

March 25, 2026

To Whom It May Concern

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Name of Representative: Koji Ninomiya,  
Representative Director and President  
(Code Number: 2461, TSE Prime Market)  
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Notice Regarding the Grant of PSUs (Units)  
under the Performance-Condition Restricted Stock Compensation Plan and  
the Disposal of Treasury Shares under the Time-Vesting Restricted Stock Compensation Plan

Based on the approval obtained at the 27th Annual General Meeting of Shareholders held on March 25, 2026 (hereinafter the “Shareholders’ Meeting”), FAN Communications, Inc. (hereinafter the “Company”) has introduced (i) a Performance-Condition Restricted Stock Compensation Plan (hereinafter the “Plan I”) using performance share units (hereinafter the “PSUs”) and (ii) a Time-Vesting Restricted Stock Compensation Plan (hereinafter the “Plan II”) using restricted stock for the Company’s directors (excluding directors who are members of the Audit and Supervisory Committee and outside directors; hereinafter the “Eligible Directors”). At the meeting of the Board of Directors held today, the Company resolved, as set forth below, to (i) enter into PSU grant agreements for the current year under Plan I and (ii) dispose of treasury shares as restricted stock compensation under Plan II (hereinafter the “Treasury Share Disposal”). Accordingly, the Company hereby announces the foregoing.

For an overview of Plan I and Plan II, please refer to “Notice Regarding the Introduction of the Performance-Condition Restricted Stock Compensation Plan and the Time-Vesting Restricted Stock Compensation Plan, etc.” dated February 9, 2026.

Details

I. Grant of PSUs

1. Eligible persons and number of PSUs to be granted

Directors of the Company (*)	3persons	(PSUs equivalent to a maximum of 10,000 shares in total)
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\* Excluding Directors who are members of the Audit and Supervisory Committee and outside directors.

## 2. Overview of the PSUs

At the meeting of the Board of Directors held on February 9, 2026, the Company resolved to revise its executive compensation structure and introduce Plan I for the Eligible Directors. At the Shareholders' Meeting, approval was obtained for the following: the total number of shares of the Company's common stock to be issued or disposed of to the Eligible Directors under Plan I shall be up to 80,000 shares as compensation for two years (provided, however, that in the event of a stock split (including a gratis allotment of shares) or stock consolidation of the Company's common stock, the maximum number of shares shall be adjusted according to the split ratio or consolidation ratio), and the amount thereof shall be up to 40,000,000 yen as compensation for two years, separate from the existing monetary compensation limit approved at the 24th Annual General Meeting of Shareholders held on March 29, 2023 (up to 300,000,000 yen per year, excluding the employee portion for Directors who concurrently serve as employees; hereinafter the "Existing Compensation Limit").

Plan I is a Performance-Condition Restricted Stock Compensation Plan using PSUs under which a number of shares of the Company's common stock (hereinafter referred to as the "Company Shares") calculated based on the achievement status of numerical performance targets during the period up to December 31, 2027 (hereinafter the "Evaluation Periods"), the last day of the final fiscal year of the medium-term management plan currently disclosed by the Company in its press release dated February 10, 2025 titled "FY25–27 Medium-Term Management Plan" (hereinafter the "Medium-Term Management Plan"), and the position, etc. of each Eligible Director, will be granted as compensation, with certain transfer restrictions imposed on the Company Shares to be delivered (provided, however, that if an Eligible Director retires or resigns from the position determined by the Company's Board of Directors prior to the delivery of shares, transfer restrictions will not be imposed on the Company's common stock to be delivered).

The performance condition to be adopted is the target indicator in the Medium-Term Management Plan: "achievement of operating income (consolidated basis) of 3 billion yen in fiscal year 2027 (from January 1, 2027 to December 31, 2027)."

## 3. Grant Date of PSUs

March 25, 2026

## 4. Method and Timing of Delivery of the Company Shares

After the vesting date relating to the PSUs, at a time determined by the Company, the Company will deliver the Company Shares by issuing or disposing of the Company's common stock as compensation, etc. to the Eligible Directors, without requiring monetary payment or

contribution of in-kind property from the Eligible Directors, based on a resolution of the Board of Directors.

5. Treatment in the Event that Organizational Restructuring, etc. or Other Events Occur

If, after the start of the Evaluation Period relating to the PSUs and before the delivery of the Company Shares, matters concerning a merger agreement in which the Company becomes a disappearing company, a share exchange agreement or share transfer plan resulting in the Company becoming a wholly owned subsidiary, or other matters concerning organizational restructuring, etc. are approved at the Company's shareholders' meeting (provided, however, that if shareholder approval is not required with respect to such organizational restructuring, etc., at the Company's Board of Directors meeting), then, as necessary, by resolution of the Board of Directors, a number of Company Shares reasonably determined by the Board of Directors will be delivered, cash will be paid, or the PSUs will be forfeited.

