

February 24, 2022

To whom it may concern:

Company: SCSK Corporation  
Representative: Toru Tanihara  
Representative Director, President and Chief Operating Officer  
(Securities Code: 9719 First Section, TSE)  
Contact: Hideaki Otomo  
General Manager, Corporate Communications Dept.  
(Tel. +81-3-5166-1150)

---

## **Notice of Revision of Remuneration Plan for Directors and Introduction of Restricted Stock Compensation Plan**

---

SCSK Corporation (Head Office: Koto-ku, Tokyo; Representative Director, President and Chief Operating Officer: Toru Tanihara; hereinafter, referred to as “the Company”) decided to review the remuneration plan for directors and introduce a restricted stock compensation plan (hereinafter, referred to as the "Plan") at the Board of Directors meeting held on February 24, 2022. The Company will submit a proposal on this plan to the 54th Ordinary General Meeting of Shareholders to be held on June 23, 2022 (hereinafter, referred to as the "GMS").

### 1. Introduction of a Compensation Plan Linked to Medium-to Long-Term Performance

The Company decided to introduce a new restricted stock compensation plan for directors (excluding outside directors, part-time directors, and directors serving on the Audit and Supervisory Committee; hereinafter, referred to as the "Eligible Directors"), executive officers, and senior corporate officers, as a compensation plan linked to medium-to long-term performance with the aim of providing incentives to realize the sustainable improvement of corporate value that we envision in Grand Design 2030 and promoting further value sharing with shareholders.

### 2. Introduction of Restricted Stock Compensation Plan

#### (1) Conditions for Introduction

Since the Plan provides the Eligible Directors with monetary remuneration claims for the grant of restricted stocks, the introduction of the Plan shall be subject to the approval of shareholders for the payment of such remuneration at the GMS.

The amount of remuneration, etc. for directors (excluding directors serving on the Audit and Supervisory Committee and outside directors) was approved at the 48th Ordinary General Meeting of Shareholders held on June 28, 2016 at an annual amount of not more than 960 million yen. At the GMS, shareholders will be requested to approve the establishment of a

remuneration limit for the Eligible Directors under the framework of such remuneration.

## (2) Outline of the Plan

The grant of restricted shares to the Eligible Directors under the Plan shall be made by the method of issuing or disposing of our ordinary stocks by paying monetary remuneration claims, having such monetary remuneration claims contributed in kind.

The total number of the Company's ordinary stocks to be issued or disposed of under the Plan shall not exceed 100,000 shares per year, and the total amount of such compensation shall not exceed 150 million yen per year within the current monetary compensation amount (provided, however, that in the event the total number of our issued shares increases or decreases due to the consolidation of shares or the split of shares (including the gratuitous allotment of shares), the maximum number shall be adjusted in proportion to such ratio.)

In addition, the amount to be paid per share will be determined by the Board of Directors based on the closing price of our ordinary stock on the Tokyo Stock Exchange on the business day prior to the resolution of the Board of Directors on the date of issuance or disposition (if no transactions are consummated on the same day, the closing price on the most recent trading day prior to that date) to the extent that it is not particularly advantageous for the Eligible Directors. In order to realize the sharing of shareholder value, which is one of the purposes of the introduction of this Plan, over the medium to long term, the transfer restriction period is the period from the delivery date of the restricted stock to the date when the subject board retires from the position defined by our boards or other boards. The specific timing and allocation of payments to each target director will be determined by our Board of Directors.

In addition, in granting the restricted stocks under the Plan, the Company and the Eligible Directors shall enter into an Allotment of Shares with Restriction on Transfer (hereinafter referred to as the "Allotment Agreement") with the contents of which the following matters shall be included.

①The Eligible Directors shall not transfer, pledge a security interest or otherwise dispose of the Eligible Directors during the period from the date of delivery of the restricted stocks until the date on which such Eligible Directors retire from their position as stipulated by the Board of Directors.

②In the event of a violation of laws and regulations, internal regulations, or this Allotment Agreement, or any other reason specified by the Board of Directors as a reason why it is appropriate to acquire such shares without consideration, the Company shall automatically acquire such shares without consideration.

### 3. Review of the Remuneration Plan

The remuneration of the Eligible Directors is currently composed of "fixed compensation" and "performance-linked compensation (cash remuneration)," and the composition ratio is "fixed compensation: performance-linked compensation = (average) 65:35." However, following the recent revision of the remuneration plan, the remuneration consists of "fixed compensation," "short-term performance-linked compensation (cash remuneration)," and "medium-to long-term performance-linked compensation (stock remuneration)," and the composition ratio is "fixed compensation: short-term performance-linked compensation (cash remuneration): medium-to long-term performance-linked compensation (stock remuneration) = (average) 52:25:23."

### 4. Compensation System for Executive Officers and Senior Corporate Officers

Subject to the approval of the agenda concerning this Plan at the GMS, the Company plans to review the compensation system similar to that of the Eligible Directors and grant restricted stock to executive officers and senior corporate officers who are not directors.

END