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To whom it may concern:

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Notice Regarding Partial Revision of Performance-Linked Stock Compensation Plan

NOF CORPORATION (the “Company”) hereby announces that, at the meeting of the Board of Directors held today, the Company resolved to partially revise the performance-linked stock compensation plan “Board Benefit Trust” (BBT) (hereinafter referred to as the “Current BBT Plan”), which was introduced based on the resolution at the 96th Annual General Meeting of Shareholders held on June 27, 2019 (hereinafter referred to as the “Original Resolution”), and to transition to the “Board Benefit Trust-Restricted Stock” (BBT-RS) (hereinafter referred to as the “Plan”), under which shares to be delivered are subject to transfer restrictions until retirement. A proposal relating to the Plan will be submitted to the 103rd Annual General Meeting of Shareholders to be held on June 26, 2026 (hereinafter referred to as the “General Meeting”) as described below.

1. Background and purpose of the revision

The Board of Directors of the Company resolved to revise the Current BBT Plan to the Plan in order to create an incentive plan that further clarifies the linkage between the compensation of Directors who concurrently serve as Operating Officers (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors among the other Directors; hereinafter referred to as “Directors”; the same shall apply hereinafter unless otherwise stated) and Operating Officers with a title (hereinafter collectively referred to as “Directors, etc.” together with Directors) and the Company’s financial results and stock value, and to change the maximum number of points to be granted per fiscal year to Operating Officers with a title in conjunction with a review of the ratio of stock compensation for Directors, etc. A proposal relating to the Plan will be submitted to the General Meeting. The purpose of this revision is to further clarify the linkage between the compensation of Directors, etc., the Company’s financial results and stock value, and to have Directors, etc. share the benefits of stock price increases and the risk of stock price declines with the shareholders, thereby

strengthening the awareness of Directors, etc. of their contribution to the medium- to long-term improvement in financial results and enhancement of corporate value.

