



June 25, 2025

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**Notice concerning**  
**the Disposal of Treasury Shares as Restricted Share-Based Remuneration**

Pursuant to a resolution of the Board of Directors of BIPROGY Inc. (the "Company") on June 25, 2025, the Company hereby announces the disposal of treasury shares (the "Disposal of Treasury Shares" or the "Disposal") as described below.

1. Overview of the Disposal

(1)	Disposal date	July 24, 2025
(2)	Class and number of the shares to be disposed	Common Shares of the Company: 29,516 shares
(3)	Disposal price	5,944 yen per share
(4)	Total value of disposal	175,443,104 yen
(5)	Persons eligible for the treasury shares to be disposed, number of the persons, and number of shares of disposal	Executive Directors of the Company: Three persons, 10,600 shares Corporate Officers that Do not Concurrently Act as Directors of the Company: Nine persons, 16,800 shares  Executive Directors of the Company's Subsidiary: Two persons, 1,109 shares Corporate Officers that Do not Concurrently Act as Directors of the Company's Subsidiary: Three persons, 1,007 shares
(6)	Other	An extraordinary report was submitted about the Disposal of Own Shares pursuant to the Financial Instruments and Exchange Act.

## 2. Purposes and Reasons of the Disposal

According to a resolution of the Board of Directors of the Company held on May 18, 2021, it was decided to introduce a restricted share-based remuneration plan (hereinafter referred to as the "Remuneration Plan"), a new remuneration system of providing restricted shares as remuneration, for executive directors and corporate officers that do not act concurrently as directors of the Company (hereinafter referred to as the "Eligible Officers"), in order to provide to the Eligible Officers an incentive towards sustained growth of the corporate value of the Company group and furthermore promote shared value with shareholders.

Moreover, at the 77 th Ordinary General Meeting of Shareholders held on June 25, 2021, it was approved that the Company's executive directors shall make monetary contribution of monetary claims of not more than 200 million yen per annum to be provided by the Company, and shall, in return, receive shares of common stock of the Company of not more than 66,000 shares per annum to be issued or disposed of by the Company. (Monetary remuneration to be provided in the form of monetary claims for acquiring restricted shares are hereinafter referred to as the "Restricted Share-Based Remuneration".)

It was also approved that the transfer restriction period shall be from the date when common shares of the Company were allotted pursuant to the Restricted Shares Allotment Agreement executed between the Company and executive directors to the date immediately after the executive directors' leaving the position previously determined at the Board of Directors of the Company among officers and employees of the Company and the Company's Subsidiary.

In addition, it was approved at the meeting of the Board of Directors held on May 16, 2025 that the "Remuneration Plan" would be introduced also for executive directors and corporate officers that do not act concurrently as directors of the subsidiary of the Company (hereinafter referred to as the "Eligible Subsidiary Officers", and also collectively referred to as the "Eligible Officers, etc." including the "Eligible Officers").

An overview of the Remuneration Plan and other relevant details are shown below.

### [Overview of the Remuneration Plan and Other Relevant Details]

The Eligible Officers, etc. will make in-kind contribution of all monetary claims to be provided by the Company (the Company's Subsidiary providing those to the Eligible Subsidiary Officers) pursuant to the Remuneration Plan, and shall, in return, receive shares of common stock of the Company that shall be issued or disposed of by the Company.

The amount to be paid per share shall be decided by the Board of Directors based on the closing price of common stock of the Company on the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution by the Board of Directors about the issuance or disposal (hereinafter referred to as the "Date of the Resolution by the Board of Directors") (or the closing price on the transaction day immediately prior thereto if no transaction is made on the said day). The Board of Directors will decide the amount within a range that is not especially advantageous to the Eligible Officers, etc. who will receive the common stock.

Also, the Company and the Eligible Officers, etc. will enter into a Restricted Shares Allotment Agreement that stipulates the issuance or disposal of the Company's common stock under the Remuneration Plan (hereinafter referred to as the "Allotted Shares").

The agreement shall include the following stipulations. [1] The Eligible Officers, etc. shall be prohibited for a certain period of time from assigning to a third party, creating a security interest in, or otherwise disposing of the Allotted Shares. [2] In certain circumstances, the Company may acquire the Allotted Shares at no cost.

