

To all concerned parties

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 Representative: Representative President
 Makoto Asanuma
 Stock Exchange Listing: Prime Market of the Tokyo Stock
 Exchange
 Securities Code: 1852
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Notice of Disposal of Treasury Stock as Restricted Stock Compensation

ASANUMA CORPORATION (hereinafter the "Company") announced that we have resolved to dispose of treasury stock as restricted stock (hereinafter the "Disposal of Treasury Stock") at the meeting of the Board of Directors held today as follows:

1. Outline of Disposal of Treasury Stock for Directors' Compensation

(1) Disposal date	July 21, 2023
(2) Class and number of shares to be disposed	7,061 shares of Common Stocks of the Company
(3) Allottees and number thereof, number of shares to be disposed	Directors / 5 persons / 7,061 shares
(4) Others	<p>The Company has submitted an extraordinary report regarding the disposal of treasury stock under the Financial Instruments and Exchange Act. (※)</p> <p>※However the Disposal of Treasury Stock is to be delivered as compensation for directors without contribution (Article 202-2 of the Companies Act), as a fair valuation, the Extraordinary report has been submitted with an amount calculated by multiplying the closing price (JPY 3,205) of the Company's common share on the Tokyo Stock Exchange on the business day prior the date of the resolution at the Board meeting held today (June 22, 2023) by the number of shares to be disposed as mentioned above (JPY 22,630,505) as the issue price.</p>

2. Outline of Disposal of Treasury Stock for Executive Officers' Compensation

(1) Disposal date	July 21, 2023
(2) Class and number of shares to be disposed	11,613 shares of Common Stocks of the Company
(3) Disposal price	JPY 3,205 per share

(4) Total value of shares to be disposed	JPY 37,219,665
(5) Allottees and number thereof, number of shares to be disposed	Executive Officers who do not concurrently serve as directors / 17 persons / 11,613 shares
(6) Others	The Company has submitted an extraordinary report regarding the disposal of treasury stock under the Financial Instruments and Exchange Act.

3. Outline of Dispositions to Employees

(1) Disposal date	February 29, 2024
(2) Class and number of shares to be disposed	42,560 shares of Common Stocks of the Company
(3) Disposal price	JPY 3,205 per share
(4) Total value of shares to be disposed	JPY 136,404,800
(5) Allottees and number thereof, number of shares to be disposed	Employees / 1,330 persons / 42,560 shares
(6) Others	The Company has submitted an extraordinary report regarding the disposal of treasury stock under the Financial Instruments and Exchange Act.

4. Purpose and Reason of Disposal

As announced in the "Notice of the Introduction of Restricted Stock Compensation Plan" dated February 25, 2021, at the Board of Directors held on the same day, the Company decided to introduce a restricted stock compensation plan (hereinafter the "Plan") as a new compensation plan to provide incentives to the Directors (excluding outside directors/ hereinafter the "Eligible Directors") for the sustainable improvement of the Company's corporate value and for promoting further value sharing with shareholders.

At the 86th Annual General Meeting of Shareholders held on June 25, 2021, the following approval was obtained in accordance with the Plan:

(i) In accordance with the resolution at the Board meeting, the Eligible Directors receive the Company's common stock (restricted stock), in compensation for the execution of duties by the Directors, without any contribution of shares for subscription, and the total number of shares of the Company's common stock issued or disposed of shall not exceed 80,000 shares per fiscal year (provided, however, that in the event of a stock split of the Company's common stock (including the allotment of the Company's common stock without contribution) or a reverse stock split, or other events occurred that the total number of shares of the Company's common stock issued or disposed of as restricted stock shall be adjusted, the total number of shares are to be adjusted to a reasonable extent).

(ii) The total amount of money for the Company's common stock to be issued or disposed of for restricted stock awards shall be no more than 70 million yen per fiscal year separately from the existing compensation (The restricted stocks are issued or disposed of as the eligible directors' compensation, not requiring to be paid in exchange for shares for subscription. The amount of remuneration for the Eligible Directors is calculated based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day prior to the date of the resolution at the Board meeting (or unless the transaction completes on the said date, the closing price on the most recent trading day prior to the said date)).

(iii)The agreement on a restricted stock allotment including the following content is entered into between the Company and the Eligible Directors in connection with the issuance or disposition of the Company's common stock. The " Notice of the Introduction of Restricted Stock Compensation Plan" dated February 25, 2021 stated that the total amount of the Company's common stock to be issued or disposed of for the grant of restricted stock will not exceed 200 million yen per fiscal year. However, as announced in the " Partial Amendment to the Contents of the " Notice of the Introduction of Restricted Stock Compensation Plan " dated May 14, 2021, the total amount has been changed to "Not more than 70 million yen per fiscal year."

An overview of the plan is as follows.

<Overview of the Plan>

The Eligible Directors will be issued or disposed of the Company's common stocks under the Plan. When issuing or disposing of the Company's common stocks under the Plan, The agreement on a restricted stock allotment shall be concluded between the Company and the Eligible Directors to be allotted, and the contents of the agreement shall include the following.

- ① The Eligible directors shall not transfer, pledge a security interest or otherwise dispose of the Company's Common Stocks allocated during the restriction period of transfer.
- ② The Company shall acquire the Company's Common Stocks without contribution in the case where certain events occur.

