



May 19, 2025

To whom it may concern

Company Name	Stella Chemifa Corporation
Representative	Aki Hashimoto, Representative Director, President and Chief Executive Officer (Code No.: 4109 Tokyo Stock Exchange Prime Market)
Inquiries	Miyuki Koike, Executive Officer, General Manager, General Affairs Department (TEL. +81-6-4707-1511)

Notice Regarding the Disposal of Treasury Shares as Restricted Stock for Employees

The Company hereby announces that, at the Board of Directors meeting held today, it resolved to dispose of treasury shares as restricted stock (hereinafter referred to as the "Disposal of Treasury Shares"), as outlined below.

1. Outline of disposal

(1) Payment date	June 30, 2025
(2) Type and number of shares to be disposed of	Company common shares: 13,850 shares
(3) Disposal price	3,655 yen per share
(4) Total amount of disposal value	50,621,750 yen
(5) Scheduled allottees	Employees: 213 individuals, 13,850 shares

2. Purpose and reason for the disposal

At the Board of Directors meeting held on March 26, 2025, the Company resolved to continue the restricted stock compensation plan with performance conditions (hereinafter referred to as the "Plan") for eligible employees of the Company (including executive officers who are full-time employees; hereinafter the same), with the aim of providing incentives to promote the sustainable enhancement of the Company's corporate value and further aligning interests with shareholders.

Subsequently, at the Board of Directors meeting held on May 19, 2025, the Company resolved to grant a total of 213 employees of the Company (hereinafter referred to as the "Eligible Employees"), taking into consideration the purpose of the Plan, each individual's responsibilities, and other relevant factors, a monetary claim totaling 50,621,750 yen, and accordingly, to dispose of 13,850 shares of the Company's common stock as restricted stock (hereinafter referred to as the "Allocated Shares").

The Eligible Employees will use the full amount of the granted monetary claims as contribution in kind to pay for and subscribe to the common shares allocated by the Company through the Disposal of Treasury Shares. In connection with the Disposal of Treasury Shares, the Company will enter into restricted stock allotment agreements with the Eligible Employees, which will generally include the following terms.

The Allocated Shares will be allotted only to those Eligible Employees who wish to subscribe to them.

<Summary of the Restricted Stock Allotment Agreement>

(1) Restricted period of transfer

The Eligible Employees shall not transfer, pledge, or otherwise dispose of the Allocated Shares during the period from June 30, 2025 (the payment date) to July 1, 2026.

(2) Conditions for cancellation of transfer restrictions

The transfer restrictions on all of the Allocated Shares shall be lifted on the expiration date of the restriction period, provided that the Eligible Employee (i) continuously holds the position of an employee of the Company, or a director or employee of a subsidiary of the Company, during the restriction period, and (ii) achieves the performance targets set by the Board of Directors of the Company based on the designated performance indicators. However, if an Eligible Employee resigns or otherwise leaves their position before the expiration of the restriction period for reasons specified in the restricted stock allotment agreement, the timing and number of shares for which the transfer restrictions are to be lifted shall be reasonably adjusted as necessary.

(3) Acquisition by the Company without compensation

The Company shall, as a matter of course, acquire without compensation all Allocated Shares for which the transfer restrictions have not been lifted, either upon the expiration of the restriction period or at the time the Eligible Employee falls under any of the conditions specified in the restricted stock allotment agreement.

(4) Share management

The Allocated Shares shall be managed in a dedicated account for restricted stock opened by the Eligible Employee at Daiwa Securities Co. Ltd. and shall not be transferable, pledged, or otherwise disposed of during the restriction period.

(5) Handling in the case of organizational restructuring, etc.

If, during the restriction period, matters related to organizational restructuring—such as a merger agreement under which the Company becomes the dissolved entity, a share exchange agreement or share transfer plan under which the Company becomes a wholly owned subsidiary, or other similar transactions—are approved at a shareholders meeting of the Company (or, in cases where such approval is not required, at a meeting of the Board of Directors), and the effective date of such restructuring occurs prior to the expiration of the restriction period, the Company shall, as a matter of course, acquire all of the Allocated Shares without compensation on the business day immediately preceding the effective date of the restructuring.

3. Basis and specific details for calculating the payment amount

The Disposal of Treasury Shares will be carried out by using the monetary claims granted to the scheduled allottees as contribution in kind, and in order to eliminate arbitrariness, the payment amount has been set at 3,655 yen, which is the closing price of the Company's common shares on the Tokyo Stock Exchange on May 16, 2025, the business day prior to the resolution of the Board of Directors. This price reflects the market value immediately prior to the date of the Board of Directors resolution, and in the absence of any special circumstances indicating that the most recent share price cannot be relied upon, it is considered a reasonable value that appropriately reflects the Company's corporate value and does not constitute a particularly favorable price for the Eligible Employees.