



May 26, 2026

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Notice Concerning Revision of Restricted Stock Remuneration Plan

Premium Group Co., Ltd. (the "Company") hereby announces that at a meeting of the Board of Directors held on May 26, 2026, it resolved to review its executive remuneration system and revise its restricted stock remuneration plan (the "Plan"). In connection with this, the Company has decided to submit a proposal regarding the revision of the Plan to the 11th Annual General Meeting of Shareholders scheduled to be held on June 24, 2026 (the "General Meeting of Shareholders"), as follows.

Details

1. Purpose of Revision of the Plan, etc.

The Plan is intended for Directors of the Company (excluding Outside Directors; hereinafter referred to as "Eligible Directors") to encourage continuous improvement of the Company's corporate value and to further promote value sharing with shareholders.

The Company plans to ask for shareholder approval to revise the Plan into a system that allows for the granting of performance conditions, to revise the remuneration limit, and to make necessary revisions to enable the granting of restricted stock by a method that does not require the payment of money or the delivery of monetary claims as property contributed in kind, for the purpose of providing Eligible Directors with incentives to continuously improve the Company's corporate value and further enhancing the commitment of management to achieving performance targets.

In revising the Plan, Eligible Directors will be provided with either (1) common stock of the Company or (2) monetary claims as property contributed in kind for the acquisition of common stock of the Company as remuneration. Therefore, the provision of such remuneration is subject to the approval of shareholders at the General Meeting of Shareholders. The amount of remuneration, etc. for Directors of the Company was approved at the 6th Annual General Meeting of Shareholders held on June 29, 2021, to be within 350 million yen per year (however, this does not include the employee salary portion for Directors who concurrently serve as employees). Furthermore, at the 7th Annual General Meeting of Shareholders held on June 29, 2022, it was approved that, separately from the above remuneration limit, the remuneration limit for granting restricted stock to Eligible Directors be revised to within 200 million yen per year, and the total number of shares of common stock of the Company to be newly issued or disposed of as restricted stock be revised to within 30,000 shares per year. Subsequently, as an adjustment following the three-for-one stock split of the Company's common stock effective September 1, 2022, the total number of shares of common stock of the Company to be newly issued or disposed of as restricted stock was changed to within 90,000 shares per year.

2. Overview of Revision of the Plan

Remuneration to be provided to Eligible Directors based on the Plan shall be either (1) common stock of the Company or (2) monetary claims as property contributed in kind for the acquisition of common stock of the Company, and Eligible Directors shall receive the issuance or disposal of common stock of the Company based on a resolution of the Board of Directors of the Company. The total amount of common stock or monetary claims of the Company to be provided to Eligible Directors based on the Plan shall be within 500 million yen per year (however, this does not include the employee salary portion for Directors who concurrently serve as employees), and the total number of shares of common stock of the Company to be issued or disposed of to Eligible Directors based on the Plan shall be within 150,000 shares per year (however, if a stock split (including the gratis allotment of common stock of the Company) or a stock consolidation of the Company's common stock is performed after the date the proposal regarding the revision of the Plan is approved, or if any other reason arises that requires an adjustment to the total number of shares of common stock of the Company to be issued or disposed of as restricted stock, the total number shall be adjusted within a reasonable range).

The maximum number of shares to be granted in one year under the Plan represents approximately 0.37% of the total number of issued shares (as of March 31, 2026). This was determined in consideration of the fact that the degree of dilution is minor, and the Company believes it is appropriate.

In the case where common stock of the Company is provided to Eligible Directors as remuneration under the Plan without providing monetary claims, such common stock shall be issued or disposed of as remuneration for Eligible Directors, and payment of monetary claims as property contributed in kind in exchange for such common stock shall not be required. However, the amount per share of common stock of the Company to be provided to Eligible Directors shall be calculated as the amount per share of common stock of the Company to be issued or disposed of based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day preceding the date of each Board of Directors resolution regarding the issuance or disposal of the common stock (if no transaction is executed on that day, the closing price on the most recent preceding transaction day).

On the other hand, in the case where monetary claims as property contributed in kind for the acquisition of common stock of the Company are provided to Eligible Directors as remuneration under the Plan, Eligible Directors shall contribute all of the monetary claims provided under the Plan as property contributed in kind based on a resolution of the Board of Directors of the Company and receive the issuance or disposal of common stock of the Company. The amount to be paid per share in this case shall be determined by the Board of Directors 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 of Directors' resolution (or the closing price on the most recent preceding trading day if no transaction is executed on that day), within a range that is not particularly advantageous to the Eligible Directors subscribing for such common stock.

The specific timing of payment and allocation to each Eligible Director shall be determined by the Board of Directors after consultation with the Nomination and Remuneration Committee.

In addition, the issuance or disposal of the Company's common stock under the Plan (hereinafter referred to as the "Shares") and the provision of monetary claims as property contributed in kind shall be subject to the conclusion of a restricted stock allotment agreement between the Company and the Eligible Directors, which includes provisions such as (1) prohibiting the transfer to a third party, the creation of security interests, or any other disposal of the Shares for a certain period (hereinafter referred to as the "Transfer Restriction Period"), and (2) the Company's acquisition of the Shares without consideration in the event of certain circumstances. Regarding the granting of performance conditions to be introduced in this revision, specifically, if performance conditions preset by the Company's Board of Directors are achieved as necessary, the transfer restrictions on all or part of the Shares allotted to the Eligible Directors under the restricted stock allotment agreement shall be lifted at the time the Transfer Restriction Period expires. Furthermore, at the point immediately after it becomes clear that conditions for lifting the transfer restrictions and the transfer restrictions will not be lifted, the Company shall naturally acquire all of the Shares for which the lifting conditions were not met without consideration. The Shares are scheduled to be managed in dedicated accounts opened by the Eligible Directors at Nomura Securities Co., Ltd. during the Transfer Restriction Period so that they cannot be transferred, pledged, or otherwise disposed of during such period.

Subject to the approval of the proposal regarding the Plan at this General Meeting of Shareholders, the Company also plans to introduce a restricted stock remuneration plan similar to the Plan for Executive Officers who do not concurrently serve as Directors of the Company and for Directors of the Company's subsidiaries.