

DISCLAIMER: This English document is translated using a machine translation. You may use this for reference purposes only, fully understanding that it may include inaccurate translations. It is your sole responsibility if you rely not on the Japanese original but on this translation.



June 25, 2026

To whom it may concern,

Company name: FP Corporation
Name of representative: Morimasa Sato,
Chairman and Representative Director
(Securities code: 7947, TSE Prime Market)
Inquiries: Reiko Yata, Executive Director Executive General
Manager General Affairs and Personnel Div.
(TEL. +81-84-953-1145)

Notice Concerning Disposal of Treasury Shares for Restricted Stock Compensation

FP Corporation (the “Company”) hereby announces that, at a meeting of the Board of Directors held on June 25, 2026, it resolved to dispose of treasury shares for restricted stock compensation (the “Disposal of Treasury Shares”), as described below.

1. Outline of the disposal of treasury shares

(1)	Date of disposal	July 24, 2026
(2)	Class and number of shares to be disposed of	26,515 shares of the Company’s common shares
(3)	Disposal price	2,603 yen per share
(4)	Total disposal amount	69,018,545 yen
(5)	Scheduled allottees	Directors of the Company: 8(*) 23,767 shares Directors of the Company’s subsidiaries: 2 2,748 shares (*) Excluding Directors who are Audit and Supervisory Committee Members and Outside Directors.

2. Purpose and reason for disposal

The Company resolved, at the Board of Directors meeting held on May 22, 2020, to introduce a restricted stock compensation plan (the “Plan”) as a new compensation plan for the Company’s Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors; the same shall apply hereinafter), with the purpose of providing such Directors with incentives to continuously enhance the Company’s corporate value and further promoting value sharing with shareholders. Additionally, at the 58th Ordinary General Meeting of Shareholders of the Company held on June 25, 2020, the following proposals were approved: (1) to provide monetary compensation claims of up to 250 million yen per year to the Directors of the Company as assets contributed in kind for grant of restricted stock under the Plan separately from the existing monetary compensation limit, and (2) to set the transfer restriction period from the date of delivery of the restricted stock to the date on which such Director loses the position of Director of the Company or any other positions determined by the Board of Directors of the Company.

The outline of the Plan is as follows.

<Outline of the Plan>

The Company's Directors shall pay in all monetary compensation claims granted by the Company under the Plan as assets contributed in kind, and shall receive the issuance or disposition of the Company's common shares.

The total number of the Company's common shares to be issued or disposed of under the Plan shall not exceed 60,000 shares per year, and the amount to be paid in per share shall be determined by the Board of Directors based on the closing price of the Company's common shares on the Tokyo Stock Exchange as of the business day immediately preceding the date of the relevant Board of Directors resolution (or, if no trade has been executed on the same day, the closing price on the most recent day on which a trade has been executed), within a range that is not unduly favorable to the Directors to whom the shares are to be allotted.

In addition, following the introduction of the Plan, the Company implemented a 2-for-1 share split of its common shares, effective October 1, 2020. As a result, the total number of common shares to be issued or disposed of to the Company's Directors under the Plan has been adjusted (increasing twofold) in accordance with the share split ratio.

The Company has also introduced a share-based compensation plan similar to the Plan for Directors of its subsidiaries.

Accordingly, pursuant to a resolution of the Board of Directors of the Company adopted at a meeting held today, the Company has decided to dispose of 26,515 shares of the Company's common shares (the "Allotted Shares") to eight Directors of the Company and two Directors of certain subsidiaries of the Company (the "Eligible Directors") in exchange for monetary compensation claims in the total amount of 69,018,545 yen, taking into consideration the purpose of the Plan, the Company's business performance, the scope of responsibilities of each Eligible Director, and other circumstances. The level of dilution resulting from the Disposal of Treasury Shares is 0.03% (rounded to two decimal places) relative to the total number of shares outstanding (excluding treasury shares) of 80,876,774 shares as of March 31, 2026, and is therefore considered reasonable in light of the purpose of the Plan.

<Outline of the Share Allotment Agreement>

In connection with the Disposal of Treasury Shares, the Company and each Eligible Director will individually enter into a restricted stock allotment agreement (the "Allotment Agreement"), an outline of which is as follows.

(1) Transfer restriction period

The Eligible Directors may not transfer, create a security interest over, enter into an agreement to create a security interest over, or otherwise dispose of the Allotted Shares during the period from the due date of payment (July 24, 2026) until the date on which they retire as Directors of the Company or its subsidiaries.

(2) Conditions for Lifting Transfer Restrictions

The transfer restrictions on all of the Allotted Shares shall be lifted upon expiration of the transfer restriction period, on the condition that the Eligible Director continuously holds the position of Director of the Company or its subsidiaries during the period from June 25, 2026, until the date of the Ordinary General Meeting of Shareholders for the fiscal year ending March 31, 2027 (the "Service Period"). However, if the Eligible Director retires from all positions as Director of the Company or its subsidiaries during the Service Period due to death or any other cause deemed justifiable by the Board of Directors of the Company, the transfer restriction shall be lifted on the day following the date of such resignation for the number of the Allotted Shares obtained by multiplying the number of Allotted Shares by the number calculated by dividing

the number of months from the month following the month including the commencement date of the Service Period to the month including the date of such resignation by 12 (if the number obtained by the multiplication includes a fraction less than one, the obtained number is rounded down).

(3) Acquisition by the Company without consideration

The Company shall automatically acquire, without consideration, all the Allotted Shares for which the transfer restrictions have not been lifted as of the time of expiration of the transfer restriction period, effective immediately after the end of the period. In addition, the Company has established provisions stipulating that if an Eligible Director falls under certain circumstances during the transfer restriction period, the Company may acquire all or part of the Allotted Shares without consideration at that time.

(4) Management of shares

In order to prevent any transfer, creation of a security interest, or other disposition of the Allotted Shares during the transfer restriction period, the Allotted Shares will be managed during the transfer restriction period in a dedicated account for restricted stock opened by each Eligible Director with Daiwa Securities Co., Ltd.

(5) Treatment in organizational restructuring, etc.

During the transfer restriction period, if a merger agreement under which the Company will become the dissolved company, a share exchange agreement or share transfer plan under which the Company will become a wholly-owned subsidiary, or any other matter related to organizational restructuring, etc., is approved at the General Meeting of Shareholders of the Company (or, if the organizational restructuring, etc. does not require an approval by a General Meeting of Shareholders of the Company, at a meeting of the Board of Directors of the Company), the Company shall, by a resolution of the Board of Directors, lift the transfer restriction for the number of the restricted shares obtained by multiplying the number of the restricted shares held by the Eligible Director on the date of approval of the Reorganization, etc. by the number obtained by dividing the number of months from the month following the month including the commencement date of the Service Period to the month including the date of such approval by 12 (however, when the quotient exceeds 1, it shall be regarded as 1) effective immediately prior to the business day immediately preceding the effective date of such organizational restructuring, etc. (if the number obtained by the multiplication includes a fraction less than one, the obtained number is rounded down).

3. Basis for calculation of the amount to be paid in and specific details thereof

The disposal price for the Disposal of Treasury Shares has been set at the closing price of the Company's common shares on the Tokyo Stock Exchange on June 24, 2026 (2,603 yen). This closing price is the market price on the business day immediately preceding the date of the Board of Directors' resolution, which most appropriately reflects the Company's corporate value, and the Company has determined that, in the absence of any special circumstances indicating that reliance on the most recent stock price is inappropriate, such price is reasonable and free from arbitrariness and does not constitute an amount particularly favorable to the Eligible Directors.