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September 19, 2025

To whom it may concern:

Listed company name:	Pasona Group Inc.
Listing stock exchange:	Tokyo Stock Exchange Prime Market
Securities code number:	2168
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Notice Concerning Disposal of Treasury Shares as Restricted Stock Compensation

Pasona Group Inc. (hereinafter, the "Company") hereby announces today that, as of September 19, 2025 (hereinafter, the "Allotment Resolution Date"), it resolved to dispose of treasury shares (hereinafter, the "Treasury Share Disposal" and "disposal") in relation to an incentive plan utilizing restricted stock (hereinafter, the "Plan") in accordance with the provisions of Article 370 of Japan's *Companies Act* and Article 22 of the Company's Articles of Incorporation (omission of resolution of the Board of Directors), as described below.

1. Outline of the Disposal

(1) Date of disposal	October 17, 2025
(2) Number and class of shares disposed of	20,400 shares of common stock of the Company
(3) Disposal price	¥ 2,204 per share
(4) Total disposal price	¥ 44,961,600
(5) Allottees, number thereof, and number of shares disposed of	6,500 shares for five (5) Directors of the Company (excluding Directors who are Audit and Supervisory Committee Members) 8,900 shares for five (5) Directors of the Company who are Audit and Supervisory Committee Members 5,000 shares for six (6) Executive Officers who do not concurrently serve as a Director of the Company

2. Purpose and Reason for the Disposal

At the Board of Directors meeting held on July 15, 2025, the Company resolved to introduce the Plan as a new remuneration plan for the Company's Directors (including Directors who are Audit and Supervisory Committee Members and Outside Directors; hereinafter, the "Eligible Directors") and Executive Officers who do not concurrently serve as a Director (hereinafter, collectively referred to as the "Eligible Directors, etc.") for the purpose of providing incentives to achieve the sustainable enhancement of the Company's corporate value and further promoting the sharing of value with the Company's shareholders.

At the 18th Annual General Meeting of Shareholders held on August 22, 2025, the Company resolved that compensation granted to Eligible Directors under the Plan shall be in the form of either the Company's common stock or monetary claims

provided as in-kind assets to acquire the Company's common stock. The total amount of the Company's common stock or monetary claims granted under the Plan to Directors who are not Audit and Supervisory Committee Members shall be limited to an annual maximum of 300 million yen, which is within the framework for monetary compensation (not exceeding 600 million yen annually, of which up to 50 million yen annually is for Outside Directors, but excluding employee salaries paid to Directors who concurrently serve as employees) as approved at the 10th Annual General Meeting of Shareholders held on August 18, 2017. Of the 300 million yen annual limit, the portion for Outside Directors shall be limited to 25 million yen annually. This also excludes employee salaries paid to Directors who concurrently serve as employees. The total amount of the Company's common stock or monetary claims granted to Directors who are Audit and Supervisory Committee Members shall be limited to an annual maximum of 100 million yen. This amount is within the framework for monetary compensation (not exceeding 200 million yen annually) approved at the 18th Annual General Meeting of Shareholders held on August 22, 2025. The total number of shares of common stock newly issued or disposed of by the Company to Directors who are not Audit and Supervisory Committee Members shall not exceed 150,000 shares per year. Of this amount, the portion for Outside Directors shall not exceed 12,500 shares per year. The total number of shares of common stock newly issued or disposed of by the Company to Directors who are Audit and Supervisory Committee Members shall not exceed 50,000 shares per year. The transfer restriction period for restricted stock shall extend from the date of allotment under the restricted stock allotment agreement to be concluded between the Company and the Eligible Directors, until immediately after the Eligible Director resigns or retires from the position predetermined by the Company's Board of Directors among the officer or employee positions of the Company or its subsidiaries.

An outline of the Plan is provided below.

