

July 10, 2023

## Notice Concerning the Disposal of Treasury Stock as Restricted Stock Compensation

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UNIPRES CORPORATION (hereinafter referred to as the “Company”) hereby announces that at the Company Board of Directors meeting held today, a resolution was made as detailed below concerning the disposition of Company’s treasury stock as restricted stock compensation (“Disposal of Treasury Shares”).

### 1. Outline of Disposal

(1) Payment Date	August 8, 2023
(2) Type and Number of Shares to be Disposed of	92,055 shares of the Company’s common stock
(3) Disposal Value	¥1,135 per share
(4) Total Disposal Value	¥104,482,425
(5) Allottees and Number thereof, Number of Shares to be Alloted	The Company’s Directors (excluding Directors who are members of the Audit & Supervisory Committee and External Directors: 5 persons, 39,914shares The Company’s Executive Officers: 11 persons, 32,368shares The Company’s Employees: 11 persons, 13,003shares The Director of the Company’s Subsidiary: 10 persons, 6,770shares
(6) Other	The Disposal of Treasury Shares is conditioned on the Securities Registration Statement taking effect in accordance with the Financial Instruments and Exchange Act.

### 2. Purpose and Reasons for Disposal

At the 83<sup>rd</sup> Ordinary General Meeting of Shareholders held on June 23, 2022, approval was received for introducing a compensation plan that allots shares with transfer restrictions (the “Plan”) to the Directors (excluding Directors who are members of the Audit & Supervisory Committee and External Directors; hereinafter referred to as the “Eligible Directors”) for the purpose of enabling the Eligible Directors to share the risks and benefits of stock price fluctuations with shareholders and further enhance their motivation to contribute to improving the stock price and the corporate value of the Company. Based on the Plan, it was also approved for establishing an amount of no more than 200 million yen as the total annual amount of monetary compensation claims to be paid to the Eligible Directors as compensation related to restricted stock and for setting 225,000 shares as the maximum number of shares of restricted stock to be allotted to the Eligible Directors in each fiscal year.

At the Company's Board of Directors Meeting held on July 10 2023 the Company resolved to allot 92,055 shares of the Company's common stock as specified restricted stock compensation to the Eligible Directors for the period the 84<sup>th</sup> Ordinary General Meeting of Shareholders until the Company's 85<sup>th</sup> Ordinary General Meeting of Shareholders, and to the Executive Officers, Employee of the Company and Directors of the Company's subsidiary for the 85<sup>th</sup> fiscal year (for the period from April 1<sup>st</sup> 2023 to March 31<sup>st</sup> 2024, In addition, among the Company's subsidiaries, directors of subsidiaries to which this system is newly applied are eligible for the period from July 1, 2023 to March 31, 2024) respectively, by having the total of 37 Eligible Directors, Executive Officers, Employees, and Directors of the Company's subsidiary (the "Allottees") make an in-kind contribution of the entire monetary compensation receivables amount of 104,482,425yen that the Company and the Company's subsidiary pay. The amount of monetary compensation receivables allotted to each Allottee has been determined based on comprehensive consideration of various matters, including the level of contribution to the Company and the Company's subsidiary by each Allottee. In addition, these monetary compensation receivables are to be issued to each Allottee under certain conditions including the condition that each Allottee enters with the Company into a restricted stock allocation agreement ("Allotment Agreement") that includes the essential points outlined below.

### **3. Outline of Allotment Agreement**

#### **(1) Transfer Restriction Period**

From August 8, 2023 to the date that the Allottees resign from the position of Director or Executive Officer of the Company and the Company's subsidiaries or leave one's employment with the Company and the Company's subsidiaries.

During the above transfer restriction period (the Transfer Restriction Period), the Allottees shall not transfer the allotted shares (the "Allotted Shares") to third parties, establish a pledge or a security interest on the shares, use them as an inter vivos gift, bequest them to another party, or otherwise dispose of the Allotted Shares ("Transfer Restrictions").

#### **(2) Gratis Acquisition of Restricted Stock**

The Company shall acquire the restricted shares without compensation if an Allottee resigns from the position of a Director or Executive Officer or leave one's employment of the Company or the Company's subsidiary anytime between the initial day of the Transfer Restrictions Period until the day preceding the first subsequent Ordinary General Meeting of Shareholders (the day preceding the first subsequent final day of the fiscal year if the Allottee is an Executive Officer of the Company or employee of the Company or a Director of the Company's subsidiary), except when there are reasons deemed legitimate by the Board of Directors.

