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May 21, 2024

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Prime Market)  
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## Disposal of Treasury Shares as Restricted Stock Compensation

At a Board of Directors meeting held today, YAMADA Consulting Group Co., Ltd. (the “Company”) resolved to dispose of treasury shares as restricted stock compensation (the “Disposal of Treasury Shares”), as below.

### 1. Overview of disposal

(1) Payment date	July 31, 2024
(2) Class and number of shares to be disposed of	17,106 shares of the Company’s common stock
(3) Disposal price	¥1,965 per share
(4) Total disposal amount	¥33,613,290
(5) Allottees and number of shares to be allotted	108 Company employees, 17,106 shares
(6) Other	For the Disposal of Treasury Shares, the Company has submitted a securities registration statement in accordance with the Financial Instruments and Exchange Act.

### 2. Purpose and reason for disposal

The Company has introduced a restricted stock compensation plan (the “Plan”) that allows its employees (the “Eligible Employees”) to receive a portion of their compensation in the form of shares of the Company’s common stock, with the aim of boosting their motivation and morale to contribute to enhancing the Group’s consolidated earnings performance.

Under the Plan, the Company provides monetary compensation claims as remuneration to Eligible Employees in order to grant them restricted stock, and the Eligible Employees pay in the monetary compensation claims as assets contributed in kind to receive the Company’s common shares to be issued or disposed of by the Company.

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 the closing price of the Company’s common shares on the Tokyo Stock Exchange on the business day immediately preceding the date of resolution by the Board of Directors (if no closing price was quoted on that date, the closing price on the immediately preceding trading day).

For the issue or disposal of the Company’s common shares under the Plan, the Company and Eligible Employees shall enter into a restricted stock allotment agreement, which stipulates the following, among others: 1) Eligible Employees shall not transfer, create a security interest on, or dispose of the Company’s common shares allotted to them under the restricted stock allotment agreement for a predetermined period; and 2) the Company may acquire the allotted shares without compensation under certain circumstances.

Considering the purpose of the Plan, the Company’s earnings performance, and other various circumstances, the Company decided to provide total monetary compensation claims of ¥33,613,290 (the “Monetary

Compensation Claims”) and grant a total of 17,106 shares of its common stock to Eligible Employees, through the disposal of treasury shares. The transfer restriction period is until May 31, 2025.

In the Disposal of Treasury Shares, in accordance with the terms of the Plan, 108 Eligible Employees, the scheduled allottees of the restricted stock, will pay in all the monetary compensation claims provided to them as assets contributed in kind to receive shares of the Company’s common stock subject to disposal by the Company.

### 3. Overview of the restricted stock allotment agreement

The Company will enter into a restricted stock allotment agreement (the “Allotment Agreement”) with each Eligible Employee. An overview of the Allotment Agreement is as follows.

(1) Transfer restriction period

July 31, 2024–May 31, 2025

(2) Conditions for removing the transfer restriction

The Company shall remove the transfer restriction on the day immediately following the end of the transfer restriction period.

(3) Reasons for acquisition by the Company without compensation

If an Eligible Employee violates laws and regulations or the internal rules of the Company, the Company shall acquire all restricted shares allotted to the Eligible Employee without compensation. Other reasons that warrant the Company’s acquisition without compensation shall be set forth in the Allotment Agreement based on the resolution of the Board of Directors.

(4) Handling in the event of death

Notwithstanding the provisions of (2) above, in the event of death of an Eligible Employee, the transfer restriction shall be removed as of the time of such death.

(5) Handling in the event of restructuring or similar events

Notwithstanding the provisions of (1) and (2) above, if a merger agreement in which the Company is to become a dissolved company, a share exchange agreement or a share transfer plan in which the Company is to become a wholly owned subsidiary, or any other matter related to restructuring or similar events is approved by the General Meeting of Shareholders of the Company (or by the Board of Directors of the Company, if such events do not require approval by the General Meeting of Shareholders) during the transfer restriction period, the Company shall remove the transfer restriction immediately prior to the business day preceding the effective date of the restructuring or similar events.

(6) Management of shares

To prevent Eligible Employees from transferring, creating a security interest on, or disposing of the allotted shares during the transfer restriction period, the Company shall have the shares be managed in dedicated accounts opened by Eligible Employees with a financial instruments business operator. In order to ensure the effectiveness of the transfer restrictions or similar controls on the shares, the Company has entered into an agreement with the financial instruments business operator for the management of the accounts for the shares held by each Eligible Employee.

### 4. Basis for calculation of the payment amount and specific details thereof

To eliminate arbitrariness, the Company set the payment amount for the Disposal of Treasury Shares as ¥1,965, which is the closing price of its common shares on the Tokyo Stock Exchange on May 20, 2024 (the business day preceding the date of resolution by the Board of Directors). This is the market price of the Company’s common shares immediately prior to the date of resolution by the Board, and the Company believes it to be reasonable and not a particularly favorable price.