The Company decided to grant a total amount of ¥175,443,104 in monetary claims (hereinafter referred to as the "Monetary Claims") and to allot 29,516 shares of the common stock of the Company for the purpose of more efficiently operating the Remuneration Plan as a sound incentive towards a sustained growth of corporate value of the Company Group and furthermore sharing value with shareholders.

For the disposal of treasury shares, pursuant to the Remuneration Plan, the seventeen (17) Eligible Officers, etc. are the planned recipients of Allotted Shares from the Company. They will pay all monetary claims as assets contributed in-kind, and in return will receive the Allotted Shares. To the extent that this disposal of treasury shares is concerned, the Company and the Eligible Officers, etc. will execute the Restricted Shares Allotment Agreement (hereinafter referred to as the "Allotment Agreement") as outlined in the 3. below.

### 3. Overview of the Allotment Agreements

<For the Eligible Officers>

#### (1) Transfer Restriction Period

Period from July 24, 2025 the date by which payment is to be made about disposal of the Allotted Shares (hereinafter referred to as the "Payment Due Date") to the date immediately after the Eligible Officers resigning from the position of director or corporate officer that does not act concurrently as director of the Company

#### (2) Conditions for Lifting the Transfer Restrictions

Provided that the Eligible Officers have continuously been in the position of director or corporate officer that does not act concurrently with director of the Company during the periods as stated below (hereinafter referred to as the "Service Provision Periods I"), the Eligible Officers will receive allotment of the Allotted Shares, and the Company will lift the Transfer Restrictions on the Allotted Shares when the Transfer Restriction Periods expire. The number of Allotted Shares to be allotted (hereinafter referred to as the "Total Number of Shares after Evaluation Finalization") is calculated pursuant to the [Method of Calculating the Total Number of Shares after Evaluation Finalization] as stated below.

【Service Provision Periods I】

	Out of the [Method of Calculating the Total Number of Shares after Evaluation Finalization] as Described below		
	i Allotted Shares pursuant to Enrollment Conditions	ii Allotted Shares pursuant to Performance Indicators	iii Allotted Shares pursuant to ESG Indicators, etc.
Executive Directors	From the date of the Ordinary General Meeting of Shareholders of the Fiscal Year 2025 to the time immediately before the closure of the Ordinary General Meeting of Shareholders of the Fiscal Year 2026	From the date of the Ordinary General Meeting of Shareholders of the Fiscal Year 2025 to the time immediately before the closure of the Ordinary General Meeting of Shareholders of the Fiscal year 2028	From the date of the Ordinary General Meeting of Shareholders of the Fiscal Year 2024 to the time immediately before the closure of the Ordinary General Meeting of Shareholders of the Fiscal Year 2027
Corporate Officers that Do Not Act Concurrently as Directors	From April 1, 2025 to March 31, 2026	From April 1, 2025 to March 31, 2028	From April 1, 2024 to March 31, 2027

If the Eligible Officers resign as an executive director or a corporate officer that does not act concurrently as a director of the Company for justifiable reasons during the Service Provision Periods I , the Company will lift the Transfer Restrictions for the number of shares described below as of the time immediately after the date of resignation, pursuant to the [Method of Calculating the Total Number of Shares after Evaluation Finalization]:

in a case of “i Allotted Shares pursuant to Enrollment Conditions”, the number of shares to be calculated (if it includes fractional shares less than one unit, the fractional shares shall be rounded off) by multiplying the Number of Shares after Evaluation Finalization that will be calculated pursuant to enrollment conditions when the Eligible Officers resign by a number that is calculated (and shall be 1 if it is over 1) by dividing by 12 the number of months from the month after a month of Ordinary General Meeting of Shareholders that will be convened in a fiscal year that includes the Date of the Resolution by the Board of Directors (that is deemed to be the beginning month of a fiscal year that includes the Date of the Resolution by the Board of Directors to the extent that corporate officers that do not concurrently act as directors are concerned) to the month that includes the date of resignation;

in a case of “ii Allotted Shares pursuant to Performance Indicators (Medium- to Long-term Performance Conditions) (referred to, in the table above and hereinafter, as “ii Allotted Shares pursuant to Performance Indicators”)”, the number of shares to be calculated (if it includes fractional shares less than one unit, the fractional shares shall be rounded off) by multiplying the Number of Shares after Evaluation Finalization that will be calculated pursuant to enrollment conditions when the Eligible Officers resign by a number that is calculated (and shall be 1 if it is over 1) by dividing by 36 the number of months from the month after a month of

