



February 21, 2024

Company	Vision Inc.
Representative	Kenichi Sano, Chairman and CEO Tokyo Stock Exchange Prime Market Stock Code: 9416
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Notice of Introduction of Performance-linked Stock Compensation Plan

Vision Inc. has decided to introduce a new performance-linked stock compensation plan called “Board Benefit Trust-Restricted Stock (BBT-RS)” (hereinafter referred to as the “Plan”) at the Board of Directors held today, and has submitted a proposal concerning the Plan to the 23rd Ordinary General Meeting of Shareholders (hereinafter referred to as “the General Meeting of Shareholders”) held on March 28, 2024. We hereby notify you as follows.

1. Background and Purpose of Introduction

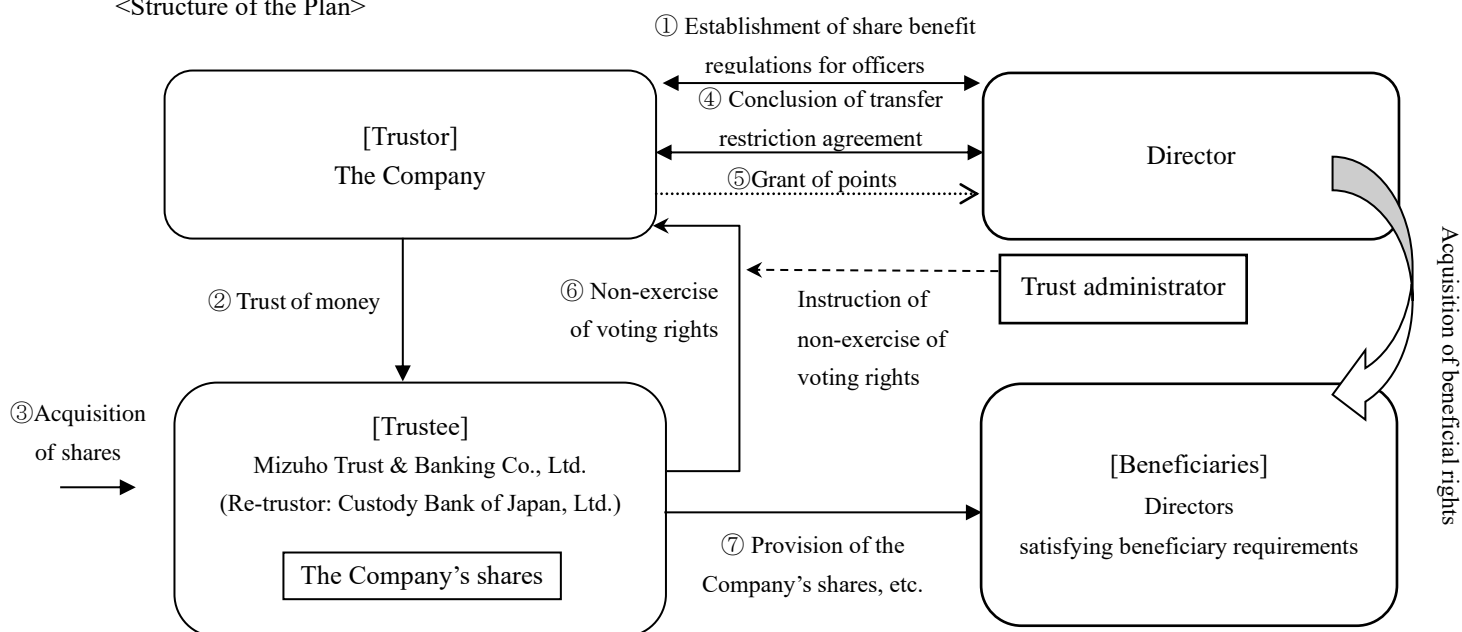
The Board of Directors of the Company has decided to introduce the Plan at the General Meeting of Shareholders on the condition that shareholders approve the remuneration of Directors (excluding outside directors; the same shall apply hereinafter, unless otherwise specified), in order to clarify the linkage between the remuneration of Directors and our performance and share value, and to raise the awareness of Directors to contribute to the improvement of medium-to long-term business performance and the increase of corporate value by sharing not only the merits of rising stock prices but also the risk of falling stock prices with shareholders. Proposal for the Plan will be submitted to the General Meeting of Shareholders.

