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Notice of the Disposal of Treasury Shares as Restricted Stock Compensation for Employees

Financial Partners Group Co., Ltd. (hereinafter "the Company") announces that, at the Board of Directors meeting held today, it resolved to dispose of treasury shares as restricted stock compensation (hereinafter referred to as the "Disposal of Treasury Shares") as outlined below.

1. Overview of the Disposal

(1) Disposal Date	March 3, 2025
(2) Type and Number of Shares to be Disposed	Common Shares of the Company 18,090 Shares
(3) Disposal Value	JPY 2,733 per Share
(4) Total Disposal Value	JPY 49,439,970
(5) Scheduled Allottees	Employees: 38 Persons, 18,090 Shares

2. Purpose and Reason for the Disposal

The Company has resolved to grant 18,090 common shares of the Company (hereinafter referred to as the "Allocated Shares") as restricted stock compensation to 38 employees of the Company (hereinafter referred to as the "Eligible Employees") who meet the specified requirements. This is based on the restricted stock grant system introduced to provide incentives for the sustainable enhancement of the Company's corporate value and to further align interests with shareholders. The Eligible Employees will be provided with a total monetary claim of JPY49,439,970, which will be used as a contribution in kind to acquire the Allocated Shares.

The Allocated Shares will be assigned only to those Eligible Employees who wish to subscribe.

<Overview of the Restricted Stock Allocation Agreement>

In connection with this disposal of treasury shares, the Company and the Eligible Employees will individually enter into restricted stock allocation agreements, the outlines of which are as follows.

(1) Transfer Restriction Period
Eligible Employees must not transfer, create any security interest on, or otherwise dispose of the Allocated Shares from the payment date of March 3, 2025, until January 31, 2030.

(2) Conditions for Lifting Transfer Restrictions
The transfer restrictions on all of the Allocated Shares will be lifted at the end of the transfer restriction period, provided that the Eligible Employees continue to hold a position as an employee of the Company or as a director, auditor, or employee of a subsidiary of the Company during the transfer restriction period.

However, if an Eligible Employee resigns or retires from their position as an employee of the Company or as a director, auditor, or employee of a subsidiary of the Company due to (i) the expiration of their employment period (provided that if they are re-employed after reaching retirement age, this refers to the expiration of the re-employment period), death, or any other reason deemed valid by the Company, or (ii) their appointment as a director or auditor of the Company, the transfer restrictions will be lifted for a number of Allocated Shares calculated by multiplying the number of Allocated Shares by the number of months from the month including the payment date to the month including the date of the relevant event, divided by 58 (provided that if the calculation results in a fraction of less than one share, this will be rounded down).

(3) Acquisition by the Company Without Compensation

The Company will automatically acquire, without compensation, any Allocated Shares for which the transfer restrictions have not been lifted as of either (i) the day following the date on which the Eligible Employee resigns or retires from their position as an employee of the Company or as a director, auditor, or employee of a subsidiary of the Company during the transfer restriction period, or (ii) the day following the date on which the Eligible Employee is appointed as a director or auditor of the Company, or at the end of the transfer restriction period.

(4) Management of Shares

To prevent the transfer, create any security interest on, or other disposal of the Allocated Shares during the transfer restriction period, the Allocated Shares will be managed in a dedicated account for restricted stock established by the Eligible Employees at Daiwa Securities Co., Ltd. during the transfer restriction period.

(5) Treatment in the Event of Organizational Restructuring, etc.

If, during the transfer restriction period, matters related to organizational restructuring, such as a merger agreement in which the Company becomes the dissolving company, a share exchange agreement or share transfer plan in which the Company becomes a wholly-owned subsidiary, or other similar matters, are approved at the Company's General Meeting of Shareholders (or, if shareholder approval is not required for such organizational restructuring, at the Company's Board of Directors meeting), then the transfer restrictions on the Allocated Shares will be lifted by a resolution of the Company's Board of Directors. The number of Allocated Shares for which the transfer restrictions will be lifted is calculated by multiplying the number of Allocated Shares held at that time by the number of months from the month including the payment date to the month including the date of approval of the organizational restructuring, divided by 58 (provided that if the calculation results in a fraction of less than one share, this will be rounded down). This lifting of transfer restrictions will take effect immediately before the close of business on the business day preceding the effective date of the organizational restructuring.

3. Basis for Calculating the Payment Amount and Its Specific Details

This disposal of treasury shares is conducted by using monetary claims granted to the intended allottee as the contribution in kind to acquire the Allocated Shares. The payment amount is set at JPY 2,733, which is the closing price of the Company's common share on the Tokyo Stock Exchange on January 22, 2025 (the business day preceding the date of the Board of Directors' resolution). This price is the market price immediately before the date of the Board of Directors' resolution and is considered reasonable as it appropriately reflects the Company's corporate value in the absence of any special circumstances indicating that reliance on the most recent stock price is inappropriate. It is not deemed to be a particularly favorable price for the Eligible Employees.