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March 12, 2024

To whom it may concern:

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 Representative     Yoshihiro Fukai,  
                               President & Representative Director  
 (Stock code: 9364, Prime Market, Tokyo Stock Exchange)  
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**Notice regarding disposal of treasury stock as restricted share-based compensation  
to executive officers**

At a meeting of the Board of Directors held March 12, 2024, the Company resolved as follows regarding the disposal of treasury stock (“disposal of treasury stock” or “disposal” hereinafter).

**1. Overview of disposal**

(1)	Date of disposal	April 1, 2024
(2)	Class and number of stocks subject to disposal	Kamigumi common stock 7,323 shares
(3)	Disposal value	3,310 yen per share
(4)	Total disposal amount	24,239,130 yen
(5)	Assignees, number of assignees, and number of stocks subject to disposal	Executive officers (6 delegated and 15 employed), a total of 21 individuals, 7,323 shares

**2. Purpose of and reasons for disposal**

At a meeting of the Board of Directors held December 14, 2023, the Company resolved to introduce a restricted stock compensation program (“the program” hereinafter) for executive

officers other than those also serving as directors of the Company (“eligible executive officers” hereinafter), with the aim of providing incentives to improve the Company’s corporate value on a sustainable basis and to share shareholder value.

An overview of the program is as follows.

### **Overview of the Program**

Eligible executive officers shall make in-kind contributions of claims for monetary compensation to be provided by the Company in accordance with the program in return for the issue or disposal of common stock of the Company.

Further, with the issue or disposal of common stock of the Company in accordance with the program, a restricted stock allotment agreement will be concluded between the Company and the eligible executive officers, which will include the following provisions: (1) Eligible executive officers shall be prohibited from transferring, pledging or otherwise disposing of any common stock of the Company allocated under said restricted stock allotment agreement for a certain period of time; (2) The Company shall be entitled to acquire said common stock free of charge in the event of certain circumstances (“reasons for acquisition without contribution” hereinafter).

This time, in consideration of the purpose of the program, the Company’s business conditions, the scope of duties of the eligible executive officers, and various other circumstances, it has been determined that the total amount of compensation is to be 24,239,100 yen (“compensation” hereinafter) and that 7,323 shares of common stock (“allotted stocks” hereinafter) will be granted.

In this disposal of treasury stock, in accordance with the provisions of the program, the 21 eligible executive officers to whom allotment is scheduled will make in-kind contributions of all such monetary compensation claims in return for the disposal of stocks in accordance with this allotment. An overview of the restricted stock allotment agreement (“allotment agreement” hereinafter) to be concluded between the Company and the eligible executive officers in this disposal of treasury stock is set forth below in 3.

### **3. Overview of allotment agreement**

#### **Delegated executive officers**

##### **(1) Transfer restriction period**

The transfer restriction period shall be from April 1, 2024 (“disposal date” hereinafter) to March

31, 2054.

(2) Conditions for lifting the transfer restrictions

Provided that the eligible executive has continuously held the position of director, executive officer, or employee of the Company during the transfer restriction period and on the condition that the Company's consolidated operating profit for the 86th term (ending March, 2025) is at 100% or more compared to the previous year, transfer restrictions will be lifted at the expiration of the transfer restriction period for all allotted stocks.

(3) Handling in the event that an eligible executive director retires from his or her position due to reaching retirement age, upon his or her death, or any other legitimate reason during the period of service

① Timing of the lifting of transfer restrictions

In the event that an eligible executive officer resigns or retires from his or her position as director, executive officer, or employee of the Company (including cases in which the eligible executive officer becomes a contract employee, re-hired employee, or non-regular employee after his or her resignation or retirement; "retirement" hereinafter), if said retirement occurs on his or her reaching retirement age, upon his or her death, or for other legitimate reason, provided that the performance conditions specified in (2) above have been achieved, the transfer restrictions will be lifted at the time of retirement or when the conditions are confirmed to be fulfilled, whichever is later.

② Number of stocks eligible for lifting of transfer restrictions

The number of allotted stocks held at the time of retirement, etc. specified in ①, above, multiplied by the period of service from the month including the date on which said stocks were delivered up to the month in which the date of retirement or other event falls (in units of one month) divided by 12 (where this number is greater than 1, it shall be treated as 1)  
(The result will be rounded down if the calculation results in a fractional share.)

(4) Acquisition without contribution by the Company

The Company will duly acquire all allocated stocks for which transfer restrictions have not been lifted without contribution upon the expiration of the transfer restriction period, or if a reason for said acquisition without contribution occurs. Further, if the performance conditions specified in (2) above have not been achieved, all allotted stocks will be acquired without contribution immediately thereafter.

(5) Management of stocks

During the transfer restriction period, the allotted stocks will be managed in a dedicated

account to be opened by the eligible executive officer at Nomura Securities Co., Ltd., so that the stocks cannot be transferred, pledged, or otherwise transferred during the transfer restriction period. To ensure the effectiveness of transfer restrictions, etc. related to the allotted stocks, the Company has concluded an agreement with Nomura Securities Co., Ltd. regarding the management of accounts for allotted stocks held by the eligible executive officer. In addition, eligible officers shall agree to the specifics of the management of said accounts.

