



February 13, 2025

Company name: Ricoh Company, Ltd.

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# **Notice Regarding Determination of Matters Relating to Share Acquisition under the Stock-based Incentive System**

Ricoh Company, Ltd. (“the Company”) hereby announces that the Company decided to make an additional entrustment of money in relation to the Stock-based Incentive System, introduced on August 7, 2019 (including any subsequent changes<sup>\*1</sup>; hereinafter referred to as the “System<sup>\*2</sup>”), in order for the Trustee of the Trust established for the System to additionally acquire shares of the Company. The decision was reached at a meeting of the Board of Directors held today, as detailed below.

<sup>\*1</sup> Including the changes described in the “Notice Regarding a Revision of a Stock-based Incentive System for Directors of Ricoh” disclosed on March 6, 2023.

<sup>\*2</sup> The System is composed of the following Stock-based Incentive systems:

- Stock-based Incentive System for the Mandated Officers: the Stock-based Incentive system for the Company’s directors (excluding Outside Directors) and the executive officers, etc., who have entered into mandate agreements with the Company.
- Stock-based Incentive System for the Employed Officers, etc.: the Stock-based Incentive system for the executive officers, etc., who have entered into employment contracts with the Company.

The trust established for the aforementioned systems are respectively referred to as the “Trust for granting shares to the Mandated Officers” and the “Trust for granting shares to the Employed Officers, etc.” They are collectively referred to as the “Trusts.”

## 1. Overview of the Trusts

(1) Name	Trust for granting shares to the Mandated Officers	Trust for granting shares to the Employed Officers, etc.
(2) Assignor	Ricoh Company, Ltd.	
(3) Trustee	Sumitomo Mitsui Trust Bank, Limited (Re-trustee: Custody Bank of Japan, Ltd.)	
(4) Beneficiaries	Directors of the Company (excluding Outside Directors)* and executive officers who have entered	Executive Officers, etc., of the Company who have entered into an employment contract with the

	into a mandate agreement with the Company and meet the beneficiary requirements	Company and meet the beneficiary requirements
(5) Trust administrator	Third party independent of the Company and its employees	
(6) Non-exercise of voting rights	Voting rights associated with the shares of the Company held in the Trust shall not be exercised throughout the Trust period	The trust administrator will issue instructions regarding voting rights associated with the shares held in the Trust
(7) Type of Trust	Trust of money other than money trusts (Third-party benefit trust)	
(8) Trust agreement date	August 7, 2019	
(9) Date for additional entrustment of money	February 21, 2025 (Scheduled)	
(10) Trust termination date	August 31, 2025 (Scheduled)	

\* In our “Notice Regarding a Revision of a Stock-based Incentive System for Directors of Ricoh” dated March 6, 2023, the Company announced that Non-Executive Directors would be excluded from the scope of the System after the revision. At that time, the Company had assumed that the Chairperson of the Board of Directors (the “Chairperson”) would be included in the scope of the System after the revision, despite the specific role of the Chairperson having not been determined. However after March 6, it has been determined that the Chairperson will serve as a Non-executive Officer Director (an internal director who does not concurrently serve as an executive officer and is not involved in the day-to-day execution of business operations), and item (4) in the table above has been revised to state that the persons subject to the revised system are “Directors of the Company (excluding Outside Directors)” and the Chairperson is included among the persons subject to the revised system.

## 2. Matters Relating to the Share Acquisition of the Company by the Trustee of the Trusts

	Trust for granting shares to the Mandated Officers	Trust for granting shares to the Employed Officers, etc.
(1) Class of shares to be acquired	Common stock	
(2) Maximum total value of shares to be acquired	325,800,000 yen*	28,800,000 yen
(3) Maximum total number of shares to be acquired	181,000 shares	16,000 shares
(4) Method of share acquisition	Acquisition from the stock exchange market (including off-floor trading)	
(5) Scheduled period for share acquisition	From February 21, 2025 to March 14, 2025 (Scheduled)	

\* The maximum amount of money to be contributed by the Company to fund the acquisition of the Company’s shares necessary for delivery to directors shall be within the maximum amount approved at the relevant Ordinary General Meeting of Shareholders.