

The following is an English version of the official Japanese announcement, which has been given to the Tokyo Stock Exchange and the media in Tokyo, Japan.



July 29, 2022

For Immediate Release

SPARX Group Co., Ltd.  
President and Group CEO Shuhei Abe  
(Code: 8739, TSE Prime Market)

## Notice on Decision-made Related to Acquiring Share for Stock Compensation System

TOKYO—July 29, 2022—SPARX Group Co., Ltd. (the “Company”) would like to inform you that the Board of Directors, at its meeting held today, decided on the matters relating to the acquisition of our shares to be carried out by the trustee of the Trust. It was voted to implement stock compensation system (the “System”) for the Company’s non-Audit and Supervisory Committee directors (excluding outside directors; hereinafter, “Director” refers to non-Audit and Supervisory Committee directors who are not outside directors) back in May 6<sup>th</sup>, 2022. The Company also decided to submit a proposal regarding this System’s implementation at its 33rd Ordinary General Meeting of Shareholders of the Company, held on June 10, 2022 (the “General Shareholders’ Meeting”) and this proposal was approved on that day. The details are outlined below.

### 1. Outline of the Trust

1. Name	Stock grant trust for directors
2. Trustor	SPARX Group Co., Ltd.
3. Trustee	Sumitomo Mitsui Trust Bank, Limited (Secondary trustee : Custody Bank of Japan, Ltd.)
4. Beneficiaries	Company directors who satisfy the beneficiary requirements
5. Trust administrator	Plan to elect a third party independent from the Company and its directors
6. Exercising voting rights	The Trust shall not exercise the voting rights for the shares in the Trust during the trust period
7. Type of trust	Non-monetary trust for cash and other assets (a third-party-benefit trust)
8. Trust agreement date	August 17, 2022
9. Trust starting date	August 17, 2022
10. Trust ending date	August-end, 2029 (provisional)

### 2. Matters related to share acquisition by the trustee of the Trust

1. Type of shares to be acquired	Common stock
2. Amount that the Company trust to fund the acquisition of shares	845,600,000 yen
3. Total number of shares to be acquired	2,800,000 shares
4. Method of acquiring Company’s shares	Disposal of Company’s treasury stock
5. Date of stock acquisition	August 17, 2022

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No further entry