



July 3, 2025

Company name: SUBARU CORPORATION
Representative: Atsushi Osaki, Representative Director, President and CEO
(Securities code: 7270; Tokyo Stock Exchange Prime Market)
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Notice Regarding Disposal of Own Shares as Restricted Stock Compensation

Subaru Corporation (the “Company”) hereby announces that its Board of Directors, pursuant to Article 370 of the Companies Act of Japan and Article 29 of the Articles of Incorporation (written resolution in lieu of a Board of Directors meeting), resolved to dispose of its own shares as stock compensation as follows (the “Disposal of Own Shares”).

1. Overview of Disposal

(1) Disposal date	August 1, 2025
(2) Class and number of shares to be disposed	118,338 shares of common stock of the Company
(3) Disposal price	¥2,475 per share
(4) Total value of share disposal	¥292,886,550
(5) Grantees of shares and number thereof; number of shares to be granted	The Company’s Directors (excluding Outside Directors) 6 persons, 45,807 shares (including 1 retiring officer, 2,555 shares) Executive Officers 22 persons, 72,531 shares (including 1 retiring officer, 1,222 shares)
(6) Other	The Disposal of Own Shares is conditioned on the Securities Registration Statement taking effect in accordance with the Financial Instruments and Exchange Act.

2. Purpose and Reasons for Disposal

At its meeting held on March 5, 2024, the Company’s Board of Directors resolved to revise the Restricted Stock Compensation Plan (the “Plan”) introduced in 2017 for the Company’s Directors other than the Outside Directors and executive officers (collectively, the “Eligible Officers”) with the purpose of enhancing the incentives to achieve sustained improvement of the corporate value of the Company and sharing more of that value between the Eligible Officers and the Company’s shareholders. Furthermore, at the 93rd Annual General Meeting of Shareholders held on June 19, 2024, the shareholders approved the introduction of clawback

provisions and amendment of the amount on which the amount to be paid in per share is based under the Plan.

Based on the Plan, after considering the purpose of the Plan, the Company's business performance, the scope and nature of the performance of duties of each of the Eligible Officers, and various other circumstances, as restricted stock compensation the Company has now decided to pay a total amount of ¥200,625,975 in the monetary compensation claim and grant 81,061 shares of the common stock of the Company by way of in-kind contribution of the said monetary compensation claim to 5 Eligible Directors and 21 executive officers. Furthermore, based on the Plan the Company has decided to pay a total amount of ¥92,260,575 in the monetary compensation claim and grant 37,277 shares of the common stock of the Company by way of in-kind contribution of the said monetary compensation claim after evaluating consolidated ROE, total shareholder return (TSR) (vs. dividend-included TOPIX growth rate) and employee engagement (evaluation of employee satisfaction), which have been adopted as performance indicators, to 6 Eligible Directors and 19 executive officers (including retiring officers) as variable compensation (performance stock units), with the evaluation period being the fiscal year from April 1, 2024 to March 31, 2025. The period of duty associated with the RS shall, for Directors, be from the date of allotment of the granted shares to the conclusion of the Annual General Meeting of Shareholders for the fiscal year ending March 2026 and, for executive officers, be from the date of allotment of the granted shares to March 31, 2026 ("RS for FY2025"). In addition, for executive officers who assumed office during the previous fiscal year and therefore did not receive RS for FY2024, RS with a period of duty from the date on which he or she assumed office to March 31, 2025 ("RS for FY2024"), will also be granted.

Since the purpose of the Plan is to provide the management with incentives to achieve sustained improvement of the corporate value of the Company and to share more of that value with the Company's shareholders, the Transfer Restriction Period has been set as the period until the Eligible Officer loses all of his/her status as a director, auditor, officer, executive officer or employee of the Company.

For the Disposal of Own Shares, the Eligible Officers to whom the stock is scheduled to be granted will pay in all the said monetary compensation claim as property contributed in kind, and receive the common stock of the Company to be disposed of by the Company.

3. Overview of the Contract Regarding the Grant

The Company and each of the Eligible Officers will execute the Contract Regarding the Grant individually, and conditions relating to transfer restrictions are summarized below. However, no transfer restrictions or other conditions (besides clawback provisions) shall be set for Eligible Officers who have already retired as officers of the Company.

(1) Transfer Restriction Period

From the date on which the Eligible Officer acquires the granted shares until the date on which the Eligible Officer loses all of his/her status as a director, auditor, officer, executive officer or employee of the Company.

(2) Conditions for Cancellation of the transfer restrictions

The transfer restrictions for all of the granted shares held by the Eligible Officers will be cancelled at the expiration of the Transfer Restriction Period. However, for the RS for FY2025, if any one of the Eligible Officers retires before the completion of his/her period of duty expires, the transfer restrictions will be cancelled for the said Eligible Officer only in cases where the said retirement is due to death or other reasons deemed legitimate by the Board of Directors.

(3) The Company's acquisition of the shares at no cost

For granted shares held by any one of the Eligible Officers whose transfer restrictions are not cancelled upon expiration of the Transfer Restriction Period, the Company shall, immediately upon the said expiration, acquire at no cost all the said shares.

(4) Administration of shares

To prevent the Eligible Officers from transferring, setting collateral rights for, or otherwise disposing of the granted shares during the Transfer Restriction Period, each of the Eligible Officers opens a dedicated account with Mizuho Securities Co., Ltd. for administration of the granted shares. To enforce the transfer restrictions, etc. on the granted shares, the Company enters into a contract with Mizuho Securities Co., Ltd. for the administration of the accounts of the granted shares held by the Eligible Officers. In addition, the Company has obtained consent from the Eligible Officers as to the details of the said transfer restrictions, etc.

(5) Treatment in the event of organizational restructuring, etc.

Prior to the expiration of the Transfer Restriction Period, if the General Meeting of Shareholders of the Company approves of any matters with regard to a merger contract under which the Company will become a dissolving company; an absorption-type split agreement or incorporation-type company split plan under which the Company will be a split company (but only if the Company, on the effective date of the company split, delivers to the Company's shareholders a whole or part of the consideration for the said company split that it acquired); a share exchange agreement or share transfer plan under which the Company will become the wholly owned subsidiary; or any other organizational restructuring, etc. set forth in the Contract Regarding the Grant (or, in cases where the approval at the General Meeting of Shareholders of the Company for the said organizational restructuring, etc. is not necessary, if the Board of Directors of the Company approves), based on a resolution of the Board of Directors, the transfer restrictions shall be cancelled immediately before the business day immediately prior to the effective date of the said organizational restructuring, etc., regarding the number of the granted shares that is reasonably calculated considering the period from the beginning of the Transfer Restriction Period to the approval date of the said organizational restructuring, etc.

(6) Clawback provisions

In the event that, by the day on which three years have elapsed after the expiration of the Transfer Restriction Period, it becomes evident that any one of the Eligible Officers has engaged in certain violations of laws or regulations, etc. or certain prescribed reasons apply, the Company may demand that the said Eligible Officer return all or part of the granted shares or pay the equivalent fair market value of the said granted shares.

4. Basis of calculating the amount to be paid in for the granted shares and other specific details

The Disposal of Own Shares shall be funded by the monetary compensation claim provided as a restricted stock compensation by the Company under the Plan. To eliminate arbitrariness in the disposal price, the closing price of the Company's common stock on the Tokyo Stock Exchange on the day immediately preceding July 3, 2025 of ¥2,475 (with amounts less than ¥1 truncated) was used as the disposal price. As this is the price for the adjacent period prior to the date of the resolution by the Board of Directors, it is believed to be a reasonable price that appropriately reflects the corporate value of the Company.

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