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March 25, 2026

Company: TODA CORPORATION

Representative: Seisuke Otani, President and Representative Director

(Securities Code: 1860 TSE Prime Market)

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Notice Concerning Acquisition of Own Shares through Off-Auction Own Share Repurchase Trading (Accelerated Share Repurchase) and Cancellation

TODA CORPORATION (the “Company”) hereby announces that, at the Board of Directors meeting held on February 13, 2026, it resolved, pursuant to Article 156 of the Companies Act as applied with necessary modifications under Article 165, Paragraph 3 of the same Act, matters relating to the acquisition of its own shares.

The Company also resolved today the specific purchase method described below and the cancellation of its own shares pursuant to Article 178 of the Companies Act. Accordingly, the Company hereby provides the following notice.

1. Reason for Acquisition and Cancellation of Own Shares

The Company considers its shareholder return policy to be one of its most important management priorities. Under the “Medium-Term Management Plan 2027,” the Company has set forth a shareholder return policy of “maintaining a dividend on equity (DOE) of 3.5% or higher and targeting a total payout ratio of approximately 70%.” In line with this policy, and with the aim of further enhancing the return to shareholders and improving capital efficiency, the Company plans to acquire and cancel its own shares as described below.

2. Method of Acquisition and Cancellation

At the closing share price of 1,505 yen as of today, March 25, 2026, the Company will place an order at 8:45 a.m. on March 26, 2026, to repurchase its own shares through Off-Auction Own Share Repurchase Trading (ToSTNeT-3) on the Tokyo Stock Exchange (the “TSE”), acquiring an amount of shares equivalent to 7 billion yen (with no changes to other trading systems or trading hours). (This

This document is a press release issued for the purpose of publicly announcing the Company’s repurchase of its own shares through Off-Auction Own Share Repurchase Trading (ToSTNeT-3) and the cancellation of its own shares, and has not been prepared for the purpose of soliciting investments or for any similar activity.

repurchase is hereinafter referred to as the “Company Share Repurchase.”) All shares acquired through the Company Share Repurchase will be cancelled on March 30, 2026. The buy order will be placed as a one-time order valid only during the specified trading time.

In this repurchase, it is expected that Morgan Stanley MUFG Securities Co., Ltd. (“Morgan Stanley MUFG Securities”) will place a sell order for 4,651,100 shares. However, as described later, with respect to the shares acquired from Morgan Stanley MUFG Securities, an adjustment will later be made using Company shares to ensure that the Company’s effective acquisition price corresponds to the average market price of the Company’s shares over a specified period (as described in detail below). Accordingly, the final total number of shares acquired may vary.

3. Details of Acquisition

- (1) Type of shares to be acquired: The Company’s common stock
- (2) Total number of shares to be acquired: 4,651,100 shares
(equivalent to 1.53% of the total number of shares issued, excluding own shares)
- (3) Total acquisition amount: 6,999,905,500 yen
- (4) Announcement of repurchase results: The results will be announced following the close of trading at 8:45 a.m.

(Note 1) The total number of shares to be acquired will not be revised. However, depending on market conditions and other factors, it is possible that the repurchase may not be executed in whole or in part.

(Note 2) The repurchase will be conducted only if matching sell orders are placed for the number of shares scheduled for acquisition.

4. Details of Cancellation

- (1) Type of shares to be cancelled: The Company’s common stock
- (2) Total number of shares to be cancelled: All shares acquired as described in Section 3 above
- (3) Scheduled cancellation date: March 30, 2026

(Reference)

Total number of issued shares and number of own shares as of December 31, 2025

Total number of shares issued, excluding own shares: 303,839,328 shares
Number of own shares: 18,817,468 shares

5. About the Accelerated Share Repurchase (ASR)

The method used for the acquisition of the Company’s own shares in this case is known as an Accelerated Share Repurchase (the “ASR”), which is a structure commonly used in the United States.

After considering the Company’s objective of reliably completing a repurchase of 7 billion yen within

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the designated period, and for the reasons described below, the Company has determined that the ASR method proposed by Morgan Stanley MUFG Securities (the “ASR Transaction”) represents the best option.

