



[Translation<sup>1</sup>]

July 4, 2025

To whom it may concern:

Name of Company: Makino Milling Machine Co., Ltd.

Name of Representative: President, Director

Shotaro Miyazaki

(Securities Code: 6135 (the Prime Market of the Tokyo Stock Exchange, Inc.))

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### Notice Regarding Disposal of Treasury Shares as Restricted Stock for Directors

We hereby announce that, at the board of directors meeting of Makino Milling Machine Co., Ltd. (the “Company”) convened today, the Company resolved to dispose of treasury shares as restricted stock (the “Disposal of Treasury Shares”) as outlined below.

#### 1. Overview of the Disposal

(1) Date of disposal	August 1, 2025
(2) Class and number of shares to be disposed of	3,710 shares of the Company’s common stock
(3) Disposal price	11,430 yen per share
(4) Total value of disposal	42,405,300 yen
(5) Planned allottees	Five (5) directors of the Company: 3,710 shares
(6) Other	No written notice of securities or extraordinary report under the Financial Instruments and Exchange Act has been filed, because (i) the Disposal of Treasury Shares includes the condition that the directors who are allottees will be prohibited from transferring the shares until the Company files the semiannual securities report for the fiscal year to which includes the date on which the allottees will receive the shares, and (ii) the total value of disposal is less than 100 million yen.

<sup>1</sup> This document has been translated from the Japanese original for reference purposes. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

## 2. Purpose and Reason for the Disposal

At the board of directors meeting held on May 16, 2022, a resolution was passed regarding the introduction of a restricted stock remuneration plan (the “Plan”) for the directors of the Company, including future appointed directors (excluding outside directors, the “Eligible Directors”), in order to provide them with incentives to sustainably increase the Company group’s corporate value, as well as to further promote shared interests between directors and shareholders. At the 83rd Ordinary General Shareholders Meeting held on June 23, 2022, it was approved that, (i) in accordance with the Plan, the Company may grant monetary remuneration claims of no more than 95 million yen per year to the Eligible Directors as property contributed in kind, within the scope of the current monetary remuneration limitations of the directors, (ii) the total number of shares of the Company’s common stock to be issued or disposed of under the Plan shall be up to 38,000 shares per year and (iii) the transfer restriction period shall commence on the date when restricted stock is granted and continue until the date when the Eligible Director retires or resigns from their position as a director and all other position(s) specified by the board of directors.

The overview of the Plan is as follows.

### <Overview of the Plan>

Under the Plan, the Eligible Directors will pay in as property contributed in kind all of the monetary remuneration claims provided by the Company and will receive the issuance or disposal of common stock of the Company.

The total number of shares of common stock of the Company to be issued or disposed of under the Plan shall not exceed 38,000 shares per year, and the amount to be paid per share of the Company common stock will be decided by the board of directors based on the closing price of the Company’s common stock on the Tokyo Stock Exchange on the business day preceding the date of the resolution of the board of directors (or if there is no transaction concluded on said date, the closing price of the most recent trading day preceding said date), provided that such amount shall not be excessively favorable for the Eligible Directors.

When the Company issues or disposes of common stock under the Plan, the Company and the Eligible Directors shall conclude a restricted stock allocation agreement, which shall include the following terms:

- (i) an Eligible Director shall not transfer, create a security interest on, or otherwise dispose of the Company’s common stock allotted under the allocation agreement during a predetermined period; and
- (ii) if certain specified events occur, the Company shall acquire the allotted shares without consideration.

At the board of directors meeting held today, the Company passed a resolution to grant monetary

remuneration claims in a total amount of 42,405,300 yen and consequently 3,710 shares of the Company's common stock (the "Allotted Stock") in exchange for in-kind contribution of the monetary remuneration claims (the amount thereof to be contributed is 11,430 yen per share) to five (5) Eligible Directors taking into consideration the purpose of the Plan, the business performance of the Company, the scope of the work responsibility of each Eligible Director and other circumstances.

