



April 15, 2026

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Notice Concerning Settlement in Shareholders' Derivative Lawsuit

As announced in the "Notice Concerning Shareholders' Derivative Lawsuit" dated March 1, 2024, a shareholder of TOA ROAD CORPORATION (the "Company") filed a lawsuit to claim damages against ten current and former management officials of the Company, including the Representative Director, for damage caused to the Company by their antitrust violations conducted on or before January 27, 2015 relating to the determination of selling prices of asphalt mixtures. A settlement was subsequently reached between the plaintiff, nine defendants (excluding Akira Shinya), and the Company as a co-litigant, on January 21, 2026.

The Company hereby announces that a settlement has now been reached in the on-going lawsuit between the defendant Akira Shinya, the plaintiff, and the Company as a co-litigant.

1. Plaintiff
Strategic Capital, Inc.
2. Intervener as a co-litigant
TOA ROAD CORPORATION
3. Defendant
Former Director of the Company: Akira Shinya
4. Details of lawsuit and developments to settlement
Regarding the damage caused to the Company by the antitrust violations conducted on or before January 27, 2015 relating to the determination of selling prices of asphalt mixtures (a fine of 2,170.70 million yen in the surcharge payment order issued by the Japan Fair Trade Commission on July 30, 2019), the Company filed a lawsuit chiefly to enforce liability with the Chiba District Court, demanding that a former Director of the Company assuming the position from 2013 to 2015 pay the Company 1,145.64 million yen in damages and its delinquency charges for violations of due care of a prudent manager and legal requirements.

Meanwhile, in regard to the above violations, a shareholder of the Company filed a shareholders'

derivative lawsuit with the Tokyo District Court against ten current and former Directors of the Company assuming the position from 2012 to 2015, including the Representative Director, demanding that they pay the Company a maximum of 2,170.70 million yen in damages and its delinquency charges for violations of due care of a prudent manager.

Later, the two lawsuits were consolidated into the pending shareholders' derivative lawsuit because the outline and issue of the case were the same. The Company then participated in the lawsuit as a co-litigant. A settlement was subsequently reached between the plaintiff, nine defendants (excluding Akira Shinya), and the Company as a co-litigant, on January 21, 2026.

On April 14, 2026, a settlement was reached between the defendant Akira Shinya, the plaintiff, and the Company as a co-litigant.

5. Details of settlement

- (1) The defendant Akira Shinya (the "Defendant") shall acknowledge his obligation to pay the co-litigant 21.00 million yen as a settlement of the shareholders' derivative lawsuit filed by the plaintiff in relation to the cease and desist order and surcharge payment order issued by the Japan Fair Trade Commission to the co-litigant on July 30, 2019, pursuant to the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (the "Illegal Acts").
- (2) The Defendant shall pay the co-litigant the money specified in the preceding paragraph into the bank account designated by the co-litigant by May 15, 2026. Note that the Defendant shall be liable for the relevant bank transfer fees.
- (3) In the case that the Defendant violates the obligation of payment specified in the preceding paragraph, he shall pay the co-litigant the money that remains after deducting the amount already paid from the money specified in paragraph (1) and its delinquency charges at 20% a year from May 16, 2026 to the completion of payment.
- (4) Immediately after the settlement is reached, the co-litigant shall publish the Attachment (the same content as the "Details of settlement") on the co-litigant's website.
- (5) The Defendant promises not to seek or take up employment with any subsidiaries, affiliated companies, or other Group Companies of the co-litigant (collectively "Co-litigant Group Companies") and the co-litigant also promises to ensure that the Defendant does not take up employment with the Co-litigant Group Companies.
- (6) The plaintiff, Defendant, and co-litigant shall mutually confirm that there are no claims and obligations other than provided in the terms of settlement hereof in connection with the Illegal Acts between the Defendant and co-litigant.
- (7) Each party shall bear its own cost of litigation.

6. Future outlook

The settlement of 21.00 million yen paid to the Company will be recorded as extraordinary income for the fiscal year ending March 31, 2027, excluding costs such as attorney's fees that the Company will pay to the plaintiff.