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For Immediate Release

dip Corporation  
Hideki Tomita, Representative Director, President and CEO  
(Securities Code: 2379, Prime Market of the Tokyo Stock Exchange)  
<Contact>  
Haruhiko Arai, Corporate Officer, CFO,  
Head of Corporate Management Group  
Phone: +81-3-5114-1177

## Notice of Disposition of Treasury Stock as Restricted Stock (with Performance Conditions, etc.)

dip Corporation announces that, at the Board of Directors meeting held today, it resolved to dispose of its treasury stock (the "Disposition of Treasury Stock" or the "Disposition") as restricted stock (with performance conditions, etc.) that will be granted to employees who joined the company or were promoted in June 2021 onward (the "Eligible Employees"), as described below.

### 1. Outline of the Disposition

(1)	Date of Disposition	August 26, 2022
(2)	Type and number of shares to be disposed of	132,039 shares of common stock
(3)	Disposition price	3,700 yen per share
(4)	Total value of Disposition	488,544,300 yen
(5)	Allottees, number thereof, and number of shares to be disposed of	962 employees of dip; 132,039 shares

### 2. Purpose of and Reason for the Disposition

At its Board of Directors meeting held on May 27, 2020, dip decided to implement an incentive plan (the "Plan") utilizing restricted stock (with performance conditions, etc.) with the aim of encouraging all employees to maximize the social and economic value of dip by strengthening their alignment with our shareholders and thereby contributing toward the realization of our corporate vision of becoming a 'Labor force solution company'. The allotment was completed on August 27, 2020. Furthermore, at its Board of Directors meeting held on June 22, 2021, dip decided on an allotment to employees who joined the company on or after April 2, 2020, or who were promoted in May 2020 onward. The allotment was completed on August 27, 2021.

This time, dip will carry out an allotment to dip employees who joined the company or were promoted in June 2021 onward. dip has set performance targets three years in advance, the achievement of which will be the condition for lifting transfer restrictions. These performance targets are set as aspirations for the entire company to aim for.

dip considers the Plan as a key strategy for achieving future growth and will continue to work to further advance its business. Going forward, dip plans to continue carrying out allotments to new graduate and mid-career employees as well as employees who are promoted.

dip resolved at the Board of Directors meeting held today that, based on the Plan, a total of 488,544,300

yen in monetary claims (the “Monetary Claims”) and 132,039 shares of common stock (the “Allotted Shares”) would be granted to 962 Eligible Employees as restricted stock compensation for the fiscal year ending February 2023 through the fiscal year ending February 2025, subject to conditions pertaining to the enrollment of the Eligible Employees (the “Enrollment Conditions”), the position of the Eligible Employees (the “Position Conditions”), and the achievement of the performance targets set out by dip (the “Performance Conditions”).

In the Plan, because dip grants each Eligible Employee monetary claims for contribution in kind, the Eligible Employees’ salaries will not be reduced as a result of the Disposition of Treasury Stock. In addition, the Allotted Shares will be allotted only to Eligible Employees who choose to subscribe. Accordingly, if there are no applications for subscription, the Monetary Claims will be extinguished.

With respect to the Disposition of Treasury Stock, the Eligible Employees will pay all of the Monetary Claims to dip as payment in kind in accordance with the Plan and receive disposition of the Allotted Shares. Further, regarding the Disposition of Treasury Stock, the outline of the agreement for the allotment of restricted stock that will be executed between dip and the Eligible Employees (the “Allotment Agreement”) is as described in 3. below.

### 3. Outline of the Allotment Agreement

#### (1) Period of Restriction on Transfer: From August 26, 2022, to April 15, 2025

During the Period of Restriction on Transfer stipulated above (the “Period of Restriction on Transfer in Question”), the Eligible Employees may not transfer, create a pledge, take out a mortgage, gift inter vivos, bequeath, or otherwise dispose of to a third party the Allotted Shares allotted to said Eligible Employees (the “Transfer Restriction”).

