

**125<sup>th</sup> Ordinary General Meeting of Shareholders Agenda Item 2  
(Election of eight (8) Directors)  
Supplementary Explanation Regarding Candidate 1 (Yoshinori  
Yamashita) and Candidate 2 (Akira Oyama)**

Ricoh has confirmed that proxy advisory firm Institutional Shareholder Services Inc. (ISS) has recommended voting against reappointing Yoshinori Yamashita as Candidate 1 and Akira Oyama as Candidate 2 under Agenda Item 2 (Election of eight (8) Directors) at the 125<sup>th</sup> Ordinary General Meeting of Shareholders on June 24, 2025.

ISS based this recommendation on its view that Ricoh's return on equity (ROE) averaged less than 5% over the past five years and was below that figure in fiscal 2024, ended March 31, 2025. Ricoh understands that ISS's voting rights advisory criteria automatically triggered this recommendation.

**Regarding Yoshinori Yamashita, Candidate 1**

Since April 2023, Mr. Yamashita has served in an independent capacity, remaining uninvolved in daily business operations. His role is to enhance Ricoh's shareholder and corporate value by overseeing management from the perspectives of shareholders and other investors.

In fiscal 2024, he provided advice and recommendations on a range of initiatives through deliberation at the Board of Directors on matters such as the Corporate Value Improvement Project, supporting and overseeing their implementation. These initiatives included reskilling employees, shifting toward growth areas to accelerate Ricoh's transformation into a digital services company, and enhancing competitiveness, particularly in the Office Services business.

Mr. Yamashita drew on his extensive experience and unique perspective as a former CEO to oversee management, sharpening the focus on key performance indicators to drive corporate value. Efforts included reviewing progress on major initiatives under the 21st Mid-Term Management Strategy to ensure that they serve the interests of shareholders and other investors. He continues to leverage the experience and networks he built as a top executive to advise and support business growth and talent development as needed.

The Nomination Committee and Board discussed and determined Mr. Yamashita's fiscal 2025 role between December 2024 and February 2025, appointing him Chairperson without representative authority in April 2025. Ricoh believes that his deep understanding of its internal environment and management oversight capabilities are vital to propelling its 21st Mid-Term Management Strategy and corporate growth strategy and enhancing shareholder and corporate value.

**Regarding Akira Oyama, Candidate 2**

Mr. Oyama became president and chief executive officer in April 2023. He launched the Corporate Value Improvement Project upon taking office. He has transformed Ricoh's earnings structure in the drive to enhance capital efficiency and achieve a price-to-book ratio of more than 1x.

He has responded to requests from the capital markets to disclose and report on progress with this project during quarterly results briefings to improve execution by sharing more specifics of policy details and outcomes.

This fiscal year, the project generated around ¥20 billion in savings. Separately, he has

driven earnings growth in the Office Services business within RICOH Digital Services, with Ricoh shifting steadily toward becoming a digital services company.

Next fiscal year, Ricoh will strive to realize benefits from project measures taken in fiscal 2023 and fiscal 2024, considering and implementing key initiatives without waiting for the next mid-term management strategy to support its transition into a digital services company that can sustainably deliver robust earnings over the medium to long terms. We believe that Mr. Oyama's strong leadership remains essential to that transformation and to driving revenue structure reforms and enhancing capital efficiency through this project.

We respectfully ask shareholders to review the following information and exercise their voting rights accordingly.

### 1. Grounds for the ISS Recommendation

ISS holds Messrs. Yamashita and Oyama responsible as senior executives for Ricoh failing to meet the proxy firm's guidelines mandating a five-year average ROE of at least 5%.

Ricoh's ROE over the past five fiscal years

FY2020	FY2021	FY2022	FY2023	FY2024	Five-year average
-3.6%	3.3%	5.9%	4.5%	4.4%	2.9%

### 2. Ricoh's Stance

Mr. Oyama launched the Corporate Value Improvement Project after becoming president in April 2023. He has prioritized transforming the profit structure to improve capital efficiency and achieve a price-to-book ratio exceeding 1x. He is strategically allocating management resources to the workplace domain, where Ricoh can leverage its customer base and customer touchpoints, which are key strengths.

In fiscal 2025, despite an uncertain business environment influenced by the new U.S. administration's tariff policies, the company expects to realize the benefits of the Corporate Value Improvement Project, expand digital services centered on Office Services, and boost profit attributable to owners of the parent by 22.5%, to ¥56 billion, for a return on equity of 5.4%.

We believe that under his leadership the Company will continue pursuing its business strategy to become a digital services company and improve corporate value over the medium to long terms, thereby fulfilling shareholder trust.

