



会社名 レオン自動車株式会社
代表者名 代表取締役社長 小林 幹央
(コード番号：6272 東証プライム市場)
問合せ先 常務執行役員 管理本部長
福田 忠男
(TEL. 028-665-1111)

また、2023年6月27日開催の第61期定時株主総会において、①本制度に基づき、取締役に対して譲渡制限付株式の付与のための報酬を支給することとし、その譲渡制限期間は、当該株式の交付日から当該取締役が当社の取締役その他当社取締役会で定める地位を退任又は退職する日までの期間とすること、②譲渡制限付株式の付与は、取締役に対して支給された金銭報酬債権の全部の現物出資と引換えに当社の普通株式の発行又は処分を行う方法にて行うこと、③本制度により発行又は処分される当社の普通株式の総数は年間100,000株以内とし、その金額は既存の金銭報酬枠とは別枠で年額60,000千円以内とすること等につきご承認をいただいております。

また、当社は、当社の企業価値の持続的な向上を図るインセンティブを与えるとともに、株主の皆様との一層の価値共有を進めることを目的として、当社の執行役員にも譲渡制限付株式を付与することといたしました。

今般、当社は、本日開催の取締役会において、当社の取締役4名及び執行役員6名（以下、あわせて「対象役員」といいます。）に対し、本制度の目的、各対象役員の職責の範囲その他諸般の事情を勘案し、金銭報酬債権合計14,446,350円を支給し、それを現物出資させて、譲渡制限付株式として、当社の普通株式11,745株を処分することを決議いたしました。

<譲渡制限付株式割当契約の概要>

本自己株式処分に伴い、当社と対象役員は個別に譲渡制限付株式割当契約（以下「本割当契約」といいます。）を締結いたしますが、その概要は以下のとおりです。

（１）譲渡制限期間

対象役員は、2025年8月7日（払込期日）から取締役、執行役員又は従業員のいずれも退任（ただし、退任と同時にかかる地位のいずれかに就任又は再任する場合を除く。以下同じ。）する日までの間、本割当契約に基づき割当てを受けた当社の普通株式（以下「本割当株式」という。）について、譲渡、担保権の設定その他の処分をしてはならない。

（２）譲渡制限の解除条件

対象役員が、当社の取締役である場合には払込期日の直前の当社定時株主総会の日から翌年に開催される当社定時株主総会の日までの期間、当社の執行役員である場合には払込期日の直前の4月1日から翌年の3月31日までの期間（以下「本役務提供期間」と総称する。）の間、継続して、当社の取締役、執行役員又は従業員の地位にあったことを条件として、譲渡制限期間の満了時において、本割当株式の全部につき、譲渡制限を解除する。ただし、対象役員が本役務提供期間において、死亡その他当社の取締役会が正当と認める理由により当社の取締役、執行役員又は従業員のいずれも退任した場合、当該退任日の翌日において、本役務提供期間開始日を含む月の翌月（対象役員が当社の執行役員である場合には本役務提供期間開始日を含む月）から当該退任日を含む月までの月数を12で除した数に、本割当株式の数を乗じた数（ただし、計算の結果、1株未満の端数が生ずる場合には、これを切り捨てる。）の本割当株式につき、譲渡制限を解除する。

（３）当社による無償取得

当社は、譲渡制限期間の満了時において、譲渡制限が解除されていない本割当株式を当然に無償で取得する。

（４）株式の管理

本割当株式は、譲渡制限期間中の譲渡、担保権の設定その他の処分をすることができないよう、譲渡制限期間中は、対象役員が大和証券株式会社に開設した譲渡制限付株式の専用口座において管理される。

（５）組織再編等における取扱い

譲渡制限期間中に、当社が消滅会社となる合併契約、当社が完全子会社となる株式交換契約又

は株式移転計画その他の組織再編等に関する事項が当社の株主総会（ただし、当該組織再編等に関して当社の株主総会による承認を要しない場合においては、当社の取締役会）で承認された場合には、当社の取締役会の決議により、本役務提供期間開始日を含む月の翌月（対象役員が当社の執行役員である場合には本役務提供期間開始日を含む月）から組織再編等承認日を含む月までの月数を12で除した数（ただし、計算の結果、1を超える場合には1とする。）に、当該時点において保有する本割当株式数を乗じた数（ただし、計算の結果、1株未満の端数が生ずる場合には、これを切り捨てる。）の本割当株式につき、組織再編等効力発生日の前営業日の直前時をもって、これに係る譲渡制限を解除する。

