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News Release

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## **Notice of Issuance of New Shares as Restricted Stock Compensation**

Mitsui Mining & Smelting Co., Ltd. (the “Company”) hereby announces that at a meeting held on July 16, 2025 (the “Allotment Resolution Date”), its Board of Directors resolved to issue new shares (the “Issuance of New Shares” or “Issuance”). Details are as follows.

### 1. Overview of the Issuance

(1) P a y m e n t d a t e	August 8, 2025
(2) Class and the number of shares to be issued	33,878 ordinary shares of the Company
(3) I s s u e a m o u n t	5,225 yen per share
(4) Total amount issued	177,012,550 yen
(5) Allotment recipients and the number of shares granted to them	<p>Directors (excluding those who are Audit &amp; Supervisory Committee Members and Outside Directors) of the Company</p> <p>4 persons 15,171 shares</p> <p>There are two types of compensation:</p> <p>I. Tenure-based restricted stock compensation: 7,587 shares</p> <p>II. ESG indicator-based restricted stock compensation: 7,584 shares</p> <p>Directors who are Audit &amp; Supervisory Committee Members and Outside Directors of the Company</p> <p>6 persons 2,520 shares</p> <p>I. Tenure-based restricted stock compensation: 2,520 shares</p> <p>Executive Officers (including Fellow and Distinguished Fellow) who are not Directors of the Company</p> <p>16 persons 16,187 shares</p> <p>There are two types of compensation:</p> <p>I. Tenure-based restricted stock compensation: 11,330 shares</p> <p>II. ESG indicator-based 3 stock compensation: 4,857 shares</p>
(6) Others	The Company has submitted an extraordinary report on the Issuance of New Shares in accordance with the Financial Instruments and Exchange Act.

### 2. Purposes and reasons for the Issuance

At the 96th Annual General Meeting of Shareholders held on June 29, 2021, the Company introduced a restricted stock compensation system for its Directors, excluding Outside Directors. At the 98th Annual General Meeting of Shareholders on June 29, 2023, the Company introduced ESG indicator-based restricted stock compensation—compensation granted based on the level of achievement of ESG indicators—in addition to pre-existing tenure-based restricted stock compensation. At the 99th Annual General Meeting of Shareholders on June 27, 2024, the Company's transition to a company with an audit and supervisory committee was approved, and the Company introduced new tenure-based restricted stock compensation and ESG indicator-based restricted stock compensation for its Directors, excluding Outside Directors and Directors who are Audit & Supervisory Committee Members (collectively referred to as the "System").

At a Board of Directors meeting on April 16, 2025, the Company reviewed its officer compensation system and then resolved to add its Outside Directors (excluding Audit & Supervisory Committee Members) to the Directors eligible for tenure-based restricted stock compensation in the System. This change aimed to incentivize the Outside Directors to help achieve sustainable improvements in the Company's corporate value and to enhance value sharing between them and the shareholders. The Company also resolved to revise the System for its Directors (excluding Audit & Supervisory Committee Members) and provide tenure-based restricted stock compensation to its Audit & Supervisory Committee Members and to its Directors, excluding Audit & Supervisory Committee Members (Audit & Supervisory Committee Members, Directors excluding Audit & Supervisory Committee Members, and Executive Officers, including Fellows and Distinguished Fellow, who do not concurrently serve as Directors shall be hereinafter collectively referred to as "Eligible Directors, etc.>"). At the 100th Annual General Meeting of Shareholders held on June 27, 2025, changes were approved regarding the total value of shares in the Company's ordinary stock or monetary claims ("Monetary Compensation Claims") provided to the Company's Directors (excluding Audit & Supervisory Committee Members) and the total number of shares of the Company's ordinary stock issued or disposed of under the System. The total annual value of ordinary shares or Monetary Compensation Claims provided as tenure-based restricted stock compensation will not exceed 50 million yen (with a maximum of 10 million yen for Outside Directors). The total annual number of ordinary shares issued or disposed of for this purpose will be capped at 16,650 (limited to 3,400 shares for Outside Directors). For ESG indicator-based restricted stock compensation, the total annual value will also be capped at 50 million yen, and the total annual number of ordinary shares will not exceed 16,650. Overall, the combined total annual value for both compensation types will not surpass 100 million yen, and the total number of shares will be limited to 33,300. In the event of a stock split for ordinary stock (including a free allocation of ordinary shares) or a reverse stock split for ordinary stock, or if any other circumstances arise that necessitate adjustments to the number of ordinary shares to be issued or disposed of as restricted stock after the approval of this proposal at the general meeting of shareholders, the Company will make reasonable adjustments to the number of these ordinary shares. It was also approved that the total annual value of shares in the Company's ordinary stock or Monetary Compensation Claims granted to Audit & Supervisory Committee Members will not exceed 18 million yen and that the total annual number of ordinary shares issued or disposed of for stock compensation will be capped at 6,000. In the event of a stock split for ordinary stock (including a free allocation of ordinary shares) or a reverse stock split for ordinary stock, or if any other circumstances arise that necessitate adjustments to the number of ordinary shares to be issued or disposed of as restricted stock after the approval of this proposal at the general meeting of shareholders, the Company will make reasonable adjustments to the number of these ordinary shares.