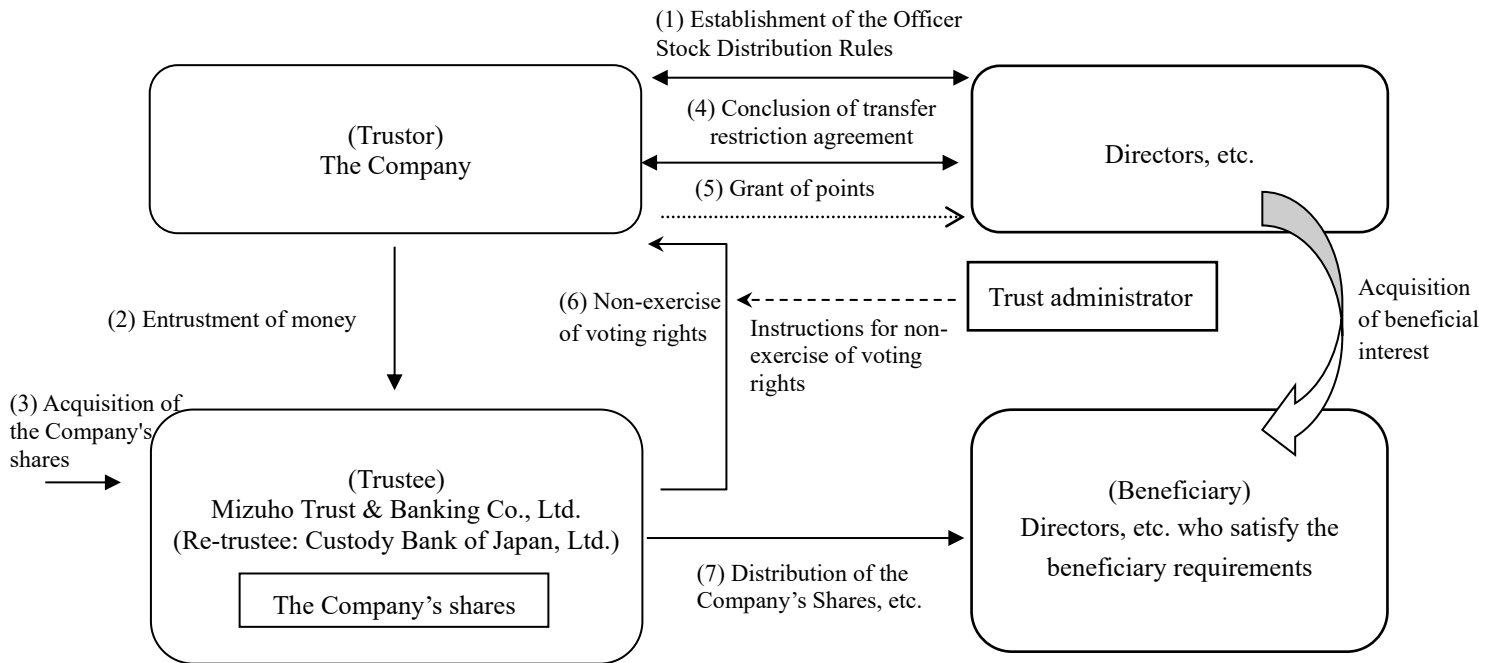
2. Overview of the Plan

(1) Overview of the Plan

The Plan is a performance-linked stock compensation plan under which the Company's shares are acquired through a trust using funds contributed by the Company (hereinafter, such trust established pursuant to the Plan is referred to as the "Trust"), and the Company's shares and cash equivalents of such shares at their market value (hereinafter collectively referred to as the "Company's Shares, etc.") are distributed through the Trust to the Directors, etc., pursuant to the Officer Stock Distribution Rules established by the Company. The Directors, etc. shall receive the Company's shares in principle at a certain time each year, and shall receive cash equivalents of the Company's shares at their market value in principle upon their retirement. In cases where Directors, etc. receive the distribution of the Company's shares during their tenure, the Directors, etc. shall, prior to the distribution of the Company's shares, enter into a transfer restriction agreement with the Company as set forth in 3. below. As a result, the Company's shares distributed to the Directors, etc. during their tenure shall be subject to restrictions on disposition, including transfer, until the retirement of the said Directors, etc.

In conjunction with the revision to the Plan, the points already granted under the Current BBT Plan to Directors, etc. who are in office at the time of the conclusion of the General Meeting shall, subject to approval of the transition to the Plan at the General Meeting, be transitioned to points under the Plan, and the said Directors, etc. shall receive the distribution of the Company's Shares, etc. based on the transitioned points at a time designated by the Company after the conclusion of the General Meeting. The shares to be distributed to the said Directors, etc. shall also be subject to restrictions on disposition, including transfer, pursuant to the transfer restriction agreement described above.

< Structure of the Plan >



- (1) The Company shall, upon obtaining approval for the revision to the Plan at the General Meeting, establish the “Officer Stock Distribution Rules” within the scope of the framework approved at the General Meeting.
- (2) The Company shall entrust money within the scope approved by the resolution at the General Meeting set forth in (1).
- (3) The Trust shall acquire the Company’s shares using the money entrusted in (2) as the source of funds, through the stock exchange market or by the method of subscribing for the Company’s treasury stock to be disposed of.
- (4) The Directors, etc. shall enter into a transfer restriction agreement with the Company, which includes provisions to the effect that the Company’s shares distributed to the Directors, etc. during their tenure shall be subject to restrictions on disposition, including transfer, until the retirement of the said Directors, etc., as well as provisions for acquisition without consideration by the Company under certain circumstances.
- (5) The Company shall grant points to the Directors, etc. based on the Officer Stock Distribution Rules.
- (6) The Trust shall not exercise voting rights with respect to the Company’s shares held in the Trust account, in accordance with instructions from the trust administrator who is independent from the Company.
- (7) The Trust shall, at a certain time each year, distribute the Company’s shares corresponding to the number of points granted to Directors, etc. who satisfy the beneficiary requirements set forth in the Officer Stock Distribution Rules (hereinafter referred to as “Beneficiaries”). However, if the Directors, etc. satisfy the requirements set forth in the Officer Stock Distribution Rules, the Trust shall pay cash equivalents of the Company’s shares at their market value upon their retirement with respect to a certain percentage of the points.

(2) Eligible persons under the Plan

Directors who concurrently serve as Operating Officers (Directors who are Audit and Supervisory Committee Members and Outside Directors among the other Directors are excluded from the Plan) and Operating Officers with a title.

(3) Trust period

From August 2019 until the termination of the Trust (No specific termination date has been set for the trust period of the Trust; the Trust shall continue as long as the Plan remains in effect. The Plan will be terminated upon the delisting of the Company's shares, the abolition of the Officer Stock Distribution Rules, or other similar events.)

(4) Amount of money contributed to the Trust

The Company has, within the scope of the Original Resolution, contributed ¥180 million in August 2019 to establish a trust under the Current BBT Plan. The Trust shall continue to exist as a trust under the Plan as revised by the resolution approved at the General Meeting.