3. 払込金額の算定根拠及びその具体的内容

本自己株式処分は、本制度に基づき割当予定先に支給された金銭報酬債権を出資財産として行われるものであり、その払込金額は、恣意性を排除した価額とするため、2025年7月10日（取締役会決議日の前営業日）の東京証券取引所における当社の普通株式の終値である1,230円としております。これは、取締役会決議日直前の市場株価であり、直近の株価に依拠できないことを示す特段の事情のない状況においては、当社の企業価値を適切に反映した合理的なものであって、対象役員にとって特に有利な価額には該当しないと考えております。

以 上



July 11, 2025

Company name: RHEON AUTOMATIC MACHINERY CO., LTD.
 Representative: Mikio Kobayashi, President & C.E.O.
 (Securities Code: 6272;
 Tokyo Stock Exchange Prime Market)
 Inquiries: Tadao Fukuda, Managing Operating Officer
 (Telephone: +81-28-665-1111)

Notice Concerning Disposal of Treasury Shares as Restricted Stock-Based Remuneration

RHEON AUTOMATIC MACHINERY CO., LTD. (the “Company”) hereby announces that it has resolved, at a meeting of the Board of Directors held today, to dispose of treasury shares as restricted stock-based remuneration (hereinafter referred to as the “Disposal of Treasury Shares”). The details are as described below.

1. Overview of disposal

(1) Date of payment	August 7, 2025
(2) Class and number of shares subject to disposal	11,745 shares of common stock of the Company
(3) Disposal price	1,230 yen per share
(4) Total disposal amount	14,446,350 yen
(5) Scheduled allottees	10,237 shares for four Board Members* 1,508 shares for six Operating Officers *Excluding Outside Board Members

2. Purpose and reason for disposal

At a meeting of the Board of Directors held on May 22, 2023, the Company resolved to introduce a restricted stock-based remuneration plan (hereinafter referred to as the “Plan”) as a new remuneration plan for Board Members of the Company (excluding Outside Board Members; The same shall apply hereinafter) for the purpose of providing them with incentives to aim for sustainable growth of the Company’s corporate value and further promoting sharing of value with shareholders.

In addition, at the 61st Annual General Meeting of Shareholders held on June 27, 2023, the following matters were approved: (i) based on the Plan, remuneration to grant restricted stock shall be paid to Board Members, and its transfer restriction period shall be from the date of delivery of relevant shares to the date on which a Board Member retires or resigns from the position as Board Member of the Company or other positions designated by the Board of Directors of the Company; (ii) granting of restricted stock shall be made by the method, where the Board Members shall deliver all monetary remuneration receivables that have been paid as property contributed in kind, and in return, the Company shall issue or dispose of common stock of the Company; (iii) the total annual number of shares in common stock issued or disposed of by the Company under the Plan shall be up to 100 thousand shares, and the amount shall be up to 60 million yen annually, separately from the existing monetary remuneration amount; and other related matters.

Furthermore, the Company has determined to grant restricted stock to Operating Officers of the Company as well, for the purpose of providing them with incentives to aim for sustainable growth of the Company's corporate value and further promoting sharing of value with shareholders.

At a meeting of the Board of Directors held today, the Company has resolved to pay the total of 14,446,350 yen of monetary remuneration receivables to four Board Members and six Operating Officers of the Company (hereinafter collectively referred to as the "Eligible Officers"), and dispose of 11,745 shares of common stock of the Company as restricted stock with Eligible Officers' delivering those monetary remuneration receivables as property contributed in kind, taking into account the purpose of the Plan, the scope of responsibility of each Eligible Officer, and other various circumstances.

<Overview of restricted stock allotment agreement>

Associated with the Disposal of Treasury Shares, the Company shall conclude a restricted stock allotment agreement (hereinafter referred to as the "Allotment Agreement") with each Eligible Officer. The overview of the Allotment Agreement is as described below.

