DATE: November 11, 2026

Company: NS TOOL CO., LTD.
Representative: Hiroji Goto, President
Stock Code: 6157, Standard Market, Tokyo Stock Exchange
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Notice Regarding the Disposal of Treasury Stock as Restricted Stock Compensation

NS TOOL CO., LTD. (hereinafter referred to as the "Company") hereby announces that at the Board of Directors meeting held today, the Company resolved to dispose of treasury stock as restricted stock compensation (hereinafter referred to as the "Disposal of Treasury Stock" or "Disposal") as follows.

1. Overview of the Disposal of Treasury Stock

(1)	Date of disposal	December 1, 2026
(2)	Type and number of shares to be disposed	10,900 common shares of the Company
(3)	Disposal price	728 yen per share
(4)	Total disposal amount	7,935,200 yen
(5)	Expected recipients of disposed shares	Employees of the Company: 31 persons 9,300 shares Employees of the Company's subsidiaries: 10 persons 1,600 shares

2. Purpose and reason for Disposal

At the Board of Directors meeting held on May 20, 2022, the Company resolved to introduce a restricted stock compensation plan (hereinafter referred to as the "Plan") as a new compensation plan for employees of the Company and its subsidiaries who meet certain requirements (collectively, the "Eligible Employees"), with the aim of providing an incentive for them to contribute to the sustainable improvement of the Company's corporate value and to further share that value with shareholders.

Today, by resolution of the Board of Directors of the Company or its subsidiaries, it has been decided that a total of 7,935,200 yen in monetary compensation claims (hereinafter referred to as the "Monetary Compensation Claims") will be paid to 31 employees of the Company, and 10 employees of the Company's subsidiaries , and that the Eligible Employees will contribute all of the Monetary Compensation Claims in kind to allocate 10,900 common shares of the Company as restricted stock.

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The amount of the monetary compensation claim for the Eligible Employees is determined by taking into consideration the Company's performance, the responsibilities of each of Eligible Employees, and other factors. In addition, the Monetary Compensation Claims will be paid on the condition that the enter into the Allocation Agreement with the Company, which includes the following contents.

3. Overview of the Allocation Agreement

(1) Transfer Restriction Period

From December 1, 2026 to December 1, 2029 (However, in the case of resignation or retirement within three months of the end of the fiscal year in which the allocated shares are issued, the effective date will be July 1, 2027). During the transfer restriction period set forth above (hereinafter referred to as the "Transfer Restriction Period"), the Eligible Employees may not transfer, establish a pledge, establish a security interest in the transfer, make a gift during their lifetime, bequeath, or otherwise dispose of the Allocated Shares allocated to them to a third party (hereinafter referred to as the "Transfer Restrictions").

(2) Lifting of Transfer Restrictions

The Company will lift the Transfer Restrictions on all of the Allocated Shares upon the expiration of the Transfer Restriction Period, provided that the Eligible Employees who have been allocated the restricted Shares continue to hold the position of director, executive officer or employee of the Company, or director or employee of a subsidiary of the Company, during the Transfer Restriction Period. However, if an Eligible Employee loses the above-mentioned position before the expiration of the Transfer Restriction Period for reasons that are deemed legitimate by the Board of Directors of the Company, the Company will reasonably adjust the number of allocated shares for which the Transfer Restrictions are to be lifted and the timing of lifting the Transfer Restrictions as necessary.

(3) Acquisition of transfer restricted shares free of charge

If there are any Allocated Shares for which the Transfer Restrictions have not been lifted at the time of the expiration of the Transfer Restriction Period in the Overview of the Allocation Agreement (1) pursuant to the provisions of the reasons for lifting the Transfer Restrictions in the Overview of the Allocation Agreement (2), the Company will naturally acquire them free of charge.

(4) Treatment in the event of organizational restructuring, etc.

If, during the Transfer Restriction Period, a merger agreement in which the Company will be the disappearing company, a share exchange agreement or share transfer plan in which the Company will be a wholly owned subsidiary, or other matters related to organizational restructuring, etc. are approved at the Company's General Meeting of Shareholders (or, if approval at the Company's General Meeting of Shareholders is not required for the organizational restructuring, etc., at the Company's Board of Directors meeting), the Company will, by resolution of the Company's Board of Directors,

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lift the Transfer Restrictions prior to the effective date of the organizational restructuring, etc., for a number of Allocated Shares reasonably determined based on the period from the start date of the Service Period to the date of approval of the organizational restructuring, etc. In the case set forth above, the Company will naturally acquire, free of charge, any Allocated Shares for which the Transfer Restrictions have not yet been lifted immediately after the Transfer Restrictions are lifted.

However, notwithstanding the above provisions, if the effective date of the organizational restructuring, etc. is before July 1, 2027, the Company will naturally acquire, free of charge, all Allocated Shares for which the Transfer Restrictions have not yet been lifted prior to the effective date.

(5) Management of the Allocated Shares

To prevent the Allocated Shares from being transferred, having transfer security interests established, or otherwise disposed of during the Transfer Restriction Period, the Eligible Employees will open a dedicated account with a financial instruments business operator (Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.) designated in advance by the Company, and the Company will manage the shares in that account until the Transfer Restrictions are lifted.

4. Basis for calculating the disposal price and its specific details

In order to eliminate arbitrariness, the disposal price is set at 728 yen, which is the closing price of the Company's common stock on the Tokyo Stock Exchange on November 10, 2026 (the business day before the date of the Company's Board of Directors' resolution). This is the market price immediately before the date of the Company's Board of Directors' resolution, and we believe that it is reasonable and not a particularly favorable price.

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