Outline of the Plan

The Plan allows the Company to issue or dispose of shares of its common stock to Eligible Directors, etc., without requiring payment in cash or contribution of in-kind assets by the Eligible Directors, as compensation, etc. (hereinafter, "Gratis Allotment"). Alternatively, the Company may provide monetary claims as compensation, etc., to Eligible Directors, etc., who shall then contribute the entire amount of such monetary claims as in-kind assets and who, in return, receive issuance or disposition of the Company's common stock (hereinafter, "In-kind Contribution Allotment"). Under the Plan, issuance or disposal of the Company's common stock to Eligible Directors, etc., shall be carried out through one of the above methods. At the time of such issuance or disposal, the Company shall enter into a restricted stock allotment agreement with the Eligible Directors, etc. The contents of the agreement shall include that (i) Eligible Directors, etc., shall be prohibited, for a fixed period, from transferring to third parties, creating security interests on, or otherwise disposing of the shares of the Company's common stock allotted to them under the restricted stock allotment agreement, and (ii) if certain events occur, the Company shall acquire such shares of common stock without compensation.

In the event of an allotment to the Eligible Director through Gratis Allotment, the Director shall not be required to make any payment in the form of monetary claims as in-kind contributions when receiving the issuance or disposal of the Company's common shares. In this case, the amount per share of the Company's common stock shall be calculated at the Board of Directors meeting based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of each board resolution (or the closing price of the most recent prior trade if no trade was concluded on that day), and the amount shall be used as the per-share price for the issuance or disposal of the Company's common stock.

Furthermore, if the allocation to the Eligible Directors, etc., is made through an In-kind Contribution Allotment, the Eligible Directors, etc., shall be required to pay the entirety of monetary claims granted by the Company under the Plan as in-kind contribution assets and shall receive the issuance or disposal of the Company's common stock. The payment amount per share will be determined at the Board of Directors meeting based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of each board resolution (or the closing price of the most recent prior trade if no trade was concluded on that day), ensuring that the amount is not particularly advantageous to the Eligible Directors, etc., subscribing to the common stock.

At this time, taking into consideration the objectives of the Plan, the Company's business condition, the scope of

responsibilities of each Eligible Directors, etc., and other relevant factors, and with the aim of further increasing their motivation, the Company has decided to grant monetary claims totaling 44,961,600 yen (hereinafter, the “Monetary Claims”) and to allot a total of 20,400 shares of its common stock to the sixteen (16) Eligible Directors, etc.

In the Treasury Share Disposal, the sixteen (16) Eligible Directors, etc., who are the planned allottees will, based on the Plan, contribute in kind the full amount of the Monetary Claims to the Company, in exchange for the disposal to them of the Company’s common stock (hereinafter, the “Allotted Shares”). The key terms of the restricted stock allotment agreement (hereinafter, the “Allotment Agreement”) to be entered into between the Company and each of the Eligible Directors, etc., for the Treasury Share Disposal are outlined in Section 3 below.

3. Outline of the Allotment Agreement

(1) Transfer restriction period

From October 17, 2025 (hereinafter, the “Payment Date”) until immediately after the point in time when any position as a Director, Executive Officer, or employee of the Company or its subsidiaries is resigned or retired

(2) Conditions for the lifting of the transfer restrictions

The transfer restrictions on all the Allotted Shares shall be lifted upon expiration of the transfer restriction period, on the condition that the Eligible Director, etc., has continuously held a position as Director, Executive Officer, or employee of the Company or its subsidiaries during the period (hereinafter, the “Service Provision Period”) from the commencement date of duties (meaning the date of the Annual General Meeting of Shareholders for the most recent fiscal year preceding the fiscal year that includes the disposal date) until immediately prior to the conclusion of the first Annual General Meeting of Shareholders held thereafter (provided, however, that in the case of an Executive Officer who does not concurrently serve as a Director, this shall be deemed to mean the period from September 1 of the year that includes the payment date through August 31 of the following year; with the same applying hereinafter).