(1) Transfer restriction period

The Eligible Officers shall not transfer, pledge as collateral, or otherwise dispose of their shares in common stock of the Company allotted to them under the Allotment Agreement (hereinafter referred to as the "Allotted Shares") during the period from August 7, 2025, the date of payment, to the date on which an Eligible Officer retires from all positions as Board Member, Operating Officer, and employee (provided, however, excluding the case, where the Eligible Officer assumes or reassumes any of such positions at the same time as the retirement; The same shall apply hereinafter).

(2) Conditions for removal of transfer restriction

The Company shall remove the transfer restriction for all the Allotted Shares of an Eligible Officer upon the expiration of the transfer restriction period, on the condition that the Eligible Officer has been in the positions as Board Member, Operating Officer, or employee of the Company on a continuous basis, in the case that the Eligible Officer is a Board Member of the Company, during the period from the date of the Annual General Meeting of Shareholders of the Company immediately before the date of payment to the date of the Annual General Meeting of Shareholders of the Company held in the following year, and, in the case that the Eligible Officer is an Operating Officer of the Company, during the period from April 1 that is immediately before the date of payment to March 31 in the following year (hereinafter collectively referred to as the "Service Period"). However, if, during the Service Period, the Eligible Officer retires from all positions as Board Member, Operating Officer, and employee of the Company due to death or any other reasons that the Board of Directors of the Company determines legitimate, the Company shall calculate the number of the Allotted Shares for which the transfer restriction shall be removed and remove the transfer restriction on those shares on the date following the date of the retirement. The number of such Allotted Shares shall be calculated by multiplying the number of months, divided by twelve, from the month following the month that includes the commencement date of the Service Period (the month that includes the commencement date of the Service Period in the case that the Eligible Officer is an Operating Officer of the Company)

to the month that includes the date of the retirement, by the number of the Allotted Shares (provided, however, that any fraction less than one share as a result of the calculation shall be rounded down).

(3) Acquisition without consideration by the Company

The Company shall automatically acquire without consideration the Allotted Shares for which the transfer restriction has not been removed as of the expiration of the transfer restriction period.

(4) Management of shares

During the transfer restriction period, the Allotted Shares shall be managed in dedicated accounts for restricted stock opened by the Eligible Officers at Daiwa Securities Co. Ltd. in order to ensure that the Eligible Officers neither transfer, pledge as collateral, nor otherwise dispose of the Allotted Shares during the transfer restriction period.

(5) Treatment in the case of the Company's organizational restructuring, etc.

If, during the transfer restriction period, a merger agreement based on which the Company becomes a disappearing company, a share exchange agreement based on which the Company becomes a wholly owned subsidiary, or any matter concerning organizational restructuring, etc., including a share transfer plan, is approved by the General Meeting of Shareholders of the Company (however, if approval of the General Meeting of Shareholders of the Company is not required for said organizational restructuring, etc., then, the Board of Directors of the Company), the Company shall calculate the number of the Allotted Shares for which the transfer restriction shall be removed and, by resolution of the Board of Directors of the Company, remove the transfer restriction on those shares immediately prior to the business day preceding the effective date of the organizational restructuring, etc. The number of such Allotted Shares shall be calculated by multiplying the number of months, divided by twelve, from the month following the month that includes the commencement date of the Service Period (the month that includes the commencement date of the Service Period in the case that the Eligible Officer is an Operating Officer of the Company) to the month that includes the date of the approval of organizational restructuring, etc. (provided, however, that any figure exceeding one as a result of the calculation shall be treated as one), by the number of the Allotted Shares held at that time (provided, however, that any fraction less than one share as a result of the calculation shall be rounded down).

3. Basis of calculation and specific details of the amount to be paid

The Disposal of Treasury Shares will be executed with monetary remuneration receivables that have been paid to the scheduled allottees as property contributed in kind based on the Plan. To eliminate any arbitrariness in the amount to be paid, the closing price of common stock of the Company on July 10, 2025 (the business day before the day of the resolution of the Board of Directors) at the Tokyo Stock Exchange of 1,230 yen is used as the amount to be paid. As this was the market share price immediately before the date of the resolution of the Board of Directors, and in the absence of special circumstances that would indicate that the most recent share price cannot be relied upon, the Company believes that the price is reasonable, appropriately reflecting the Company's corporate value, and not particularly favorable to the Eligible Officers.