

*Disclaimer:*

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June 21, 2021

Dear Sir,

**SB Technology**

Company Name: SB Technology Corp.  
(Code No.: 4726 Tokyo Stock Exchange, First Section)  
Representative: Shinichi Ata  
President & CEO  
Contact Person: Masaaki Okazaki  
Member of the Board & CFO, Executive Vice President  
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**Notice on the Issuance of New Shares for Restricted Stock Compensation**

SB Technology Corp. approved the issuance of new shares (hereafter, the “New Share Issue”) for restricted stock compensation described below at its Board of Directors meeting held to day.

1. Summary of the New Share Issue

(1) Pay-in date	July 21, 2021
(2) Class and number of shares issued	7,300 shares of SB Technology’s common stock
(3) Issue price	3,030 yen per share
(4) Total issue amount	22,119,000 yen
(5) Persons eligible for share allocation, number of eligible persons, and number of shares to be allocated	1 Director (excluding External Directors) of SB Technology <u>3,500 shares</u> 2 employees of SB Technology <u>3,800 shares</u>
(6) Other	The Written Notice of Securities regarding the New Share Issue has been filed in accordance with the Financial Instruments and Exchange Act.

2. Purpose and Reason for Issuance

At the Board of Directors meeting held on May 15, 2019 and the 31<sup>st</sup> Annual General Meeting of Shareholders held on June 17, 2019, resolutions were passed to introduce a restricted stock compensation system (hereafter, the “System”). The purpose of the System is to give Directors of SB Technology (excluding External Directors; hereafter Directors eligible for allocation of restricted stock are referred to as “Eligible Directors”) and employees of SB Technology (hereafter referred to collectively with Eligible Directors as “Eligible Directors, etc.”) the incentive to work for

continual enhancement of SB Technology's corporate value and to promote greater shared value with shareholders.

In addition, at the 31<sup>st</sup> Annual General Meeting of Shareholders held on June 17, 2019, approval was given to the effect that Eligible Directors would be provided with restricted stock compensation not exceeding 80 million yen per year (provided, however, that this excludes employee salaries of directors who concurrently serve as employees) as monetary compensation (hereinafter "Restricted Stock Compensation") to be used as property to be contributed for the acquisition of restricted stock under the System and that the transfer restriction period of the restricted stock would be between three and five years based on a decision by SB Technology's Board of Directors.

Regarding the New Share Issue, SB Technology decided to grant monetary compensation claims totaling 22,119,000 yen to Eligible Directors, etc. as restricted stock compensation for SB Technology's 34<sup>th</sup> business period (from April 1, 2021 to March 31, 2022) and to issue a total of 7,300 shares of its common stock (hereinafter the shares of SB Technology's common stock issued in the New Share Issue are referred to as the "Shares") by having each of the Eligible Directors, etc. make a contribution in kind of all such monetary compensation claims and monetary claims. The amount of the monetary compensation claims and monetary claims was determined by taking the purpose of the System, SB Technology's business results, the duties each of the Eligible Directors, etc. and other circumstances into consideration. These monetary compensation claims and monetary claims will be provided on condition that each of the Eligible Directors, etc. enters into a Restricted Stock Allotment Agreement (hereafter, the "Allotment Agreement") containing the content described in 3 below with SB Technology.

SB Technology set the restriction period for the Shares under the System at three years.

The Shares will be issued to the seven employees of SB Technology to whom the Shares are scheduled to be allocated only if these employees wish to subscribe to them and since, in the New Share Issue, monetary claims for contribution in kind will be granted by SB Technology to employees who subscribe to the Shares, there will be no reduction in the wages of the employees as a result of the New Share Issue.

### 3. Outline of the Allotment Agreement

#### (1) Transfer Restriction Period

From July 21, 2021 to July 20, 2024

During the period stipulated above (hereafter, the "Transfer Restriction Period"), Eligible Directors, etc. shall not transfer, create any security interest on, or otherwise dispose of the Shares (hereafter, the "Transfer Restriction").

#### (2) Conditions for Removing the Transfer Restriction

SB Technology shall remove the Transfer Restriction on all the Shares allotted to the Eligible Directors, etc. upon expiration of the Transfer Restriction Period, on the condition that the Eligible Directors, etc. have held any of the positions of Director, Audit & Supervisory Board Member, Executive officer, employee (includes Vice President) or other positions equivalent thereto of SB

Technology or any of its subsidiaries throughout the Transfer Restriction Period.

