The following statement is an English-language translation of the original Japanese-language document provided for your convenience. In the event there is any discrepancy between the Japanese and English versions, the Japanese version is presumed to be correct.

August 27, 2025

Company name: Daito Trust Construction Co., Ltd

Representative: Kei Takeuchi

Representative Director, Chief Executive Officer

Securities code:1878

Listed in Prime Market of Tokyo security exchange and Premier Market of Nagoya security exchange

(ADR Level I, OTC: DIFTY)

Address: 2-16-1, Konan, Minato-ku, Tokyo

# Notice Regarding Disposal of Treasury Shares as Stock Compensation

DAITO TRUST CONSTRUCTION CO., LTD. (the "Company") hereby announces that, at the Board of Directors' meeting held today, it resolved to dispose of treasury shares as stock compensation (hereinafter referred to as the "Disposal of Treasury Shares"), as outlined below.

## 1. Outline of the Disposal

(1)	Date of disposal	September 17, 2025
(2)	Type and number of shares to be disposed	13,400 shares of common stock
(3)	Disposal price	15,875 yen per share
(4)	Total disposal value	212,725,000 yen
(5)	Disposal recipient	The Master Trust Bank of Japan, Ltd.  (Executive Compensation BIP Trust Account)
(6)	Other	A statutory Extraordinary Report pursuant to the Financial Instruments and Exchange Act has been filed in connection with this Disposal of Treasury Shares.

## 2. Purpose and Reason for the Disposal

The Company has introduced, since FY2019, a performance-linked stock compensation plan utilizing the "Board Incentive Plan Trust" (hereinafter the "BIP Trust") for directors (excluding audit and supervisory committee members, outside directors, and non-residents in Japan) and executive officers with delegation agreements with the Company (excluding non-residents in Japan), as well as outside directors who are not audit and supervisory committee members (excluding non-residents in Japan; collectively, the "Eligible Officers"). The purpose of this plan is to further enhance their motivation to contribute to sustainable improvement in the Company's medium- to long-term performance and corporate value, while promoting greater alignment of interests with shareholders. The partial amendment to this stock compensation plan was approved at the 51st Annual General Meeting of Shareholders held on June 26, 2025. For details of the BIP Trust, please refer to the "Notice Regarding Partial Amendment to the Stock Compensation Plan for

This document is a press release to publically announce the results of and conclusion of the Company's acquisition of its treasury shares through off-auction own share repurchase trading (ToSTNeT-3) system. It is not intended in any way to be an investment solicitation or serve any other similar purposes.

Officers" released on May 26, 2025.

In line with the extension of the BIP Trust, the Company will dispose of treasury shares to The Master Trust Bank of Japan, Ltd. (Executive Compensation BIP Trust Account), which serves as co-trustee of the executive compensation BIP trust agreement concluded between the Company and Mitsubishi UFJ Trust and Banking Corporation (hereinafter referred to as the "Trust Agreement," and the trust established under the Trust Agreement as the "Trust").

The number of shares to be disposed represents the expected number of shares to be delivered to Eligible Officers during the trust period under the stock delivery regulations. The scale of dilution is 0.02% of the total number of shares outstanding (rounded to the nearest third decimal place), and 0.02% of the total voting rights as of March 31, 2025 (662,039 voting rights).

Shares of the Company allocated through this Disposal of Treasury Shares will be delivered to Eligible Officers in accordance with the stock delivery regulations. Since the shares are not expected to be immediately released into the market, the impact on the stock market will be minimal, and the number of shares disposed of and the scale of dilution are deemed reasonable.

#### 3. Basis of Calculation and Specific Details of the Disposal Price

The disposal price was set at ¥15,875 per share, equivalent to the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately prior to the Board resolution date. The Company determined that adopting the most recent closing price fairly reflects the appropriate corporate value as assessed by the stock market, and therefore is reasonable.

This disposal price represents 99.73% of the average closing price for the one-month period immediately preceding the resolution date (¥15,918), 100.69% of the average closing price for the most recent three-month period (¥15,766), and 101.01% of the average closing price for the most recent six-month period (¥15,717). Based on these comparisons, the Company believes that the disposal price is neither particularly favorable to the recipient nor inappropriate, and is therefore reasonable.

The Audit and Supervisory Committee has also expressed its opinion that the disposal price does not constitute a particularly favorable price.

## 4. Procedures under the Code of Corporate Conduct

Since the dilution ratio of shares resulting from this Disposal of Treasury Shares is less than 25% and does not involve any change in controlling shareholders, neither the acquisition of an opinion from an independent third party nor confirmation of shareholder intent, as stipulated under Article 432 of the Securities Listing Regulations of the Tokyo Stock Exchange, is required.

**END** 

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