Among the various methods available for acquiring the Company’s own shares through market transactions, such as placing individual orders directly, entering into discretionary trading arrangements with securities companies, or utilizing trust banks, when undertaking a share acquisition of approximately 7 billion yen as contemplated by the Company on this occasion, it is anticipated that, taking into account the market trading volume of the Company’s shares, any of these methods would require a certain amount of time to complete the acquisition. Alternatively, a one-day purchase via ToSTNeT-3 would allow the transaction to be completed immediately; however, the total number of shares acquired would depend on the volume of sell orders placed by shareholders, creating uncertainty as to whether the full targeted amount could be secured.

In contrast, by adopting the ASR Transaction, although it requires procedures relating to the issuance of stock acquisition rights, the Company can complete the repurchase transaction in a single day. Furthermore, even if sell orders placed by shareholders fall short of 7 billion yen, Morgan Stanley MUFG Securities is expected to borrow Company shares and place a sell order accordingly. Therefore, the Company can more reliably execute the repurchase of shares equivalent to 7 billion yen.

Information regarding the sell orders placed by Morgan Stanley MUFG Securities and its affiliates (collectively, “Morgan Stanley”) is expected to be disclosed on the TSE website (<https://www.jpix.co.jp/english/markets/public/short-selling/index.html>). Shareholders are encouraged to refer to the website for further details.

<Overview of the ASR Transaction>

First, on March 26, 2026, the Company will acquire 4,651,100 shares of its own common stock, equivalent to 7 billion yen, at a price of 1,505 yen per share through ToSTNeT-3. In connection with this Company Share Repurchase, Morgan Stanley MUFG Securities is expected to place a sell order after borrowing the Company’s shares. Accordingly, even if no sell orders are placed by shareholders in connection with the Company Share Repurchase, the Company expects to be able to acquire the full planned number of 4,651,100 shares. Morgan Stanley MUFG Securities has informed the Company that it expects to be able to place a sell order for 4,651,100 shares by borrowing shares from the market. However, as the borrowing of the Company’s shares by Morgan Stanley MUFG Securities will be conducted after this disclosure, the total amount of its sell order has not been finalized at this time. In ToSTNeT-3 trading, sell orders placed by general shareholders take priority over sell orders placed by financial instruments business operators, including sell orders placed by Morgan Stanley MUFG Securities for its own account. As a result, the execution amount of Morgan Stanley MUFG Securities’ sell order will be reduced by the amount of sell orders placed by general shareholders.

Following the execution of the sell order by Morgan Stanley MUFG Securities in the Company Share Repurchase, Morgan Stanley intends to acquire the Company’s shares, both on and off the market, at its

own discretion and cost for the purpose of returning the borrowed shares (hereinafter referred to as the “Short Covering Transactions”).

Next, with respect to the shares acquired from Morgan Stanley MUFG Securities in the Company Share Repurchase, the Company will enter into a separate adjustment transaction using the Company’s shares with Morgan Stanley MUFG Securities, which is the allottee of the stock acquisition rights to be issued by the Company in the ASR Transaction (hereinafter, the “Stock Acquisition Rights”), so that the Company’s effective acquisition price per share will be equal to the Average Share Price. The “Average Share Price” is defined as the price obtained by multiplying 101.4% by the arithmetic average of the volume-weighted average price (VWAP) of the Company’s common stock in regular trading on each trading day during a specified period following the Company Share Repurchase, with certain adjustments applied, as set forth in “[Regarding the Stock Acquisition Rights to Be Issued by the Company in The ASR Transaction] 1. Overview of the Offering, (6) Method for Calculating the Number of Shares Delivered upon Exercise.”

Specifically, (i) if the Average Share Price exceeds 1,505 yen, the Company will deliver to the planned allottee, upon exercise of the Stock Acquisition Rights, a number of the Company’s common stock calculated by deducting the number of shares obtained by dividing the total sale proceeds of the Company’s common stock sold by the planned allottee in the Company Share Repurchase (the “Reference Amount”) by the Average Share Price from the number of Company shares sold by the planned allottee in the Company Share Repurchase (the “Reference Number of Shares”). Conversely, (ii) if the Average Share Price is lower than 1,505 yen, the Company will acquire from the planned allottee, free of charge, a number of Company shares calculated by deducting the Reference Number of Shares from the number of shares obtained by dividing the Reference Amount by the Average Share Price. For details regarding the Reference Number of Shares, the Reference Amount, and the Average Share Price, please refer to “[Regarding the Stock Acquisition Rights to Be Issued by the Company in The ASR Transaction] 1. Overview of the Offering, (6) Method for Calculating the Number of Shares Delivered upon Exercise.”

