



June 23, 2026

To All Stakeholders:

Company	USS Co., Ltd.
Representative	Yukihiro Ando Chairman and Representative Director
Stock Code	4732
Listings	Prime Market, Tokyo Stock Exchange Premier Market, Nagoya Stock Exchange
Contact	Takashi Kadomatsu General Manager, General Affairs Department, Supervisory Office (Tel +81-52-689-1129)

### **Disposal of Treasury Stock Using Third-party Allotment**

The Board of Directors of USS Co., Ltd. (“USS”) approved a resolution on June 23, 2026 to dispose of treasury stock (the “Disposal of Treasury Stock”) by using a third-party allotment as follows:

#### 1. Summary

- |  |   |
|--|---|
| (1) Date of disposal                             | July 23, 2026   |
| (2) Class and number of shares to be disposed of | 502,500 shares of USS common stock  |
| (3) Disposal price                               | 1,890.5 yen per share   |
| (4) Total disposal price                         | 949,976,250 yen   |
| (5) Recipients of disposed stock                 | The Nomura Trust and Banking Co., Ltd. (USS Employee Stock Ownership Plan Trust Account)  |
| (6) Other information                            | The Disposal of Treasury Stock will require the effectiveness of a securities registration statement in accordance with the Financial Instruments and Exchange Act. |

#### 2. Purpose of Disposal and Reason

Today, USS’s Board of Directors approved a resolution to reestablish a trust employee stock ownership incentive plan (E-Ship®) (the “Plan”). The purpose of the Plan is to build a sound base for sustained growth by providing an incentive for employees to contribute to the growth of corporate value over the medium to long term, increasing benefits for employees and increasing the motivation of employees by enabling them to benefit from the growth of equity as shareholders.

Information about the Plan is in a release dated today titled “USS to Reintroduce Trust Employee Stock Ownership Incentive Plan (E-Ship®).” The Disposal of Treasury Stock is to be made to the USS Employee Stock Ownership Plan Trust Account at Nomura Trust and Banking, which is established for reintroduction of the Plan.

To determine the number of shares of treasury stock to be disposed of, the planned annual monetary amount of treasury stock to be purchased is calculated by using actual purchases of USS stock by the USS employee stock ownership plan (the “ESOP”) (purchases of treasury stock, purchases for bonuses, and purchases using dividend reinvestments) converted to an annualized basis. Next, this annualized amount is used to determine planned purchases by the ESOP during the entire trust period, which is about two years and eleven months. This amount is then divided by the disposal price to obtain the number of shares.

Although the Disposal of Treasury Stock will result in dilution of existing shares, the treasury stock will be transferred from the USS Employee Stock Ownership Plan Trust Account, which is the recipient of stock disposed of through this third-party allotment, in small amounts every month. Consequently, the effect of the Disposal of Treasury Stock will be negligible, and the amount of dilution (rates are rounded to two decimal places), which is as follows, is believed to be reasonable.

Shares issued (March 31, 2026)	474,000,000 shares	0.11 %
Voting rights (March 31, 2026)	4,641,737	0.11 %

#### Profile of E-Ship Trust

Trustor:	USS Co., Ltd.
Trustee:	The Nomura Trust and Banking Co., Ltd.
Beneficiaries:	Individuals who meet the requirements to be beneficiaries (individuals must complete the designated procedure once confirmed as eligible to be beneficiaries)
Trust administrator:	Selected by employees of USS
Trust contract:	June 23, 2026
Trust period:	June 23, 2026 to May 2, 2029
Trust objectives:	The objectives are to provide a stable and consistent supply of stock to the ESOP and to distribute trust assets to qualified beneficiaries.
Voting rights:	The trustee will exercise the voting rights of USS stock in the trust in accordance with instructions of the trust administrator.

#### 3. Basis for Calculation of Disposal Price and Specific Items

The purpose of the Disposal of Treasury Stock is reestablishment of the Plan, which is an employee stock ownership plan. To determine the disposal price with no arbitrary aspects, the price is the closing price of USS stock on June 22, 2026 (the business day before the resolution of the Board of Directors to dispose of treasury stock) on the Tokyo Stock Exchange, which is 1,890.5 yen. USS believes that the market price on this day is a reasonable disposal price and

is not particularly advantageous to the recipients of disposed stock. The method for determining the disposal price complies with the “Guidelines for Capital Increase Using Third-party Allocations” of the Japan Securities Dealers Association. The differences between the disposal price and the average closing prices of USS stock on the Tokyo Stock Exchange are as follows, rounded to the second decimal place.

Period average closing price (fractions of yen omitted)	Difference
1,832 yen :One month (May 25-June 22, 2026)	3.19%
1,757 yen :Three months (March 23-June 22, 2026)	7.60%
1,762 yen :Six months (Dec. 23, 2025-June 22, 2026)	7.29%

All corporate auditors (including three outside auditors) of USS have stated the opinion that the judgment of USS that the disposal price is not particularly advantageous for the recipients of disposed stock and that the process used to determine this price is reasonable are both in compliance with laws and regulations. This opinion is based on the purpose of the Disposal of Treasury Stock, which is reestablishment of the Plan, and on the decision to use the closing price of USS stock on the business day prior to the Board of Directors resolution to dispose of treasury stock.

#### 4. Procedure concerning Corporate Code of Conduct

The Disposal of Treasury Stock will result in dilution of less than 25% and will not result in a change in a controlling shareholder (no change expected in a controlling shareholder even if all stock options or stock acquisition rights are exercised). As a result, in accordance with Article 432 of the Securities Listing Regulations of the Tokyo Stock Exchange, the Disposal of Treasury Stock does not require the opinion of an independent third party or a procedure to confirm the stance of shareholders regarding this action.