

AVANT
GROUP



August 4, 2023

To whom it may concern

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(Code: 3836, TSE Prime Market)
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Notice of Concerning Introduction of Restricted Share Granting System for Employees (RS Trust)

AVANT Group hereby announces that the Board of Directors at a meeting held today, resolved to introduce a share granting plan (hereinafter referred to as “the System”) for employees of AVANT Group Corporation and its operating companies, AVANT Corporation, Internet Disclosure Co., Ltd., ZEAL Corporation and DIVA Corporation Details are as follows.

1. Purpose of the Introduction of the System

AVANT Group will launch its medium-term management plan “BE GLOBAL 2028” in 2023. In order to realize the strategic materiality “To be a software company that increases corporate value”, which is the axis of our medium-term management plan, we will introduce this “Plan” to raise employees’ awareness of the need to improve the corporate value of our company, to have employees contribute to improving corporate value through their own actions, to have employees take the initiative in making efforts, and to share the results over the medium - to long-term with other stakeholders.

2. Overview of the System

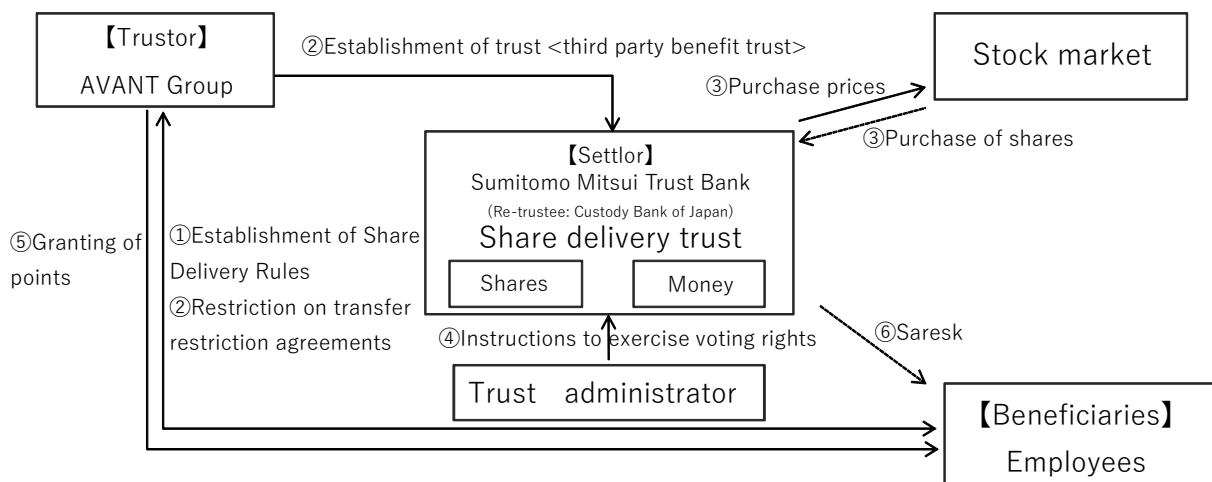
The System is a stock grant plan whereby a trust (“the Trust”), which is established with money contributed by AVANT Group, and the Trust acquires AVANT Group’s common stocks (“Share”), and the shares are delivered to the Employees through the Trust based on points granted to the Employees. (however, as described in ⑦ below, such shares shall be subject to restriction on transfer to each employee until their retirement.

The details such as the number of shares to be delivered to the target person, will be administered in accordance with the Share Delivery Rules set out by the Board of Directors of

AVANT Group Corporation.

AVANT Group will contribute the entire amount of funds for the acquisition.

<Overview of the Structure of the System>



- ① AVANT Group will establish Share Delivery Rules for Employees.
- ② AVANT Group will establish a share delivery trust (third party benefit trust) with employees as the beneficiaries (the Trust). At that time, AVANT Group will entrust to the Trustee the amount of money equivalent to the amount of funds for the acquisition of shares.
- ③ The Trustee will acquire, in a single tranche, the number of the Shares sufficient for the expected future delivery of shares from the stock market (including off-auction trading).
- ④ AVANT Group will appoint a trust administrator (who must be independent of AVANT Group and officers) who shall be responsible for protecting the interests of the beneficiaries who are covered by the Share Delivery Rules and supervising the Trustee throughout the trust period. The trust administrator will instruct the Trustee to exercise voting rights associated with the Shares held in the Trust, and based on these instructions, the Trustee will exercise voting rights throughout the trust period.
- ⑤ AVANT Group will grant points to Employees in accordance with the Share Delivery Rules.
- ⑥ Employees who fulfill the beneficiary requirements (including the conclusion of a transfer restriction agreement set forth in ⑦ below) set out in the Shares Delivery Rules and the trust agreement that pertains to the Trust will, as the beneficiaries of the Trust, receive delivery of the Shares from the Trustee corresponding to the points.
- ⑦ With respect to the Shares to be delivered, they will be subject to restriction, between AVANT Group and the Employee, on transfer from the date of delivery until the date of retirement. AVANT Group will lift the transfer restriction on the delivered restricted shares, upon the time of the Employee's retirement (AVANT Group will acquire the Shares without compensation for which the transfer restriction has not been lifted). AVANT Group, which is the Trustee under the System, will delegate (re-entrust) management of the trust property to Custody Bank of Japan, Ltd.

3. About the Trust

(1) Name	Share delivery trust for Employees
(2) Settlor	AVANT Group Corporation
(3) Trustee	Sumitomo Mitsui Trust Bank (Re-trust : Custody Bank of Japan, Ltd.)
(4) Beneficiary	Employees who satisfy the beneficiary requirements
(5) Trust administrator	Plan to select a third party that is independent of AVANT Group and its officers
(6) Exercise of Voting Rights	Throughout the period of the trust, the voting rights of the Shares held in the trust will be exercised by the Trustee based on instructions from the trust administrator.
(7) Type of trust	Trust of money other than “money trust” (third party benefit trust)
(8) Date of Trust Agreement	August 15, 2023
(9) Date of Entrustment of Monies	August 15, 2023
(10) Date of Trust Termination	September 30, 2028 (scheduled)

4. Matters regarding the Acquisition of the Shares by the Trustee of the Trust

(1) Class of shares to be acquired	Common stock of AVANT Group
(2) Amount of funds AVANT Group entrusts for the acquisition of shares	JPY 450,000,000
(3) Total number of shares to be acquired	Up to 350,000 shares
(4) Method of acquisition of shares	Acquisition from the stock market
(5) Term of the acquisition of shares	From August 15, 2023 to September 29, 2023 (planned)

Ends