

[NOTICE: This Notice is a translation of the Japanese original for reference purpose only, and in the event of any discrepancy, the Japanese original shall prevail.]



March 31, 2025

To whom it may concern,

Company Name: HORIBA, Ltd.  
Representative: Masayuki Adachi,  
President  
(Securities code: 6856, Prime of Tokyo Stock Exchange)  
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Manager of Administration  
Department  
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As a post-vesting restricted stock unit (RSU) grant system  
Notice regarding disposal of treasury stock

We would like to announce that at the Board of Directors meeting held on March 29, 2025 (hereinafter referred to as the "Board of Directors"), the Company resolved to dispose of treasury stock (hereinafter referred to as the "Treasury Stock Disposal") as part of a post-grant restricted stock unit grant plan (hereinafter referred to as the "Plan") for the Company's directors (excluding non-executive directors), corporate officers (executive officers) and corporate officers (executive officers) of the Company's domestic subsidiaries, as detailed below.

Notes

1. Summary of the Disposal

(1) Date of disposal	May 29, 2025
(2) Type and number of shares to be disposed of	14,221 common shares of the Company
(3) Disposal price	10,230JPY per share
(4) Total amount disposed of	145,480,830JPY
(5) Recipients of the transfer, their numbers and number of shares	Our Directors (*): 1 person 8,648 shares Our four corporate officers (executive officers): 4 persons 4,027 shares Corporate officers (executive officers) of domestic subsidiaries of the Company: 2 persons 1,546 shares *Excluding non-executive directors.
(6) Other	This disposal of treasury stock to grantees who are in Japan at the time of this Board of Directors, securities notifications have been submitted.

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## 2. Purpose and reasons for the disposition

At the Board of Directors meeting held on February 14, 2022, the Company introduced the Plan to provide an incentive for sustainable improvement of the medium- to long-term corporate value of the Company and its subsidiaries (collectively, the "Company Group") by issuing the Company's common shares (hereinafter referred to as "Company Shares") to the Company's directors (excluding non-executive directors), corporate officers (executive officers), and corporate officers (executive officers) of the Company's domestic subsidiaries (hereinafter referred to as the "Eligible Persons for the Plan"), as well as to further share value with shareholders.

The Disposal of Treasury Stock will involve the allotment of Company shares to the persons eligible for the Scheme pursuant to the Scheme through the disposal of treasury stock. The outline of the Scheme is as follows:

### <Overview of this system>

#### (1) How this system works

The Company will grant the Eligible Parties rights to receive the Company's shares ("RSUs") to deliver the Company's shares after the completion of the applicable service period. The Eligible Parties will receive a predetermined number of the Company's shares after the completion of each service period, provided that the Eligible Parties hold the position of director or corporate officer of the Company's group for a three-year service period ("Service Period") as determined by the Company's Board of Directors.

When granting RSUs, the Company will determine the number of Company shares to be delivered to each Eligible Person (the "Base Number of Delivered Shares") based on the purpose of the Plan, the Eligible Person's position, and other factors.

After the service period ends, the Company will hold a board of directors' resolution to decide on the issuance of new shares or the disposal of treasury stock (hereinafter referred to as the "Board of Directors Resolution to Issue"), and based on that board of directors' resolution, the Company will issue new shares or dispose of treasury stock by having all monetary claims provided by the Company or its subsidiaries contributed in kind to the Company's final number of shares to be issued (hereinafter referred to as the "Final Number of Shares to be Issued"), which is calculated by multiplying the base number of shares to be issued by the Directors by the term of office ratio during the service period.

#### (2) If an Eligible Person resigns from his/her position for a valid reason

When an Eligible Person resigns from his/her position as a director or corporate officer of the Group for a valid reason (excluding death), he/she will have the right to be delivered the final number of Company shares in proportion to the term of office during the relevant service period. However, if an Eligible Person dies before receiving the issuance of the Company's shares under the Scheme, the Group will pay to the successor determined by the Company's Board of

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Directors an amount of money calculated by multiplying the final number of shares to be delivered by the market value of the Company's shares as determined by the Company's Board of Directors.

(3) Reasons for loss of right to receive shares or money under the Plan

If an Eligible Person in the Scheme commits certain violations or resigns for certain reasons as determined by the Company's Board of Directors, he/she will lose the right to receive the shares or money issued under the Scheme.

(4) Adjustments through share consolidation, division, etc.

If the total number of issued shares of the Company increases or decreases due to a share consolidation or share split (including a free allotment of shares; the same applies below) prior to the issuance of shares or payment of money under the Plan, the number of shares for the calculation of the Plan will be adjusted by multiplying it by the consolidation or split ratio.

3. Basis for calculation of payment amount and its specific details

The Disposal of Treasury Stock will be made using the monetary claims provided to the Eligible Persons as contributed assets, and the payment amount will be set at 10,230 yen, which is the closing price of the Company's common stock on the Tokyo Stock Exchange on March 28, 2025 (the business day before the date of the Board of Directors' resolution), in order to eliminate arbitrariness. This is the market share price immediately before the date of the Board of Directors' resolution, and in the absence of any special circumstances that prevent reliance on the most recent share price, we believe that this is a reasonable price that reflects the Company's corporate value and is not particularly advantageous to the Eligible Directors and Eligible Executive Officers, etc.

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