



August 5, 2025

Company: FUJI CORPORATION  
Representative: Joji Isozumi, President & CEO  
(Securities Code: 6134, TSE Prime, NSE Premier)  
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## Notice Regarding Disposal of Treasury Shares Through Third-Party Allotment

FUJI CORPORATION (the "Company") hereby announces that the Board of Directors, at its meeting held on August 5, 2025, resolved to dispose of treasury shares through a third-party allotment (the "Treasury Stock Disposal"), as outlined below.

### 1. Disposal Overview

(1) Disposal date	August 26, 2025
(2) Class and number of shares to be disposed of	186,700 shares of common stock
(3) Disposal value	JPY 2,845 per share
(4) Total disposal amount	JPY 531,161,500
(5) Planned allottee	The Master Trust Bank of Japan, Ltd. (Stock Grant ESOP Trust account)
(6) Other	Regarding the Treasury Stock Disposal, the Company has submitted an extraordinary report under the Financial Instruments and Exchange Act.

### 2. Purpose and Reason for Disposal

The Company resolved at a Board of Directors meeting held on August 5, 2025 to introduce a Stock Grant ESOP<sup>1</sup> Trust (the "ESOP Trust") as an employee incentive plan for employees who satisfy certain requirements set by the Company, with the aim of medium- to long-term enhancement of corporate value.

The Treasury Stock Disposal is conducted by disposing of treasury shares to The Master Trust Bank of Japan, Ltd. (Stock Grant ESOP Trust account) as a co-trustee of the Stock Grant ESOP Trust agreement entered into by the Company with Mitsubishi UFJ Trust and Banking Corporation (hereinafter referred to as the "Trust Agreement" and the trust to be established pursuant to the Trust Agreement is referred to as the "Trust") in connection with the introduction of the ESOP Trust.

<sup>1</sup> Abbreviation of Employee Stock Ownership Plan

The number of shares to be disposed of is the number of shares expected to be granted to employees during the trust period in accordance with the stock-based compensation plan rules, and the scale of the dilution will be 0.19% of the total number of issued and outstanding shares, which is 97,823,748 (rounded to the second decimal place; the ratio to the total number of voting rights, 887,203 as of March 31, 2025: 0.21%).

The Company assures that the number of shares to be allotted through the Treasury Stock Disposal will have a minimal impact on the stock market and the number of shares to be disposed of and the level of dilution are reasonable, since the shares will be delivered to employees who satisfy certain requirements in accordance with the stock-based compensation plan rules and it is not expected that the shares will be released to the stock market all at once as a result of the Treasury Stock Disposal.

For an overview of the ESOP Trust, refer to the “Notice Regarding Introduction of Employee Incentive Plan” released on August 5, 2025.

#### **Details of the Trust Agreement**

Types of trusts	Monetary trusts other than specified solely managed monetary trusts (other-benefit trusts)
Purpose of the trust	Provision of incentives for employees
Consignor	The Company
Trustee	Mitsubishi UFJ Trust and Banking Corporation (Co-trustee: The Master Trust Bank of Japan, Ltd.)
Beneficiary	Employees who meet the requirements for beneficiaries
Trust administrator	Third parties who have no interest in the Company (Certified Public Accountants)
Trust agreement date	August 21, 2025 (planned)
Duration of the trust	August 21, 2025 to August 31, 2027 (planned)
System start date	October 1, 2025 (planned)
Exercise of voting rights	The trustee will exercise the voting rights of the Company shares by following the instructions of the trust administrator that reflect the exercise of voting rights by the beneficiary candidates.

#### **3. Basis and Details of the Calculation of the Disposal Value**

The disposal value is set as JPY 2,845 at the closing price of the Company's shares on the Tokyo Stock Exchange, Inc. (the “Tokyo Stock Exchange”) on the business day preceding the Board of Directors' resolution on the Treasury Stock Disposal (August 4, 2025) in order to eliminate arbitrariness in light of recent share price fluctuations. Since this is the market price immediately prior to the date of the Board of Directors' resolution, we believe that this is a highly objective and reasonable basis for the calculation.

All members of the Audit & Supervisory Board of the Company (three members including two external auditors) have expressed that the basis of the calculation of the disposal value is reasonable and that it does not constitute a particularly favorable disposal value.

#### **4. Procedures under the Code of Business Conduct**

Since the dilution ratio of the shares in this transaction is less than 25% and there is no change in controlling shareholder, it is not necessary to obtain an opinion from an independent third party or to confirm the intent of shareholders as stipulated in Rule 432 of the Securities Listing Regulations established by the Tokyo Stock Exchange.