



March 17, 2026

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## **Notice Regarding a Revision of a Stock-based Incentive System for Directors of Ricoh**

Ricoh Company, Ltd. (“the Company”) today announced that it has been decided at a meeting of the Board of Directors held today, March 17, 2026, to revise the existing Stock-based Incentive System (“the System”) for the Company’s Directors. The following contents are subject to change depending on future considerations.

The revision of the System is to be proposed at the 126th Ordinary General Meeting of Shareholders (“the General Meeting” and the proposal “the Agenda Item”) scheduled to be held in late June 2026.

### **1. Revision policy for this System**

Subject to the approval of the Agenda Item at the General Meeting, the content of this System will be partially revised.

Please note that, as an advisory body to the Board of Directors, the Company has established the Compensation Committee composed primarily of Outside Directors. This committee deliberates on revisions to this System, thereby ensuring transparency and objectivity in both the decision-making process and the outcomes related to the compensation system.

The main revisions are as follows.

- (1) For Directors (excluding Outside Directors), the Company will (i) partially revise the performance evaluation indicators used in the performance-linked stock compensation plan (Performance Share Unit (“PSU”)), and (ii) introduce a new stock compensation plan that is not linked to performance (Restricted Stock Unit (“RSU”)). Through these measures, the Company will further strengthen the linkage between management responsibility for enhancing shareholder and corporate value, and achieving the Sustainable Development Goals, and stock-based compensation, while also reinforcing oversight functions.
- (2) For Outside Directors, the Company will newly introduce RSU to further align their interests with those of shareholders and to enhance their awareness of contributing to medium- to long-term performance improvement and increases in shareholder and corporate value.

The revised System will also incorporate a provision that allows the Company to restrict the payment of stock-based compensation to Directors who, during their term of office, engage in materially inappropriate conduct that causes damage to the Company, subject to necessary procedures such as a resolution by the Board of Directors.

## 2. Stock-based Incentive System for Directors (excluding Outside Directors) of the Company

### (1) Overview of the System

Item	Before the revision	After the revision
Persons eligible for this System	Directors (excluding Outside Directors)	Same as left
The maximum total amount the Company contributes	Two hundred million yen for acquiring the Company's shares corresponding to the number of points to be granted for one Performance Evaluation Period * <sup>1</sup>	Two hundred fifty million yen for acquiring the Company's shares corresponding to the number of points to be granted for one Target Period* <sup>2</sup>
The maximum total number of points to be granted to Directors	200,000 points* <sup>3</sup> for one Performance Evaluation Period	250,000 points* <sup>3</sup> for one Target Period
Evaluation metrics for PSU	The relative assessment of the Company's Total Shareholder Return (TSR) growth rate versus the Tokyo Stock Price Index (TOPIX) (including dividends) growth rate during the Performance Evaluation Period and the Company's relative ranking against the TSR growth rates of the peer group, as well as the degree of achievement of ESG targets.	For the Target Period beginning on April 1, 2026, the relative assessment of the Company's TSR growth rate versus the TOPIX (including dividends) growth rate and the degree of achievement of ESG targets.
Criteria for granting points	Points are awarded based on the above evaluation metrics using the stock compensation base amount for each job grade and base stock price.	PSU: Determined based on Strategic Importance* <sup>4</sup> and the evaluation metric RSU: Determined based on job responsibilities
Time of delivery of shares	In principle, after the end of each Performance Evaluation Period (three years later from the beginning of Performance Evaluation Period)	In principle, during tenure (after the completion of the Target Periods)

\*<sup>1</sup> Three consecutive fiscal years beginning on April 1 of each year

\*<sup>2</sup> Three consecutive fiscal years beginning on April 1 of each year. As it includes stock compensation that is not linked to performance, the "Performance Evaluation" indicator has been

removed.

\*<sup>3</sup> One point is equal to one share of the Company's share. However, if an event occurs for which it is reasonable to adjust the number of shares to be delivered, such as a stock split or reverse stock split, the Company's shares will be adjusted accordingly.

\*<sup>4</sup> To be determined by the Board of Directors based on the importance to management strategy or business strategy, etc.

(2) Calculation method for Points

RSU	Determined based on job responsibilities
PSU	Before the revision: points determined by job grade × (Relative TSR (vs TOPIX) + Relative TSR (vs peer group) + ESG targets) After the revision: points based on Strategic Importance × Relative TSR (vs TOPIX) × ESG targets

3. The New Stock Compensation Plan for the Company's Outside Directors

Persons eligible for this System	Outside Directors
The maximum total amount the Company contributes	The amount obtained by multiplying fifty million yen by the number of Target Periods (three consecutive fiscal years beginning on April 1 of each year) for the extension
The maximum total number of points to be granted to Directors	50,000 points for one Target Period
Criteria for granting points	Determined based on job responsibilities
Time of delivery of shares	In principle, during tenure (after the completion of the Target Periods)

4. Image of the process from point grant to stock vesting

Start year	Event \ Calendar year	Year X	Year X+1	Year X+2	Year X+3	Year X+4	Year X+5
X	Right granted	☆					
	Target Period	■					
	Right allotment (granting points determined, stock vesting)				★		
X+1	Right granted		☆				
	Target Period		■				
	Right allotment (granting points determined, stock vesting)					★	
X+2	Right granted			☆			
	Target Period			■			
	Right allotment (granting points determined, stock vesting)						★

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