(3) Treatment when Eligible Directors, etc., resign or retire during the Service Provision Period due to the expiration of the term of office, reaching of mandatory retirement age, or other legitimate reasons

(i) Timing of the lifting of transfer restrictions

If Eligible Directors, etc., resign or retire from all the positions that they serve at the Company or its subsidiaries—whether as Director, Executive Officer, employee, etc.—due to the expiration of the term of office, death, reaching of mandatory retirement age, or other legitimate reason (excluding reasons of personal choice; with the same applying hereinafter), the transfer restrictions shall be lifted immediately following such resignation or retirement (provided, however, that in the case of resignation or retirement due to death, the transfer restrictions shall be lifted at a time separately determined by the Board of Directors of the Company).

(ii) Number of shares subject to the lifting of transfer restrictions

The number of Allotted Shares for which transfer restrictions shall be lifted is calculated by multiplying the number of Allotted Shares held by the Eligible Directors, etc., at the time of resignation or retirement as specified in (i) above by the number obtained by dividing the number of months from the month including the Allotment Resolution Date (provided, however, that in the case of an Executive Officers who does not concurrently serve as a Director, this shall be deemed to be September of the year that includes the payment date) through the month including the date of resignation or retirement of the Eligible Directors, etc., by the number of months of the Service Provision Period (12) (provided, however, that if the result exceeds 1, it is deemed to be 1; any fractional shares less than one trading unit arising from the calculation shall be rounded down).

(4) Acquisition without compensation by the Company

If Eligible Directors, etc., commit any act in violation of laws or regulations during the transfer restriction period or otherwise fall under certain grounds stipulated in the Allotment Agreement, the Company shall automatically acquire without compensation all of the Allotted Shares held by the Eligible Directors, etc. Furthermore, upon the expiration of the transfer restriction period or upon the lifting of transfer restrictions as prescribed in (3) above, the Company shall automatically acquire without compensation any Allotted Shares for which the transfer restrictions will not be lifted.

(5) Treatment in organizational restructuring, etc.

If, during the transfer restriction period, matters relating to a merger agreement under which the Company will cease to exist, a share exchange agreement or share transfer plan under which the Company will become a wholly owned subsidiary, or other organizational restructuring, etc., are approved at an Annual General Meeting of Shareholders of the Company (or by a resolution of the Board of Directors if shareholder approval is not required for such organizational restructuring, etc.), then, pursuant to a resolution of the Board of Directors, the transfer restrictions shall be lifted immediately prior to the business day preceding the effective date of such organizational restructuring, etc., with respect to the number of Allotted Shares calculated by multiplying the number of Allotted Shares held at that time by the number obtained by dividing the number of months from the month including the Allotment Resolution Date (provided, however, that in the case of an Executive Officer who does not concurrently serve as a Director, this shall be deemed to be September of the year that includes the payment date) through the month including the date of such approval by the number of months of the Service Provision Period (12) (if the result exceeds 1, it is deemed to be 1; any fractional shares less than one trading unit resulting from the calculation shall be rounded down). Immediately after the transfer restrictions are lifted, the Company shall automatically acquire without compensation all Allotted Shares for which the transfer restrictions have not been lifted.

(6) Management of shares

During the transfer restriction period, the Allotted Shares will be managed in a dedicated account opened by each of the Eligible Directors, etc., at Nomura Securities Co., Ltd., in order to ensure that the Eligible Directors, etc., cannot transfer, create a security interest over, or otherwise dispose of such shares. To secure the effectiveness of the transfer restrictions, etc., on the Allotted Shares, the Company has entered into an agreement with Nomura Securities Co., Ltd. concerning the management of the accounts in which the Allotted Shares are held by each Eligible Director, etc. Each of the Eligible Directors, etc., is deemed to have consented to the management details of such accounts.

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

The Treasury Share Disposal made to the planned allottees will be carried out as a contribution in kind, using the monetary claims granted as restricted stock compensation for the Company's 19th fiscal year, based on the Plan. To eliminate arbitrariness in determining the disposal price, the price has been set at 2,204 yen, which was the closing price of the Company's common stock on the Prime Market of the Tokyo Stock Exchange on September 18, 2025 (the business day immediately preceding the date of the resolution of the Board of Directors). As this reflects the market price immediately prior to the resolution of the Board of Directors, the Company considers it to be reasonable and not particularly favorable to the allottees.