



August 27, 2024

Company name: **Makita Corporation**
Representative: Munetoshi Goto, President, Representative Director
Stock ticker code: 6586

Notice Concerning Disposal of Treasury Stock as Restricted Shares for Employees

Makita Corporation (hereinafter referred to as the “Company”) is pleased to announce that the Company has resolved at a meeting of the Board of Directors held today to execute the disposal of treasury stock as Restricted Shares (hereinafter referred to as the “Disposal of Treasury Stock”) as follows:

1. Outline of Disposal

(1) Payment date	September 27, 2024
(2) Type and number of shares to be disposed of	5,379 shares of the Company’s common stock
(3) Disposal value	4,756 yen per share
(4) Total disposal value	25,582,524 yen
(5) Planned allottees	Employees in management position in the Company and the Company’s subsidiary: 28 person, 5,379 shares

2. Purpose and Reason of Disposal

In order to further share the value of the Company with shareholders, in addition to providing incentives to sustainably increase the corporate value of the Company’s Group, the Company has resolved to provide monetary compensation receivables in total amount of 25,582,524 yen and then, to grant 5,379 shares of the Company’s common stock (hereinafter referred to as the “Allotment Shares”) as the Disposal of Treasury Stock, to 28 employees in management position in the Company and the Company’s subsidiary who meet specified criteria (hereinafter collectively referred to as the “Eligible Employee(s)”). In order to encourage continuous service over the medium to long term, the Company has decided to place transfer restrictions on the Allotment Shares for the period up to the time when the Eligible Employees retire from the Company or its subsidiaries.

The Eligible Employees shall contribute all monetary compensation receivables provided as property of contribution in kind and shall subscribe for the common stocks that the Company allocates through the Disposal of Treasury Stock. In addition, in connection with the Disposal of Treasury Stock, the Company shall enter into a restricted share allotment agreement with the Eligible Employee, which will include, in summary, the following details.

The Allotment Shares shall be allotted only to the Eligible Employees who wish to subscribe.

<Overview of Restricted Share Allotment Agreement>

(1) Transfer Restriction Period

The Eligible Employees shall not transfer, mortgage or otherwise dispose of the Allotment Shares during the period from the Payment Date, to the time when the Eligible Employees retire from the Company or its subsidiary or the time when three months have elapsed after the end of the business year containing the Payment Date (except in the case of death or any other reasons deemed justifiable by the Company), whichever is later.

(2) Removal Conditions of Transfer Restrictions

The Company shall remove the transfer restrictions on all the Allotment Shares upon expiration of the transfer restriction period, on the condition that the Eligible Employee continues to be an employee of the Company or its subsidiary during the period from October 1, 2024, to March 31, 2025 (hereinafter referred to as the “Service Period”). Provided, however, that in the event that the Eligible Employee loses his/her position as an employee of the Company or



its subsidiary due to death or for any other reason deemed justifiable by the Company during the Service Period, the transfer restrictions on all Allotment Shares shall be removed at the time of such loss.

(3) Gratis Acquisition of Shares by the Company

The Company shall rightly acquire the Allotment Shares without compensation for which the transfer restrictions have not been removed, upon expiration of the transfer restriction period.

(4) Administration of Shares

The Allotment Shares shall be managed in the exclusive account for restricted shares opened by the Eligible Employees at Daiwa Securities Co. Ltd., during the transfer restriction period, in order to prevent the transfer, establishment of security interest, or any other disposal during the transfer restriction period.

(5) Treatment upon Organizational Restructuring

During the transfer restriction period, if an agenda item regarding a merger agreement under which the Company becomes a disappearing company, or a share exchange agreement or a share transfer plan under which the Company becomes a wholly-owned subsidiary, or any other organizational restructuring is approved at a General Meeting of Shareholders of the Company (or, if approval at a General Meeting of Shareholders of the Company is not required regarding the above-mentioned organizational restructuring, then approval of the Board of Directors of the Company), the transfer restrictions on all Allotment Shares shall be removed immediately prior to the business day immediately preceding the effective day of the organizational restructuring, by a resolution of the Board of Directors.

3. Basis for Calculating Amount to be Paid in and Specific Details Thereof

Since the Disposal of Treasury Stock is effected by contributing monetary compensation receivables paid to the allottees as property contributed in kind, and in order to eliminate arbitrariness in determining the amount to be paid in, the amount to be paid in shall be set at 4,756 yen, which is the closing price of the common stock of the Company on the Tokyo Stock Exchange on August 26, 2024 (the business day immediately preceding the date of the resolution of the Board of Directors of the Company). Because this is the market price on the day immediately preceding the date of the resolution of the Board of Director of the Company, the Company believes that, in the absence of special circumstances indicating that the Company is unable to rely on the latest share price, the market price is reasonable and appropriately reflecting the Company's corporate value and does not fall under the price that is particularly favorable to the Eligible Employees.