The adjustment to the number of shares acquired as described above is expected to be conducted during the period from May 27, 2026 to September 25, 2026, regardless of whether or not the Short Covering Transactions deemed necessary by Morgan Stanley have been completed; provided, however, that if Morgan Stanley MUFG Securities declares that Market Disruption Event Dates have occurred (meaning trading days on which certain events stipulated in the agreement relating to the allotment of the Stock Acquisition Rights entered into with Morgan Stanley MUFG Securities, such as the imposition of trading restrictions on the Company’s shares, are reasonably determined by Morgan Stanley MUFG Securities to have occurred), such period shall be extended by the number of trading days corresponding to the number of such occurrences, up to a maximum extension through October 15, 2026. Once the final number of shares acquired has been determined, the Company intends to make a separate disclosure.

[Regarding the Stock Acquisition Rights to Be Issued by the Company in The ASR Transaction]

1. Overview of the Offering

(1)	Allotment date:	April 13, 2026
(2)	Total number of Stock Acquisition Rights:	One (1)
(3)	Payment amount:	No monetary payment will be required in exchange for the Stock Acquisition Rights.
(4)	Number of potential shares underlying the issuance:	4,651,100 shares (upper limit)* * The upper limit represents the number of shares calculated on the assumption that no sell orders were placed by general shareholders in the Company Share Repurchase and that the Reference Amount ÷ Average Share Price is zero.
(5)	Contribution amount upon exercise:	1 yen
(6)	Method for calculating the number of shares delivered upon exercise:	<p>Number of shares delivered = (i) Reference Number of Shares – (ii) Reference Amount ÷ (iii) Average Share Price</p> <p>* Any fractional shares below one trading unit will be rounded down. If the result is less than zero, the number of shares delivered shall be deemed zero.</p> <p>(i) The “Reference Number of Shares” means the number of the Company’s common stock sold by the planned allottee in the Company Share Repurchase (upper limit: 4,651,100 shares).</p> <p>(ii) The “Reference Amount” means the total sale proceeds from the Company’s common stock sold by the planned allottee in the Company Share Repurchase (upper limit: 7 billion yen).</p> <p>(iii) The “Average Share Price” means the sum of (a) and (b) below (calculated to the fifth decimal place, with the fifth decimal place rounded):</p> <p>(a) An amount equal to 101.4% of the arithmetic of the average of the volume-weighted price (VWAP) of the Company’s stock on the TSE</p>

(6)	Method for calculating the number of shares delivered upon exercise:	<p>for each trading day during the period from March 27, 2026 (inclusive) to the trading day immediately preceding the effective date of the exercise request for the Stock Acquisition Rights (inclusive), excluding trading days falling on Excluded Market Disruption Event Dates as specified in the terms and conditions of issuance of the Stock Acquisition Rights.</p> <p>(b) The aggregate amount obtained by calculating, in relation to each dividend for which the last trading day with rights attached falls on any day during the period from March 27, 2026 (inclusive) to the trading day immediately preceding the exercise request date (inclusive), a value obtained by multiplying (i) the per-share amount of such dividend (provided that, with respect to each interim dividend and each year-end dividend, 25 yen shall be deducted, and if the amount after such deduction falls below zero, such amount shall be deemed to be zero) by (ii) the number of trading days from the ex-dividend date relating to such dividend (inclusive) to October 14, 2026 (inclusive), and dividing the resulting amount by (iii) the number of trading days from March 27, 2026 (inclusive) to October 14, 2026 (inclusive) (such calculated amount being hereinafter referred to as the “Dividend Adjustment Amount”), and then aggregating the Dividend Adjustment Amounts relating to all such dividends.</p>
(7)	Method of offering or allotment (planned allottee):	Third party allotment to Morgan Stanley MUFG

