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For Immediate Release

dip Corporation  
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## 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 2022 onward (the “Eligible Employees”), as described below.

### 1. Outline of the Disposition

(1)	Date of disposition	August 22, 2023
(2)	Type and number of shares to be disposed of	187,065 shares of common stock
(3)	Disposition price	3,585 yen per share
(4)	Total value of disposition	670,628,025 yen
(5)	Allottees, number thereof, and number of shares to be disposed of	1,858 employees of dip; 187,065 shares

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

In August 2020, dip introduced an incentive plan utilizing restricted stock (with performance conditions, etc.) (the “Plan”) to further motivate its employees so that each employee will work to maximize the social and economic value of dip by strengthening their alignment with shareholders and thereby contributing toward the realization of our corporate vision of becoming a ‘Labor force solution company’.

At its Board of Directors meeting held on June 22, 2021, dip resolved to allot shares to employees who joined the company between April 2, 2020, and May 31, 2021, and those who were promoted between May 1, 2020 and May 31, 2021 and at its Board of Directors meeting held on July 13, 2022, to allot shares to employees who joined the company or were promoted between June 1, 2021, and June 1, 2022.

In the Plan, dip had set performance targets five years in advance, the achievement of which was the condition for lifting transfer restrictions. However, following revisions to our medium-term management strategy, dip resolved at its Board of Directors meeting held on April 14, 2023, to extend the transfer restriction period by two years and to revise the performance conditions for those allottees who are dip employees belonging to the DX Business Group, which had been sales and operating income of the DX business, to the same conditions as those applied to dip employees belonging to departments other than the DX Business Group, which are consolidated sales and consolidated operating income (or non-consolidated sales and non-consolidated operating income if non-consolidated).

dip resolved at its Board of Directors meeting held today that, based on the Plan, a total of 670,628,025 yen in monetary claims (the "Monetary Claims") and 187,065 shares of common stock (the "Allotted Shares") would be granted to 1,858 Eligible Employees who joined the company or were promoted between June 2, 2022, and June 1, 2023, as restricted stock compensation for the fiscal year ending February 2024 through the fiscal year ending February 2027, subject to the Eligible Employees' enrollment conditions, position conditions, and performance conditions set out by dip.

In the Plan, because dip grants each Eligible Employee monetary claims for contribution in kind, the Eligible Employees' salaries will not be reduced due to 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.

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

### 3. Outline of the Allotment Agreement

#### (1) Transfer Restriction Period: From August 22, 2023, to April 15, 2027

During the transfer restriction period stipulated above (the "Transfer Restriction Period"), the Eligible Employees may not transfer, create a pledge, create security rights, 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 Transfer Restriction Period (or when the summary report on financial results for the year ending February 2027 is released, if such report is released before the expiry of the Transfer Restriction Period) for all or part of the Allotted Shares, subject to 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 transfer restriction period, position conditions, and performance conditions. dip will automatically acquire for no consideration the Allotted Shares for which the Transfer Restriction is not lifted.

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 before the expiry of the Transfer Restriction Period 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.

#### (3) Treatment upon Reorganization

If a merger agreement under which dip becomes the acquired company, a share exchange agreement under which dip becomes a wholly-owned subsidiary, or a share transfer plan or 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 Transfer Restriction Period, dip will automatically acquire all of the Allotted Shares by resolution of the Board of Directors, for no consideration, as of the time immediately preceding the business day before the effective date of the reorganization, etc.

#### (4) Management of Shares

The Allotted Shares will be managed separately from other dip shares with no transfer 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 any other disposal to a third party during the Transfer Restriction Period. dip has executed an agreement with the securities company in relation to managing the account for the Allotted Shares held by the Eligible

Employees to ensure the effectiveness of the Transfer Restriction, etc., of the Allotted Shares. It shall be assumed that the Eligible Employees agree to details regarding the management of the account.

#### 4. Basis 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 2024 to the fiscal year ending February 2027, as payment in kind. The disposition price is set at 3,585 yen, the closing price of dip's common stock on the Prime Market of the Tokyo Stock Exchange on July 31, 2023 (the business day preceding the date of the resolution by the Board of Directors). We believe this disposition price to be reasonable and not particularly advantageous for the Eligible Employees.

#### 5. Future Outlook

The impact on our company's performance and financial condition due to the disposal of our treasury shares is negligible, and has been fully incorporated into our consolidated earnings forecast for the current fiscal period.

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