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August 8, 2025

To whom it may concern:

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FUJI OIL CO., LTD. Announces Terms for Disposition of Treasury Stock Under Stock Compensation Plan

FUJI OIL CO., LTD. hereby announces that its Board of Directors, at a meeting held today, determined the terms by which the company will dispose of shares as part of its stock compensation plan.

1. Terms of disposition

(1) Date of disposition	August 26, 2025
(2) Number, class of shares for disposition	148,000 the company's common shares
(3) Disposition price per share	JPY 2,844.5 per share
(4) Total disposal proceeds	JPY 420,986,000
(5) Allottee	Sumitomo Mitsui Trust Bank, Limited (Trust account) Retrustee: Custody Bank of Japan, Ltd. (Trust account)
(6) Other information	The extraordinary report is submitted in accordance with the Financial Instruments and Exchange Act.

2. Purpose of, reasons for disposition

The board decided to adopt a stock compensation plan (hereinafter referred to as “the Plan”) for eligible directors (outside directors are not eligible) at a meeting held on May 19, 2020. The Plan received shareholder approval at the 92nd Ordinary General Meeting of Shareholders held on June 18, 2020. The purpose of the Plan is to motivate eligible directors to help the Company achieve medium- to long-term growth and maximize shareholder value. To achieve this purpose, the Plan links compensation more

clearly for eligible directors with the company's performance and share price, so that the directors identify with the interests of shareholders regarding the benefits and risks associated with the company's stock trends.

Furthermore, at the 94th Ordinary General Meeting of Shareholders held on June 21, 2022, a resolution was passed to change the scope of this Plan to our directors (excluding directors who are members of the Audit and Supervisory Committee and outside directors) in conjunction with the transition to a company with an Audit and Supervisory Committee. We have continued this system to the present day.

At the Board of Directors meeting held on May 20, 2022, the Company resolved to add executive officers (excluding those who also serve as directors of the Company; hereinafter, directors and executive officers are collectively referred to as "Directors, etc.") to the scope of the Plan.

For more information on the Plan, see Notice Regarding Plan to Adopt Performance-Linked Compensation for Directors (released on May 19, 2020); see also the summary of the trust agreement shown below.

Under the Plan, treasury stock will be disposed of and allotted to a designated trustee. The trustee is Sumitomo Mitsui Trust Bank, Limited (which will re-trust the property to Custody Bank of Japan, Ltd.).

The disposition will be conducted in compliance with share-issuance rules established by FUJI OIL CO., LTD. for the purposes of the Plan. The size of the disposition reflects the number of shares that FUJI OIL CO., LTD. expects to deliver to eligible Directors, etc. in view of the ranks and composition of the Directors, etc. across the trust period. This number represents 0.17% of the 87,569,383 shares outstanding as of March 31, 2025. The disposition will dilute stock at a rate of 0.17% of the 860,294 voting rights as of March 31, 2025 (both figures are rounded off to the third decimal places). Both the size of the disposition and its dilutive effect are reasonable and proportionate given the abovementioned purpose of the disposition (to motivate eligible Directors, etc. to help the Company achieve medium- to long-term growth and maximize shareholder value); moreover, any impact on secondary markets will be negligible.

Summary of trust agreement

Settlor	FUJI OIL CO., LTD.
Trustee	Sumitomo Mitsui Trust Bank, Limited Retrustee: Custody Bank of Japan, Ltd.
Beneficiaries	Eligible directors and officers
Caretaker	FUJI OIL CO., LTD. and an independent third party from the Company and its Directors, etc.
Exercise of voting rights	The trustee refrains from exercising voting rights in the entrusted shares for the duration of the trust period.
Type of trust	Third-party benefit trust, categorized as monetary trust with no cash payout.
Date of trust agreement	August 24, 2020
Date for entrusting cash	August 24, 2020
Trust end date	August 31, 2028
Purpose of trust	To deliver company shares to directors pursuant to the company's rules for issuing shares

3. Calculation of disposal price

The disposal price is set at ¥2,844.5 per share, which is the closing price of the Tokyo Stock Exchange on August 7, 2025 (one business day before the Board of Directors meeting determined the disposition terms). This closing price was chosen to ensure that the disposition price would be impartial and commensurate with recent price trends was deemed to be highly objective and reasonable as a basis for calculation as is representing the market value immediately prior to the date of the Board of Directors meeting.

Furthermore, the closing price is reasonably consistent with recent average prices: It diverges only 0.87% from the average closing price of 2,820 yen (rounded down to the nearest yen) for the last 1-month period (July 8 to August 7, 2025), only -1.47% from the average closing price of 2,887 yen (rounded down to the nearest yen) for the last 3-month period (May 8 to August 7, 2025), and only -1.74% from the average closing price of 2,895 yen (rounded down to the nearest yen) for the last 6-month period (February 10 to August 7, 2025). (All divergence figures are round down to less than yen)

Thus, the above disposition price is reasonable, giving no undue advantage. Such a view was expressed by the Audit Committee (composed of three members, two of whom are outside directors).

4. Ethical Requirements

Under Rule 432 of the Tokyo Stock Exchange's Code of Corporate Conduct, an issuer wishing to conduct a large third-party allotment may be required to seek independent advice and obtain shareholder approval. However, these requirements do not apply to the present case because (1) the dilutive effect of the disposition will be less than 25%, and (2) the disposition entails no change of control.

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