#### <Overview of the Allocation Agreement>

The Company and the Eligible Directors will individually conclude a restricted stock allocation agreement (the "Allocation Agreement"), the overview of which is as follows.

##### (1) Restriction period

An Eligible Director shall not transfer, create a security interest on, or otherwise dispose of the Allotted Stock during a period from August 1, 2025 (the "Date of disposal") until the date when the Eligible Director retires or resigns as the Company's director.

##### (2) Conditions for lifting the transfer restriction

The Company shall lift the transfer restrictions on all of the Allotted Stock at the expiration of the restriction period on the condition that the Eligible Director has continuously served as a director of the Company (the "Position") during the period from August 1, 2025 (the Date of disposal) to July 1, 2026 (the "Period of Services, etc." and the period from the Date of disposal to the conclusion of the Ordinary General Meeting of Shareholders for the fiscal year ending March 31, 2026 is deemed as the period of services). However, if the Eligible Director retires or resigns from the Position during the Period of Service, etc., the Company shall lift, at the expiration of the restriction period, the transfer restrictions on the number of shares of Allotted Stock obtained by multiplying the number obtained by dividing the number of months from June 2025 to the month including the date of retirement or resignation by twelve (12) (if this number exceeds one (1), then this number shall be deemed to be one (1)), by the number of shares of Allotted Stock (if any fraction less than one (1) share arises as a result of the calculation, such fraction shall be rounded down).

##### (3) Acquisition of the Allotted Stock by the Company without consideration

Upon expiration of the transfer restriction period or at such other time specified in the Allotment Agreement, the Company shall acquire, without payment of consideration, the Allotted Stock for which the transfer restrictions have not been lifted.

##### (4) Management of Allotted Stock

During the restriction period, the Allotted Stock will be managed in a dedicated restricted stock account opened by the Eligible Director with Daiwa Securities Co. Ltd. so that the Eligible Director cannot transfer, create a security interest on, or otherwise dispose of the Allotted Stock during the

restriction period.

(5) Measures to be taken upon restructuring, etc.

If a merger agreement under which the Company is the disappearing company, a share exchange agreement or stock transfer plan under which the Company becomes a wholly-owned subsidiary, or other event involving organizational restructuring, etc. is approved at the Company's General Meeting of Shareholders (or at the Company's board of directors meeting in the case where approval of the General Meeting of Shareholders is not required for the said organizational restructuring, etc.) during the transfer restriction period, the transfer restrictions shall be lifted, immediately before the business day prior to the effective date of the said organizational restructuring, etc., by resolution of the Company's board of directors, under the following conditions: (i) with respect to the Eligible Director who retires or resigns from the Position due to such corporate reorganization, the restrictions shall be lifted for the number of the Allotted Stock calculated by multiplying the total number of the Allotted Stocks by the number of months from June 2025 through the month including the effective date of the said organizational restructuring, etc., divided by twelve (12) (provided that if the resulting number exceeds one (1), it shall be deemed to be one (1)), with any fractional shares resulting from the calculation rounded down; or (ii) with respect to the Eligible Director who does not retire or resigns from the Position due to such corporate reorganization, or is appointed as a director of the surviving company in an absorption-type merger in which the Company is the absorbed entity and the loss of the Position and such appointment occur simultaneously, the restrictions shall be lifted for all of the Allotted Shares.

3. Basis of calculation of paid-in amount and specific details thereof

The Disposal of Treasury Shares will be carried out with the monetary remuneration claims paid to the allottees based on the Plan as the contributed assets. The amount to be paid per share is 11,430 yen, which is the closing price of the Company's common stock on the Tokyo Stock Exchange on July 3, 2025 (the business day immediately prior to the date of the resolution of the board of directors), in order to adopt a price that is not arbitrary. This price is the market value immediately prior to the date of the resolution of the board of directors, is a reasonable price that properly reflects the Company's corporate value in a state where there are no special circumstances under which the most recent stock price should not be relied upon, and is not especially favorable to the Eligible Directors.

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