2. Overview of the Plan

(1) Overview of the Plan

The Plan is a performance-linked stock compensation plan under which the Company’s shares are acquired through a trust (hereinafter referred to as the “Trust”) in which the Company’s shares are contributed as funds, and an amount equivalent to the amount calculated by converting the Company’s shares and the Company’s shares at market price (hereinafter referred to as the “Company’s Shares”) is provided to the Directors in accordance with the Share Benefit Regulations for Officers as set forth by the Company through the Trust. In principle, the period when a Director receives payment of the Company’s shares shall be fixed every year, and the period when a Director receives payment of money equivalent to the amount calculated by converting the Company’s shares at market price shall be the period when a Director resigns as a rule. In the event that a Director receives the benefit of our Shares during the term of office, the Director will enter into a transfer restriction agreement with us prior to the payment of our Shares as described in 3. below. As a result, the disposition of the Company’s shares for which the Directors received benefits during their tenure will be restricted by transfer, etc. until the retirement of the said Directors.

<Structure of the Plan>



- ① At the General Meeting of Shareholders, the Company will establish the Share Benefit Regulations for Officers within the framework approved by the General Meeting of Shareholders after obtaining a resolution on the remuneration of officers with regard to the Plan.
- ② The Company will entrust money to the extent approved by the resolution of the General Meeting of Shareholders as set forth in ①.
- ③ The Trust shall acquire the Company's shares using the money entrusted in ② above as the source of funds, either through the stock exchange market or by subscribing to the Company's disposal of treasury shares.
- ④ The Directors shall enter into a transfer restriction agreement with the Company with respect to the Company's shares that the Directors have received during their tenure of office, including the restriction on the disposition by transfer, etc. until the resignation of such Directors, as well as certain free acquisition provisions, etc. by the Company.
- ⑤ The Company grants points to Directors in accordance with the Share Benefit Regulations for Officers.
- ⑥ The Trust will not exercise voting rights in respect of the Company's shares in the Trust Account in accordance with the instructions of the Trust Administrator independent of the Company.
- ⑦ The Trust shall provide the Company's shares according to the number of points granted to a Director who satisfies the requirements for beneficiaries set forth in the Share Benefit Regulations for Officers (hereinafter referred to as the "Beneficiaries") at a certain time every year. Provided, however, that in the event the Directors meet the requirements set forth in the Share Benefit Regulations for Officers, the Company shall pay the amount equivalent to the market value of the Company's shares at the time of retirement at a certain percentage of points.

(2) Persons eligible for the Plan

Directors (Outside Directors and Audit & Supervisory Board Members are not eligible for the Plan.)

(3) Trust period

From May 2024 (scheduled) until the termination of the Trust (In addition, the trust period of the Trust shall not be specified as the specific termination date, and the Trust shall continue as long as the Plan continues. The Plan shall terminate due to delisting of the Company's shares and abolition of the Share Benefit Regulations for Officers, or in certain other cases.)

(4) Trust amount

Subject to the approval of the introduction of the Plan at the General Meeting of Shareholders, the Company will introduce the Plan for the seven fiscal years from the fiscal year ending at the end of December 2024 to the fiscal year ending at the end of December 2030 (hereinafter referred to as the “Applicable Period”), and contribute the following money to the Trust as the source for the acquisition of the Company’s shares by the Trust in order to deliver the Company’s shares to the Directors.

First, at the time of the establishment of the Trust (scheduled in May 2024), the Company will establish the Trust by contributing an amount of money that is expected to be necessary funds corresponding to a part of the applicable period covered. The Company shall be entitled to contribute funds to the Trust in multiple installments during the period to the extent of the maximum number of the Company’s shares acquired by the Trust as set forth in paragraph (5) below. Upon determination of additional contributions, the Company will disclose it in a timely and appropriate manner.