Ordinary General Meeting of Shareholders that will be convened in a fiscal year that includes the Date of the Resolution by the Board of Directors (that is deemed to be the beginning month of a fiscal year that includes the Date of the Resolution by the Board of Directors to the extent that corporate officers that do not concurrently act as directors are concerned) to the month that includes the date of resignation; and,

in a case of “iii Allotted Shares pursuant to achievement degrees in light of material issues (materiality) to be worked on (as long-term performance conditions) in order to materialize what is indicated in Vision 2030 partly based upon ESG” (referred to, in the table above and hereinafter, as “iii Allotted Shares pursuant to ESG Indicators, etc.”), the Number of Shares after Evaluation Finalization pursuant to ESG Indicators, etc. to be calculated on the date of resignation.

### (3 ) Acquisition by the Company Without Compensation

The Company will acquire without compensation, by rights, Allotted Shares for which it is finalized that Transfer Restrictions are not lifted at the point of lifting of the Transfer Restrictions or at the time of Evaluation Finalization as stipulated in the [Method of Calculation of the Total Number of Shares after Evaluation Finalization] described below.

Also, in the event that circumstances during the Transfer Restriction Period correspond to certain reasons specified in the Allotment Agreement, such as the Eligible Officers resigning from the position of director or corporate officer that does not concurrently act as director without justifiable grounds, or otherwise committing a violation of law, the Company will acquire all or part of the relevant Allotted Shares without compensation by rights.

### (4 ) Management of Shares

The Allotted Shares are managed in dedicated accounts opened by the Eligible Officers at Nomura Securities Co., Ltd., so that the Eligible Officers, cannot transfer, use as collateral, or otherwise dispose of the Allotted Shares during the Transfer-Restriction Period. The Company concludes a contract with Nomura Securities Co., Ltd., about the management of the accounts for Allotted Shares held by each of the Eligible Officers in order to secure the effectiveness of the Transfer Restrictions, etc., related to the Allotted Shares. In addition, the Eligible Officers shall agree to the details of the management of these accounts.

### (5 ) Handling in a Case of Reorganization, etc.

Notwithstanding the stipulation in the (1) above, in a case that during the Transfer Restriction Period a merger agreement in which the Company ceases to exist or a stock swap agreement or a stock transfer plan under which the Company becomes a wholly-owned subsidiary of another company, or any other matters related to reorganization, etc., is approved at a General Meeting of Shareholders of the Company (or by the Board of Directors of the Company if an approval at the General Meeting of Shareholders is not required for the relevant reorganization, etc.), the Company will, on a business day immediately prior to the effective date of the reorganization, etc., lift the Transfer Restrictions on a number of Allotted Shares to be determined in a reasonable manner by resolution of the Board of Directors of the Company on the basis of the Total Number of Shares

after Evaluation Finalization to be calculated on the date of the approval and based on the period from the Payment Due Date until the date of approval of the reorganization, etc..

The Company will acquire the Allotted Shares for which the Transfer Restrictions are not lifted, immediately after the Transfer Restrictions are lifted, without compensation, by rights.

<For the Eligible Subsidiary Officers>

(1) Transfer Restriction Period

Period from the Payment Due Date to the date immediately after the Eligible Subsidiary Officers resigning from the position of director or corporate officer that does not act concurrently as director of the Company's Subsidiary

(2) Conditions for Lifting the Transfer Restrictions

Provided that the Eligible Subsidiary Officers have continuously been either in the position of director or corporate officer that does not act concurrently with a director of the Company's Subsidiary during the period from the date of Ordinary General Meeting of Shareholders of the fiscal year 2025 for the Company's subsidiary to the date immediately before the closure of the Ordinary General Meeting of Shareholders of the Fiscal Year 2026 for the Company's subsidiary (in a case where the Eligible Subsidiary Officer is a corporate officer that does not act concurrently as a director of the Company's subsidiary, it is deemed to be the period from April 1, 2025 to March 31, 2026. The same is hereinafter applicable.)(hereinafter referred to as the "Service Provision Period II"), the Company will lift the Transfer Restrictions on all of the Allotted Shares when the Transfer Restriction Periods expire.

