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June 26, 2025

To whom it may concern,

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Name of representative: Chairman and Representative Director  
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### **Notice Concerning Disposal of Treasury Shares for Restricted Stock Compensation**

FP Corporation (the "Company") hereby announces that, at the Board of Directors meeting held on June 26, 2025, it resolved to dispose of treasury shares as restricted stock compensation (hereinafter referred to as the "Disposal of Treasury Shares"), as follows.

#### 1. Outline of the Disposal of Treasury Shares

(1) Date of disposal	July 25, 2025
(2) Class and number of shares to be disposed of	The Company common shares, 26,056 shares
(3) Disposal price	2,624 yen per share
(4) Total amount of the disposal	68,370,944 yen
(5) Scheduled allottee	Directors of the Company 9 persons(*), 23,478 shares Directors of Subsidiary of the Company 2 persons, 2,578 shares (* Excluding Directors who are the Audit and Supervisory Committee Members and Outside Directors.

#### 2. Purpose and reason for the Disposal

At the meeting of the Board of Directors held on May 22, 2020, the Company approved to

introduce a Restricted Stock Compensation Plan as a new compensation plan (hereinafter referred to as the "Plan") for the Company Directors (excluding Directors who are the Audit and Supervisory Committee Members and Outside Directors; the same shall apply hereinafter) with the objective of providing incentives to continuously improve the Company's corporate values and further sharing values 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 annum to directors of the Company as assets contributed in kind for grant of restricted stocks under the Plan separately from the existing monetary compensation framework, and (2) to set the transfer restriction period from the date of delivery of the restricted stocks to the date on which the director of the Company and other positions as determined by the Board of Directors of the Company are forfeited.

Outline of the Plan is as follows.

< Outline of the Plan >

Directors of the Company will pay all of the monetary compensation claims provided by the Company under the Plan as property contributed in kind and receive the issuance or disposition of common shares of the Company.

The total number of common shares of the Company to be issued or disposed of under the Plan shall be not more than 60,000 shares per year, and the amount to be paid in per share shall be determined by the Board of Directors on the basis of the closing price of common shares of the Company on the Tokyo Stock Exchange on the business day immediately preceding the day of the resolution of the Board of Directors (if no transaction has been closed on the same day, the closing price of the most recent transaction day) to the extent that is not particularly favorable to the Directors to be allotted.

Since the Company implemented a 2-for-1 share split of common shares of the Company effective October 1, 2020, which was after the introduction of the Plan, the total number of common shares to be issued or disposed of to Directors of the Company under the Plan has been adjusted (doubled) according to the split ratio.

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

Consequently, by a resolution of the meeting of the Company's Board of Directors held today, the Company has decided to dispose of 26,056 shares of the Company common shares (hereinafter referred to as the "Allotted Shares") to 9 directors of the Company and 2 directors of certain subsidiaries (hereinafter referred to as the "Eligible Director(s)") in exchange for a total of 68,370,944 yen in monetary compensation claims, taking into consideration the purpose of the Plan, the Company's business performances, the scope of responsibilities of each Eligible Director, and other circumstances. Incidentally, the amount of dilution resulting from the Disposal of Treasury Shares is only 0.03% (rounded down to the second decimal place) of the total number of issued

shares (excluding treasury shares) of 80,850,730 shares as of March 31, 2025, and is therefore considered to be 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 the Eligible Directors will individually enter into a Restricted Stock Allotment Agreement (hereinafter referred to as the "Allotment Agreement"), an outline of which is as follows.

(1) Transfer restriction period

From the payment date (July 25, 2025) until the date on which the Eligible Directors retire from the Board of Directors of the Company or the Company's Subsidiary, the Eligible Directors may not transfer, create a security interest, reserve the creation of a security interest, or otherwise dispose of the Allotted Shares.

(2) Conditions for Cancellation of Transfer Restrictions

The transfer restriction of all of the Allotted Shares will be cancelled at the expiration of the transfer restriction period on the condition that the Eligible Directors remain in the position of directors of the Company or the Company subsidiaries continuously during the period from June 26, 2025 to the date of the annual general meeting of shareholders for the fiscal year ending March 2026 (hereinafter referred to as the "Service Period"). However, if the Eligible Director resigns as a director of the Company or a director of subsidiary of the Company during the Service Period due to death or any other reasons deemed justifiable by the Board of Directors of the Company, restriction on transfer of the Allotted Shares of the number obtained by multiplying the number of months from the month following the month including the Service Period start date to the month including the date of such resignation by 12 by the number of the Allotted Shares (however, if a fraction less than one share occurs as a result of the calculation, such fraction shall be discarded) will be cancelled on the day following the date of such resignation.

(3) Acquisition by the Company without consideration

The Company will naturally acquire all of the Allotted Shares for which the transfer restriction has not been cancelled at the time of the expiration of the transfer restriction period without consideration at the time immediately after the expiration of the transfer restriction period. In addition, regulations are in place, which include that the Company may acquire all or part of the Allotted Shares without consideration if and when the Eligible Director falls under certain circumstances during the transfer restriction period.

(4) Management of shares

During the transfer restriction period, the Allotted Shares will be managed in a dedicated account for the restricted stocks opened by the Eligible Directors at Daiwa Securities Co., Ltd., so that they cannot be transferred, pledged as security interests, or otherwise disposed of during the transfer restriction period.

(5) Treatment in Organizational Restructuring, etc.

During the Transfer Restriction Period, if a merger agreement under which the Company becomes the dissolved company, a share exchange agreement or share transfer plan under which the Company becomes a wholly-owned subsidiary, or other matters related to organizational restructuring, etc. are approved at a general meeting of shareholders of the Company (however, in cases where the organizational restructuring, etc. does not require approval by a shareholders meeting of the Company, a meeting of the Board of Directors of the Company), the Restricted Stocks of the number obtained by multiplying the number of months from the month following the month including the Service Period start date to the month including the date of such approval by 12 (however, if the result of the calculation exceeds 1, it shall be 1) by the number of Restricted Stocks held by the Eligible Directors on the Approval Date of the organizational restructuring, etc. (however, if a fraction of less than one share occurs as a result of the calculation, such fraction shall be discarded) will be cancelled immediately prior to the business day immediately preceding the effective date of the organizational restructuring, etc. by a resolution of the Board of Directors.

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

The disposal price for the Disposal of Treasury Shares is the closing price of the Company common shares on the Tokyo Stock Exchange on June 25, 2025 (2,624yen). This closing price is the market price on the business day immediately preceding the date of resolution of the Board of Directors, which most appropriately reflects the Company's corporate value, and is reasonable and free from arbitrariness in the absence of any special circumstances indicating that the Company cannot rely on the latest stock price, and the Company has determined that the closing price is not a particularly favorable amount for the Eligible Directors.