As the maximum number of points to be awarded to Directors during the period covered under the Plan is 350,000 points as described in (6) below, the Company will contribute to the Trust the funds reasonably expected to be necessary to acquire up to 350,000 shares during the period covered by the Plan, taking into account the closing price of the Company’s common stock on the Tokyo Stock Exchange immediately preceding the Plan. For your reference, if the closing price of 1,116 yen on February 20, 2024 is applied, the above required funds will be approximately 390 million yen.

Even after the end of the applicable period, if the Plan is to be continued, it will be submitted to the General Meeting of Shareholders.

(NOTE) The money which the Company actually contributes to the Trust shall be the sum of the above-mentioned funds for the acquisition of shares and the estimated amount of necessary expenses such as trust fees.

(5) Method for acquiring the Company’s shares and number of shares to be acquired by the Trust

The acquisition of the Company’s shares by the Trust will be conducted using the funds contributed pursuant to (4) above as the source, through the exchange market or by the method of subscribing for the disposal of treasury shares, and no new share issue will be made.

As shown in (6) below, the maximum number of points granted to Directors during the applicable period is 350,000 points. Therefore, the maximum number of the Company’s shares to be acquired by the Trust for the applicable period is 350,000 shares. The Company will disclose the details of the acquisition of the Company’s shares by the Trust in a timely and appropriate manner.

(6) Maximum number of the Company’s shares, etc. granted to Directors

Directors will be awarded a number of points in each fiscal year, based on the Share Benefit Regulations for Officers, which will be determined by taking into consideration the position and the degree of performance achievement. The total number of points granted to Directors during the applicable period shall not exceed 350,000 points. This decision was made based on a comprehensive consideration of the current level of remuneration paid to Directors, trends in the number of Directors, and future prospects, and is considered to be reasonable.

The points granted to Directors will be converted into one of the Company’s common stock per point upon the provision of the Company’s shares, etc. as described in (7) below (provided, however, that in the event of a share split, allotment of shares without contribution, or consolidation of shares, etc., with respect to the Company’s shares, after the approval of the shareholders at the General Meeting of Shareholders, a reasonable adjustment will be made to the upper limit of the number of points and the number of points already granted or the conversion ratio in accordance with the ratio, etc.).

The ratio of 3,500 voting rights for shares corresponding to the maximum number of points to be granted to Directors during the applicable period to the 483,231 voting rights for the total number of outstanding shares (as of December 31, 2023) is approximately 0.7%.

In principle, the number of points for the Directors to be used as the basis for the provision of the Company's shares, etc. as set forth in (7) below shall be the number of points granted to such Directors by the time of the determination of the beneficial interest set forth in (7) below. (Points calculated in such manner shall be hereinafter referred to as "defined number of points.")

(7) Provision of the Company's shares, etc.

A Director who has met the beneficiary's requirements shall, in principle, receive benefits from the Trust at a certain time every year for the number of the Company's shares in accordance with the "defined number of points" as set forth in (6) above by implementing the prescribed beneficiary determination procedures. Provided, however, that in the event the requirements set forth in the Share Benefit Regulations for Officers are met, the Company will, in principle, receive cash benefits equivalent to the market value of the Company's shares at the time of retirement in lieu of the provision of the Company's shares at a certain percentage. The Trust may sell the Company's shares in order to provide monetary benefits.

In the event that a Director receives the benefit of the Company's shares during the term of office, the Director shall conclude a transfer restriction agreement with the Company as described in 3. below prior to the provision of the Company's shares. As a result, the disposal of the Company's shares for which the Directors received benefits during their tenure will be restricted by transfer, etc. until the retirement of the said Directors.

In addition, even a Director who has been granted points may not be entitled to benefits if a resolution for dismissal is made at a General Meeting of Shareholders, if the Director resigns due to a certain misconduct while he/she is in office, or if the Director commits an improper act that causes damage to the Company while he/she is in office.

