



June 12, 2025

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Notice Concerning the 8th Disposal of Treasury Stock as Restricted Stock Compensation Program for New Graduate Employees

The Company hereby announced that, at the Board of Directors meeting held today, it decided to dispose of and grant treasury stock to new graduate employees who joined the Group on April 1, 2020, April 1, 2021, April 1, 2022, April 1, 2023, and April 1, 2024, as detailed below.

This is a program originally established by the Company's subsidiary, A.D. Works Co., Ltd., in which the Company's own shares were granted as compensation in addition to regular monetary compensation for a period of five years (hereinafter referred to as "the Program"). The Program will now be implemented throughout the Group. This is the eighth time that treasury stock has been disposed of as restricted stock through the Program. This will be the fifth time for new graduates who joined the Group on April 1, 2020, the fourth time for new graduates who joined the Group on April 1, 2021, the third time for new graduates who joined the Group on April 1, 2022, the second time for new graduates who joined the Group on April 1, 2023, and the first time for new graduates who joined the Group on April 1, 2024.

1. Objective of the Program

The Company is implementing various measures to develop a system in which holding the Company's own shares gives directors and employees a stronger sense of participation in the management and commitment to the management plan, and allows them to enjoy the long-term results of the management plan together.

The Program has been implemented since March 2018 as a means of achieving this objective.

Through the Program, by granting the Company's own shares as compensation in addition to the usual monetary compensation over a five-year period after the employee joins the Company as a new graduate, the Company mainly expects the following effects.

- (1) Increase employees' sense of participation in management
- (2) Recruit and retain talented new graduates
- (3) Foster loyalty to the company
- (4) Promote understanding of investment and asset management, the company's main business domain

In addition, we believe that the Program is in line with the shift from savings to investment that has been promoted in Japan in recent years, and that as a company, it has also social significance in that it contributes to the revitalization of the Japanese economy and society.

2. Outline of the disposal

(1) Date of disposal	July 31, 2025
(2) Class and number of shares to be disposed of	41,800 shares of common stock of the Company
(3) Disposal value	318 yen per share
(4) Total amount of disposal	13,292,400 yen
(5) Recipient and number of persons and shares to be disposed of	41,800 shares for 38 employees of the Group

Details of the Program

The eligible new graduate employees will pay all of the monetary compensation claims paid by the Group under the Program as properties contributed in kind and will be issued or disposed of with respect to the common stocks of the Company. The disposal value per share of common stock to be issued or disposed of by the Company under the Program will be based on the closing price of the Company's common stock on the Tokyo Stock Exchange Market on the business day immediately preceding the date of resolution by the Board of Directors (or the closing price of the trading day immediately prior if there was no trading on that business day). The Board of Directors shall determine the amount to be paid per share of common stock under the Program to ensure that it is not particularly favorable to the eligible new graduate employees who will subscribe to such shares.

At this time, a total of 13,292,400 yen in monetary claims (“the Monetary Claims”) and 41,800 shares of common stock issued by the Company (“the Allotted Shares”) will be granted to the eligible new graduate employees.

In addition, in the allotment of the restricted stock, the 38 eligible new graduate employees, who are the allottees, will pay all of the Monetary Claims to the Group as properties contributed in kind and subscribe for common stocks of the Company in accordance with the Program.

Upon the issuance or disposal of the Company's common stock under the Program, the Company shall enter into a restricted stock allotment agreement (the “Allotment Agreement”) with the eligible new graduate employees. The stipulations of this Agreement will include the following: (1) the eligible new graduate employees shall not freely transfer, grant a security interest in, or otherwise dispose of the shares allocated under the Allotment Agreement for a certain period set forth in the Allotment Agreement (the “Transfer Restriction Period”) (the “Restriction on Transfer”); (2) the Restriction on Transfer of all or part of the shares allocated under the Allotment Agreement shall be lifted upon expiration of the Transfer Restriction Period; and (3) in the event that the Restriction on Transfer of shares is not lifted or certain other events occur, the Company shall acquire such shares of common stock free of charge.

The Transfer Restriction Period of shares under the Program is 12 months.

The Program is scheduled to be reviewed annually from the viewpoint of its effectiveness in increasing corporate value and the appropriateness of the level of compensation.

3. Outline of the Restricted Stock Allotment Agreement

(1) Transfer Restriction Period

July 31, 2025, to August 1, 2026

(2) Lifting of Restrictions on Transfer

In principle, the Company will lift the Restrictions on Transfer of all of the Allotted Shares upon the expiration of the Transfer Restriction Period, provided that the subject employee has continuously held the position of an employee of the Group during the Transfer Restriction Period.

(3) Reason for Acquisition by the Company without Compensation

The Company shall acquire, as a matter of course and without compensation, the Allotted Shares for which the Restriction on Transfer have not been lifted as of the expiration of the Transfer Restriction Period. In addition, the Company shall naturally acquire all of the Allotted Shares without compensation in the event that the eligible new graduate employee resigns from the Group before the expiration of the Transfer Restriction Period, or in the event that certain other events occur.

(4) Provisions Concerning Management of Shares

The eligible new graduate employee shall complete the opening of an account with a financial instruments business operator designated in advance by the Company in which the Allotted Shares shall be entered or recorded via the method specified by the Company and shall keep and maintain the Allotted Shares in such account during the Transfer Restriction Period.

(5) Handling in the Event of Organizational Restructuring, etc.

If, during the Transfer Restriction Period, a merger agreement under which the Company becomes an absorbed company, a share exchange agreement under which the Company becomes a wholly owned subsidiary, a share transfer agreement, or other matters relating to organizational restructuring are approved at a General Meeting of Shareholders of the Company (however, the Board of Directors of the Company if approval by the General Meeting of Shareholders is not required for such organizational restructuring, etc.), the Company shall naturally acquire the Allotted Shares without compensation as of the business day immediately preceding the effective date of the organizational restructuring, etc.

4. Basis and details of the calculation of the disposal amount

In order to eliminate arbitrariness, the disposal value is set at 318 yen, which is the closing price of the Company's common stock on the Tokyo Stock Exchange on June 11, 2025 (the business day prior to the date of the Board of Directors' resolution). This is the market share price immediately prior to the date of the Board of Directors' resolution, and we believe that it is reasonable and does not constitute a particularly favorable amount.

Reference 1: Shares granted thus far

Entrance year	No. granted	No. of shares granted in March 2021	No. of shares granted in March 2022	No. of shares granted in July 2023	No. of shares granted in July 2024	No. of shares granted in July 2025 (planned)	Cumulative shares granted
2020 entrance	Fifth	2,200 shares	2,600 shares	1,700 shares	1,500 shares	1,100 shares	9,100 shares
2021 entrance	Fourth	—	2,600 shares	1,700 shares	1,500 shares	1,100 shares	6,900 shares
2022 entrance	Third	—	—	1,700 shares	1,500 shares	1,100 shares	4,300 shares
2023 entrance	Second	—	—	—	1,500 shares	1,100 shares	2,600 shares
2024 entrance	First	—	—	—	—	1,100 shares	1,100 shares

	March 2021	March 2022	July 2023	July 2024	July 2025 (planned)
Total shares granted	66,000 shares	85,800 shares	54,400 shares	52,500 shares	41,800 shares
No. of recipients	30	33	32	35	38

Reference 2: Press release at the time of introduction of the Program: “A.D. Works Introduces a New Program Incorporating Its Own Shares as Compensation”

<http://contents.xj-storage.jp/xcontents/32500/23134828/e0c6/4ffb/9f33/e1abea9cc175/20161201154530477s.pdf>