June 26, 2026

Dear All

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(Code: 5803, Prime Market of the TSE)
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Notice Regarding the Disposal of Treasury Shares as Restricted Stock Compensation

Fujikura Ltd. (the "Company") hereby announces that, at a meeting of its Board of Directors held today, it resolved to dispose of treasury shares as restricted stock compensation as described below (the "Disposal").

1. Overview of the Disposal

(1)	Date of Disposal	July 24, 2026
(2)	Class and number of shares to be disposed of	41,265 shares of the Company's common stock
(3)	Disposal price	JPY 6,436 per share
(4)	Total disposal amount	JPY 265,581,540
(5)	Allottees, number of persons, and number of shares to be disposed of	Directors of the Company (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors): 3 persons, 29,986 shares Executive officers who do not concurrently serve as directors of the Company: 5 persons, 11,279 shares
(6)	Other Matters	The Company has submitted an Extraordinary Report under the Financial Instruments and Exchange Act in connection with the Disposal.

2. Purpose and Reason for the Disposal

At a meeting of the Board of Directors held on June 26, 2026, the Company resolved to introduce a restricted stock compensation plan (the "Plan") as a new compensation system for directors of the Company, excluding Directors who are Audit and Supervisory Committee Members and Outside Directors (the "Eligible Directors"), and executive officers who do not concurrently serve as directors (collectively with the Eligible Directors, the "Eligible Directors, etc."). The purpose of the Plan is to provide incentives to the Eligible Directors, etc. for the sustainable enhancement of the Company's corporate value and to further promote shared value with shareholders.

At the 178th Ordinary General Meeting of Shareholders held on June 26, 2026, shareholders approved that remuneration to be paid to the Eligible Directors under the Plan shall consist of (1) shares of common stock of the Company or (2) monetary claims to be contributed in kind for the acquisition of shares of common stock of the Company. Shareholders also approved that the total amount of such shares or monetary claims shall not exceed JPY 500 million per annum, that the total number of shares to be issued or disposed of to the Eligible Directors shall not exceed 212,000 shares per annum, and that the transfer restriction period shall extend from the allotment date under the Restricted Share Allotment Agreement entered into between the Company and each Eligible Director until immediately after the resignation or retirement of such Eligible Director from a position of officer or employee of the Company or its subsidiaries that is predetermined by the Board of Directors of the Company.

The outline of the Plan is as follows.

[Outline of the Plan]

Under the Plan, the Company will issue or dispose of shares of its common stock to the Eligible Directors either (i) as remuneration, etc. without requiring any payment or contribution in kind (the "Free Issuance Method"), or (ii) by granting monetary claims as remuneration, etc. to the Eligible Directors and having them contribute all such monetary claims in kind (the "Contribution in Kind Method"). The Company may also issue or dispose of shares of its common stock to Eligible Directors, etc. other than the Eligible Directors by the Contribution in Kind Method. In connection with such issuance or disposition, the Company and each Eligible Director, etc. will enter into a Restricted Share Allotment Agreement, under which (1) the Eligible Director, etc. will be prohibited from transferring, creating a security interest on, or otherwise disposing of the allotted shares of common stock of the Company for a certain period, and (2) the Company will acquire such shares without consideration if certain events occur.

If shares are allotted to the Eligible Directors by the Free Issuance Method, the Eligible Directors will not be required to contribute monetary claims in kind in exchange for the issuance or disposition of the Company's common shares. The amount per share of the Company's common stock to be issued or disposed of will be calculated based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of each resolution of the Board of Directors (or, if no transaction is made on such day, the closing price on the most recent trading day preceding such day).

If shares are allotted to the Eligible Directors, etc. by the Contribution in Kind Method, the Eligible Directors, etc. will contribute all monetary claims granted by the Company under the Plan in kind and receive the issuance or disposition of the Company's common shares. The amount to be paid in per share will be determined by the Board of Directors based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of each resolution of the Board of Directors (or, if no transaction is made on such day, the closing price on the most recent trading day preceding such day), to the extent that such amount is not particularly advantageous to the Eligible Directors, etc. subscribing for such common shares.

After deliberation by the Compensation Advisory Committee and taking into account the purpose of the Plan, the Company's business conditions, the responsibilities of each Eligible Director, etc., and other relevant circumstances, the Company has decided to grant monetary claims totaling JPY 265,581,540 (the "Monetary Claims") and dispose of 41,265 shares of its common stock in order to further enhance the motivation of each Eligible Director, etc.

For the Disposal, the eight Eligible Directors, etc. who are scheduled to receive an allotment will contribute all of the Monetary Claims to the Company in kind under the Plan and receive the disposition of the Company's common shares (the "Allotted Shares"). An overview of the Restricted Share Allotment Agreement (the "Allotment Agreement") to be entered into between the Company and each Eligible Director, etc. in connection with the Disposal is set forth below.

