricted transfer period or if any other specified circumstances under the Allotment Agreement apply. In addition, the Company shall rightfully acquire at no cost the Allotted Shares for which the transfer restrictions are not lifted at the time of expiration of the restricted transfer period or at the time of lifting of the transfer restrictions stipulated in (3) above.

- (5) Treatment in organizational restructuring, etc.

In the event that 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 any other matters relating to organizational restructuring, etc. are approved at a General Meeting of Shareholders of the Company (or by the Board of Directors of the Company if such approval is not required) during the restricted transfer period, upon resolution of the Board of Directors, the transfer restrictions shall be lifted with respect to the number of shares obtained by multiplying the number of the Allotted Shares held as of the time immediately prior to the business day immediately preceding the effective date of the reorganization by the number obtained by dividing the number of months from the month containing the Disposal Date to the month containing the date of such approval by 12, the Service Period in months (if this number exceeds 1, it shall be 1) (any fraction less than 1 share resulting from the calculation shall be rounded down). In addition, the Company will rightfully acquire at no cost all the Allotted Shares for which the transfer restrictions have not been lifted as of the time immediately following the lifting of the transfer restrictions.

- (6) Share management

The Allotted Shares shall be managed in an exclusive account opened by the Eligible Directors, etc. at Nomura Securities Co., Ltd. during the restricted transfer period so that the Allotted Shares may not be transferred, pledged or otherwise disposed of during the restricted transfer period. The Company has entered into an agreement with Nomura Securities Co., Ltd. in relation to the management of the account for the Allotted Shares held by each of the Eligible Directors, etc. in order to ensure the effectiveness of the transfer restrictions, etc. of the Allotted Shares. The Eligible Directors, etc. shall also agree to the terms and conditions of the management of this account.

4. Grounds for calculation of the amount paid in and its specific details

The Disposal of Treasury Shares to the scheduled allottees will be made with the monetary claims paid as Restricted Stock Remuneration for the Company's 112th fiscal year under the Plan as the assets to be contributed. To eliminate arbitrariness, the disposal price is set at ¥4,170, the closing price of the Company's common share on Prime Market of the Tokyo Stock Exchange on June 24, 2025 (the business day prior to the date of the Board of Directors' resolution). This is the market share price immediately prior to the date of the Board of Directors' resolution and we believe that it is reasonable and does not constitute a particularly favorable price.

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