Subject to the approval of the revision to the Plan at the General Meeting, the Company shall revise the Current BBT Plan to the Plan covering three fiscal years from the fiscal year ending March 31, 2027 to the fiscal year ending March 31, 2029 (hereinafter, the period of such three fiscal years shall be referred to as the "Initial Target Period," and each of the Initial Target Period and each subsequent three-fiscal-year period commencing after the expiration of the Initial Target Period shall be referred to as the "Target Period") and each subsequent Target Period thereafter. Until the termination of the Plan, the Company shall, in principle, for each Target Period, reasonably estimate the number of shares necessary to make distributions to the Directors, etc. under the Plan, and make additional contributions to the Trust of funds that the Company deems necessary for the Trust to acquire shares in advance. However, in cases where the Company makes such additional contributions and there are any of the Company's shares (excluding the Company's shares equivalent to the number of points granted to the Directors, etc. for each Target Period up to the immediately preceding one, for which distributions to the Directors, etc. have not yet been completed) and cash remaining in the trust assets (hereinafter collectively referred to as the "Remaining Shares, etc."), such Remaining Shares, etc. shall be applied as the source of funds for distributions under the Plan in subsequent Target Periods, and the amount of additional contributions shall be calculated taking into account the Remaining Shares, etc. The Company shall make timely and appropriate disclosure when it decides to make additional contributions.

(5) Method of acquisition and number of shares to be acquired by the Trust

The Trust shall acquire the Company's shares using the funds contributed pursuant to (4) above as the source of funds, through the stock exchange market or by way of subscribing for the Company's treasury

stock to be disposed of.

Since the maximum number of points to be granted to the Directors, etc. is 54,000 points per fiscal year as set forth in (6) below, the maximum number of the Company's shares to be acquired by the Trust for each Target Period shall be 162,000 shares. The Company shall make timely and appropriate disclosure regarding the details of the acquisition of the Company's shares by the Trust.

(6) Maximum number of the Company's Shares, etc. to be distributed to the Directors, etc.

For each fiscal year, the Directors, etc. shall be granted points, the number of which is to be decided taking into account their respective positions, achievement level of performance targets, etc. based on the Officer Stock Distribution Rules. The total number of points to be granted to the Directors, etc. per fiscal year shall not exceed 54,000 points (of which 36,000 points are allocated to Directors of the Company). This was determined by comprehensively taking into account the current level of officer compensation, trends in the number of Directors, etc., future prospects, and other factors, and has been judged to be appropriate.

Each point granted to the Directors, etc. shall be converted into one (1) share of the Company's common stock at the time of the distribution of the Company's Shares, etc. pursuant to (7) below (in the event of a share split, stock allotment without contribution, or stock consolidation, etc., after the resolution approved by the shareholders at the General Meeting, reasonable adjustments will be made to the maximum number of points, the number of points granted or the conversion ratio, according to the said ratio, etc. of the event).

The number of voting rights attached to the shares corresponding to the maximum number of points to be granted to Directors per fiscal year is 360, which represents approximately 0.016% of the total number of voting rights of 2,260,548 (as of March 31, 2026) related to the total number of issued shares.

The number of points held by a Director, etc., which will be used as the basis for the distribution of the Company's Shares, etc. pursuant to (7) below, shall be in principle, the number of points granted to the said Director, etc. by the time of determination of the beneficiary pursuant to (7) below (hereinafter, the number of points calculated in such manner shall be referred to as the "Defined Number of Points").

(7) Distribution of the Company's Shares, etc.

Directors, etc. who satisfy the beneficiary requirements shall, by completing the prescribed beneficiary determination procedures, in principle receive the distribution of the Company's shares from the Trust at a certain time each year, in the number corresponding to the "Defined Number of Points" as determined in accordance with (6) above. However, if the requirements set forth in the Officer Stock Distribution Rules are satisfied, the Directors, etc. shall, with respect to a certain percentage of the points, in principle receive cash equivalents of the Company's shares at their market value upon their retirement, in lieu of the distribution of the Company's shares. The Trust may sell the Company's shares in order to make such cash payment.

In cases where Directors, etc. receive the distribution of the Company's shares during their tenure, the Directors, etc. shall, prior to the distribution of the Company's shares, enter into a transfer restriction agreement with the Company as set forth in 3. below. As a result, the Company's shares distributed to the Directors, etc. during their tenure shall be subject to restrictions on disposition, including transfer, until the retirement of the said Directors, etc.

In addition, even if points have been granted to a Director, etc., such Director, etc. shall not be entitled to receive the distribution if he or she has been dismissed by a resolution of a General Meeting of Shareholders or a meeting of the Board of Directors, has retired due to certain misconduct during his or her tenure, or has engaged in inappropriate conduct, etc. during his or her tenure that may cause damage to the Company.