3. Overview of the Allotment Agreement

(1) Transfer Restriction Period

From July 24, 2026 (the "Disposal Date") until the time specified below:

Director of the Company: Immediately after resignation from the position of director of the Company

Executive Officer not concurrently serving as a director of the Company: Immediately after resignation from all positions held as a director of the Company or as an executive officer of the Company not concurrently serving as a director

(2) Conditions for Lifting of Transfer Restrictions

The transfer restrictions will be lifted for all of the Allotted Shares upon expiration of the transfer restriction period, provided that the Eligible Director, etc. has continuously held the following position during the period from June 26, 2026 to immediately before the conclusion of the first Ordinary General Meeting of Shareholders thereafter; provided, however, that if the Eligible Director, etc. is an executive officer who does not concurrently serve as a director, such period shall be from the beginning of the fiscal year to which the Disposal Date belongs to the last day of such fiscal year (the "Service Period").

Director of the Company: Position as a director of the Company

Executive officer who does not concurrently serve as a director of the Company: Position as a director of the Company or as an executive officer of the Company not concurrently serving as a director

(3) Treatment upon Retirement during the Service Period due to Expiration of Term of Office or Other Justifiable Reason

① Timing of Lifting of Transfer Restrictions

If the Eligible Director, etc. retires from any of the positions specified in (2) above due to expiration of term of office or other justifiable reason (including death), the transfer restrictions will be lifted immediately after such retirement.

② Number of Shares for which Transfer Restrictions Will Be Lifted

The number of shares for which the transfer restrictions will be lifted shall be the number of Allotted Shares held at the time of such retirement, multiplied by the number of months from the month including the Disposal Date to the month including the date of retirement of the Eligible Director, etc., divided by 12; provided, however, that if the Eligible Director, etc. is an executive officer who does not concurrently serve as a director, the Disposal Date shall be deemed to be the beginning of the fiscal year to which the Disposal Date belongs. If the resulting ratio exceeds 1, it shall be deemed to be 1. Any fraction of less than one share resulting from the calculation shall be rounded down.

(4) Acquisition by the Company without Consideration

If an Eligible Director, etc. violates any laws or regulations during the Transfer Restriction Period or falls under certain circumstances stipulated in the Allotment Agreement, the Company will automatically acquire all of the Allotted Shares held by such Eligible Director, etc. at that time without consideration. In addition, the Company will automatically acquire without consideration any Allotted Shares for which the transfer restrictions have not been lifted at the time of expiration of the Transfer Restriction

Period or at the time of lifting of the transfer restrictions as set forth in (3) above.

(5) Malus and Clawback System

If the Board of Directors of the Company determines that an Eligible Director, etc. has materially violated laws and regulations or internal rules, etc., or if certain events specified by the Board of Directors of the Company, including serious accounting irregularities or significant losses, occur during the Transfer Restriction Period or after the transfer restrictions have been lifted, the Allotment Agreement will include provisions under which the Company may acquire, without consideration, all or part of the Allotted Shares or shares of common stock of the Company for which the transfer restrictions have been lifted, or require such Eligible Director, etc. to pay an amount equivalent to the value of such shares.

(6) Treatment in Reorganization, etc.

If, during the Transfer Restriction Period, a merger agreement under which the Company becomes the disappearing company, a share exchange agreement or share transfer plan under which the Company becomes a wholly owned subsidiary, or any other matter relating to organizational restructuring, etc. is approved at a general meeting of shareholders of the Company (or by the Board of Directors of the Company if approval at a general meeting of shareholders is not required), the transfer restrictions will be lifted, by resolution of the Board of Directors, immediately prior to the business day immediately preceding the effective date of such organizational restructuring, etc., with respect to the number of Allotted Shares held at that time multiplied by the number obtained by dividing the number of months from the month including the Disposal Date to the month including the date of such approval by 12; provided, however, that if the Eligible Director, etc. is an executive officer who does not concurrently serve as a director, the Disposal Date shall be deemed to be the beginning of the fiscal year to which the Disposal Date belongs. If the resulting ratio exceeds 1, it shall be deemed to be 1. Any fraction of less than one share resulting from the calculation shall be rounded down. Immediately after the lifting of the transfer restrictions, the Company will automatically acquire without consideration all Allotted Shares for which the transfer restrictions have not been lifted.

(7) Management of Shares

During the Transfer Restriction Period, the Allotted Shares will be managed in dedicated accounts opened by the Eligible Directors, etc. at Nomura Securities Co., Ltd. so that they cannot be transferred, pledged, or otherwise disposed of. To ensure the effectiveness of the transfer restrictions on the Allotted Shares, the Company has entered into an agreement with Nomura Securities Co., Ltd. concerning the management of the accounts for the Allotted Shares held by each Eligible Director, etc. The Eligible Directors, etc. shall agree to the terms of such account management.

4. Basis for Calculating the Amount to Be Paid In and Details Thereof

The Disposal to the prospective allottees will be made using the monetary claims granted as restricted stock compensation for the Company's 179th fiscal year under the Plan as assets to be contributed in kind. To eliminate arbitrariness, the disposal price has been set at JPY 6,436, which is the closing price of the Company's common stock on the Prime Market of the Tokyo Stock Exchange on June 25, 2026, the business day immediately preceding the date of the resolution of the Board of Directors. As this price is the market price immediately preceding the date of the resolution of the Board of Directors, the Company considers it to be reasonable and not particularly advantageous.