



January 10, 2025

**For Immediate Release**

**Company name:** Career Design Center Co., Ltd.  
**Representative:** Hiromi Tada, Chairman and CEO  
(Securities code: 2410, TSE Prime Market)  
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**Notice of Disposal of Treasury Shares as Restricted Stock Compensation**

Career Design Center Co., Ltd. (the "Company") hereby announces that, at a meeting held on January 10, 2025, its Board of Directors resolved to dispose of its treasury shares as restricted stock compensation (the "Disposal of Treasury Shares" or "Disposal"). Details are as follows.

1. Outline of the disposal

(1) Date of disposal	January 31, 2025
(2) Type and number of shares to be disposed of	Common stock of the Company, 32,329 shares
(3) Disposal value	1,816 yen per share
(4) Total disposal value	58,709,464 yen
(5) Allottees, number thereof, and number of shares to be disposed of	Directors (excluding those who are Audit and Supervisory Committee Members and Outside Directors) 3 persons 29,841 shares Executive Officers 4 persons 2,488 shares

2. Purpose and reason for disposal

The introduction of a restricted stock compensation plan (the "Plan") was approved at the the Annual General Meeting of Shareholders held on December 17, 2021 as a new compensation plan for the eligible Directors of the Company (excluding members of the Audit and Supervisory Committee and Outside Directors) to provide them with an incentive to achieve the sustainable growth of the Company's corporate value and promote their sharing of value with the shareholders. The payment of annual monetary compensation claims of a maximum of 80 million yen to the Directors (excluding members of the Audit and Supervisory Committee and Outside Directors) was also approved at this Annual General Meeting of Shareholders. This is in addition to the annual remuneration of a maximum of 280 million yen for the Directors (excluding members of the Audit and Supervisory Committee and including a maximum of 20 million yen for the Outside Directors). These funds will be used as monetary compensation to be contributed for the acquisition of restricted stock. The period during which thus restricted stock cannot be transferred was approved at the Annual General Meeting of Shareholders held on December 15, 2023. This transfer restriction period is from the date the restricted stock is allocated until the eligible Director or Executive Officer resigns from their position. At the meeting of the Board of Directors held on November 21, 2023, the Board of Directors resolved to implement an executive officer system. On the same date, the Board of Directors also resolved to allocate restricted stock to the Executive Officers in

line with the Plan.

The following is an overview of the Plan.

[Overview of the Plan]

The eligible Directors and Executive Officers will pay in all the monetary claims granted by the Company under the Plan as an in-kind contribution to the Company, and will receive the issuance or disposal of shares of the Company's common stock.

The total number of shares of common stock to be issued or disposed of under the Plan will be up to 65,000 a year. The amount to be paid in per share of the Company's common stock to be issued or disposed of under the Plan shall be determined by the Board of Directors in a range that is not especially advantageous to eligible Directors and Executive Officers who subscribe to the restricted stock, based on the closing price of the Company's common stock on Tokyo Stock Exchange on the business day immediately preceding the day of the resolution of the Company's Board of Directors (if no trading is reported on the preceding day, the closing price on the day before that day).

Regarding the issuance or disposal of its common stock under the Plan, the Company shall enter into a restricted stock allotment agreement (the "Allotment Agreement") with eligible Directors and Executive Officers, the provisions of which shall contain the following items.

- ① The eligible Directors and Executive Officers may not, during a predefined period, transfer, attach a security interest on or otherwise dispose of the Company's common stock allotted pursuant to the Allotment Agreement.
- ② The Company shall acquire said common stock without consideration if certain events occur.

Today, the Company decided by resolution of its Board of Directors to grant a total of 58,709,464 yen in monetary compensation claims (the "Monetary Compensation Claims") to three (3) eligible Directors and four (4) Executive Officers and to allot 32,329 shares of the Company's common stock as restricted stock through the delivery of all the Monetary Compensation Claims in kind by the eligible Directors and Executive Officers. The Company determines the monetary compensation paid to eligible Directors and Executive Officers in consideration of the Company's performance, the responsibilities of each eligible Director, and other relevant circumstances. The Board of Directors makes final decisions on the matter after consulting the Nomination and Compensation Committee and reviewing their report. The Monetary Compensation Claims will be provided to the eligible Directors and Executive Officers subject to conditions including the one that each eligible Director or Executive Officer executes an agreement with the Company for the allocation of restricted stock that contains the following provisions.

### 3. Overview of the Allotment Agreement

- ① Transfer restriction period: From January 31, 2025 until the Director or Executive Officer resigns from their position

During the restricted period of transfer specified above (the "Transfer Restriction Period"), an eligible Director shall not transfer, pledge, offer as security of transfer, donate before death, bequeath or otherwise dispose of the restricted stock allotted to them (the "Allotted Shares") to a third party (the "Transfer Restriction").

- ② Release of the Transfer Restriction

The Company will lift the Transfer Restriction on all the Allotted Shares at the end of the Transfer Restriction Period if the eligible Director or Executive Officer who has received an allotment of restricted stock continues to hold the position of Director or Executive Officer of the Company from December 20, 2024 (the date of the 33rd Annual General Meeting of Shareholders) until the date of the following year's Annual General Meeting of Shareholders (the "Service Rendering Period"); provided, however, if said eligible Director resigns from the position specified above during the Service Rendering Period for reasons considered to be justifiable by the Board of Directors, the Company will make reasonable adjustments as necessary regarding the termination of transfer restrictions on the number of Allotted Shares and the timing for terminating the Transfer Restriction.

- ③ Acquisition of restricted stock without considerations

In addition, if there are any of the Allotted Shares for which the Transfer Restriction has not been terminated based on the provisions on the reasons for the termination of Transfer Restriction set forth

in the Overview of the Allotment Agreement (ii) above when the Transfer Restriction Period set forth in the Overview of the Allotment Agreement (i) above has expired, the Company shall naturally acquire such shares without consideration.

④ Handling in the event of organizational restructuring, etc.

In the event of the approval by the General Meeting of Shareholders of a merger agreement under which the Company will cease to exist, a share exchange agreement or a share transfer plan under which the Company will become a wholly owned subsidiary of another company, or other matters related to organizational restructuring, etc. during the Transfer Restriction Period (in cases in which organizational restructuring, etc. does not require approval by a general meeting of shareholders, approval by the Board of Directors), the Company will terminate, prior to the effective date of the said organizational restructuring, etc., Transfer Restriction on the number of Allotted Shares that will be reasonably determined by resolution of the Board of Directors based on the period from the day when the Service Rendering Period commences until the day when the said organizational restructuring, etc. is approved. In the case provided for above, the Company shall naturally acquire the Allotted Shares on which the Transfer Restriction has not yet been terminated without compensation, immediately after the Transfer Restriction has been terminated.

⑤ Management of the Allotted Shares

To ensure that the Allotted Shares cannot be transferred, a security interest in the Allotted Shares cannot be created, and that the Allotted Shares cannot otherwise be disposed of during the Transfer Restriction Period, the eligible Directors shall open an exclusive account at a financial instruments business operator (Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.) designated by the Company. The shares will be managed in that account until the Transfer Restriction is lifted.

4. Basis for calculating disposal value and other specific details

The disposal value is set at 1,816 yen, which is the closing price of the Company's common stock in the Tokyo Stock Exchange on January 9, 2025 (business day preceding the date of resolution of the Board of Directors), to make the disposal value a value that eliminates arbitrariness. This is the market price immediately before the date of resolution in the Board of Directors meeting, which we believe is reasonable and is not deemed an advantageous price.