(8) Exercise of voting rights

Voting rights attached to the Company's shares held in the Trust account shall not be exercised in any case, in accordance with instructions from the trust administrator. By adopting such method, the Company intends to ensure neutrality in the exercise of such voting rights with respect to the Company's management.

(9) Treatment of dividends

Dividends on the Company's shares held in the Trust account shall be received by the Trust and applied to the acquisition cost of the Company's shares, the trust fees of the trustee in relation to the Trust, and other fees. In the event of the termination of the Trust, any dividends and other amounts remaining in the Trust shall be distributed to the Directors, etc. who are in office at that time, proportionally according to the number of points held by each of them.

(10) Treatment upon termination of the Trust

The Trust shall be terminated upon the delisting of the Company's shares, the abolition of the Officer Stock Distribution Rules, or other similar events.

Upon the termination of the Trust, the Company intends to acquire all of the Company's shares among the residual assets of the Trust without consideration and cancel them by a resolution of the Board of Directors. As for the cash among the residual assets of the Trust, the remaining amount after deducting the cash to be distributed to the Directors, etc. pursuant to (9) above shall be delivered to the Company.

3. Overview of the transfer restriction agreement relating to the Company's shares to be distributed to the Directors, etc.

In cases where Directors, etc. receive the distribution of the Company's shares during their tenure, the Directors, etc. shall, prior to the distribution of the Company's shares, enter into a transfer restriction agreement with the Company (hereinafter referred to as the "Transfer Restriction Agreement") that includes the contents

as outlined below (The Directors, etc. shall receive the distribution of the Company's shares on the condition that they enter into the Transfer Restriction Agreement.). However, if the Directors, etc. have already retired at the time of the distribution of the shares or in similar circumstances, the Company's shares may be distributed without entering into the Transfer Restriction Agreement.

(1) Details of transfer restrictions

The Directors, etc. shall not transfer, create a security interest over, or otherwise dispose of the Company's shares distributed to them during the period from the date on which they receive the distribution of the Company's shares to the date on which they retire from all positions as Directors, etc. of the Company (or, if they retire between the last day of a fiscal year and the day preceding the Annual General Meeting of Shareholders, the date of the Annual General Meeting of Shareholders immediately following the date of their retirement) (hereinafter referred to as the "Transfer Restriction Period").

(2) Acquisition without consideration by the Company

In cases where certain misconduct occurs, the requirements for the lifting of transfer restrictions set forth in (3) below are not satisfied, or other similar events occur, the Company shall acquire such shares without consideration.

(3) Lifting of transfer restrictions

In cases where the Directors, etc. retire from all positions as Directors, etc. of the Company for legitimate reasons or due to death, the transfer restrictions shall be lifted upon the expiration of the Transfer Restriction Period.

(4) Treatment in the event of corporate reorganization, etc.

In cases where, during the Transfer Restriction Period, a merger agreement under which the Company becomes a dissolving company or matters relating to other corporate reorganization, etc. are approved at a General Meeting of Shareholders of the Company or otherwise, the transfer restrictions shall be lifted, by a resolution of the Board of Directors of the Company, effective immediately before the business day preceding the effective date of such corporate reorganization, etc.

The Company's shares subject to the transfer restrictions under the Transfer Restriction Agreement are expected to be managed in a dedicated account opened by the relevant Directors, etc. at a securities company designated by the Company during the Transfer Restriction Period, so that the relevant Directors, etc. cannot transfer, create a security interest over, or otherwise dispose of such shares during the Transfer Restriction Period.

In addition to the foregoing, the Transfer Restriction Agreement shall also include the following: the method of expression of intent and notification under the Transfer Restriction Agreement, the method of amendment of the Transfer Restriction Agreement, and other matters to be determined by the Board of Directors.

[Overview of the Trust]

- (1) Name: Board Benefit Trust-Restricted Stock (BBT-RS)
- (2) Trustor: The Company
- (3) Trustee: Mizuho Trust & Banking Co., Ltd. (Re-trustee: Custody Bank of Japan, Ltd.)
- (4) Beneficiary: Directors, etc. who satisfy the beneficiary requirements set forth in the Officer Stock Distribution Rules
- (5) Trust administrator: A third party with no conflict of interest with the Company
- (6) Type of trust: A trust of money other than a monetary trust (trust for the benefit of a third party)
- (7) Date of conclusion of the trust agreement: August 21, 2019
- (8) Date of entrustment of money: August 21, 2019
- (9) Trust period: From August 21, 2019 until the termination of the Trust
(No specific termination date is set, and the Trust shall continue as long as the Plan continues.)