In addition to the Eligible Directors, the Company have introduced a restricted stock compensation plan similar to that for the Eligible Directors for the Executive Officers and Employees. However, under the restricted stock compensation plan for the Executive Officers and Employees, the Executive Officers and Employees are paid monetary compensation claims (monetary claims) and receive the issuance or disposal of the Company's common stock by providing all of such monetary compensation claims (such monetary claims) as in-kind investment properties.

Taking into consideration the objectives of the plan, the Company's performance, the extent of responsibility of the Eligible Directors, and other factors, based on the resolution at the Board meeting held today, the Company decided to pay the 7,061 shares of the Company's common stocks in total as consideration for the execution of duties as a director to 5 of the Eligible Directors, and the Company decided to pay 11,613 shares of the Company's common stocks in total to 17 of the Executive Officers (hereinafter the "Eligible Executive Officers") as the purpose of contribution in-kind of monetary compensation claims 37,219,665 yen owed to the Company to the Eligible Executive Officers the Company (the amount of monetary compensation claims invested per share is 3,205 yen), and the Company decided to pay 42,560 shares of the Company's common stocks in total (hereinafter, the "Allotted Shares" in conjunction with the grant for the Eligible Directors and the Eligible Executive Officers) to 1,330 of employees (hereinafter, the "Eligible Employees" are referred to as the "Eligible Persons" in conjunction with the Eligible Directors and the Eligible Executive Officers) as the purpose of contribution in-kind of monetary claims 136,404,800 yen owed to the Company (the amount of monetary claims invested per share is 3,205 yen) to the Eligible Employees

<Overview of Restricted Stock Allocation Agreement>

The Company and the Eligible Directors individually enter into restricted stock agreements, which are outlined below. The Company also enter into generally similar restricted stock agreements with the Eligible Executive Officers and the Eligible Employees who are scheduled to be allotted to dispose of treasury stock.

(1) Restriction Period on Transfer

The Eligible Directors may not transfer, pledge a security interest or otherwise dispose of the Allotted Shares during the period from July 21, 2023 (the Allotment Date) until the date on which the status of any of the directors or the executive officers is lost (provided, however, that if the date of such loss is before July 1, 2024, the period is until July 1, 2024).

(2) Termination Conditions of Restriction on Transfer

The Eligible Directors shall, at the expiration of the Restriction Period on Transfer, terminate the Restriction on Transfer of all the Allotted Shares on condition that The Eligible Directors remain in the position of either the directors or the executive officers during the period from July 21, 2023 (Allotment Date) to the conclusion of the Ordinary General Meeting of Shareholders for the fiscal year ending March 2024 (hereinafter referred to as the "Service Offering Period"). Provided, however, that in the event that The Eligible Directors loses any position of the directors or the executive officers in the Service Offering Period due to death or any other reason deemed justifiable by the Board of Directors, the restriction on transfer shall be terminated with respect to the Allotted Shares in the number of months from July 2023 to the month including the month of resignation/leaving a position multiplied by 12 (provided, however, that in case of exceeding 1, the number shall be deemed to be 1) by the number of the Allotted Shares (provided, however, that any fraction less than one share arising as a result of the calculation shall be rounded off).

(3) Acquisition without contribution by the Company

The Company will naturally acquire the Allotted Shares for which the Restriction on Transfer has not been terminated at the time of expiration of the Restriction on Transfer or at such other time as may be specified in the Agreement without contribution.

(4) Management of shares

In order to prevent the Eligible Directors from transferring, pledge a security interest, or otherwise disposing of the Allotted Shares during the Transfer Restriction Period, the Allotted Shares shall be managed in dedicated accounts opened by the Eligible Directors at Daiwa Securities Co. Ltd.

(5) In case of organizational restructuring, etc.

If during the Restriction Period on Transfer a merger agreement in which the Company will be the absorbed company, a share exchange agreement or a share transfer plan in which the Company will become a wholly-owned subsidiary, or other reorganization, etc. is approved by the General Meeting of Stockholder of the Company (provided that such reorganization, etc. is not required by the General Meeting of Stockholder, the Board meeting), with the resolution at the Board meeting, the restriction on transfer shall be terminated with respect to the Allotted Shares in the number of months from July 2023 to the month of the approval date of reorganization, etc.

divided by 12 (provided, however, that in case of exceeding 1, the number shall be 1) multiplied by the number of the Allotted Shares (provided, however, that any fraction less than one share arising as a result of the calculation shall be rounded off) prior to the effective date of the reorganization, etc. Provided, however, that in case that the immediately preceding business day prior to the effective date of the reorganization, etc. is a day prior to July 1, 2024, the Company shall, as a matter of course, acquire all the Allotted Shares without contribution as of the business day prior to the effective date of the reorganization, etc.

5. Basis for calculating the amount paid in for the disposal of treasury stock for the Eligible Executive Officers and the Eligible employees and the specific contents thereof

As described above, the disposition of treasury shares to the Eligible Executive Officers and the Eligible Employees is made with monetary remuneration or monetary claims paid to the prospective allotment recipients as the capital contributing property in accordance with the resolution of the Board of Directors. The amount paid in is 1,000 yen per share, which is the closing price of the Company's common shares on the Tokyo Stock Exchange on June 22, 2023 (the business day prior to the resolution of the Board of Directors) in order to eliminate arbitrary prices. This is the market stock price immediately prior to the date of the resolution of the Board of Directors and in circumstances where there are no special occasion that the Company cannot refer the most recent stock price, the Company believes that this is reasonable that appropriately reflects the Company's corporate value and is not concerned as that the price is favorable to the allotment counterparty.

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