



May 21, 2025

Company name:	AEON Fantasy Co., Ltd.
Name of representative:	Tokuya Fujiwara, President and Representative Director (Securities code: 4343; Tokyo Stock Exchange (Prime Market))
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## **Notice Regarding the Granting of Stock Acquisition Rights as Stock Compensation-Type Stock Options**

AEON Fantasy Co., Ltd. (the “Company”) hereby announces that at a meeting held on May 21, 2025, the Board of Directors resolved to grant stock acquisition rights as stock compensation-type stock options to the Company’s directors as compensation payable to directors, in accordance with Article 361 of the Companies Act, and to grant them pursuant to Article 236, Article 238 and Article 240 of the Companies Act, as follows.

The Company intends to continue granting stock acquisition rights as stock compensation-type stock options to directors in the future, in compliance with applicable laws and regulations.

### **1. Reason for Granting Stock Acquisition Rights**

This Plan aims to further strengthen the linkage between directors’ compensation and the Company’s business performance and stock value, so that directors share with shareholders not only the benefits of rising stock prices but also the risks of declining stock prices. This incentive is designed to enhance their motivation and morale to continuously improve business performance and increase corporate value in the medium- to long-term. The Company will grant stock acquisition rights at fair value, with the amount to be paid upon exercise being 1 yen per share, as described below.

### **2. Outline of Issuance of Stock Acquisition Rights**

#### **(1) Name of stock acquisition rights**

AEON Fantasy Co., Ltd. 19th Series of Stock Acquisition Rights (stock compensation-type stock options)

#### **(2) Total number of stock acquisition rights**

Stock acquisition rights to be issued shall not exceed 116.

#### **(3) Class and number of shares to be issued upon exercise of stock acquisition rights**

The number of shares to be issued upon exercise of each stock acquisition right (“Number of Granted Shares”) shall be 100. If all stock acquisition rights are exercised, the total number of

common shares to be issued by the Company shall not exceed 11,600. If the Company conducts a share split or share consolidation, the number of shares to be issued will be adjusted using the following formula. However, such adjustments shall be made only to the number of shares to be issued upon exercise of stock acquisition rights that remain unexercised at the time of the adjustment, and any fractional shares of less than one share resulting from the adjustment shall be rounded down.

Number of shares after adjustment = Number of shares before adjustment × ratio of share split  
(or consolidation)

In cases where the Company carries out an absorption-type or incorporation-type merger with another company in which the stock acquisition rights are succeeded, or an incorporation-type or absorption-type split, or in the event of any other similar circumstances requiring adjustments, the Company shall adjust the number of shares as deemed necessary.

(4) Issue price of stock acquisition rights

The stock acquisition rights will be issued at fair value for accounting purposes as of the date of allotment.

(5) Payment amount for stock acquisition rights

No monetary payment is required in exchange for the stock acquisition rights as they are issued as director's compensation at fair value for accounting purposes on the allotment date.

(5) Cash payment in exchange for issuance of stock acquisition rights

No monetary payment is required in exchange for the stock acquisition rights as they are issued as director's compensation at fair value for accounting purposes on the allotment date. Furthermore, this does not constitute favorable issuance.

(6) Value of assets to be contributed upon exercise of the stock acquisition rights

The amount payable upon the exercise of stock acquisition rights shall be the amount payable per share to be issued or transferred upon exercise ("Exercise Price") multiplied by the Number of Granted Shares. The Exercise Price shall be 1 yen.

If the Company conducts a stock split or share consolidation of the Company's shares, the payment amount per share shall be adjusted according to the following formula, and any fraction of less than one yen per stock acquisition right resulting from this adjustment shall be rounded up to the nearest one yen.

Payment amount after adjustment = payment amount before adjustment × (1 ÷ ratio of split  
(or consolidation))

(7) Exercise period of stock acquisition rights

July 21, 2026, to July 20, 2041.

(8) Other conditions for exercising stock acquisition rights

(i) A person to whom stock acquisition rights are allotted ("Stock Acquisition Rights Holder") must hold the position of director or audit and supervisory board member at the time of exercising the rights. However, even if a Stock Acquisition Rights Holder retires from their position as a director or audit and supervisory board member, they may still exercise their rights within five (5) years from the date of their retirement.

(ii) Stock acquisition rights must be exercised in full at once and may not be exercised in partial installments.

(9) Reasons for the lapse and acquisition of stock acquisition rights

(i) Stock acquisition rights shall lapse if the exercise period elapses without the Stock Acquisition Rights Holder exercising their stock acquisition rights, or if five years have passed since their retirement as a director or an audit and supervisory board member, even if within the exercise period.

- (ii) If the Board of Directors resolves to acquire the stock acquisition rights upon determining that the Stock Acquisition Rights Holder falls under any of the following, the Company may acquire such stock acquisition rights without compensation:
- (a) When a Stock Acquisition Rights Holder commits a serious violation of any laws, regulations or internal rules
  - (b) When a Stock Acquisition Rights Holder is sentenced to imprisonment or a more severe punishment
  - (c) When a Stock Acquisition Rights Holder assumes, or agrees to assume, the position of a director or employee of a competing company without prior approval of the Company
  - (d) When the Rights Successor defined in (11) below dies
  - (e) When a Stock Acquisition Rights Holder submits an offer to waive all of their stock acquisition rights
- (iii) If the Board of Directors resolves to acquire all or part of the stock acquisition rights, the Company may acquire such rights without compensation, provided that the acquisition is authorized by a resolution of the Board of Directors.
- (10) Prohibition of transfer of stock acquisition rights  
The Stock Acquisition Rights Holders and their Rights Successors defined in (11) may not transfer their stock acquisition rights or pledge them as collateral.
- (11) Inheritance of stock acquisition rights  
If a Stock Acquisition Rights Holder dies, only one of their legal heirs (“Rights Successor”) may inherit the rights of the Stock Acquisition Rights Holder. If the Rights Successor dies, their heirs may not inherit the stock acquisition rights.
- (12) Issuance of certificates for stock acquisition rights  
Stock Acquisition Rights Holders and their Rights Successors shall not request the issuance of stock acquisition rights certificates.
- (13) Increase in capital and capital reserve upon the issuance of new common shares due to the exercise of stock acquisition rights  
In the event of the issuance of new common shares due to the exercise of stock acquisition rights, the increase in capital stock shall be half of the sum of the book value and the Exercise Price per share (fractions less than one yen will be rounded up), and the increase in capital reserve shall be the total amount minus the increase in capital stock.
- (14) Eligible persons for stock acquisition rights and number of such persons  
Stock acquisition rights shall be allotted to the four full-time directors of the Company appointed (or reappointed) at the General Meeting of Shareholders to be held on May 21, 2025.
- (15) Allotment date of stock acquisition rights  
June 21, 2026

END

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