



February 12, 2026

To whom it may concern:

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Notice Concerning Introduction of Restricted Stock-based Compensation Plan

FUJITA KANKO INC. (“the Company”) hereby announces that it has resolved, at a meeting of the Board of Directors held on February 12, 2026, to revise its compensation plan for officers and to introduce a restricted stock-based compensation plan (the “Plan”), and to submit a proposal concerning the Plan (the “Proposal”) to the 93rd Ordinary General Meeting of Shareholders of the Company to be held on March 25, 2026 (the “General Meeting”). The details are described below.

1. Purpose of introduction of Plan, etc.

(1) Purpose of introduction of Plan

The Plan is intended to provide the Company’s directors (excluding outside directors; the “Eligible Directors”) with incentives to promote the sustainable enhancement of the Company’s corporate value and to further share value with shareholders, by allotting the Eligible Directors restricted shares of the Company as compensation.

(2) Conditions for introduction of Plan

Under the Plan, restricted shares or monetary compensation claims for the purpose of allotting restricted shares will be provided to Eligible Directors as compensation, etc., related to restricted shares. Accordingly, the introduction of the Plan is subject to the approval of shareholders for the payment of such compensation, etc. at the General Meeting. At the 74th Ordinary General Meeting of Shareholders of the Company held on March 29, 2007, shareholders approved the annual compensation of up to 300 million yen for Eligible Directors (not including the portion for directors concurrently serving as employees). Taking into account the purpose of the Plan, the scope of duties of each Eligible Director, the Company’s performance, and other relevant circumstances, the Company plans to seek shareholders’ approval at the General Meeting to set, separately from the above-mentioned compensation amounts for the Eligible Directors, the total amount of compensation related to restricted shares for the Eligible Directors at an annual maximum of 50 million yen.

2. Outline of Plan

(1) Allotment and payment of restricted shares

Restricted shares shall be allotted based on a resolution of the Board of Directors by one of the following methods:

- i) A method whereby restricted shares are allotted to Eligible Directors as compensation related to restricted shares, without requiring payment for the issuance or disposition thereof (the “Allotment without Consideration”).
- ii) A method whereby monetary compensation claims are provided to Eligible Directors, not exceeding the annual limit set above, as compensation related to restricted shares, and each Eligible Director contributes the full amount of such claims as an in-kind contribution, resulting in the allotment of restricted shares (the “Allotment via Contribution in Kind”).

I. Allotment without Consideration

No payment is required for the issuance or disposition of the restricted shares. The amount of compensation related to restricted shares shall be calculated based on the closing price of the Company’s common shares on the Tokyo Stock Exchange on the business day immediately preceding the date of the Board of Directors’ resolution regarding such issuance or disposition (or, if no transaction occurred on that day, the closing price on the most recent preceding trading day), so that the calculated amount does not exceed the annual limit set above.

The restricted shares shall be allotted to the Eligible Director on the condition that he/she has entered into a restricted share allotment agreement containing the provisions set forth in section (3) below.

II. Allotment via Contribution in Kind

The payment amount for the restricted shares shall be determined by the Board of Directors based on the closing price of the Company’s common shares on the Tokyo Stock Exchange on the business day immediately preceding the date of the Board of Directors’ resolution regarding such issuance or disposition (or, if no transaction occurred on that day, the closing price on the most recent preceding trading day), within a range that does not provide any particular advantage to the Eligible Directors.

The monetary compensation claims shall be provided to the Eligible Director on the condition that he/she has consented to the in-kind contribution and has entered into a restricted share allotment agreement containing the provisions set forth in section (3) below.

(2) Total number of restricted shares

The total number of restricted shares to be allotted to the Eligible Directors shall be 50,000 shares, which shall be the maximum number of restricted shares to be allotted in each fiscal year.

However, if, after the date of the resolution on the Proposal, a stock split (including a gratis allotment) or a reverse stock split of the Company’s common shares, or any similar event occurs that requires adjustment of the total number of restricted shares to be allotted, the total number of restricted shares may be reasonably adjusted.

(3) Details of restricted share allotment agreement

Upon the allotment of the restricted shares, the restricted share allotment agreement to be entered into between the Company and the Eligible Directors to whom the restricted shares are allotted pursuant to the resolution of the Board of Directors of the Company shall include the following

details.

i) Details of transfer restrictions

Eligible Directors who have received allotment of the restricted shares shall be prohibited, with respect to the shares allotted thereto (the “Allotted Shares”), from transferring to a third party, creating a pledge, creating mortgage by transfer, making an inter vivo gift, making bequest or acting in any other way to dispose them (the “Transfer Restrictions”), for the period from the date of delivery of the restricted shares to the date of resignation from their position as directors or executive officers of the Company (the “Restricted Period”).

ii) Acquisition of restricted shares without consideration

In the event that an Eligible Director who has received an allotment of restricted shares resigns or retires from any of the positions of directors or executive officers of the Company on or after the commencement date of the Restricted Period and before the day preceding the date of the first Ordinary General Meeting of Shareholders of the Company to be held, unless the Board of Directors of the Company has a reason to justify otherwise, the Company shall naturally acquire the Allotted Shares without consideration.

In addition, if any of the Allotted Shares have not been released from the Transfer Restrictions in accordance with the provisions of iii) below as of the expiration of the Restricted Period, the Company shall naturally acquire such Allotted Shares without consideration.

iii) Removal of Transfer Restrictions

The Company shall remove the Transfer Restrictions for all of the Allotted Shares at the expiration of the Restricted Period, provided that the Eligible Directors to whom the restricted shares are allotted have continuously held the position of either director or executive officer of the Company from the commencement date of the Restricted Period until the first Ordinary General Meeting of Shareholders of the Company to be held on and after the Restricted Period. However, in the event that such Eligible Director, for reasons deemed justifiable by the Board of Directors of the Company, resigns or retires from any of the positions of director or executive officer of the Company by the day before the date of the first Ordinary General Meeting of Shareholders of the Company to be held after the commencement date of the Restricted Period, the Company shall reasonably adjust, as necessary, the number of the Allotted Shares for which the Transfer Restrictions are to be removed and the timing of such removal.

iv) Handling in event of organizational restructuring, etc.

In the case where a merger agreement under which the Company will be an absorbed company, or a share exchange agreement or a share transfer plan under which the Company will become a wholly owned subsidiary of another company, or any other matter related to reorganization, etc. is approved at the General Meeting of Shareholders of the Company (or at the Board of Directors of the Company when such reorganization, etc. does not require an approval of the General Meeting of Shareholders) during the Restricted Period (limited to the cases that the effective date of such reorganization, etc. falls prior to the expiration of the Restricted Period) (the “Occasion where Reorganization, etc. is Approved”), and where such reorganizations, etc. result in resignation of an Eligible Director who has received allotment of the restricted shares from his/her position as a director or executive officer of the Company, then the Company shall, based on a resolution of the Board of Directors of the Company, remove the Transfer Restrictions on the relevant number of the Allotted Shares which shall be specified reasonably by taking into the account the period from the beginning of the Restricted Period to the approval date of such reorganization, etc.

Further, at the Occasion where Reorganization, etc. is Approved, and if there are any Allotted

Shares with Transfer Restrictions unremoved as at the business day immediately prior to the effective date of relevant reorganization, etc., the Company shall automatically acquire all of such Allotted Shares on the same day with no compensation.

(Reference)

The Company plans to allot the same restricted shares as described above to the executive officers of the Company after the conclusion of the General Meeting.