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Notice of Introduction of Restricted Stock Compensation Plan and Abolition of Stock Option Plan as Stock-based Compensation

FUJICCO CO., LTD. (the “Company”) hereby announces that, at a meeting of the Board of Directors held on May 13, 2026, it conducted a review of its executive compensation system and resolved to introduce a Restricted Stock Compensation Plan (the “Plan”) and to submit a proposal regarding the Plan (the “Proposal”) to the 66th Annual General Meeting of Shareholders (the “Shareholders’ Meeting”) scheduled for June 25, 2026, as described below.

1. Purpose and conditions for introducing the Plan

(1) Purpose of introducing the Plan

The Plan is introduced as a compensation plan under which the Company will allocate transfer-restricted shares (“restricted stock”) to its Directors (excluding Directors who are Audit and Supervisory Committee Members and outside Directors; hereinafter the “Eligible Directors”) in order for the Eligible Directors to share with shareholders the benefits and risks arising from fluctuations in the Company’s stock price and to further enhance their motivation to contribute to increases in the stock price and the enhancement of the Company’s corporate value.

(2) Conditions for introducing the Plan

As, under the Plan, the Eligible Directors will be awarded monetary claims as compensation for the purpose of allotting restricted stock, the introduction of the Plan is subject to approval by shareholders at the Shareholders’ Meeting of the awarding of such compensation. At the 61st Annual General Meeting of Shareholders held on June 23, 2021, the amount of compensation for the Company’s Directors (excluding Directors who are Audit and Supervisory Committee Members) was approved to be within 200 million yen per year (including up to 50 million yen for outside Directors), excluding salaries for Directors who concurrently serve as employees. In addition, at the 56th Annual General Meeting of Shareholders held on June 22, 2016, separately from the aforementioned amount of compensation for Directors (excluding Directors who are Audit and Supervisory Committee Members), the amount of compensation relating to share acquisition rights as stock-based compensation stock options for the Eligible Directors was approved to be within 100 million yen per year. At the Shareholders’ Meeting, however, the Company intends to request the approval of shareholders to abolish the above provisions regarding the amount of compensation relating to share acquisition rights as stock-based compensation stock options, and, after comprehensively considering various factors including the degree of contribution of the Eligible Directors to the Company, to establish, separately from the aforementioned amount of compensation for Directors (excluding Directors who are Audit and Supervisory Committee Members), the total amount of monetary claims to be awarded as compensation relating to restricted stock for the Eligible Directors at an amount not exceeding 100 million yen per year.

2. Overview of the Plan

(1) Allotment and payment of restricted stock

Based on resolutions of the Board of Directors, the Company will award the Eligible Directors monetary claims, within the aforementioned annual limit, as compensation relating to restricted stock. Each Eligible Director will receive an allotment of restricted stock by contributing the entirety of such monetary claims in kind.

The amount to be contributed by the Eligible Directors for the restricted stock will be determined by the Board of Directors based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the trading day immediately preceding the date of the Board of Directors' resolution regarding the issuance or disposal of the restricted stock (or, if no trading takes place on that day, the closing price on the most recent preceding trading day). The amount will be set within a range that is not particularly advantageous to the Eligible Directors who subscribe to the restricted stock.

The aforementioned monetary claims will be awarded on the condition that the Eligible Director has consented to the contribution in kind and has entered into a restricted stock allotment agreement that includes the provisions set forth in (3) below.

(2) Total number of shares of restricted stock

The total number of shares of restricted stock to be allotted to the Eligible Directors shall be 20,000 shares, which shall constitute the upper limit of the number of shares of restricted stock to be allotted in each fiscal year.

However, if, on or after the date on which the Proposal is approved, a stock split of the Company's common shares (including a stock split by way of a free allotment of the common shares) or a reverse stock split is conducted, or if other circumstances equivalent thereto arise that require an adjustment to the total number of shares of restricted stock to be allotted, the total number of such shares may be reasonably adjusted.

(3) Details of the restricted stock allotment agreement

In connection with the allotment of restricted stock, a restricted stock allotment agreement to be entered into between the Company and each Eligible Director who receives an allotment of restricted stock based on a resolution of the Board of Directors shall include the following provisions.

(i) Details of transfer restriction

An Eligible Director who has received an allotment of restricted stock may not, during the period from the delivery date of the restricted stock until the date on which the Eligible Director retires or resigns from any position as a Director, Executive Officer, or employee of the Company (the "Transfer Restriction Period"), transfer, create a pledge or security interest on, make an inter vivos gift of, bequeath, or otherwise dispose of the restricted stock allotted to the Eligible Director (the "Allotted Shares") to any third party (the "Transfer Restriction").

(ii) Acquisition of restricted stock without compensation

If an Eligible Director who has received an allotment of restricted stock retires or resigns from any position as a Director, Executive Officer, or employee of the Company on or before the day immediately preceding the date of the first Annual General Meeting of Shareholders held after the commencement of the Transfer Restriction Period, the Company shall automatically acquire the Allotted Shares without compensation, unless there are reasons deemed justifiable by the Board of Directors.

Moreover, if, at the expiration of the Transfer Restriction Period described in (i) above, the Transfer Restriction on any of the Allotted Shares has not been lifted pursuant to the provisions regarding the grounds for lifting the Transfer Restriction set forth in (iii) below, the Company shall automatically acquire such shares without compensation.

(iii) Lifting of the Transfer Restriction

The Company shall lift the Transfer Restriction on all of the Allotted Shares at the time of the expiration of the Transfer Restriction Period, provided that the Eligible Director who has received an allotment of restricted stock has continuously held any of the positions of Director, Executive Officer, or employee of

the Company from the commencement date of the Transfer Restriction Period until the date of the first Annual General Meeting of Shareholders held thereafter.

If, for reasons deemed justifiable by the Board of Directors, an Eligible Director retires or resigns from all positions as Director, Executive Officer, and employee of the Company on or before the day immediately preceding the date of the first Annual General Meeting of Shareholders held after the commencement date of the Transfer Restriction Period, the number of Allotted Shares for which the Transfer Restriction is to be lifted and the timing of such lifting shall be reasonably adjusted as necessary.

(iv) Treatment upon reorganization

If, during the Transfer Restriction Period, a proposal regarding a merger agreement under which the Company becomes the dissolved company, a share exchange agreement or a share transfer plan under which the Company becomes a wholly owned subsidiary, or any other reorganization is approved at a General Meeting of Shareholders of the Company (or, if approval by the General Meeting of Shareholders is not required for such reorganization, by the Board of Directors of the Company) (provided that the effective date of such reorganization arrives before the expiration of the Transfer Restriction Period; hereinafter, the “Time of Approval of Reorganization”), and if, in connection with such reorganization, the Eligible Director who has received an allotment of restricted stock is to retire or resign from all positions as Director, Executive Officer, and employee of the Company, then the Company shall, by resolution of the Board of Directors, lift the Transfer Restriction, prior to the effective date of such reorganization, on a number of the Allotted Shares reasonably determined in light of the period from the commencement date of the Transfer Restriction Period to the date of approval of such reorganization.

Moreover, at the Time of Approval of Reorganization, the Company shall automatically acquire, without compensation, all Allotted Shares for which the Transfer Restriction has not been lifted as of the business day immediately preceding the effective date of such reorganization.

(Reference)

Following the conclusion of the Shareholders’ Meeting, the Company plans to allot restricted stock that is similar to, but differs in certain respects from, the restricted stock described above to the Company’s Executive Officers and to employees who meet certain conditions.