#### (2) Conditions for Lifting the Transfer Restriction

The Transfer Restriction will be lifted at the expiry of the Period of Restriction on Transfer in Question (or when the summary report on financial results for the year ending February 2025 is released, if such report is released prior to the expiry of the Period of Restriction on Transfer) for all or part of the Allotted Shares, subject to the Enrollment Conditions, which require Eligible Employees to remain in a position of director, executive officer (who does not hold a position as director), employee or equivalent throughout the Period of Restriction on Transfer in Question and based on the Position Conditions and the Performance Conditions, which are set forth below. dip will automatically acquire the Allotted Shares for which the Transfer Restriction is not lifted, for no consideration.

However, if an Eligible Employee retires or resigns from the position of director, executive officer (who does not hold a position as director), employee or equivalent prior to the expiry of the Period of Restriction on Transfer in Question for reasons deemed justifiable by the Board of Directors, the number of Allotted Shares for which the Transfer Restriction will be lifted and the timing of the lifting of the Transfer Restriction shall be adjusted reasonably as needed.

#### [Performance Conditions]

##### a. Employees belonging to the DX Business Group

The Transfer Restriction will be lifted depending on the level to which the DX business achieves the sales and operating income targets disclosed in the summary report on financial results for the year ending February 2025. The targets will be 45 billion yen for sales and 10.8 billion yen for operating income.

##### b. Employees belonging to any department other than the DX Business Group

The Transfer Restriction will be lifted depending on the level to which dip achieves consolidated sales and consolidated operating income (or non-consolidated sales and non-consolidated operating income if non-consolidated) targets disclosed in the summary report on financial results for the year ending February 2025. The targets will be 100 billion yen for sales and 30 billion yen for operating income.

(3) Treatment upon Reorganization

If a merger agreement under which dip becomes the acquired company, or a share exchange agreement or a share transfer plan under which dip becomes a wholly-owned subsidiary, or if any other matter regarding reorganization, etc. is approved at dip's general meeting of shareholders (or at a Board of Directors meeting if such reorganization etc. does not require the approval of dip's general shareholders) during the Period of Restriction on Transfer in Question, dip will automatically acquire all of the Allotted Shares by resolution of the Board of Directors, for no consideration, one business day prior to the effective date of reorganization.

(4) Management of Shares

During the Period of Restriction on Transfer in Question, the Allotted Shares will be managed separately from other dip shares with no restrictions in a dedicated account opened by the Eligible Employees with a securities company so as not to result in the transfer, creation of a pledge, creation of security rights, inter vivos gift, bequeathment, or disposal by other means of the restricted stock to a third party during the Period of Restriction on Transfer in Question. dip has executed an agreement with the Securities Company for the management of the account for the Allotted Shares held by the Eligible Employees in order to ensure the effectiveness of the restriction on transfer, etc., of the Allotted Shares. It shall be assumed that the Eligible Employees agree to details regarding the management of the account.

4. Grounds for Calculation of the Amount to be Paid and the Specific Details Thereof

The Disposition of Treasury Stock to the Eligible Employees will be made with monetary claims, provided as restricted stock in accordance with the Plan for the period stretching from the fiscal year ending February 2023 to the fiscal year ending February 2025, as payment in kind. The disposition price is set at 3,700 yen, which was the closing price of dip common stock on the Prime Market of the Tokyo Stock Exchange on July 12, 2022 (the business day preceding the date of the resolution by the Board of Directors). We believe this disposition price to be reasonable and not a particularly advantageous price for the Eligible Employees.

5. Future Outlook

Although there is no effect on cash flows, the impact of the Disposition of Treasury Stock on dip's business performance and financial situation will likely lead to the additional recording of approximately 100 million yen of selling, general and administrative expenses for the fiscal year ending February 2023.

(Note) English documents are prepared as a courtesy to our shareholders. In the event of any inconsistency between English-language documents and the Japanese-language documents, the Japanese-language documents will prevail.