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May 19, 2025

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## Notice Concerning Disposal of Treasury Stock as Restricted Stock Compensation

AISIN CORPORATION (hereinafter the “Company”) announces that the Board of Directors has decided to dispose treasury stock (hereinafter referred to as the "disposal of treasury stock" or “disposal”) by the board of directors’ meeting held on May 19, 2025. The details are as follows.

### 1. Outline of Disposal

(1) Disposal date	June 18, 2025
(2) Class and number of shares to be disposed	230,349 shares of common stock of the Company
(3) Disposal price	1,821.5 yen per share
(4) Total value of shares to be disposed	419,580,699 yen
(5) Allottees and number thereof, number of shares to be disposed	4 Directors (excluding outside directors): 96,622 shares 8 Senior Executive Officers who don’t serve as directors: 79,491 shares 14 Executive Officers: 54,236 shares
(6) Others	The Company has submitted an extraordinary report regarding the Disposal of Treasury Stock pursuant to the Financial Instruments and Exchange Act.

### 2. Purpose and reasons for disposal

At the Board of Directors meeting held on May 24, 2019, the Company has resolved to introduce a stock-based compensation plan (hereinafter referred to as the "Plan") as a new compensation system for our directors (excluding outside directors; hereinafter referred to as "Eligible Directors") with the aim of promoting value sharing further with our shareholders, and at the 96th Ordinary General Meeting of Shareholders held on June 18, 2019, under the plan, the Company has received approval to pay monetary claims of up to 100 million yen per year to Eligible Directors, issue or dispose of up to 75,000 shares\* of the Company common stock per year, and set a period of restriction on the transfer of Restricted Stock for a period for 30 years, as monetary compensation (hereinafter referred to as "Restricted Stock Compensation") for the acquisition of Restricted Stock. In addition, at the 101st Ordinary General Meeting of Shareholders held on June 19, 2024, the Company has resolved to revise monetary claims to up to 500 million yen per year to Eligible Directors, and to revise the total number of shares of the company common stock to be issued or disposed to Eligible Directors to up to 1,500,000\* shares per year.

\*The number of shares is indicated after the stock split on October 1, 2024.

In addition, at the Board of Directors meeting held on March 27, 2024, and March 26, 2025, the Company has

resolved to introduce the plan for Senior Executive Officers who don't serve as directors (hereinafter referred to as "Eligible Senior Executive Officers"), and also introduce the plan for Executive Officers (hereinafter referred to as "Eligible Senior Executive Officers, etc." together with Eligible Senior Executive Officers, and as "Eligible Directors, etc." together with Eligible Directors).

#### [Outline of the Plan]

The Eligible Directors, etc. will pay in all of the monetary claims provided by the Company under this Plan as assets contributed in kind, and will receive the issuance or disposition of the Company's common stock. The amount to be paid per share shall be determined by the Board of Directors to the extent that the amount is not particularly advantageous to the eligible directors, etc., who subscribe for the common stock and to be based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day preceding the date of each Board of Directors resolution (or, if no transaction has been conducted on the same day, the closing price on the most recent trading day preceding the transaction).

In addition, when issuing or disposing of the Company's common stock under this system, the Company and the Eligible Directors, etc., shall enter into a restricted stock allotment agreement, which includes the Eligible Directors, etc. are prohibited from transferring to a third party, the creation of a security interest, or any other disposition of the Company's common stock that has been allocated under the restricted stock allotment agreement during a certain period.

This time, after deliberation at the Officer Nomination and Compensation Meeting, we have decided to grant a total of 419,580,699 yen in monetary claims (hereinafter referred to as the "Monetary Claims") and 230,349 shares of common stock with taking into account the purpose of this system, the company's business conditions, the scope of each duty of the Eligible Directors, etc. and various other circumstances. Additionally, in order to achieve the purpose of introducing this system, which is to share shareholder value over the medium to long term, the transfer restriction period is set at 30 years.

