



May 20, 2020

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(Stock exchange code: 7196, TSE First Section)
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Notice regarding disposal of treasury stock as restricted stock compensation

Casa Inc. (the "Company") hereby announces that, at the Board of Directors meeting held on May 20, 2020, the Directors resolved as follows to dispose of treasury stock as stock compensation with transfer restrictions (hereinafter referred to as "the treasury stock disposal" or the "Disposal")...

1. Disposal summary

(1)	Disposal date	June 4, 2020
(2)	Class and number of shares to be disposed	Our common stock 40,300 shares
(3)	Disposal price	1,147 yen per share
(4)	Total disposal value	46,224,100 yen
(5)	Recipients and number of shares to be disposed	Company directors (*) 3; 40,300 shares * Excluding outside directors.
(6)	Other	Not applicable.

2. Purpose and Reasons for the Disposal

At the Company's 5th Ordinary General Meeting of Shareholders held on April 25, 2018, the Company's directors (excluding outside directors) shared the merits and risks of stock price fluctuations with shareholders for the purpose of further increasing motivation to contribute to stock prices rise and corporate value improvement, and introduced a stock compensation system (hereinafter referred to as "the system") for delivering restricted stock to directors (excluding outside directors) of the Company. In addition, based on this system, the total amount of monetary receivables to be paid to the directors (excluding outside directors) of the Company as compensation for restricted shares, etc. shall be set within 100 Million Yen per year. (Excluding outside directors), the total number of restricted stocks to be allotted in each business year shall be 60,000 and the restricted transfer period of restricted stocks shall be 3 years or more in which the company determines by the Board of Directors, were approved at the Company's 5th Ordinary General Meeting of Shareholders.

Today, the Company's Board of Directors has decided that three of the Company's directors (hereinafter referred to as individually or collectively, the "Eligible Directors" excluding outside directors) will be allotted as share-restricted stock compensation for the Company's eighth business

year (February 1, 2020 to January 31, 2021) a total of 46,224,100 yen in monetary receivables, and the Eligible Directors pay all of the monetary receivables by the method of contribution in kind and is allocated 40,300 shares of our common stock as restricted shares. The amount of monetary receivable for each Eligible Directors is determined after comprehensively considering various matters such as the degree of contribution of each Eligible Director at the Company. In addition, each of the Eligible Director, with respect to the monetary receivables, concludes a share allocation contract with transfer restrictions (hereinafter referred to as "allocation contract") with the Company in outline. Payment will be made subject to the above.

In order to realize the purpose of introducing this system, in which the allotted shares the merits and risks of stock price fluctuations with shareholders and further enhances the willingness to contribute to stock price rise and corporate value improvement, the transfer restriction period has been for 3 years.

3. Allocation contract overview

① Transfer restriction period

From June 4, 2020 to June 3, 2023

During the transfer restriction period (hereinafter referred to as “the transfer restriction period”) specified above, the Eligible Directors allocated the transfer restricted stock (hereinafter referred to as “the allotted stock”) cannot transfer, set pledges, set collateral rights, give gifts, bequests or any other disposition to a third lessor (hereinafter referred to as "transfer restrictions").

② Free acquisition of restricted stock

If the Eligible Director resigns or retires from any position of the Company's directors or employees during the Transfer Restriction Period, the shares will naturally be acquired free of charge at the time of the retirement, excluding the case of the expiration of the term of office, the mandatory retirement age, other reasons that the Company's board of directors justifies, or death, during the period from the time of three months after the year-end of the business year to which this benefit is due, until June 3, 2023.

In addition, some of the allotted shares may not have their transfer restrictions released at the time when the transfer restriction period has expired (hereinafter referred to as the “expiration time”), based on the reasons for cancellation of transfer restrictions in ③ below. In such a case, the Company will naturally obtain it free of charge immediately after the expiration of the period.

③ Release of transfer restrictions

At the expiration of the period, the Company shall release the transfer restrictions to all of the allotted shares held by the Eligible Directors at that time, subject to the director's position of the Company for the duration of the firstly coming ordinary shareholders' meeting of the Company since the start of the transfer restriction period. Provided, however, that the Eligible Director retires by the expiration of the term of office, the mandatory retirement age, other reasons that the Company's board of directors justifies, or death during the period from the time of three months after the year-end of the business year to which this benefit is due, until June 3, 2023, the transfer restrictions shall be released immediately after the resignation.

④ Regulations regarding stock management

The Eligible Directors shall complete the opening of an account to the SMBC Nikko Securities, Inc. by the method designated by the Company to describe or record the allotted shares, then keep

and maintain it in their account until the transfer restrictions are released.

⑤ Handling in organizational restructuring

During the transfer restriction period, if the Company will propose a merger agreement in which the Company will be an extinguished company, a share exchange agreement in which the Company will be a wholly owned subsidiary, a stock transfer plan, and other reorganization proposals were approved at the Company's general meeting of shareholders only when the effective date of the reorganization, etc. shall be from May 7, 2021 to the expiration date of the restricted period), the transfer restrictions shall be released with the time just before the business day immediately prior to the effective date of the reorganization, etc. on the number of the allotted shares calculated on the number of months from May 2020 until the month including the date of approval is divided by 12 (If the number exceeds 1, the calculation result shall be 1) multiplied by the number of the allotted shares held by the Eligible Directors on the date of approval (However, if the calculation results in a fractional share, that will be rounded down).

In this case, the Company will naturally acquire free of charge all of the allotted shares with transfer restrictions which have not been released on a business day prior to the effective date of the reorganization, etc. based on the above provisions.

4. Basis for calculation of payment amount and its specific content

The disposal price for the treasury stock disposal is the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the resolution of the Company's board of directors (May 19, 2020), in order to eliminate the arbitrariness. The price is 1,147 yen. This is the market share price immediately before the resolution date of the Board of Directors of the Company, and the Company consider it to be a reasonable price but not particularly advantageous price.