(8)	Other:	The Company has agreed with the planned allottee that, in the event the planned allottee does not exercise the Stock Acquisition Rights (including cases where, under the allotment agreement, the number of shares deliverable upon exercise of the Stock Acquisition Rights is zero, in which case Morgan Stanley MUFG Securities is unable to exercise the Stock Acquisition Rights and is required to notify the Company that it will not exercise such rights), the Company intends to acquire, from the planned allottee, free of charge, a certain number of its own shares in accordance with the share price conditions. For further details, please refer to “2. Features of the Stock Acquisition Rights” and “3. Planned Allottee, etc. (3) Other.”
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2. Features of the Stock Acquisition Rights

(1) Structure, number of shares delivered upon exercise, and contribution amount

- The Stock Acquisition Rights consist of a single issuance, and the total number of rights issued is one.
- The number of shares delivered upon exercise will fluctuate depending on the level of the Average Share Price; the higher the Average Share Price relative to today’s closing price, the greater the number of shares delivered.
- The contribution amount upon exercise is 1 yen.

(2) Determination of issuance terms

- The Reference Number of Shares and Reference Amount used to calculate the number of shares delivered will be finalized based on the results of ToSTNeT-3 on March 26, 2026. If sell orders are placed by general shareholders in ToSTNeT-3, the number of shares subject to post-settlement adjustment will be reduced accordingly, resulting in a reduction in the number of shares delivered upon exercise.

(3) Exercise period of the Stock Acquisition Rights

- The Stock Acquisition Rights may be exercised during the period from May 27, 2026 to October 15, 2026. However, the exercise of the Stock Acquisition Rights is expected to be carried out after the completion of the Short Covering Transactions deemed necessary by Morgan Stanley and by September 25, 2026; provided, however, that in the event the planned allottee declares that Market Disruption Event Dates have occurred, the exercise period shall be

extended by the number of trading days corresponding to such occurrences, up to a maximum extension through the final day of the exercise period.

(4) Acquisition of the Stock Acquisition Rights

- The Stock Acquisition Rights do not contain provisions allowing the Company to acquire them at its own discretion.

(5) Additional acquisition of Company shares if the rights are not exercised

- If the Average Share Price falls below 1,505 yen and, in accordance with the allotment agreement, the planned allottee does not exercise the Stock Acquisition Rights (because the number of shares deliverable upon exercise of the Stock Acquisition Rights would be zero), the planned allottee is required to notify the Company to that effect and transfer to the Company, free of charge, a number of Company shares equal to the number of shares obtained by dividing the Reference Amount by the Average Share Price minus the Reference Number of Shares.

3. Planned Allottee, etc.

(1) Overview of the Planned Allottee (As of March 31, 2025)

(i) Company name:	Morgan Stanley MUFG Securities Co., Ltd.
(ii) Head office location:	Otemachi Financial City South Tower 1-9-7 Otemachi, Chiyoda-ku, Tokyo, Japan
(iii) Title and name of representative:	Koshiro Tamura, President and Representative Director
(iv) Business description:	Financial instruments business
(v) Capital:	62,149 million yen (as of March 31, 2025)
(vi) Date of incorporation:	April 16, 1984 (date of establishment of the Tokyo Branch of Morgan Stanley International Limited)
(vii) Number of shares issued:	100,000 shares (as of March 31, 2025)
(viii) Fiscal year end:	March 31
(ix) Number of employees:	923 (as of March 31, 2025; excluding officers who also serve as employees)
(x) Major clients:	Institutional investors, government agencies, business corporations, and financial institutions
(xi) Main bank:	MUFG Bank, Ltd.
(xii) Major shareholders and shareholding ratios:	MM Partnership: 99.94% Morgan Stanley Holdings Co., Ltd.: 0.06%

(xiii) Relationship with the Company:			
Capital relationship:	Number of Company shares held by the planned allottee: None (as of March 31, 2025) Number of shares of the planned allottee held by the Company: None		
Personnel relationship:	None.		
Business relationship:	None.		
Status as a related party:	Not applicable.		
(xiv) Financial results and financial condition for the most recent three fiscal years <i>(Unit: million yen, unless otherwise noted)</i>			
Fiscal year ended	March 31, 2023	March 31, 2024	March 31, 2025
Net assets	204,267	198,831	211,624
Total assets	13,558,107	13,649,207	14,344,393
Net assets per share (yen)	2,042.67	1,988.31	2,116.24
Net operating revenue	120,206	135,848	153,208
Operating income	46,320	47,689	47,318
Ordinary income	47,412	46,961	47,149
Net income	32,575	32,695	31,951
Net income per share (yen)	325.75	326.95	319.51
Dividends per share (yen)	32.584	23.379	15.539

* As the planned allottee, Morgan Stanley MUFG Securities is a trading participant of the TSE, and therefore has not submitted to the TSE a written confirmation stating that it does not fall under antisocial forces.