Under the Disposal of Treasury Stock, the 26 Eligible Directors, etc. to whom the allotment is scheduled will pay all of the Monetary Claims against the Company as assets contributed in kind, and will receive disposal of the Company's common stock (hereinafter referred to as the "Allotted Shares"). A summary of the restricted stock allotment agreement (hereinafter referred to as the "Allotment Agreement") to be concluded between the Company and the Eligible Directors, etc. in this treasury stock disposal is set out in 3. below.

### **3. Overview of Allotment Agreement**

#### (1) Transfer restriction period

From June 18, 2025 to June 17, 2055

#### (2) Conditions for canceling transfer restrictions

Eligible Directors :

Provided that the Eligible Directors continued to hold the position of a director during the transfer restriction period, the transfer restrictions for all of the allotted shares will be lifted at the expiration of transfer restriction period.

Eligible Senior Executive Officers, etc. :

Provided that the Eligible Senior Executive Officers, etc. continued to hold the position of either a Director, a Senior Executive Officer who does not concurrently serve as a director of the Company, or an Executive Director during the transfer restriction period, the transfer restrictions for all of the allotted shares will be lifted at the expiration of transfer restriction period.

#### (3) Treatment in cases where Recipients retire from their position due to expiration of the term of office, reaching retirement age, or other due cause

##### (i) Timing of cancellation of transfer restrictions

Eligible Directors :

If an Eligible Director resigns or retires from position as a director of the Company due to expiration of term of office, retirement age, or other justifiable reason (including retirement due to death; the same shall apply hereinafter), transfer restrictions will be lifted immediately after the resignation or

retirement of the person.

Eligible Senior Executive Officers, etc. :

If an Eligible Senior Executive Officer, etc. resigns or retires from any position as a Director of the Company, a Senior Executive Officer who does not concurrently serve as a director of the company, or an Executive Officer due to expiration of term of office, retirement age, or other justifiable reason (including retirement due to death; the same shall apply hereinafter), transfer restrictions will be lifted immediately after the resignation or retirement of the person.

(ii) Number of shares subject to release

The number of the Allocated Shares held at the time of retirement or resignation as defined in (i).

(4) Free acquisition by the Company

The Company will naturally acquire the Allotted Shares for which the transfer restrictions are not lifted at the expiration of the transfer restriction period or at the time the transfer restrictions are lifted as specified in (3) above, free of charge.

(5) Stock management

During the transfer restriction period, the Allotted shares will be managed in a dedicated account opened by the Eligible Directors, etc. at Nomura Securities Co., Ltd., so that they cannot be transferred, set up a security interest, or otherwise disposed of during the transfer restriction period. In order to ensure the effectiveness of transfer restrictions, etc. related to the Allotted Shares, the Company has entered into an agreement with Nomura Securities Co., Ltd. regarding the management of accounts for the Allotted Shares held by each Eligible Director, etc. In addition, the Eligible Directors, etc. shall agree to the details of the management of the relevant account.

(6) Handling in organizational reorganization, etc.

During the transfer restriction period, if matters related to a merger agreement in which the Company becomes a dissolved company, a stock exchange agreement in which the Company becomes a wholly owned subsidiary, a stock transfer plan, and other organizational restructuring, etc. are approved by the General Meeting of Shareholders (or the Board of the Directors meeting if the approval is not required in the General Meeting of Shareholders), the transfer restriction of Allotted Shares held at that time will be lifted immediately before the business day preceding the effective date of such organizational restructuring by a resolution of the Board of Directors. Additionally, immediately after the Transfer Restrictions are lifted, the Company will naturally acquire all of the Allotted Shares for which the transfer restrictions have not been lifted, free of charge.

**4. Basis for calculating the payment amount and its specific details**

This disposal of treasury stock to the scheduled allottee will be carried out using the Monetary claims provided as Restricted Stock Compensation for the Company's 102nd fiscal year under this system as capital assets. Regarding the disposal price, in order to eliminate arbitrariness, the closing price of the Company's common stock on the Tokyo Stock Exchange on May 16, 2025 (the business day before the date of the Board of Directors' resolution) was determined as 1,821.5 yen. This is the market share price immediately before the date of the Board of Directors' resolution, and the Company believe that this is a reasonable price and does not constitute a particularly advantageous price.