



November 7, 2024

Company name: Arisawa Mfg. Co., Ltd.

Representative: Yuta Arisawa, Representative Director and CEO  
(Securities code: 5208, TSE Prime Market)

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## Notice Regarding a Partial Amendment to the Trust Type Stock Incentive Plan for Employees (RS Trust), and Determination of Matters Relating to Stock Acquisition for the Trust

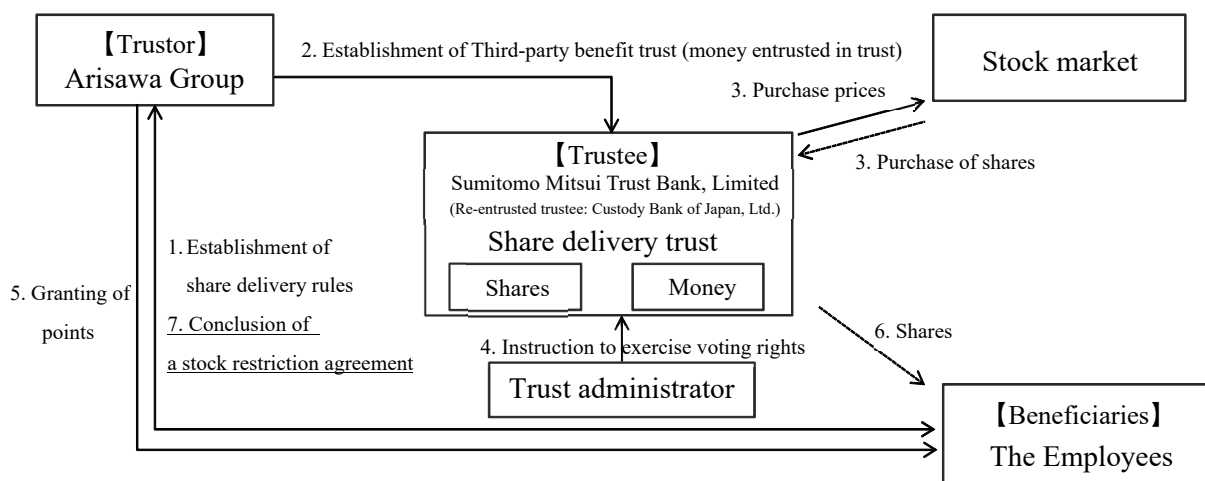
Arisawa Mfg. Co., Ltd. hereby announces that it has decided, at a meeting of the Board of Directors held on November 7, 2024, to partially change the content of the trust type stock incentive plan (hereinafter “the Plan” and the trust already established for the introduction of the Plan is referred to as “the Trust”) for employees of the Company (hereinafter “the Employees”) introduced on August 6, 2021, and to entrust an additional money in the Trust for the Trustee to acquire additional shares of the Company's stock with respect to the Plan, as follows.

### 1. Partial change of the Plan

The Company has established the Plan for the purpose of enhancing our corporate value over the medium to long term by expanding the benefit program for the Employees, fostering a sense of belonging among them, promoting a sense of participation in management among them, and increasing their awareness of the Company's performance and stock price appreciation.

In order to further improve the incentive effect, the Company has made some changes to the Plan and will, in principle, place restrictions on the transfer of the Company's shares to be delivered to the Employees until the time of retirement. For details, please refer to “2. Overview of the system of the Plan after changes”.

### 2. Overview of the system of the Plan after changes (Underlined part indicates the changes)



- 1) The Company establishes share delivery rules for the Employees.
- 2) The Company makes an additional contribution (additional trust) to the trustee of the Trust, which was already established on August 6, 2021, to fund the acquisition of the Company shares necessary to deliver the Company shares to the Employees under the Plan after the changes.
- 3) The trustee acquires a substantial number of the Company shares expected to be delivered in the future in a lump sum by acquiring them from the stock market (including off-floor trading).
- 4) The Company determines the trust administrator (who shall be independent of the Company and its directors) who protects beneficiaries' benefits subject to the share delivery rules throughout the trust period and supervises the trustee. The trust administrator instructs the trustee to exercise voting rights associated with the shares held in the Trust, and based on these instructions, the trustee exercises voting rights throughout the trust period.
- 5) The Company grants points to the Employees in accordance with the share delivery rules.
- 6) The Employees who satisfy the beneficiary requirements stipulated in the share delivery rules and the trust agreement for the Trust (including the conclusion of a stock restriction agreement set forth in Paragraph 7 below) shall, as the beneficiaries of the Trust, receive delivery of the shares from the trustee corresponding to the points.
- 7) With respect to the Company shares to be delivered, the stock restriction agreement shall be concluded between the Company and the Employees concerned, in principle, with a transfer restriction period from the date of delivery to the date of retirement.  
Sumitomo Mitsui Trust Bank, Limited, the trustee under the Plan, entrusts (re-entrusts) the management of the trust property to Custody Bank of Japan, Ltd.

### 3. About the Trust

(1) Name	Share delivery trust for the Employees (restricted stock trust)
(2) Trustor	The Company
(3) Trustee	Sumitomo Mitsui Trust Bank, Limited (Re-entrusted trustee: Custody Bank of Japan, Ltd.)
(4) Beneficiary	The Employees who satisfy the beneficiary requirements
(5) Trust administrator	A third party that is independent of the Company and its directors
(6) Exercising voting rights	The trustee exercises voting rights according to instructions from the trust administrator throughout the trust period.
(7) Type of trust	Trusts of money other than monetary trusts (third-party benefit trust)
(8) Date of trust agreement	August 6, 2021
(9) Date of trust termination (after continuation)	End of August 2027 (planned)

### 4. Matters regarding the acquisition of the Company shares by the trustee of the Trust

(1) Type of shares to be acquired	Common shares
(2) Total amount of shares to be acquired	120,000,000 yen (upper limit)
(3) Method of share acquisition	Acquisition through trading on the stock market (including off-floor trading)
(4) Term of share acquisition	From November 15, 2024 to December 25, 2024 (planned)