(3) Handling in a case where the Eligible Subsidiary Officers resign for justifiable reasons during the Service Provision Period II

① Period of Lifting the Transfer Restrictions

If the Eligible Officers resign as an executive director or a corporate officer that does not act concurrently as a director of the Company for justifiable reasons, the Company will lift the Transfer Restrictions for the number of shares described below as of the time immediately after the date of resignation:

② Number of Shares subject to Transfer Restriction Lifting

The number of shares to be calculated (if it includes fractional shares less than one unit, the fractional shares shall be rounded off) by multiplying the Number of Shares after Evaluation Finalization that will be calculated pursuant to enrollment conditions when the Eligible Officers resign by a number that is calculated (and shall be 1 if it is over 1) by dividing by 12 the number of months from the month after a month of Ordinary General Meeting of Shareholders that will be convened in a fiscal year that includes the Date of the Resolution by the Board of Directors (that is deemed to be the beginning month of a fiscal year that includes the Date of the Resolution by the Board of Directors to the extent that corporate officers that do not

concurrently act as directors are concerned) to the month that includes the date of resignation.

#### (4) Acquisition by the Company Without Compensation

The Company will acquire without compensation, by rights, all of the Allotted Shares for which it is finalized that Transfer Restrictions are not lifted at the point of lifting of the Transfer Restrictions or at the time of Evaluation Finalization as stipulated in the [Method of Calculation of the Total Number of Shares after Evaluation Finalization] described below.

Also, in the event that circumstances during the Transfer Restriction Period correspond to certain reasons specified in the Allotment Agreement, such as the Eligible Subsidiary Officers resigning from the position of director or corporate officer that does not concurrently act as director without justifiable grounds, or otherwise committing a violation of law, the Company will acquire all or part of the relevant Allotted Shares without compensation by rights.

#### (5 ) Management of Shares

The Allotted Shares are managed in dedicated accounts opened by the Eligible Subsidiary Officers at Nomura Securities Co., Ltd., so that the Eligible Subsidiary Officers, cannot transfer, use as collateral, or otherwise dispose of the Allotted Shares during the Transfer-Restriction Period. The Company concludes a contract with Nomura Securities Co., Ltd., about the management of the accounts for Allotted Shares held by each of the Eligible Subsidiary Officers in order to secure the effectiveness of the Transfer Restrictions, etc., related to the Allotted Shares. In addition, the Eligible Subsidiary Officers shall agree to the details of the management of these accounts.

#### (6) Handling in a Case of Reorganization, etc.

Notwithstanding the stipulation in the (1) above, in a case that during the Transfer Restriction Period a merger agreement in which the Company ceases to exist or a stock swap agreement or a stock transfer plan under which the Company becomes a wholly-owned subsidiary of another company, or any other matters related to reorganization, etc., is approved at a General Meeting of Shareholders of the Company (or by the Board of Directors of the Company if an approval at the General Meeting of Shareholders is not required for the relevant reorganization, etc.), the Company will, on a business day immediately prior to the effective date of the reorganization, etc., lift the Transfer Restrictions on a number of Allotted Shares to be determined in a reasonable manner by resolution of the Board of Directors of the Company on the basis of the Number of Shares and based on the period from the month that includes the Payment Due Date (that is deemed to be the beginning day of a fiscal year that includes the Payment Due Date to the extent that the Eligible Subsidiary Officer is a corporate officer that does not act concurrently as a director of the Company's subsidiary) until the date of approval.

The Company will acquire the Allotted Shares for which the Transfer Restrictions are not lifted, immediately after the Transfer Restrictions are lifted, without compensation, by rights.

#### 4. Basis of Calculation and Specific Details for the Payment Amount

The Disposal of Treasury Shares to the Eligible Directors etc., shall be funded by monetary claims which the Company and the subsidiary provided as the Restricted Stock Compensation for the fiscal year ending March 2026 in accordance with the Remuneration Plan. To eliminate arbitrariness in the disposal price, the closing price for the common shares of the Company on the Prime Section of the Tokyo Stock Exchange on June 24, 2025 (the business day prior to the day of resolution at the meeting of the Board of Directors) of ¥5,944 is used as the disposal price. As this is the market price the day prior to the day of resolution of the Board of Directors, we believe it is valid and does not represent a particularly favorable price.