(8) Exercise of voting rights

The voting rights pertaining to the Company's shares in the Trust Account shall not be exercised uniformly based on the instructions of the Trust Administrator. By such method, the Company intends to ensure neutrality to the management with respect to the exercise of voting rights with respect to the Company's shares in the Trust Account.

(9) Treatment of dividends

Dividends on the Company's shares in the Trust Account will be received by the Trust and allocated to the proceeds of acquisition of the Company's shares and to the Trustee's trust fees relating to the Trust. In the event of termination of the Trust, the dividends remaining in the Trust shall be distributed on a pro rata basis according to the number of points held by each of the Directors in office at that time pursuant to the provisions of the Share Benefit Regulations for Officers.

(10) Treatment upon termination of the Trust

The Trust shall terminate upon the occurrence of any such event as delisting of the Company's shares or abolition of the Share Benefit Regulations for Officers.

All the remaining assets of the Trust at the termination of the Trust will be acquired by the Company free of charge and will be cancelled by the Board of Directors resolution. As for the monetary portion of the residual assets of the Trust at the time of the termination of the Trust, the amount remaining after deducting the amount to be paid to the Directors pursuant to (9) above shall be provided to the Company.

3. Outline of the Transfer Restriction Agreement pertaining to the Company's shares to be granted to Directors

In the event that a Director receives the benefit of the Company's shares while in office, the Director shall, prior to the benefit of the Company's shares, enter into a transfer restriction agreement (hereinafter referred to as the "Transfer Restriction Agreement") with the Company, as a summary, including the following (the Director shall be entitled to the benefit of the Company's shares subject to the execution of the Transfer Restriction Agreement). Provided, however, that in the event that a Director has already retired at the time of the share benefit, the

Company may provide the Company's shares without entering into the Transfer Restriction Agreement.

① Details of transfer restrictions

The Directors may not transfer, secure or otherwise dispose of the Company's shares they have received from the date of receipt of the benefits of the Company's shares until the date of resignation of all the officers' positions.

② Acquisition by the Company without consideration

In the event of certain misconduct or failure to satisfy the requirements for cancellation of the transfer restrictions described in ③ below, the Company will acquire the shares concerned without consideration.

③ Cancellation of transfer restrictions

In the event that a Director resigns from all of the officers' positions for good cause or due to death, the transfer restrictions shall be cancelled at that time.

④ Treatment in organizational restructuring, etc.

If, during the transfer restriction period, the Company have agreed to a merger agreement to become an extinguished company or any other matters concerning organizational restructuring, etc. at the General Meeting of Shareholders, etc., the transfer restriction shall be cancelled by a resolution of the Board of Directors of the Company as of the business day immediately prior to the effective date of the said restructuring.

In addition, the Company's shares subject to the transfer restriction under the Transfer Restriction Agreement will be managed in an exclusive account opened by the Directors subject to the securities company designated by the Company during the transfer restriction period in order to prevent the transfer, establishment of security interest, and other dispositions during the transfer restriction period.

In addition to the above, the method of manifestation of intention and notice under the Transfer Restriction Agreement, the method of revision of the Transfer Restriction Agreement, and other matters stipulated in the Board of Directors shall be include in the Transfer Restriction Agreement.

[Outline of the Trust]

① Name: Board Benefit Trust-Restricted Stock (BBT-RS)

② Trustor: The Company

③ Trustee: Mizuho Trust & Banking Co., Ltd.

(Re-trustor: Custody Bank of Japan, Ltd.)

④ Beneficiary: Directors satisfying beneficiary requirements

⑤ Trust administrator: Plan to select a third party who has no interest in the Company

⑥ Type of trust: Monetary trusts other than monetary trusts (other benefit trusts)

⑦ Date of the Trust Agreement: May 2024 (scheduled)

⑧ Date of monetary trust: May 2024 (scheduled)

⑨ Term of the Trust: From May 2024 (scheduled) until the termination of the Trust

(There are no specific termination dates, and the Trust will continue as long as the Plan continues.)