The following is an overview of the System.

#### [Overview of the System]

Under the System, the Eligible Directors, etc. will make in-kind contributions of all the Monetary Compensation Claims to be granted from the Company and in return receive the Company's ordinary shares that will be issued or disposed of by the Company. The amount to be paid in per share will be determined by the Board of Directors to the extent that the amount will not be particularly advantageous to the Eligible Directors, etc. who subscribe to the Company's ordinary shares based on the closing price of the Company's ordinary shares on the Tokyo Stock Exchange on the business day before the date of each resolution of the Board of Directors (if the trade is not made on that day, the closing price on the trading day immediately prior to that day).

In addition, when the Company's ordinary stock is issued or disposed of based on the System, an allotment agreement of

shares with restrictions on transfer will be concluded between the Company and the Eligible Directors, etc. and its contents will include the following: (1) the Eligible Directors, etc. are prohibited from transferring to a third party, creating a security right on or otherwise disposing of the Company's ordinary stock the allotment of which they received based on the allotment agreement of shares with restrictions on transfer for a certain period of time; and (2) if certain circumstances have arisen, the Company shall acquire the ordinary stock without consideration.

This time, the Company will grant Monetary Compensation Claims totaling 177,012,550 yen (the "Monetary Compensation Claims"), or 33,878 ordinary shares, taking into consideration the purpose of the System, the Company's business conditions, and the range of responsibilities of each of the Eligible Directors, etc., among other factors. The breakdown is as follows.

I. Tenure-based restricted stock compensation: Monetary Compensation Claims totaling 112,008,325 yen, 21,437 shares of ordinary stock

II. ESG indicator-based restricted stock compensation: Monetary Compensation Claims totaling 65,004,225 yen, 12,441 shares of ordinary stock

In the Issuance of New Shares, the 26 Eligible Directors, etc. who are the scheduled recipients of the allotment will pay all the Monetary Compensation Claims to the Company as the property contributed in kind and receive the allotment of the Company's ordinary stock (the "Allotted Shares") based on the System. The overview of the allotment agreement of shares with restrictions on transfer to be concluded between the Company and the Eligible Directors, etc. in the Issuance of New Shares (the "Allotment Agreement") is as described in 3. below.

### 3. Overview of the Allotment Agreement

#### I. Tenure-based restricted stock compensation

##### (1) Transfer restriction period

From August 8, 2025 (the "Payment Date") until the Eligible Directors, etc. no longer hold any positions as Director, Executive Officer (including Fellow and Distinguished Fellow) who does not concurrently serve as Director, or employee of the Company, or until the semiannual report for the fiscal year that includes the Payment Date is submitted, whichever is later.