(2) Share Lending Agreements

There are no share lending agreements entered into between the Company's shareholders and the planned allottee.

(3) Other

Under the allotment agreement entered into between the Company and the planned allottee, the parties have agreed to the following:

<Additional Acquisition of Company Shares When the Stock Acquisition Rights Are Not Exercised>

If the planned allottee does not exercise the Stock Acquisition Rights, it shall notify the Company to that effect and transfer to the Company, free of charge, a number of Company shares equal to the number of shares calculated as the number of shares obtained by dividing the Reference Amount by the Average Share Price minus the Reference Number of Shares.

<Restrictions on Transfer of the Stock Acquisition Rights by the Planned Allottee>

The planned allottee may not transfer the Stock Acquisition Rights to any third party without the Company's prior written consent.

4. Basis for Determining that the Issuance Terms of the Stock Acquisition Rights Are Reasonable

The Stock Acquisition Rights are issued for the purpose of adjustment transactions in connection with the ASR Transaction. In connection with their issuance, the Company requested a valuation of the Stock Acquisition Rights from Akasaka International Accounting Co., Ltd. (4-1 Kioicho, Chiyoda-ku, Tokyo; Representative Director: Kenzo Yamamoto; hereinafter, "Akasaka International Accounting"), an independent third-party valuation firm, taking into account the terms and conditions set forth in the terms of issuance of the Stock Acquisition Rights and in the allotment agreement entered into with the planned allottee. In conducting the valuation, Akasaka International Accounting considered factors such as the volatility of the Company's share price, the exercise conditions of the Stock Acquisition Rights, and the provisions of the allotment agreement, including the condition that, if the Stock Acquisition Rights are not exercised, a certain number of the Company's shares will be provided free of charge by the planned allottee. Based on these factors, Akasaka International Accounting carried out a valuation of the Stock Acquisition Rights using the Monte Carlo simulation method, which is commonly employed in the valuation of stock acquisition rights. The Company determined that the position acquired by the planned allottee in the ASR Transaction merely represents a mechanism for post-settlement of share price fluctuations up to a certain future point in time. Given that the share price may fluctuate either upward or downward, this position does not possess any inherent positive value. Accordingly, when the Stock Acquisition Rights and the provisions for the free acquisition of shares are evaluated as an integrated structure, their combined value can be assessed as zero. Taking into consideration the valuation conducted by Akasaka International Accounting and the contents of the Stock Acquisition Rights, the Company therefore determined that the issuance of the Stock Acquisition Rights free of charge does not constitute a favorable issuance, and no monetary payment will be required in exchange for the Stock Acquisition Rights. In addition, with respect to the Stock Acquisition Rights, all Audit & Supervisory Board Members (three of whom are outside Audit & Supervisory Board Members, out of a total of four) conducted an audit based on their duties under the Companies Act and expressed the opinion that there are no material facts in violation of laws or regulations with respect to the determination by the Board of Directors that the issuance of the Stock Acquisition Rights does not constitute a favorable issuance.

5. Matters Related to Procedures under the Corporate Code of Conduct

The issuance of the Stock Acquisition Rights does not require the obtaining of an opinion from an independent third party or the implementation of procedures to confirm shareholder intent pursuant to Article 432 of the TSE's Securities Listing Regulations, because (i) the number of voting rights

associated with the common shares deliverable upon exercise of the Stock Acquisition Rights is less than 25% of the total number of voting rights attached to the Company's issued shares as of the date of the resolution to issue the Stock Acquisition Rights, and (ii) the issuance does not involve a change in controlling shareholder, nor is such a change expected to occur even if the Stock Acquisition Rights are exercised..

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