In addition, the Company shall rightly acquire any of the Allotted Shares without compensation for which the Transfer Restrictions have not been removed in accordance with the reasons set forth in (3) below immediately after the expiration of the Transfer Restriction Period (the "Period Expiration Day").

#### **(3) Removal of Transfer Restrictions**

The Company shall remove Transfer Restrictions on all of the Allotted Shares held by an Allottee on the Period Expiration Date, provided that the Allottee continued to hold the position of Director, Executive Officer, or employee of the Company or subsidiary of the Company from the initial day of the Transfer Restriction Period until the day of the first subsequent Ordinary General Meeting of Shareholders (the day preceding the first subsequent final day of the fiscal year if the Allottee is an Executive Officer of the Company or employee of the Company or a Director of the Company's subsidiary). If, however, an Allottee resigns from the position

of Director or Executive Officer, or leaves one's employment of the Company or subsidiary of the Company before the expiration of the Transfer Restriction Period (the day preceding the first subsequent last day of the fiscal year if the Allottee is an Executive Officer of the Company or employee of the Company or a Director of the Company's subsidiary) for reasons deemed legitimate by the Company's Board of Directors, the transfer restrictions shall be removed immediately following the resignation of the Allottee for a number of Allotted Shares equal to the number of Allotted Shares held by the Allottee at the time multiplied by the fraction created by dividing by 12 (9 if the Allottee is a director of a subsidiary of the Company to which the System is newly applied) the number of months from July 2023(April 2023 if the allottee is an executive officer or employee of the Company or a director of a subsidiary of the Company, July 2023 if the Allottee is a director of a subsidiary of the Company to which the System is newly applied) through the month in which the Allottee resigns from the position of Director, Executive Officer, or leaves one's employment with the Company or subsidiary of the Company (any fractional shares of less than 1 share shall be rounded down).

#### (4) Provisions Regarding Management of Shares

Allottees shall open an account for entering and/or recording information about the Allotted Shares at SMBC Nikko Securities Inc., following the method stipulated by the Company, and shall keep and maintain the Allotted Shares in this account until the Transfer Restrictions are removed.

#### (5) Treatment upon Organizational Restructuring

If, during the Transfer Restriction Period, a proposal regarding a merger agreement under which the Company becomes the dissolving company, a share exchange agreement or share transfer plan under which the Company becomes a wholly-owned subsidiary, or any other organizational restructuring is approved at a General Meeting of Shareholders of the Company or approved by the Company's Board of Directors if approval regarding the aforementioned organizational restructuring does not require approval at a General Meeting of Shareholders of the Company (only if the effective date of such organizational restructuring comes prior to the Period Expiration Day, hereinafter the "Time of Organizational Restructuring Approval"), and, if the Allottee resigns from the position of Director, Executive Officer, or leaves one's employment of the Company or subsidiary of the Company in conjunction with the organizational restructuring, the Company, by a resolution of the Company's Board of Directors, shall, immediately prior to the business day immediately preceding the effective date of said organizational restructuring, remove the Transfer Restrictions for a number of Allotted Shares equal to the number of Allotted Shares held by the Allottee on the date of approval (fractional shares of less than 1 share shall be rounded down) multiplied by the fraction created by dividing by 12 (9 if the Allottee is a director of a subsidiary of the Company to which the System is newly applied) the number of months from July 2023(April 2023 if the allottee is an executive officer or employee of the Company or a director of a subsidiary of the Company, July 2023 if the Allottee is a director of a subsidiary of the Company to which the System is newly applied) through the month in which the approval is given (this number shall be one (1) if the calculation yields a number greater than one).

In such a case, at the Time of Organizational Restructuring Approval, on the business day immediately preceding the effective date of said organizational restructuring, the Company will automatically acquire without consideration all of the Allotted Shares for which the Transfer Restrictions have not been removed as of that same date.

#### 4. **Basis for calculation of pay-in amount and details**

With regard to the disposal price of the treasury stock, in order to eliminate any arbitrariness from the price, the price has been set at 1,135yen, which was the closing price of the Company's common stock on the Tokyo Stock Exchange on July 7, 2023, the business day immediately preceding the date of the Company's

Board of Directors resolution. This is the market price immediately prior to the day of the resolution by the Company's Board of Directors, and the Company believes it to be a reasonable price that is not particularly favorable to Allottees.