



February 10, 2026

To whom it may concern,

Company Name	DMG MORI CO., LTD.
Representative	Masahiko Mori President and Representative Director (Securities Code: 6141 Tokyo Stock Exchange, Prime Section)
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## **Notice Regarding Disposition of Treasury Shares as Restricted Stock Compensation**

DMG MORI CO., LTD. (hereinafter "the Company") hereby announces that, at the Board of Directors meeting held today, it resolved to dispose of treasury shares (hereinafter the "Disposition of Treasury Shares" or the "Disposition") as outlined below.

### **1. Outline of the Disposition**

(1) Disposition date	April 30, 2026
(2) Type and number of shares	1,829,500 shares of the Company's common stock
(3) Disposition value	3,113 yen per share*
(4) Total value	5,695,233,500 yen
(5) Allottees and number of shares to be allocated	17 Executive Officers: 137,800 shares 1,055 employees: 1,684,100 shares 3 employees of the Company's group companies: 7,600 shares
(6) Other matters	An extraordinary report has been filed pursuant to the Financial Instruments and Exchange Act regarding this Disposition of Treasury Shares.

The price shown is the closing price of the Company's common stock on the Tokyo Stock Exchange Prime Market on February 9, 2026. In light of the Company's announcement today of the Consolidated Financial Results for the Fiscal Year 2025 (IFRS), and to account for potential market impact as well as to protect the interests of existing shareholders, the final disposition price will be determined on February 18, 2026 (the "Pricing Date"). The Company will compare (i) the closing price of the Company's common stock on February 9, 2026, and (ii) the closing price on the business day immediately preceding the Pricing Date, and adopt the higher of the two prices as the disposition price. The recipients of the grant include an executive officer who is scheduled to be appointed as a director at the Shareholders Meeting on March 27, 2026.

### **2. Purpose and reason for the Disposition**

As announced on October 30, 2025 in the release titled "Notice Regarding Changes to the Restricted Stock Compensation Plan for Officers and Employees," the Company has, since December 2021, implemented a restricted stock compensation plan (the "Current Plan") under which Executive Officers and employees have

been granted ordinary shares of DMG MORI AG.

The Company has resolved to replace the Current Plan with a new restricted stock compensation plan (the "Plan") under which Executive Officers who do not concurrently serve as Directors, employees of the Company, and employees of the Company's group companies (collectively, the "Eligible Officers and Employees") will be granted the Company's common stock instead of shares of DMG MORI AG.

In addition to supporting long-term asset formation, the Plan continues the purpose of the Current Plan by enhancing motivation toward medium- to long-term performance improvement across the DMG MORI Group and promoting active participation to enhance corporate value.

#### **[Overview of the Plan]**

Eligible Officers and Employees will contribute the entirety of the monetary claims granted by the Company or its group companies as assets-in-kind, and in exchange will receive newly issued or disposed shares of the Company's common stock. The paid-in amount per share will be determined by the Board of Directors based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day prior to the relevant Board resolution (or the most recent trading day if no transaction occurred), within a range that does not constitute a particularly favorable price to the allottees.

The issuance or disposition of shares under the Plan requires the execution of a Restricted Stock Allotment Agreement between the Company and each Eligible Officer and Employee, which will include provisions such as: (1) a prohibition on transferring, pledging, or otherwise disposing of the allotted shares during a specified restriction period; and (2) the Company's right to acquire the shares without compensation upon the occurrence of certain events.

In connection with this Disposition of Treasury Shares, the Company will allot 1,829,500 shares of its common stock to 1,075 Eligible Officers and Employees.

Under this Disposition of Treasury Shares, all 1,075 Eligible Officers and Employees scheduled to receive an allotment will contribute their monetary claims as assets-in-kind and will receive the Company's common stock (the "Allotted Shares"). A summary of the Restricted Stock Allotment Agreement (the "Allotment Agreement") to be executed between the Company and the Eligible Officers and Employees in connection with this Disposition of Treasury Shares is provided below.

### **3. Summary of the Allotment Agreement**

#### **(1) Transfer restriction period**

From April 30, 2026 until immediately after the Eligible Officer or Employee resigns or retires from all positions at the Company or any of its group companies.

#### **(2) Conditions for lifting transfer restrictions**

All transfer restrictions on the Allotted Shares will be lifted at the end of the transfer restriction period on the condition that the Eligible Officer or Employee has continuously held a position at the Company or any of its group companies throughout the period from April 30, 2026 to December 21, 2031 (the "Vesting Period").

#### **(3) Treatment in the event of retirement during the Vesting Period due to term expiration, mandatory retirement, or other legitimate reasons.**

If an Eligible Officer or Employee retires from all positions at the Company or its group companies due to term expiration, mandatory retirement, or other legitimate reasons (including retirement due to death), all transfer restrictions on the Allotted Shares will be lifted immediately after such retirement.

#### **(4) Acquisition without compensation by the Company**

If, during the transfer restriction period, an Eligible Officer or Employee resigns or retires for reasons other than mandatory retirement or other legitimate reasons, engages in conduct that violates laws or regulations, or otherwise falls under certain conditions stipulated in the Allotment Agreement, the Company will automatically acquire all Allotted Shares held by such person without compensation at that time. However,

this shall not apply if an Eligible Officer or Employee voluntarily resigns or retires from all positions at the Company or its subsidiaries on or after December 22, 2031, unless such resignation or retirement falls under a cause involving misconduct.

In addition, the Company will automatically acquire without compensation any Allotted Shares for which transfer restrictions have not been lifted upon the expiration of the transfer restriction period, or upon the lifting of transfer restrictions in accordance with item (3) above.

(5) Treatment in the event of organizational restructuring

If, during the transfer restriction period, a merger agreement under which the Company becomes the dissolving company, a share exchange agreement or share transfer plan that results in the Company becoming a wholly owned subsidiary, or any other organizational restructuring is approved at a shareholders' meeting of the Company (or by the Board of Directors where shareholder approval is not required), the Company may, by resolution of the Board of Directors, lift all transfer restrictions on the Allotted Shares immediately before the business day preceding the effective date of such restructuring.

Immediately after the restrictions are lifted, the Company will automatically acquire without compensation any Allotted Shares for which the transfer restrictions have not been lifted.

(6) Management of shares

To ensure that the Allotted Shares cannot be transferred, pledged, or otherwise disposed of during the transfer restriction period, the Allotted Shares will be managed in dedicated accounts opened by the Eligible Officers and Employees at Nomura Securities Co., Ltd. The Company has entered into an agreement with Nomura Securities regarding the management of these accounts to ensure the effectiveness of the transfer restrictions.

The Eligible Officers and Employees must agree to the terms of such account management.

#### **4. Basis for calculation of the paid-in amount and its details**

As described in "1. Outline of the disposition\*," the disposition price has been determined with due consideration for the interests of existing shareholders and to eliminate arbitrariness. The Company will compare (i) the closing price of the Company's common stock on the Tokyo Stock Exchange Prime Market on the business day immediately preceding the Board of Directors meeting (February 9, 2026), amounting to 3,113 yen, and (ii) the closing price on the business day immediately preceding the Pricing Date (February 17, 2026) and adopt the higher of the two as the final disposition price.

This pricing method is reasonable in light of the interests of existing shareholders and is equivalent to determining the price in line with the market value. In the absence of special circumstances indicating that the recent market price is inappropriate as a reference, the method is considered to properly reflect the Company's corporate value and does not constitute a particularly favorable price for the allottees.