



March 27, 2024

Company name: FINDEX Inc.
Name of representative: Teruo Aibara, President & CEO
(Securities code: 3649; PRIME Market)
Inquiries: Takashi Murakami, Finance & Investor Relations, Business Strategy
(Telephone: +81-3-6271-8958)

Notice Regarding Disposal of Treasury Stock as Restricted Stock Compensation

FINDEX Inc. ("The Company"), hereby announces that at the meeting of the Board of Directors held on April 14, 2023, its Board of Directors resolved to dispose of the Company's treasury stock as restricted stock compensation (hereinafter the "Disposal of Treasury Stock" or "Disposal") as follows.

1. Overview of the Disposal

(1) Disposal date	April 12, 2024
(2) Class and number of shares subject to Disposal	10,855 shares of common stock of the Company
(3) Disposal price	JPY 1,105 per share
(4) Total value of Disposal	JPY 11,994,775
(5) Allottees of shares and number thereof; number of shares to be allotted	Directors of the Company (excluding Directors who are the member of the Audit & Supervisory Committee, and Outside Directors): 3 Directors, 5,427 shares Executive Officers of the Company: 4 Executive Officers, 5,428 shares

2. Purpose and Reasons for Disposal

On February 13, 2023, as disclosed on the "Notice of Introduction of a Restricted Stock Compensation Plan", the Company's Board of Directors resolved to introduce a Restricted Stock Compensation Plan (hereinafter the "Plan") for its directors (excluding Directors who are Audit & Supervisory Committee Members and Outside Directors) and Executive Officers (hereinafter "Allottees") in order to provide an incentive to sustainably improve the Company's corporate value and to further promote the sharing of values between the directors and the shareholders. Taking into consideration the purpose of the Plan, the Company's business performance, and other various circumstances, the Company has now resolved, by resolution of the Board of Directors meeting held today, to grant monetary compensation claims (hereinafter referred to as the "Monetary Compensation Claims") of JPY11,994,775 to the seven (7) Allottees. In addition, at the Board of Directors' meeting held today, the Company resolved to dispose of 10,855 shares of the Company's common stock (the "Allotted Shares") by having the seven (7) Allottees to whom the stock is scheduled to be allotted transfer all of the monetary compensation claims as property contributed in kind based on this plan.

<Summary of the Allotment Agreement>

The Company will execute individual restricted stock allotment agreements with the Allottees, the summary of which is as follows.

(1) Transfer Restriction Period

From April 12, 2024 to June 30, 2027

The Allottee shall not transfer, create a security interest in, lifetime gifting, or otherwise dispose of the Allotted Shares during the Restricted Transfer Period stipulated above.

(2) Termination of the Transfer Restrictions

The Company shall terminate the Transfer Restrictions for all Allotted Shares upon the expiration of the Transfer Restriction Period, provided that the Allottee in question continuously held a Director, an Officer or an employee Post of the Company or its subsidiary during the Transfer Restriction Period.

However, if the allottee retires or resigns for justifiable reasons or due to death before the expiration of the Restriction Period, the Transfer Restriction will be terminated with respect to the number of shares obtained by dividing the number of months from the month including the payment date to the month including the date of retirement or resignation by 36 (if the calculated value exceeds 1, the value shall be 1), multiplied by the number of the Allotted Shares held by the allottee as of such date (any fraction of a share resulting from the calculation shall be rounded down).

(3) Acquisition without compensation event

The Company shall, as a matter of course, acquire Allotted Shares for which the Transfer Restrictions have not been terminated pursuant to (2) above at the time of expiration of the Transfer Restriction Period without compensation.

(4) Procedure in the event of organizational restructuring, etc.

Notwithstanding the provisions of (1) above, if a merger agreement in which the Company will be the absorbed company, a share exchange agreement or a share transfer plan in which the Company will become a wholly owned subsidiary, or any other matter related to organizational restructuring or the like is approved at the Company's General Meeting of Shareholders (or by the Board of Directors of the Company, where such organizational restructuring or the like does not require approval of the General Meeting of Shareholders of the Company) during the Transfer Restriction Period, the Company shall, by resolution of the Board of Directors of the Company, terminate the Transfer Restrictions for the number of shares calculated by dividing the number of months from the month following the month containing the date of the Ordinary General Meeting of Shareholders immediately preceding the payment date to the month containing the date of such approval (hereinafter the date of approval of the reorganization, etc.) by 36 (if the calculated value exceeds 1, the value shall be 1), multiplied by the number of the Allotted Shares held by the Allottees on the date of approval of the reorganization, etc., prior to the business day before the effective date of such organizational restructuring or the like (any fraction of a share resulting from the calculation shall be rounded down).

In such case, immediately subsequent to the termination of the Transfer Restrictions, the Company shall, as a matter of course, acquire Allotted Shares for which the Transfer Restrictions have not been terminated without compensation.

(5) Administration of shares

Each of the Allottee shall open a dedicated account with Mizuho Securities Co., Ltd. to enter or record the Allotted Shares in a manner designated by the Company, and shall keep and administer all of the Allotted Shares in such dedicated account until the Transfer Restriction is terminated.

3. Basis of Calculating the Amount to be Paid in for Allotted Shares and Other Specific Details

The Disposal price for this Disposal of Treasury Stock is set at JPY1,105, which is the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day before the date of the Board of Directors resolution (March 26, 2024), in order to eliminate any arbitrariness. As this is the market price of the day prior to the day of resolution of the Board of Directors, the Company believes that this is reasonable and does not represent a particularly advantageous price.