



February 1, 2022

To whom it may concern:

Company name: Benefit One Inc.
Representative: Norio Shiraishi, President
(Stock exchange code: 2412 / TSE First Section)
Contact point: Kenji Ozaki, Managing Director
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**Notice Concerning the Disposition of Treasury Shares by Third Party Allotment
Associated with Additional Contribution to Board Benefit Trust (BBT) and Employee
Stock Ownership Plan (J-ESOP)**

At the Board of Directors meeting held today, Benefit One made a resolution on the disposition of treasury shares by third party allotment (hereinafter referred to as the “Treasury Shares Disposition”) as follows:

1. Outline of the Treasury Shares Disposition

(1)	Disposition date	Wednesday, February 16, 2022 (plan)
(2)	Class and number of shares to be disposed of	18,000 common shares
(3)	Disposition price	3,843 yen per share
(4)	Total amount of disposition	69,174,000 yen
(5)	Planned underwriter of disposition	Custody Bank of Japan, Ltd. (Trust Account E)
(6)	Other	Regarding the Treasury Shares Disposition, a securities notice has been submitted in accordance with the Financial Instruments and Exchange Act.

2. Purpose and reason for the Treasury Shares Disposition

Based on the resolutions made at the Annual General Meeting of Shareholders held on June 29, 2016, June 25, 2019, and June 24, 2021, Benefit One has introduced and is managing the “Board Benefit Trust (BBT)” (hereinafter referred to as the “BBT System”; a trust created based on the trust contract concluded with Mizuho Trust & Banking Co., Ltd. concerning the BBT System is referred to as the “BBT Trust”) as a performance-linked stock compensation plan for Directors. (For the outline of the BBT System, please see “Notice Regarding the Introduction of Performance-linked Stock Compensation Plan” dated May 24, 2016 and “Notice Regarding the Introduction of Performance-linked Stock Compensation Plan (Decision of Details)” dated July 28, 2016.)

Benefit One has also introduced and is managing the “Employee Stock Ownership Plan (J-ESOP)” (hereinafter referred to as the “J-ESOP System”; a trust created based on the trust contract concluded with

Mizuho Trust & Banking Co., Ltd. concerning the J-ESOP System is referred to as the “J-ESOP Trust”) as a performance-linked stock compensation plan for employees based on the resolution made at the Board of Directors meeting held on July 28, 2016. (For the outline of the J-ESOP system, please see “Notice Concerning the Introduction of Employee Stock Ownership Plan (J-ESOP)” dated July 28, 2016.)

To continue the BBT and J-ESOP systems (hereinafter collectively referred to as the “Systems”), Benefit One decided to make an additional monetary contribution (hereinafter referred to as the “Additional Trust”) to the BBT Trust and the J-ESOP Trust, respectively, so that the BBT Trust and the J-ESOP Trust will acquire shares that are expected to be needed for future share provision. Benefit One also made a decision on the disposition on treasury shares by third party allotment (Treasury Shares Disposition) to Trust Account E that is respectively opened at Custody Bank of Japan, Ltd. (trustee re-trusted by Mizuho Trust & Banking Co., Ltd. that is the trustee of the BBT Trust and the J-ESOP Trust) in order to hold and dispose of Benefit One’s shares to manage the Systems.

The number of shares to be disposed of is the total of the number of shares that is equivalent to the number of shares that is expected to be granted to Benefit One’s Directors (limited to Executive Directors excluding Directors Serving as Audit and Supervisory Committee Members) during the trust period based on the Officer Stock Benefit Regulations and the number of shares that is equivalent to the number of shares that is expected to be granted to employees of Benefit One and officers and employees of Benefit One’s associated companies in Japan based on the Stock Benefit Regulations. The total number of shares involved in the Treasury Shares Disposition accounts for 0.01% of the total number of issued shares (159,970,000 shares) as of September 30, 2021 (0.01% of the total number of voting rights (1,594,803) as of September 30, 2021 (both rounded to the third decimal place)).

