

July 14, 2025

Dear all,

Company name: Focus Systems Corporation  
Representative: Representative Director and President, Mori Keiichi  
(Securities Code: 4662, Tokyo Stock Exchange, Prime Market)  
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## Notice Regarding Disposal of Treasury Stock as Restricted Stock Compensation

Focus Systems Corporation (the "Company") hereby announces that it resolved to implement a disposal of treasury stock as restricted stock compensation (the "Disposal of Treasury Stock") at a meeting of its Board of Directors held today. The details are as follows.

### 1. Overview of Disposal

(1) Payment Due Date	August 14, 2025
(2) Class and Number of Shares to Be Disposed	10,000 shares of the Company's common stock
(3) Disposal Price	1,394 yen per share
(4) Total Disposal Amount	13,940,000 yen
(5) Allottees	※ 5 directors (*) 10,000 shares

### 2. Purpose and Reason for the Disposal

The Company resolved, at a meeting of its Board of Directors held on May 15, 2020, to introduce a restricted stock compensation plan ("the Plan") as a new remuneration plan for Directors of the Company (excluding Outside Directors; hereinafter "Eligible Director(s)") for the purpose of providing Directors with an incentive to undertake initiatives for the sustainable enhancement of the Company's corporate value and to further promote value-sharing with shareholders. At the 44th Ordinary General Meeting of Shareholders held on June 29, 2020, the shareholders approved the payment of compensation, etc. under the Plan.

Under this Plan, (i) the Company shall provide monetary compensation receivables of up to 20 million yen per year to Eligible Directors, to be utilized as property contributed in kind to acquire restricted stock, outside the framework of the existing monetary compensation, and Eligible Directors shall contribute all monetary compensation receivables provided by the Company as properties contributed in kind to receive issue or disposal of the Company's common stock. The total number of shares of common stock issued or disposed of by the Company under the Plan shall not exceed 26,000 shares per year. (ii) The transfer restriction period shall be the period from the date of allotment of restricted stock to the date on which the relevant person retires or resigns from the position of Director of the Company or from any other position determined by the Board of Directors. Furthermore, (iii) lifting of the transfer restriction shall be conditional on either (a) the eligible person continuously holding the position of Director of the Company or any other position determined by the Board of Directors during that person's term of service as determined by the Board of Directors, or (b) the eligible person resigning or retiring from the position as Director of the Company or from any other position determined by the Board of Directors prior to the expiry of that person's term of service, the Board of Directors deeming there to be a justifiable reason for such an early resignation or retirement.

The Company resolved, at a meeting of the Board of Directors held today, to grant a total amount of 13,940,000 yen of monetary compensation equating to allotment of 10,000 shares of the common stock of the Company ("Allotted Shares") to five Eligible Directors, in consideration of the purpose of the Plan, the performance of the Company, the extent of each Eligible Director's job responsibility, and various other factors. In advance of the resolution at the meeting of the Board of Directors,

the Board put forward the proposal to the Compensation Advisory Committee for deliberation and their opinion, following which the resolution was adopted with full respect to their opinion.

<Overview of Restricted Stock Allotment Agreement>

For the Disposal of Treasury Stock, a restricted stock allotment agreement shall be executed between the Company and each Eligible Director as outlined below.

(1) Transfer Restriction Period

Eligible Directors may not transfer, create a security interest on, or otherwise dispose of the Allotted Shares during the period from August 14, 2025 (Payment Date) until the date on which they relinquish their positions as Directors of the Company.

(2) Conditions for Lifting of Transfer Restriction

The transfer restriction shall be lifted for all Allotted Shares as of the expiration of the transfer restriction period, on the condition that the Eligible Directors have continuously held positions as Directors of the Company during the period from the date of the Ordinary General Meeting of Shareholders of the Company held immediately prior to the Payment Date until the date of the Ordinary General Meeting of Shareholders of the Company held in the following year ("Service Period"). However, if an Eligible Director relinquishes the position of Director of the Company during the Service Period due to death or any other reason deemed justifiable by the Company's Board of Directors, the transfer restriction shall be lifted for a set number of Allotted Shares, obtained by calculating the number of months between the month immediately following the month in which the commencement date of the Service Period falls and the month in which the date of such relinquishment of position falls divided by 12, multiplied by the number of Allotted Shares (fractions of less than 1 to be rounded off), as of the day following the date of such relinquishment of position.

(3) Company's Acquisition of Allotted Shares Without Compensation

The Company shall, as a matter of course, acquire the Allotted Shares without compensation for which the transfer restrictions have not been lifted as of the expiration of the transfer restriction period.

(4) Management of Shares

During the transfer restriction period, the Allotted Shares shall be managed in a dedicated account for restricted stock, opened by each Eligible Director with Daiwa Securities Co. Ltd., so that the Eligible Directors cannot transfer, create a security interest on, or otherwise dispose of the Allotted Shares.

(5) Treatment of Allotted Shares upon Organizational Restructuring, etc.

In cases where a merger agreement in which the Company will be the absorbed company, share exchange agreement or share transfer plan in which the Company will become a wholly-owned subsidiary, or any other matters concerning organizational restructuring, etc., are approved at the General Meeting of Shareholders of the Company (or at a meeting of the Company's Board of Directors, if approval by the General Meeting of Shareholders is not required for such organizational restructuring, etc.) during the transfer restriction period, the Company shall lift, upon a resolution of the Company's Board of Directors, the transfer restrictions on a set number of Allotted Shares, obtained by calculating (a) the number of months between the month following the month including the commencement date of the Service Period and the month including the date of approval of such organizational restructuring, etc. divided by 12 (If the quotient become more than 1, it shall be limited to 1) and (b) multiplying (a) with the number of Allotted Shares held at that time (fractions of less than 1 to be rounded off), immediately before the business day immediately preceding the effective date of said organizational restructuring, etc.

3. Basis of Calculation of Amount to be Paid and Other Specific Details

The Disposal of Treasury Stock shall be implemented by using monetary compensation

receivables provided to allottees based on the Plan, as property contributed in kind. To eliminate any arbitrariness in the determination of the amount to be paid, the closing share price for common stock of the Company on July 11, 2025 (the business day immediately preceding the date of resolution by the Board of Directors), on the Tokyo Stock Exchange of 1,394 yen has been adopted as the amount to be paid. In a state where there are no special circumstances rendering the latest share price of the Company unreliable, the Company believes this price is rational and appropriately reflecting the Company's corporate value as well as not being particularly advantageous to Eligible Directors, as it is the share price on the market on the day immediately preceding the date of resolution by the Board of Directors.