- (3) Treatment in Case Eligible Directors, etc. Retire from Positions Described in (2) above Before Expiration of Transfer Restriction Period Due to Expiration of Term, Mandatory Retirement, Death, Redundancy or Other Due Cause (Hereafter, "Retirement, etc.")

- (i) Timing of removal of transfer restrictions

In the case where the Eligible Directors, etc. retired, etc. from any of the positions of Director, Audit & Supervisory Board Member, Executive officer, employee (includes Vice President) or other positions equivalent thereto of the SB Technology Group due to expiration of term (excludes case where Eligible Directors, etc. are appointed or reappointed to any of the above positions upon retirement as a result of expiration of term), mandatory retirement, death, redundancy or other due cause, the period from the pay-in date to such retirement, etc. shall be deemed the Transfer Restriction Period and the transfer restrictions shall be removed immediately after such Retirement, etc. (immediately after such Retirement, etc. and acquisition at no cost described in (4) below in this case; the same applies hereinafter).

- (ii) Number of shares subject to removal of transfer restrictions

The transfer restrictions will be removed with respect to all the Shares held by Eligible Directors, etc. (or the heirs of the Eligible Directors, etc. in the case of Retirement, etc. due to the death of Eligible Directors, etc.) held immediately after the Retirement, etc. prescribed in (i).

- (4) SB Technology's acquisition of the shares at no cost

SB Technology shall, as a matter of course, acquire at no cost all the Shares granted to the Eligible Directors, etc. for which Transfer Restrictions are not removed upon expiration of the Transfer Restriction Period immediately after expiration of the Transfer Restriction Period. Also, in the case where certain grounds apply such as where Eligible Directors, etc. have resigned, etc. during the Transfer Restriction Period, SB Technology shall, as a matter of course, acquire at no cost all the Shares granted to such Eligible Directors, etc. as of the time such grounds apply to the Eligible Directors, etc. Additionally, in the case where Eligible Directors, etc. have retired, etc. before the expiration of the Transfer Restriction Period with due cause described in (3) above, SB Technology shall, as a matter of course, acquire at no cost, upon retirement, etc. of the Eligible Directors, etc. with due cause, the balance of shares remaining after deduction from the number of Shares granted to the Eligible Directors, etc. the number of the Shares obtained by dividing the number of months from the month including the pay-in date to the month including the date of retirement, etc. of the Eligible Directors, etc. with due cause by 37 and then multiplying the result by the number of the Shares granted to the Eligible Directors, etc. (with any fraction of a share resulting from such calculation rounded down).

- (5) Management of Shares

In order to prevent the Shares from being transferred, having any security interest created thereon or otherwise being disposed of during the Transfer Restriction Period, the Shares will be managed using a dedicated account that has been opened at SB Technology's designated securities firm by the Eligible Directors, etc.. SB Technology will enter into an agreement with its designated securities firm regarding the management of the account for the Shares held by each of the Eligible Directors, etc. to ensure the effectiveness of the restriction on the Shares, etc. Eligible Directors, etc. will also give their consent concerning the details of the management of this account.

#### (6) Treatment in Case of Organizational Restructuring

During the Transfer Restriction Period, if a matter relating to a merger agreement under which SB Technology will become the dissolving company, a share exchange agreement or a share transfer plan under which SB Technology will become a wholly owned subsidiary, or any other organizational restructuring is approved at a General Meeting of Shareholders of SB Technology (or, if approval at a General Meeting of Shareholders of SB Technology is not required regarding the organizational restructuring, then the approval of the Board of Directors of SB Technology), SB Technology will, immediately prior to the business day preceding the effective date of such organizational restructuring, remove the Transfer Restriction on the number of the Shares obtained by dividing the number of months from the month including the pay-in date to the month including the date of approval of the organizational restructuring by 37 and then multiplying the result by the number of the Shares held by the Eligible Directors, etc. as of the date of approval of such organizational restructuring (with any fraction of a share resulting from such calculation rounded down).

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

The New Share Issue to Eligible Directors, etc. will be made by way of in-kind contribution of the monetary compensation claims and monetary claims granted as restricted stock compensation under the System for the SB Technology's 34<sup>th</sup> business period (from April 1, 2021 to March 31, 2022). In order to eliminate any arbitrariness in the determination of the issue price, the issue price shall be 3,030 yen, which is the closing price of SB Technology's common shares on the First Section of the Tokyo Stock Exchange on June 18, 2021 (the business day immediately prior to the date of the resolution by the Board of Directors). SB Technology believes that this amount is reasonable on the basis that it is the market stock price immediately prior to the date of the resolution of the Board of Directors and that the issue price does not represent a price that is particularly favorable to the Eligible Directors, etc.