* Outline of the Additional Trust to the BBT Trust

Date of additional trust: February 16, 2022 (plan)

Amount of additional trust: 13,450,500 yen (plan)

Class of shares to be acquired: Common shares of Benefit One

Number of shares to be acquired: 3,500 shares

Date of share acquisition: February 16, 2022 (plan)

Method of share acquisition: Acquisition by underwriting the disposition of Benefit One’s treasury shares (Treasury Shares Disposition)

* Outline of the Additional Trust to the J-ESOP Trust

Date of additional trust: February 16, 2022 (plan)

Amount of additional trust: 55,723,500 yen (plan)

Class of shares to be acquired: Common shares of Benefit One

Number of shares to be acquired: 14,500 shares

Date of share acquisition: February 16, 2022 (plan)

Method of share acquisition: Acquisition by underwriting the disposition of Benefit One’s treasury shares (Treasury Shares Disposition)

3. Grounds for calculation of the disposition price and specific details

The disposition price is 3,843 yen (rounded down to the nearest yen) that is the average closing price of

Benefit One's common shares at the Tokyo Stock Exchange in one month until the business day before the date of board resolution on the Treasury Shares Disposition (from January 4, 2022 to January 31, 2022).

This price was adopted because we decided that special factors, such as the impact of temporary stock price fluctuations, can be eliminated by adopting an equalized value of an average stock price during a certain period of time rather than adopting a share price at a certain point of time, and that this method is highly objective and rational as grounds for calculation. The calculation period was set as the nearest one month because we thought that adopting a certain period that is closer to the board resolution date is rational as it reflects the value of Benefit One's shares at the moment when compared with adopting the nearest three or six months. Moreover, as stated in the "Notice Concerning the Disposition of Treasury Shares by Third Party Allotment Associated with the Introduction of Board Benefit Trust (BBT) and Employee Stock Ownership Plan (J-ESOP)" dated July 28, 2016 and the "Notice Concerning the Disposition of Treasury Shares by Third Party Allotment Associated with Additional Contribution to Board Benefit Trust (BBT) and Employee Stock Ownership Plan (J-ESOP)" dated January 30, 2020, we decided that it is reasonable, in principle, to use the same calculation method as that used to calculate the disposition price of treasury shares when the BBT and J-ESOP systems were introduced and when additional contribution was made.

The disposition price of 3,843 yen (rounded down to the nearest yen) is obtained by multiplying the closing price of 3,465 yen on the business day before the board resolution date by 110.91%, by multiplying the average closing price of 4,872 yen (rounded down to the nearest yen) in the nearest three months before the business day prior to the board resolution date by 78.88%, and by multiplying the average closing price of 4,883 yen (rounded down to the nearest yen) in the nearest six months by 78.70%. The disposition price was calculated based on the average closing price in one month that is a certain period closer to the board resolution date. It reflects the value of Benefit One's shares at the moment and exceeds the closing price on the business day before the board resolution date. We think that the price for the Treasury Shares Disposition is not particularly advantageous but rational in light of the Rules Concerning Handling of Allotment of New Shares to Third Party, Etc. prescribed by the Japan Securities Dealers Association.

The above disposition price was resolved by the Board of Directors after receiving an opinion from the Audit and Supervisory Committee. According to the committee, the disposition price is not particularly advantageous because the consistency of the Systems can be maintained by adopting the same method to calculate the disposition price as that used when the Systems were introduced and when additional contribution was made and because the method contributes to fairness in granting incentives at different points of time and conforms to the Rules Concerning Handling of Allotment of New Shares to Third Party, Etc. prescribed by the Japan Securities Dealers Association.

4. Matters related to the procedures pursuant to the Corporate Code of Conduct

For the Treasury Shares Disposition, the collection of opinions from independent third parties and the confirmation of shareholders' intentions defined in Article 432 of the Securities Listing Regulations prescribed by Tokyo Stock Exchange, Inc. are not required because (1) the dilution rate is less than 25% and (2) the disposition does not involve the change of controlling shareholders.

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