Ricoh believes that Mr. Oyama merits reappointment because:

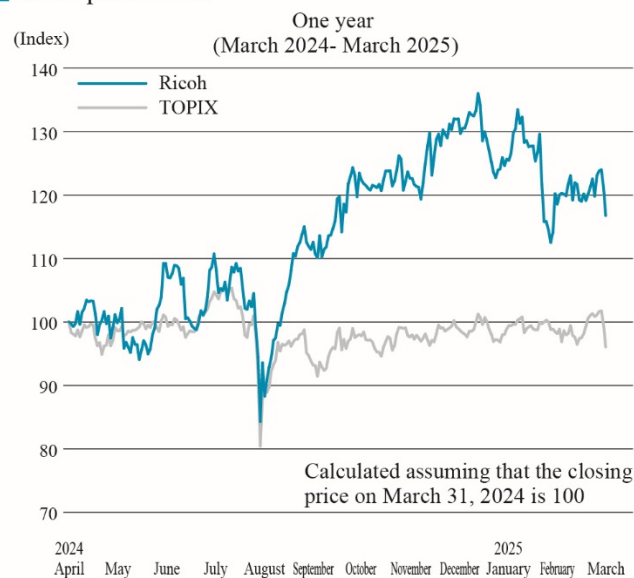
- (1) Shareholder value has improved since Mr. Oyama took the helm
- (2) Ricoh clearly articulated and deployed its medium- to long-term growth strategy
- (3) Ricoh launched the Corporate Value Improvement Project, and is reforming its profit structure to achieve its medium- to long-term goals
- (4) Ricoh aims to maximize corporate value under a growth-driven capital policy
- (5) Ricoh actively engages in dialogue with shareholders

We would like to elaborate on these five points.

### (1) Shareholder value has improved since Mr. Oyama took the helm

After Ricoh announced its fiscal 2023 results on May 7, 2024, its share price temporarily declined because the outlook for operating profit in fiscal 2024 fell short of market expectations. The price began to recover as the market better understood management's efforts to improve corporate value. In early August 2024, the share prices of Ricoh and other export-driven and high-tech players experienced significant declines in the markets. Key downside factors included the Bank of Japan's decision at the end of July to raise its policy interest, signs of further rate hikes, concerns about a U.S. economic slowdown, and the yen's plunge against the dollar. The share price thereafter rose faster than the overall market from late August through the end of the year on progress with the Corporate Value Improvement Project and anticipated cost structure reforms. In 2025, the share price trended downward slightly amid concerns about the new U.S. government's economic and tariff policies, but has generally outperformed TOPIX thus far this year.

#### ■ Stock price trend



## (2) Ricoh clearly articulated and deployed its medium- to long-term growth strategy

March 2023 saw Ricoh announce the 21st Mid-Term Management Strategy, initiating it the following month. To realize its Mission and Vision of delivering Fulfillment through Work, the Company embarked on a medium- to long-term drive to become a digital services company that supports worker creativity and offers services that transform workplaces.

Ricoh has prioritized automating business processes to free workers from routine tasks, providing workplace experiences that boost creativity, and delivering IT services that build robust workplace foundations. It is by focusing on these priorities that we aim to become a global workplace services provider that collaborates with customers to constantly create and deliver value. In doing so, we will tap our global customer base, a sales and service structure that identifies and addresses customer challenges, and our distinctive intellectual property, which gives our products and services a competitive edge and generates licensing revenue.

### Global workplace services provider to deliver consistent services worldwide

Focuses	Process Automation	Workplace Experience	IT Services
	Enable our customers to reduce repetitive tasks and boost productivity by optimizing business processes, while unleashing their creativity through AI and data to create new value	Empower customers' creativity by providing optimal environments for seamless communication and high-quality collaboration, enabled by our digital technology	Develop the foundational environment for workplaces (communications infrastructure, security, and data management)
Strengths	Customer Base	Customer Touchpoints	Intellectual Property
	Global customer base of 1.4 million companies, cultivated through Office Printing business	Sales and support networks with depth understanding of workplaces and ability to identify customers' challenges and propose solutions	Ricoh's high-value-added products which utilize core strengths such as optical and sensing technology, and newly acquired software

### Basic Policies of the 21st Mid-Term Management Strategy

Ricoh is pursuing three basic policies to achieve its medium- and long-term goals. These are to reinforce its regional strategies and evolve Group management, establish key revenue sources in frontlines and social domains, and leverage global talent.

#### Basic Policy 1: Reinforce regional strategies and evolve Group management

We will expand revenue streams beyond Office Printing and build a highly profitable structure. It is accordingly important to enhance value creation at customer touchpoints, leverage Group synergies, and better adapt to changing business conditions.

We will transform our revenue structure through three priority value provision areas. These are Process Automation, Workplace Experience, and IT Services. We are executing a strategy to amass recurring contracts and revenues in these service areas by concentrating resources while factoring in regional characteristics.

