

# News Release

May 28, 2025

To whom it may concern:

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## **Notice Concerning Disposal of Treasury Shares as Share-based Remuneration**

OPEN Group, Inc. (the “Company”) hereby announces that at its Board of Directors meeting held today, the Company resolved to perform a disposal of treasury shares as share-based remuneration (hereinafter “Disposal of Treasury Shares”) to its employees, its subsidiaries’ employees, and business collaborators (hereinafter the “Recipients”) as described below.

### 1. Overview of disposal

(1) Date of payment	June 25, 2025
(2) Class and number of shares for disposal	37,349 common shares of the Company
(3) Disposal value	¥287 per share
(4) Total disposal value	¥10,719,163
(5) Investment implementation method	Contribution in kind using monetary compensation claims
(6) Individuals to receive share allocation, the number of such individuals, and the number of shares to be allocated	Employees of the Company and its subsidiaries 20 individuals; 31,609 shares The Company’s business collaborators 3 individuals; 5,740 shares

## 2. Purpose and reason for the Disposal of Treasury Shares

At the Board of Directors meeting held on October 13, 2023, the Directors discussed and reviewed trust-type stock options (hereinafter, “TSO”) in light of the views expressed by the National Tax Agency in its publication “Taxation of Stock Options (Q&A).” After consultation and verification using outside experts, the Company determined that additional unexpected burdens would arise for eligible officers and employees, preventing the initially expected incentives from being realized. Considering past communications with eligible officers and employees and the history of TSO implementation, the Company decided to partially compensate for the additional burdens and to waive some of its recourse rights.

The Company has now decided to pay share remuneration to 20 employees of the Company and its subsidiaries and three business collaborators of the Company as partial compensation for the additional burden. At the Board of Directors meeting held today, it was resolved to grant a total of ¥10,719,163 in monetary compensation, on the condition that the Disposal of Treasury Shares is paid as a contribution in kind, and to allocate the disposed treasury shares to the Recipients.

The share-based remuneration expenses related to this Disposal of Treasury Shares will be covered using the provision for loss on trust-type stock options recorded in the year ended February 29, 2024. Therefore, no impact is expected on the financial results for the year ending February 28, 2026.

## 3. Basis for calculation of disposal values and specific details

The share price for the Disposal of Treasury Shares to be granted to the Recipients has been set at ¥287. To ensure an unbiased price, this is the Tokyo Stock Exchange closing price for the Company’s shares on the business day immediately preceding the date of the Board of Directors’ resolution (May 27, 2025). Since this is the stock market price immediately before the Board of Directors’ resolution, it is not particularly advantageous to the Recipients, and it is therefore deemed to be reasonable.

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