



June 27, 2025

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Notice Regarding Disposal of Treasury Shares as Restricted Stock Compensation

Fujibo Holdings, Inc. (hereinafter the “Company”) hereby announces that at its Board of Directors meeting held on June 27, 2025 (hereinafter the “Board Meeting”), the Company resolved to dispose of its treasury shares as restricted stock compensation (hereinafter the “Disposal of Treasury Shares”) as outlined below.

1. Overview of the Disposal

(1) Date of disposal	July 23, 2025
(2) Class and number of shares to be disposed of	4,743 shares of common stock of the Company
(3) Disposal price	5,830 yen per share
(4) Total disposal price	27,651,690 yen
(5) Description and number of candidates to whom shares will be allocated, and the number of shares to be allocated	Directors of the Company (excluding Outside Directors): 5 directors, 2,588 shares Executive Officers of the Company: 9 executive officers, 2,155 shares

2. Purpose and Reason for the Disposal

At the Board of Directors meeting held on May 15, 2019, the Company resolved to introduce a restricted stock compensation plan (hereinafter the “Plan”) as a new compensation system for Directors of the Company (excluding Outside Directors; hereinafter the “Eligible Directors”) and Executive Officers of the Company (hereinafter the “Eligible Executive Officers”) (Eligible Directors and Eligible Executive Officers are collectively and individually referred to as “Eligible Directors, etc.”), with the aim of providing incentives for the Eligible Directors, etc. to continuously improve the Company’s corporate value as well as for them to further promote shared value with shareholders.

Furthermore, at the Annual General Meeting of Shareholders held on June 27, 2019, the total amount of monetary compensation claims to be paid for the grant of restricted stock under the Plan was approved to be an

amount not exceeding ¥30 million per year, which is a reasonable amount in consideration of various reasons including the objectives mentioned above and contribution of the Eligible Directors. At the said Annual General Meeting of Shareholders, it was also approved that the total number of shares of the restricted stock to be allocated to the Eligible Directors in each fiscal year shall amount to no more than 15,000 shares.

At the Board Meeting held today, the Company resolved to grant to five (5) Directors of the Company a total of ¥15,088,040 in monetary compensation claims, and to grant to nine (9) Executive Officers a total of ¥12,563,650 in monetary claims, and further that contributions in kind shall be made of all the said monetary compensation claims and monetary claims, in return for which 4,743 shares of the Company's common stock shall be allocated. The amount of the said monetary compensation claims and said monetary claims granted to Eligible Directors, etc. was determined based on a comprehensive consideration of various circumstances, including the Company's financial results and the roles and responsibilities of each of the Eligible Directors, etc. In addition, in consideration of the Plan's purpose of providing incentives for the Eligible Directors, etc. to continuously improve the Company's corporate value as well as for them to further promote shared value with shareholders, the transfer restriction period has been set as three (3) years.

3. Overview of the Allocation Agreement

The Company shall enter into a restricted stock allocation agreement with each of the Eligible Directors, etc. which shall include the following provisions (1) to (5).

(1) Transfer restriction period

July 23, 2025 to July 22, 2028 (hereinafter the "Transfer Restriction Period")

(2) Removal of restriction on transfer

On the condition that the Eligible Directors, etc. to whom the restricted stock is allocated continue to hold positions of either Directors (excluding Outside Directors), Executive Officers, or employees of the Company or the Company's subsidiaries during the Transfer Restriction Period, the Company shall remove the restriction on transfer of all of the shares of restricted stock allocated to the relevant Eligible Directors, etc. (hereinafter the "Allocated Stock") upon the expiry of the Transfer Restriction Period.

However, in cases where the Eligible Directors, etc. resign from or retire from all of the positions mentioned above before the expiry of the Transfer Restriction Period, due to death, the expiration of the term of office, mandatory retirement, or other reasons that the Company's Board of Directors deems to be justifiable, the Company shall remove the restriction on the number of shares of Allocated Stock arrived at by dividing the number of months from June 2025 to the month under which the date of resignation or retirement of the Eligible Directors, etc. falls by 12 (provided that where the calculation produces a result that exceeds one, the result shall be deemed to be one), and multiplying the result by the number of shares of Allocated Stock held by the Eligible Directors, etc. at the said time of resignation or retirement (provided that any fractional shares less than one share produced by the calculation shall be rounded down).

(3) Gratis acquisition of the restriction stock

In cases where the Eligible Directors, etc. to whom the restricted stock is allocated resign from or retire from all of their positions as Directors (excluding Outside Directors), Executive Officers and employees of the Company or the Company's subsidiaries before the expiry of Transfer Restriction Period, excluding the cases resulting from death, the expiration of the term of office, mandatory retirement, or other reasons that the Company's Board of Directors deems to be justifiable, the Company shall make gratis acquisition of the Allocated Stock.

Additionally, the Company shall make gratis acquisition of the Allocated Stock for which restriction on transfer has not been removed at the point when restriction on transfer is removed as described in paragraph (2) above.

(4) Handling in the event of organizational restructuring

In cases where, during the Transfer Restriction Period, a merger agreement in which the Company is the dissolved company, a share exchange agreement or a share transfer plan in which the Company becomes a wholly-owned subsidiary, or other items regarding organizational restructuring, etc. is approved at a General Meeting of Shareholders of the Company (or by the Board of Directors of the Company if no approval regarding said organizational restructuring, etc. is required at a General Meeting of Shareholders of the Company), the Company shall remove the restriction on the number of shares of Allocated Stock arrived at by dividing the number of months from June 2025 to the month under which the date of approval of the said organizational restructuring, etc. falls by 12 (provided that where the calculation produces a result that exceeds one, the result shall be deemed to be one), and multiplying the result by the number of shares of Allocated Stock held by the Eligible Directors, etc. at the said date of approval (provided that any fractional shares less than one share produced by the calculation shall be rounded down). In cases as provided above, the Company shall make gratis acquisition of the Allocated Stock for which restriction on transfer has not been removed yet, immediately following the point when restriction on transfer is removed.

(5) Management of Allocated Stock

The Allocated Stock shall be managed in a dedicated account opened with Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. by each of the Eligible Directors, etc. to prevent the transfer, establishment of security interests, or other disposal of the Allocated Stock during the Transfer Restriction Period.

4. Basis for Calculation and Details of the Amount to be Paid per Share

To eliminate arbitrariness from the price, the disposal price for the Disposal of Treasury Shares shall be ¥5,830, which is the closing price of the Company's common stock on the Tokyo Stock Exchange on June 26, 2025 (the business day immediately preceding the date of the resolution of the Board Meeting). This is the market price of the Company's common stock as of immediately prior to the date of the resolution of the Board Meeting, and the Company considers that it is a reasonable price and not excessively advantageous.