(6) Handling in the event of organizational restructuring, etc.

During the transfer restriction period, if a merger agreement in which the Company becomes an extinguished company, a stock exchange agreement in which the Company becomes a wholly owned subsidiary, a stock transfer plan, or other matters related to organizational restructuring, etc. are approved at a general meeting of Company shareholders (or, where said reorganization, etc. does not require approval at a general meeting of Company shareholders, a meeting of the Company's Board of Directors), by a resolution of the Board of Directors, the number of allotted stocks held at that time is multiplied by the number of months from the month including the date of delivery of stocks to the month including the date of said approval (if that number exceeds 1, divide it by 1) divided by 12 (the result will be rounded down if the calculation results in a fractional share, and the transfer restrictions on these stocks lifted on the business day immediately before the effective date of the reorganization, etc. Further, immediately after the transfer restrictions are lifted, the Company will duly acquire all allotted stocks for which the transfer restrictions have not been lifted, without contribution.

**Employed executive officers**

(1) Transfer restriction period

The transfer restriction period shall be from the disposal date until the eligible executive officer resigns or retires from his or her position as director, executive officer, or employee of the Company (However, if such retirement etc. occurs after the end of the business year in which the payment date falls, but before the expiration of three months following that business year, the restriction period shall extend until the expiration of those three months.).

(2) Conditions for lifting transfer restrictions

Provided that the eligible executive director has continuously held the position of director, executive officer or employee of the Company during the transfer restriction period, transfer restrictions will be lifted for all stocks of the allotment upon the expiration of the transfer restriction period.

(3) Handling in the event that an eligible executive director retires from his or her position due

to reaching retirement age, upon his or her death, or any other legitimate reason during the period of service

① Timing for lifting of transfer restrictions

In the event that an eligible executive officer resigns or retires from his or her position as director, executive officer, or employee of the Company due to his or her reaching retirement age, upon his or her death, or for other legitimate reason, the transfer restrictions will be lifted at the time of retirement (or, in the case of retirement due to the death of the eligible executive officer, a date separately determined by the Board of Directors after the employee's death).

② Number of stocks eligible for lifting of transfer restrictions

The number of allotted stocks held at the time of retirement, etc. specified in ①, above, multiplied by the period of service from the month including the date on which said stocks were delivered up to the month in which the date of resignation or other event falls (in units of one month) divided by 12 (where this number is greater than 1, it shall be treated as 1) (If the calculation results in a fractional share, this will be rounded down).

(4) Acquisition without Company contribution

The Company will duly acquire all allocated stocks for which transfer restrictions have not been lifted without contribution upon the expiration of the transfer restriction period or, if a reason for said acquisition without contribution occurs.

(5) Management of stocks

During the transfer restriction period, the allotted stocks will be managed in a dedicated account to be opened by the eligible executive officer at Nomura Securities Co., Ltd., so that the stocks cannot be transferred, pledged, or otherwise transferred during the transfer restriction period. To ensure the effectiveness of transfer restrictions, etc. related to the allotted stocks, the Company has concluded an agreement with Nomura Securities Co., Ltd. regarding the management of accounts for the allotted stocks held by the eligible executive officer. In addition, eligible officers shall agree to the specifics of the management of said accounts.

(6) Handling in the event of organizational restructuring, etc.

If, during the transfer restriction period, a merger agreement in which the Company becomes an extinguished company, a stock exchange agreement in which the Company becomes a wholly owned subsidiary, a stock transfer plan, or other matters related to organizational restructuring, etc. are approved at a general meeting of Company shareholders (or, where said reorganization, etc. does not require approval at a general meeting of Company shareholders, a meeting of the Company's Board of Directors), by a resolution of the Board of Directors, the number of

allotted stocks held at that time is multiplied by the number of months from the month including the date of delivery of stocks to the month including the date of said approval (if that number exceeds 1, divide it by 1) divided by 12 (with the result rounded down if the calculation results in a fractional share), and the transfer restrictions on these stocks lifted on the business day immediately before the effective date of the reorganization, etc. Further, immediately after the transfer restrictions are lifted, the Company will duly acquire all allotted stocks for which the transfer restrictions have not been lifted, without contribution.

#### **4. Basis for calculating the payment amount and its specific details**

This disposal of treasury stock to the scheduled assignees will be carried out in accordance with the provisions of the program, using the monetary compensation claims paid as restricted share-based compensation for the Company's 86th fiscal year (ending March, 2025) as invested assets. Regarding the disposal price, to eliminate any arbitrariness, this has been set as 3,310 yen, which is the closing price of the Company's common stock on the Tokyo Stock Exchange Prime market on March 11, 2024 (the business day before the date of the Board of Directors' resolution). This is the market share price immediately before the date of the Board of Directors' resolution and may be considered a reasonable price that confers no particular advantage to the Company.