## II. Treasury Share Disposal under Plan II

### 1. Overview of the Treasury Share Disposal

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| (1) Allotment Date                         | April 20, 2026   |
| (2) Class and number of shares to Disposal | 3,000 shares of the Company's common stock   |
| (3) Disposal Price                         | The Treasury Share Disposal constitutes the disposal of the Company's common stock as compensation, etc. to the Company's directors, and does not require any payment of cash or delivery of assets in exchange. The fair value of such common stock is the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the meeting of the Board of Directors held today (March 24, 2026), which was 450 yen per share, and the total amount is 1,350,000 yen. |
| (4) Scheduled Allottees                    | Three (3) Directors (*) of the Company: 3,000 shares<br><br>* Excluding Directors who are Audit and Supervisory Committee Members and Outside Directors.   |

### 2. Purpose and Reason for the Treasury Share Disposal

At the meeting of the Board of Directors held on February 9, 2026, the Company resolved to revise its executive compensation structure and introduce Plan II for the Eligible Directors. At the Shareholders' Meeting, approval was obtained for the following: the total number of shares of the Company's common stock to be issued or disposed of under Plan II shall be up to 20,000 shares as compensation for three years (provided, however, that in the event of a stock split (including a gratis allotment of shares) or stock consolidation of the Company's common stock, the maximum number of shares shall be adjusted according to the split ratio or consolidation ratio), and the amount thereof shall be up to 10,000,000 for three years, separate from the Existing Compensation Limit.

Accordingly, at the meeting of the Board of Directors held today, the Company resolved to dispose of 3,000 shares of the Company's common stock as restricted stock to three (3) Eligible Directors under Plan II.

### 3. Overview of the Plan II

Plan II is a plan under which, after the Company enters into a restricted stock allotment agreement (hereinafter the “Allotment Agreement”) with each Eligible Director including the content described in (1) to (5) below, the Company will allot shares of the Company’s common stock issued or disposed of by the Company to the Eligible Directors and have them hold such shares.

In delivering the Company Shares under Plan II, the Company imposes transfer restrictions, etc. on the Company Shares, including the following matters in outline.

(1) Restriction Period

From April 20, 2026 (the allotment date) until April 30, 2029, the Eligible Director shall not transfer, use as collateral or otherwise dispose of the Company’s common shares allotted under the Allotment Agreement (hereinafter referred to as the “Allotted Shares”).

(2) Conditions for Lifting Transfer Restrictions

Subject to the condition that, during the restriction period, the Eligible Director continuously holds any of the positions of Director, Executive Officer, Company Auditor or employee of the Company or the Company’s subsidiaries and affiliates (collectively referred to as the “Company Group”), the transfer restrictions shall be lifted with respect to all of the Allotted Shares upon expiration of the restriction period. Provided, however, that if, during the restriction period, the Eligible Director retires or resigns from all of the positions of Director, Executive Officer, Company Auditor or employee of the Company Group due to death, expiration of term, or other reasons deemed justifiable by the Company’s Board of Directors, then, as of the day following such retirement or resignation, the transfer restrictions shall be lifted with respect to the number of Allotted Shares obtained by multiplying the number of Allotted Shares by the fraction of the number of months from the month following the month including the allotment date to the month including the month of such retirement or resignation divided by 36 (provided, however, that if the result of the calculation exceeds 1, it shall be 1), with any fractional share less than one share rounded down.

(3) Acquisition by the Company without Consideration

The Company shall automatically acquire without consideration the Allotted Shares for which the transfer restriction is not lifted at the time the restriction period expires, or on the day following the date on which the Eligible Director retires or resigns from all of the positions of Director, Executive Officer, Company Auditor or employee of the Company Group during the restriction period.

(4) Management of Shares

During the restriction period, the Allotted Shares shall be managed in a dedicated restricted stock account opened by the Eligible Director with Daiwa Securities Co. Ltd., so that the Allotted Shares cannot be transferred, pledged, or otherwise disposed of.

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

If, during the restricted period, matters concerning a merger agreement in which the Company becomes a disappearing company, a share exchange agreement or share transfer plan resulting in the Company becoming a wholly owned subsidiary, or other matters concerning organizational restructuring, etc. are approved at the Company’s shareholders’ meeting (provided, however, that if shareholder approval is not required with respect to

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such organizational restructuring, etc., at the Company's Board of Directors meeting), then, by resolution of the Board of Directors, transfer restrictions shall be lifted, at the time immediately prior to the business day immediately preceding the effective date of such organizational restructuring, etc., with respect to the number of Allotted Shares obtained by multiplying the number of Allotted Shares held at such time by the fraction of the number of months from the month following the month including the allotment date to the month including the month of the approval date of such organizational restructuring, etc. divided by 36 (provided, however, that if the result of the calculation exceeds 1, it shall be 1), with any fractional share less than one share rounded down.

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