##### (2) Condition for lifting of transfer restriction

The transfer restrictions on all of the Allotted Shares held by an allottee shall be lifted at the end of the transfer restriction period, provided that the Eligible Directors, etc. have held any of the positions as Director, Executive Officer (including Fellow and Distinguished Fellow) who does not concurrently serve as Director, or employee of the Company since the start of their duties until just before the end of the first annual general meeting of shareholders after that start date (the "Service Provision Period"). For Executive Officers, including Fellows and Distinguished Fellow, who do not concurrently serve as Directors, this period is from April 1 of the year that includes the Allotment Resolution Date until March 31 of the following fiscal year (this applies hereinafter).

##### (3) Rules applied if Eligible Directors, etc. resign or retire for legitimate reasons during the Service Provision Period

###### (i) Time when transfer restrictions are lifted

If Eligible Directors, etc. resign or retire from the position of Director, Executive Officer, including Fellow and Distinguished Fellow, who does not concurrently serve as Director, or employee of the Company for legitimate reasons and no longer hold any of these positions, the transfer restrictions shall be removed immediately after their resignation or retirement.

###### (ii) Number of shares subject to the lifting of transfer restrictions

The number of shares on which transfer restrictions will be lifted shall be calculated by multiplying the number of Allotted Shares that the allottee holds at the time of their resignation or retirement mentioned in (i) by the number of months from the month following the start of their duties (in the case of Executive Officers, including Fellows and Distinguished Fellow, who do not concurrently serve as Directors, the month that includes the first day of the fiscal year that includes the Allotment Resolution Date; the same applies hereinafter) to the date of resignation or retirement

of Eligible Directors, etc. divided by 12 (if the result of the calculation exceeds 1, the multiplier shall be 1). The resulting number of shares shall be rounded down to the nearest integer.

(4) Acquisition without consideration by the Company

The Company will automatically acquire the Allotted Shares for which the restriction on transfer is not lifted at the time when the transfer restriction period expires or when the restriction on transfer is lifted as specified in (3) above without consideration.

(5) Measures to be taken in relation to organizational restructuring, etc.

If, during the transfer restriction period, the Company's general meeting of shareholders approves a proposal on a merger agreement in which the Company is not a surviving company, a share exchange agreement or a share transfer plan in which the Company becomes a wholly owned subsidiary, or any other proposal concerning organizational restructuring, etc. (provided, however, that if the organizational restructuring, etc. does not require the approval of the Company's general meeting of shareholders, the Company's Board of Directors shall approve such proposal), the relevant transfer restrictions of all of the Allotted Shares held by the allottees of restricted stock at that point in time shall be removed immediately before the business day immediately preceding the effective date of the organizational restructuring, etc. in accordance with a resolution of the Company's Board of Directors. In addition, the Company will automatically acquire all the Allotted Shares for which the restriction on transfer is not lifted immediately after the restriction on transfer was lifted without consideration.

(6) Management of shares

The Allotted Shares are managed in a dedicated account opened by the Eligible Directors, etc. at Nomura Securities Co., Ltd. during the transfer restriction period so that the Eligible Directors, etc. will be unable to execute a transfer, create a security right or dispose of them during the transfer restriction period. The Company has entered into a contract with Nomura Securities Co., Ltd. for the management of the account of the Allotted Shares owned by the Eligible Directors, etc. to ensure the effectiveness of the restriction on transfer of the Allotted Shares. The Eligible Directors, etc. shall agree on the management of the account.

## II. ESG indicator-based restricted stock compensation

(1) Transfer restriction period

From August 8, 2025 until the Eligible Directors, etc. no longer hold any positions as Director, Executive Officer (including Fellow and Distinguished Fellow) who does not concurrently serve as a Director, or employee of the Company, or until the semiannual report for the fiscal year that includes the Payment Date is submitted, whichever is later.