<For the Eligible Officers>

[Method of Calculating the Total Number of Shares after Evaluation Finalization]

The total Number of Shares after Evaluation Finalization shall be calculated on the basis of Numbers of Shares after Evaluation Finalization pursuant to “i” + “ii” + “iii”. The ratio of “i” : “ii” : “iii” for calculating the Allotted Shares shall be 3:1:2. (“i” refers to a number of Shares after Evaluation Finalization pursuant to enrollment conditions. “ii” refers to a number of Shares after Evaluation Finalization pursuant to medium- to long-term performance conditions. “iii” refers to a number of Shares after Evaluation Finalization pursuant to achievement degrees in light of material issues (materiality) to be worked on (as long-term performance conditions) in order to materialize what is indicated in Vision 2030 partly based upon ESG.)

The Evaluation Finalization Time for “ii” shall be the date for submitting an Annual Securities Report about the fiscal year after the fiscal year following a fiscal year that includes the Date of the Resolution by the Board of Directors, and the Evaluation Finalization Time for “iii” shall be the date for submitting an Annual Securities Report for the fiscal year ending March 2027.

< i Details of Enrollment Conditions>

If the Eligible Officers continue to be in a position of director or corporate officer that does not concurrently as director of the Company during the Service Provision Periods I, all of the Allotted Shares matching the enrollment conditions shall be the number of Shares after Evaluation Finalization.

< ii Details of Performance Indicators (Medium- to Long-term Performance Conditions) >

Compare Total Shareholder Return (hereinafter referred to as “TSR”) <sup>(Note 1)</sup> of the Company’s stock with TOPIX Growth Rate <sup>(Note 2)</sup>. If the ratio (vs. TOPIX Growth Rate) <sup>(Note 3)</sup> is 100% or more, all of the Allotted Shares matching the Medium- to Long-term Performance Conditions shall be the Number of Shares after Evaluation Finalization.

- ① If the ratio of the Company’s TSR vs TOPIX Growth Rate is less than 100%, multiply a number of Allotted Shares matching the Medium- to Long-term Performance Conditions by the ratio of the Company’s TSR vs TOPIX Growth Rate, and regard the product as the number of Shares after Evaluation Finalization.

(Note 1)  $TSR = (B + C) \div A$

A :

Regular trading closing price at the Tokyo Stock Exchange, Inc. of the common stock of the Company on the beginning date of a fiscal year that includes the Date of the Resolution by the Board of Directors (or the previous business day thereto if the beginning date falls on a holiday at the Tokyo Stock Exchange, Inc.)

B:

Regular trading closing price at the Tokyo Stock Exchange, Inc. of the common stock of the Company on the end date of the fiscal year following the fiscal year after a fiscal year that includes the Date of the Resolution by the Board of Directors (or the previous business day thereto if the

end date falls on a holiday at the Tokyo Stock Exchange, Inc.) (or the date of resignation and the date of approval if Eligible Officers resign by the end date and if reorganization, etc. are approved at a General Meeting of Shareholders, etc. (or the previous business day thereto if the date falls on a holiday at the Tokyo Stock Exchange, Inc.)

C :

Total amount of dividend per share of the common stock of the Company in the period from the beginning date of a fiscal year that includes the Date of the Resolution by the Board of Directors to the end date of the fiscal year following the fiscal year after the said fiscal year (or the date of resignation and the date of approval if Eligible Officers resign by the end date and if reorganization, etc. are approved at a General Meeting of Shareholders, etc.)

(Note 2) TOPIX Growth Rate=  $D \div E$

D :

Closing price of TOPIX at the Tokyo Stock Exchange, Inc. on the end date of the fiscal year following the fiscal year after a fiscal year that includes the Date of the Resolution by the Board of Directors (or the previous business day thereto if the end date falls on a holiday at the Tokyo Stock Exchange, Inc.) (or the date of resignation and the date of approval if Eligible Officers resign by the end date and if reorganization, etc. are approved at a General Meeting of Shareholders, etc. (or the previous business day thereto if the date falls on a holiday at the Tokyo Stock Exchange, Inc.))

