



26-May-20

Dear All

Company Name: Fujikura Ltd
Representative: Naoki Okada, President & CEO
(Code: 5803 Prime market of TSE)
Inquiries: Toru Hamasuna, Executive Officer
General Manager of
Corporate Strategy Planning Division
(TEL +81-3-5606-1112)

Notice Regarding Disposal of Treasury Shares in Connection with the Continuation of the Stock Compensation Plan

Fujikura Ltd. hereby announces that, at the Board of Directors meeting held today, a resolution was adopted to dispose of treasury shares as stock compensation (the “Disposal of Treasury Shares”), as set forth below.

Notice

1. Outline of the Disposal of Treasury Shares

(1) Date of disposal	June 4, 2026
(2) Class and number of shares to be disposed of	385,900 shares of the Company’s common stock (23,600 shares for Directors; 362,300 shares for Executive Officers)
(3) Disposal price	JPY 4,695 per share
(4) Total disposal amount	JPY 1,811,800,500 (Directors: JPY 110,802,000; Executive Officers: JPY 1,700,998,500)
(5) Planned allottee	Sumitomo Mitsui Trust Bank, Limited (Trust Account) (Re-trust Trustee: Custody Bank of Japan, Ltd. (Trust Account))
(6) O t h e r	With respect to the Disposal of Treasury Shares, an Extraordinary Report under the Financial Instruments and Exchange Act has been filed.

2. Purpose and Reason for the Disposal

The Company has introduced a stock compensation plan for its Directors (limited to Directors who are not Audit and Supervisory Committee Members and excluding Outside Directors; the same applies hereinafter) (the “Directors’ Stock Compensation Plan,” and the trust established for the introduction of the Directors’ Stock Compensation Plan, the “Directors’ Share Delivery Trust”) and a stock compensation plan for its Executive Officers (the “Executive Officers’ Stock Compensation Plan,” and together with the Directors’ Stock Compensation Plan, the “Plan”). The trusts established for these plans are referred to collectively as the “Trust.”

The Disposal of Treasury Shares will be made to Sumitomo Mitsui Trust Bank, Limited (Trust Account), the trustee of the Trust (Re-trust Trustee: Custody Bank of Japan, Ltd. (Trust Account)).

The number of shares to be disposed of corresponds to the number of shares expected to be delivered to the

Company's Directors and Executive Officers in accordance with the share delivery regulations established by the Company for the operation of the Plan, taking into account positions and changes in composition of Directors and Executive Officers during the trust period. The scale of dilution will be 0.02% of the total number of issued shares of 1,775,180,526 shares as of March 31, 2026, and 0.02% of the total number of voting rights of 16,546,818 as of March 31, 2026.

*Note: Effective April 1, 2026, the Company conducted a stock split at a ratio of six shares for one share. The figures above are calculated by multiplying the actual figures as of March 31, 2026 by six.

The Company believes that the Plan clarifies the linkage between the compensation of the Company's Directors and Executive Officers and the value of the Company's shares and contributes to enhancing corporate value over the medium to long term. Accordingly, the number of shares to be disposed of and the scale of dilution are considered reasonable and are expected to have only a limited impact on the market.

(Reference) Outline of the Trust Agreement for the Trust		
Name	Directors' Share Delivery Trust	Executive Officers' Share Delivery Trust
Settlor	The Company	
Trustee	Sumitomo Mitsui Trust Bank, Limited (Re-trust Trustee: Custody Bank of Japan, Ltd.)	
Beneficiaries	Directors of the Company who satisfy the beneficiary requirements	Executive Officers of the Company who satisfy the beneficiary requirements
Trust Administrator	A third party independent of the Company and its officers	
Exercise of Voting Rights	Voting rights with respect to the Company's shares held in the trust shall not be exercised throughout the trust period	The trustee shall exercise voting rights throughout the trust period based on instructions from the trust administrator
Type of Trust	A pecuniary trust other than a money trust (third-party benefit trust)	
Date of Trust Agreement	August 15, 2017	
Trust Period (after extension)	From August 15, 2017 to the end of August 2026 (planned)	
Purpose of the Trust	To deliver the Company's shares to beneficiaries in accordance with the share delivery regulations	

3. Basis for Calculation of the Disposal Price and Details Thereof

The disposal price has been set at JPY 4,695 per share, which is the closing price of the Company's shares on the Tokyo Stock Exchange on May 19, 2026 (the business day immediately preceding the date of the Board of Directors resolution), in order to eliminate arbitrariness in light of recent stock price trends.

The closing price on the business day immediately preceding the date of the Board resolution was adopted as it represents the most recent market value prior to the resolution and was therefore considered to be highly objective and reasonable as a basis for calculation.