(2) Condition for lifting of transfer restriction

The transfer restrictions on all of the Allotted Shares held by an allottee shall be lifted at the end of the transfer restriction period, provided that the Eligible Directors, etc. have held any of the positions as Director, Executive Officer (including Fellow and Distinguished Fellow) who does not concurrently serve as Director, or employee of the Company during the Service Provision Period and that the ESG indicators set by the Compensation Committee, which the Company's Board of Directors has tasked with establishing standards for determining stock compensation ("Performance Targets"), have been achieved.

(3) Rules applied if Eligible Directors, etc. resign or retire for legitimate reasons during the Service Provision Period

(i) Time when transfer restrictions are lifted

If Eligible Directors, etc. resign or retire from the position of Director, Executive Officer, including Fellow and Distinguished Fellow, who does not concurrently serve as Director, or employee of the Company for legitimate reasons and no longer hold any of these positions, the transfer restrictions shall be removed immediately after their resignation or retirement, or immediately after the achievement of Performance Targets is ensured, whichever is later.

(ii) Number of shares subject to the lifting of transfer restrictions

The number of shares on which transfer restrictions will be lifted shall be calculated by multiplying the number of Allotted Shares that the allottee holds at the time of their resignation or retirement mentioned in (i) by the number of months from the month following the start of their duties to the date of resignation or retirement of Eligible Directors,

etc. divided by 12 (if the result of the calculation exceeds 1, the multiplier shall be 1). The resulting number of shares shall be rounded down to the nearest integer.

(4) Acquisition without consideration by the Company

The Company will automatically acquire the Allotted Shares for which the restriction on transfer is not lifted at the time when the transfer restriction period expires or when the restriction on transfer is lifted as specified in (3) above without consideration.

(5) Measures to be taken in relation to organizational restructuring, etc.

If, during the transfer restriction period, the Company's general meeting of shareholders approves a proposal on a merger agreement in which the Company is not a surviving company, a share exchange agreement or a share transfer plan in which the Company becomes a wholly owned subsidiary, or any other proposal concerning organizational restructuring, etc. (provided, however, that if the organizational restructuring, etc. does not require the approval of the Company's general meeting of shareholders, the Company's Board of Directors shall approve such proposal), the relevant transfer restrictions of all of the Allotted Shares held by the allottees of restricted stock at that point in time shall be removed immediately before the business day immediately preceding the effective date of the organizational restructuring, etc. in accordance with a resolution of the Company's Board of Directors, provided that Performance Targets are met. In addition, the Company will automatically acquire all the Allotted Shares for which the restriction on transfer is not lifted immediately after the restriction on transfer was lifted without consideration.

(6) Management of shares

The Allotted Shares are managed in a dedicated account opened by the Eligible Directors, etc. at Nomura Securities Co., Ltd. during the transfer restriction period so that the Eligible Directors, etc. will be unable to execute a transfer, create a security right or dispose of them during the transfer restriction period. The Company has entered into a contract with Nomura Securities Co., Ltd. for the management of the account of the Allotted Shares owned by the Eligible Directors, etc. to ensure the effectiveness of the restriction on transfer of the Allotted Shares. The Eligible Directors, etc. shall agree on the management of the account.

4. Calculation basis of payment amounts and relevant details

The Issuance of New Shares to the scheduled recipients is conducted by using as the property contributed the Monetary Compensation Claims granted as the restricted stock compensation for the 101st fiscal year under the System. The issuance price is set at 5,225 yen, which is the closing price of the Company's ordinary stock in the Prime Market of the Tokyo Stock Exchange on July 15, 2025 (business day preceding the date of resolution of the Board of Directors), to make the disposal price a price that eliminates arbitrariness. This is the market share price immediately before the date of resolution of the Board of Directors, and the Company believes that it is reasonable and does not fall under a price that is particularly favorable.