E:

Closing price of TOPIX at the Tokyo Stock Exchange, Inc. on the beginning date of a fiscal year that includes the Date of the Resolution by the Board of Directors (or the previous business day thereto if the end date falls on a holiday at the Tokyo Stock Exchange, Inc.)

(Note 3) vs. TOPIX Growth Rate =  $TSR \div \text{TOPIX Growth Rate}$

<iii Details of achievement degrees in light of material issues (materiality) to be worked on (as long-term performance conditions) in order to materialize what is indicated in Vision 2030 partly based upon ESG>

Material Issues	KPI
1.Create schemes to solve issues through the use of digital technology and business ecosystems	Sales from businesses aimed at solving social issues
	Sales growth rate of managed service business
2.Contribute to the environment through the use of digital technology and reduce the environmental impact of business activities in order to help build a world of zero emissions	Zero emission achievement rate (an index measuring the extent to which our environmentally friendly products and services contribute to zero emissions in society)
	Percentage of business opportunities and risks identified via climate change scenario analysis (impact evaluation) for which a risk response has been implemented
	Percentage of purchased energy used at the BIPROGY Group business locations that is renewable energy
	Reduction rate in GHG emissions (Scope 1 + Scope 2) (compared to FY2019)
3.Sustainably procure and provide safe, secure products and services throughout the entire value chain	Percentage of suppliers accounting for 40% of our total procurement of purchased goods and services (Category 1, Scope 3) that have set targets equivalent to Science Based Targets
	Reduction rate in GHG emissions from the use of sold products/services (Category 11, Scope 3) (compared to FY2021)
	Review of human rights policy and activities to promote understanding among employees
	Progress rate on re-performing human rights risk assessments and addressing issues at all Group companies
	Percentage of BIPROGY Group suppliers having taken the ESG risk survey
	Percentage of suppliers that currently adhere to or have launched improvements to material ESG risk items that the BIPROGY Group has set for suppliers
4.Develop and strengthen human resources to create a new future and promote diversity and inclusion	Number of human resources promoting new business development
	Average score on items related to job satisfaction and worker-friendliness in the engagement survey
	Percentage of employees who have set medium- to long-term career goals and have obtained agreement on these goals from their organizational heads
	Maintenance and improvement rate of mechanisms to promote career well-being <sup>*1</sup> (number of implementations / number of plans)
	Percentage of management positions held by women in the BIPROGY Group
	Percentage of eligible men who took leave or time off for childcare after their spouse gave birth
	Percentage of men who coordinated with their family and organization based on their own intentions when considering and deciding to take childcare leave
	Percentage of employees with disabilities

Material Issues	KPI
	Follow-up rate for those subject to active support in the health insurance specific health guidance up to FY2026
	Number of new leave-takers due to mental health issues in FY2026
5.Further improve corporate governance and integrity	Actions for each year set in the evaluation of Board of Directors effectiveness that are undertaken
	Improvement and upgrade of the compliance program
	Spread awareness of integrity among Group executives and employees
	Monitor compliance incident trends
	Number of serious security incidents
	Enhancement and expansion of data protection security mechanisms for hybrid work (blend of working remotely and in the office)- at Group companies <sup>*2</sup>
	Coverage rate of special operation management <sup>*3</sup>

\*1 Career well-being: Enhancing a sense of fulfillment and happiness by using abilities and growing in one's own career

\*2 at Group companies : the subjects are group companies in Japan.

\*3 Coverage rate of special operation management: a state where there are no omissions in the application of operations subject to special operation management (Special operation management refers to a mechanism and system in which a specialized security organization objectively examines and approves the appropriateness of safety management measures for projects accessing highly confidential customer information assets, and comprehensively manages and monitors them.)

A number of Shares after Evaluation Finalization shall be a number of shares, a product of multiplying a number of the Allotted Shares matching the long-term performance conditions by a total of rates of lifting in accordance with achievement degrees at the end date of the final fiscal year (the fiscal year 2026) for the Management Policies (2024-2026). Achievement degrees refer to degrees of realizing achievement targets independently specified towards solving material issues (materiality indicated in the table above) to be worked on in order to materialize the Vision 2030 of the Group.