



May 19, 2026

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Introduction of the “Trust-type Employee Shareholding Incentive Plan (E-Ship®)”

The Company hereby announces that, at today’s meeting of the Board of Directors, it resolved to introduce the “Trust-Type Employee Shareholding Incentive Plan (E-Ship®)” (the “Plan”) for the purpose of providing incentives to enhance the Company’s medium- to long-term corporate value, as set forth below.

1. Overview of the Plan

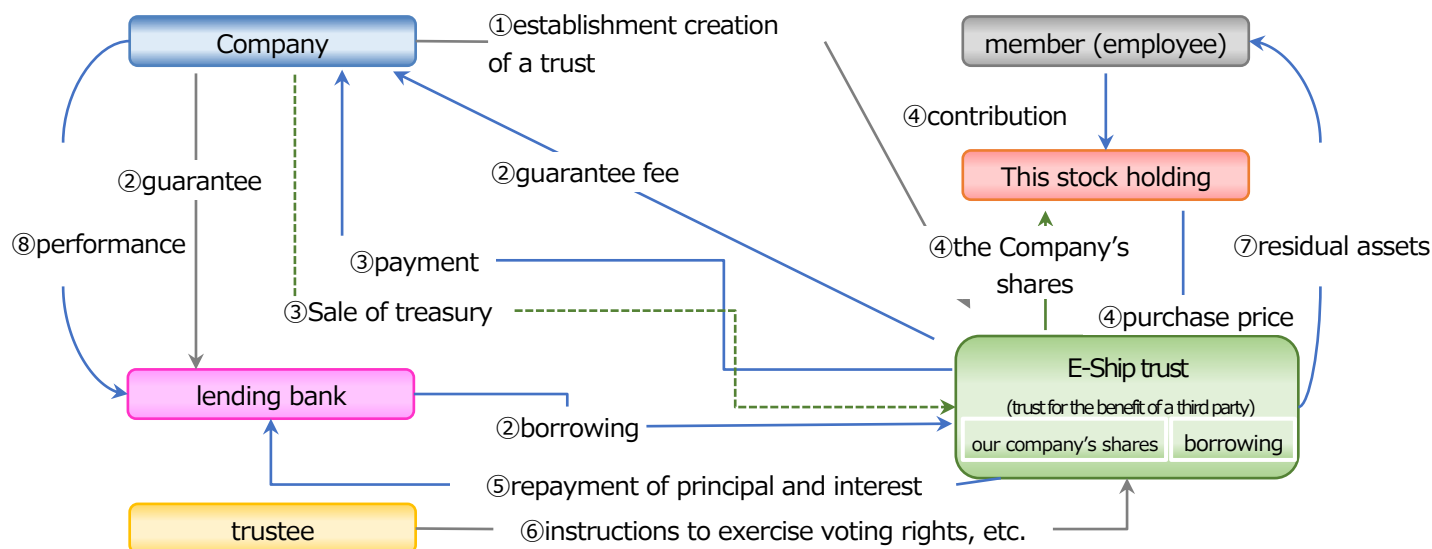
This Plan is an incentive plan for employees who are members of the “Hakuto Employee Shareholding Association” (the “Shareholding Association”). Under the Plan, the Company will establish with a trust bank a dedicated trust account for the Shareholding Association (the “E-Ship Trust”). The E-Ship Trust will, in advance, acquire-through a third-party allotment by the Company-Company shares in an amount expected to be acquired by the Shareholding Association over the next approximately 2 years and 10 months, using funds borrowed from a financial institution.

Thereafter, the E-Ship Trust will continuously sell the Company’s shares to the Shareholding Association. If, at the end of the trust term, an amount equivalent to gains from such share sales has accumulated in the E-Ship Trust, such amount will be distributed as residual assets to persons who satisfy the beneficiary eligibility requirements.

