



February 13, 2024

FOR IMMEDIATE RELEASE

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(Securities Code: 7128; TSE Prime Market)  
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### Notice Regarding Disposal of Treasury Shares Through Third-Party Allotment Following Introduction of Employee Stock Ownership Plan Trust

MARUKA FURUSATO Corporation (the “Company”) hereby announces that it resolved at its meeting of the Board of Directors held on February 13, 2024 to conduct a disposal of treasury shares through third-party allotment following the introduction of Employee Stock Ownership Plan Trust (hereinafter the “Treasury Share Disposal”). The details are as follows.

#### 1. Outline of the disposal

|   |  |
|---|--|
| (1) Date of disposal                          | March 7, 2024  |
| (2) Class and number of shares to be disposed | 160,000 shares of common stock   |
| (3) Disposal value                            | 2,430 yen per share  |
| (4) Total disposal value                      | 388,800,000 yen  |
| (5) Planned allottee                          | The Master Trust Bank of Japan, Ltd.<br>(Employee Stock Ownership Plan (ESOP) Trust Account)   |
| (6) Other matters                             | The Treasury Share Disposal is conditional on the notification filed in accordance with the Financial Instruments and Exchange Act becoming effective. |

#### 2. Purpose and reasons for the disposal

As part of our “human capital investment” aimed at sustainable improvement of the Group’s corporate



value, the Company resolved at its meeting of the Board of Directors held today to introduce an Employee Stock Ownership Plan Trust (hereinafter the “ESOP Trust”) for employees of the Company’s major subsidiaries (hereinafter “Eligible Subsidiaries”) in order to provide the employees with an incentive for improving corporate value and foster their sense of participation in management.

For an overview of the ESOP Trust, please refer to the “Notice Regarding Introduction of Employee Stock Ownership Plan (ESOP) Trust” announced today.

The Treasury Share Disposal is a disposal of treasury shares through third-party allotment to The Master Trust Bank of Japan, Ltd. (Employee Stock Ownership Plan (ESOP) Trust Account), which is a co-trustee of the ESOP Trust agreement (hereinafter the “Trust Agreement”) that the Company concluded with Mitsubishi UFJ Trust and Banking Corporation in conjunction with the introduction of the ESOP Trust.

The number of shares to be disposed is the number of shares expected to be delivered to employees during the trust period based on the Share Delivery Rules, and the size of the dilution of shares will be 0.64% (rounded to the nearest hundredth of a percent; 0.66% of 244,096 units of total voting rights as of December 31, 2023) of the total number of issued shares of 25,174,214 shares.

Since the Company’s shares allotted through the Treasury Share Disposal will be delivered to employees in accordance with the Share Delivery Rules and the Company does not expect that the shares from the Treasury Share Disposal will be released to the stock market all at once, the Company believes that the impact on the market will be immaterial and judges the number of treasury shares to be disposed and the size of the dilution of shares to be reasonable.

#### Outline of the Trust Agreement

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|--------------------------------|---|
| (1) Type of trust:             | Designated non-collectively managed trust of money other than money trust (third-party-benefit trust) |
| (2) Purpose of trust:          | Provision of incentive to the employees   |
| (3) Settlor                    | The Company   |
| (4) Trustee:                   | Mitsubishi UFJ Trust and Banking Corporation<br>(Co-trustee: The Master Trust Bank of Japan, Ltd.)    |
| (5) Beneficiary:               | The employees who satisfy the beneficiary requirements  |
| (6) Trust administrator:       | A third party that has no interest in the Company (certified public accountant)                       |
| (7) Date of Trust Agreement:   | March 1, 2024 (planned)   |
| (8) Trust period:              | March 1, 2024 to August 31, 2027 (planned)  |
| (9) Exercise of voting rights: | The voting rights will be exercised in accordance with the instruction of the trust administrator.    |

### 3. Basis for calculating the disposal value and other specific details

In order to prevent any arbitrariness in the price for the disposal value, taking into account recent trends in the share price, the disposal value has been set to 2,430 yen, which was the closing price for the Company's shares on the Tokyo Stock Exchange, Inc. (hereinafter the "Tokyo Stock Exchange") on the business day (February 9, 2024) before the date of the resolution by the Board of Directors regarding the Treasury Share Disposal. The Company believes that this disposal value is highly objective and reasonable as a basis for the calculation and is not particularly advantageous as it is the market price on the day immediately preceding the date of the resolution by the Board of Directors.

All Audit & Supervisory Board Members of the Company (three Audit & Supervisory Board Members, including two Outside Audit & Supervisory Board Members) expressed an opinion that the basis for calculation of the above disposal value was reasonable, that the disposal value did not fall under an amount that is particularly advantageous, and that the method was appropriate.

#### 4. Procedure required by the corporate code of conduct

This matter does not require the procurement of an opinion from an independent third party or require procedures for confirming the intent of shareholders, which are provided for under Rule 432 of the Securities Listing Regulations of the Tokyo Stock Exchange, because the share dilution ratio is less than 25% and the matter does not involve a change in controlling shareholder.