Because the Company guarantees the borrowings used by the E-Ship Trust to acquire the Company’s shares, if the Company’s share price declines and an amount equivalent to losses from such share sales accumulates in the E-Ship Trust, and outstanding borrowings equivalent to such losses remain at the end of the trust term, the Company will repay such outstanding balance.

In connection with the introduction of the Plan, the Company also resolved to dispose, in a lump sum, of 165,900 shares (equivalent to approximately 750 million yen) out of 2,310,823 shares of treasury stock currently held by the Company (as of March 31, 2026) to the E-Ship Trust. For details, please refer to today’s release, “Notice Concerning Disposal of Treasury Shares by Third-Party Allotment in Connection with the Introduction of the ‘Trust-Type Employee Shareholding Incentive Plan (E-Ship®)’ .”

2. Mechanism of the Plan



- ① The Company will establish an E-Ship trust (a third-party beneficiary trust) with eligible members of the Shareholding Association who satisfy the beneficiary qualification requirements as the beneficiaries.
- ② The E-Ship trust will borrow from a lending bank the funds necessary to acquire the Company's shares, and the Company will guarantee such borrowing. In consideration for this guarantee, the Company will receive a guarantee fee from the E-Ship trust.
- ③ The E-Ship trust will acquire from the Company the number of the Company's shares expected to be acquired by the Shareholding Association during the trust period.
- ④ Throughout the trust period, the E-Ship trust will continuously sell, at market value, the Company's shares acquired in accordance with (3) to the Shareholding Association in accordance with a prescribed plan (terms and method).
- ⑤ The E-Ship trust will use the proceeds from selling the Company's shares to the Shareholding Association, and dividends received on the Company's shares it holds, to repay the principal and interest on the borrowing.
- ⑥ Voting rights attached to the Company's shares held by the E-Ship trust will be exercised in accordance with instructions from the trust administrator appointed for the beneficiaries.
- ⑦ If any residual assets remain in the trust upon termination of the trust, they will be distributed to those who satisfy the beneficiary eligibility requirements.
- ⑧ If any borrowing remains outstanding upon termination of the trust, the Company will repay it pursuant to the guarantee described in ②.

3. Overview of the E-Ship Trust

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| (1) Name | Hokuto Employee Shareholding Association Dedicated Trust |
| (2) Settlor | the Company |
| (3) Trustee | Nomura Trust and Banking Co., Ltd. |
| (4) Beneficiaries | a person who satisfies the Beneficiary Eligibility Requirements (will come to exist after the occurrence of a Beneficiary Interest Vesting Event and the completion of certain procedures.) |
| (5) Trust Agreement Execution Date | May 19, 2026 |
| (6) Trust Term | May 19, 2026 to March 28, 2029 |
| (7) Purpose of the Trust | Stable and continuous supply of shares to the Employee Stock Ownership Plan, and delivery of trust assets to persons who meet the beneficiary eligibility requirements. |

(8) Beneficiary Eligibility Requirements

A person who is alive as of the beneficiary determination procedure commencement date (e.g., the date on which the trust term expires and liquidation/disposition of the trust assets is completed, the date on which all of the Company's shares belonging to the trust assets have been sold to the Employee Stock Ownership Plan, etc.) and who is a member of the Employee Stock Ownership Plan (including, however, persons who have withdrawn from the Employee Stock Ownership Plan for mandatory retirement, transfers for the Company's convenience, appointment as an officer/director, or other justifiable reasons during the period from August 26, 2026 until the beneficiary determination procedure commencement date) shall be a beneficiary.

(For reference.)

E-Ship® is a registered trademark of Nomura Securities Co., Ltd.

E-Ship® (an abbreviation of "Employee Shareholding Incentive Plan") is an employee incentive plan developed by Nomura Securities Co., Ltd. and Nomura Trust and Banking Co., Ltd., based on the ESOP (Employee Stock Ownership Plan) employee shareholding system widely used in the United States, by applying the mechanisms of an employee stock ownership association.