#### Basic Policy 2: Establish key revenue sources in frontlines and social domains

Our basic 21st Mid-Term Management Plan policy is to expand digital services and deliver value to a broader customer spectrum by building revenue sources in frontlines and social domains. We enjoyed particular success in the Commercial Printing business, where RICOH Graphic Communications' revenues and earnings rose in fiscal 2024.

We will keep striving to build revenue sources in these domains. At the same time, we will use business portfolio management to develop appropriate exit strategies for certain businesses and identify key focus areas.

**Basic Policy 3: Leverage global talent**

It is vital for employees to help transform our business structure and expand our value proposition globally. We regard employee capabilities as a form of capital. We accordingly formulated a strategy to invest extensively in people.

**(3) Ricoh launched the Corporate Value Improvement Project, and is reforming its profit structure to achieve its medium- to long-term goals**

We have worked on this initiative since April 2023 to realize our vision. We have explored crucial issues from multiple angles to enhance our enterprise value. These efforts have included engaging with shareholders, investors, and analysts, and considering capital market perspectives. Our low price-to-book ratio stems largely from our modest profitability. In transitioning to a digital services company, we are overhauling our earnings structure to better align with our business model.

We are reforming our profit structure in four respects. These are transformation of headquarters, acceleration of business selection and concentration, transformation of the Office Printing business structure, and acceleration of the Office Services business' profit growth.

- (i) Transformation of Headquarters:** We will focus R&D investments in workplace areas that align closely with our vision to become a digital services company. We will shift the Group management structure to a digital services-oriented organization that lifts customer touchpoint value.
- (ii) Acceleration of business selection and concentration:** We will further accelerate ongoing business portfolio management initiatives to transition to a digital services company and optimally allocate resources. We will strategically allocate resources to workplaces as a priority domain for employing our strengths. We will consider exit strategies for certain operations as part of business portfolio management.
- (iii) Transformation of the Office Printing business structure:** Because we expect the office printing market to shrink, we will bolster our structure to ensure profitability despite declining sales. We have undertaken initiatives to streamline development and production and optimize supply chain management, including the establishment of a joint venture with Toshiba Tec and OKI's participation in the joint venture, which we announced earlier.
- (iv) Acceleration of the Office Services business' profit growth:** For this digital services core, we will strive to constantly improve profitability while remaining aware of the mechanism for profit growth through higher Office Services installations and recurring revenue growth rates among customers. We will maximize our value proposition by leveraging inside sales and other means in reviewing sales, service, and support and aligning them with a customer-centric digital services company structure.

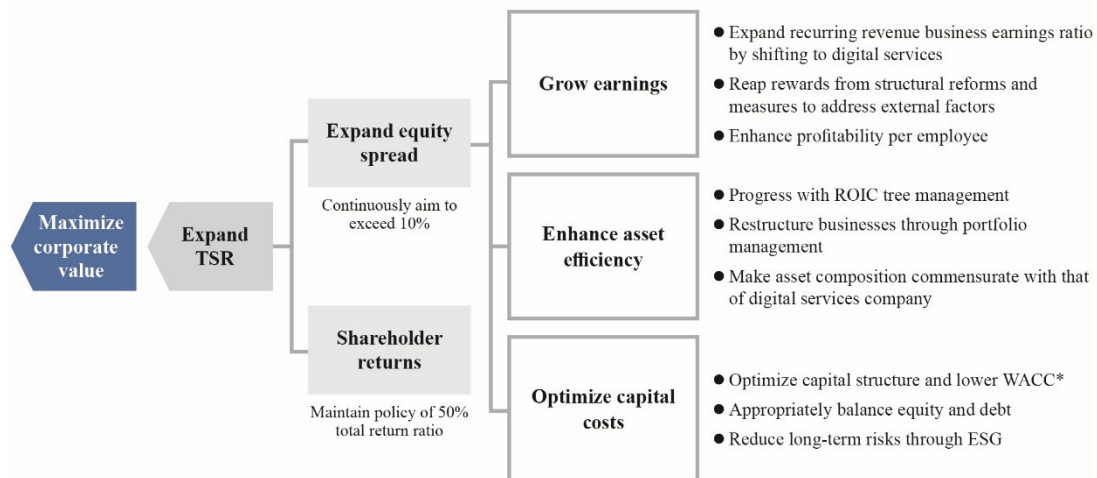
We will continually enhance corporate value by adopting growth strategies from medium-through long-term perspectives while upholding earnings improvements to ensure consistent profit growth as a digital services company.

**(4) Ricoh aims to maximize corporate value under a growth-driven capital policy**

We aim to maximize shareholder value and corporate value while satisfying stakeholder expectations. We seek to generate returns on capital that exceed capital costs, drawing on experts to assess these costs from multiple approaches and perspectives.

## Maximizing corporate value

### Steadily expand total shareholder returns to maximize corporate value

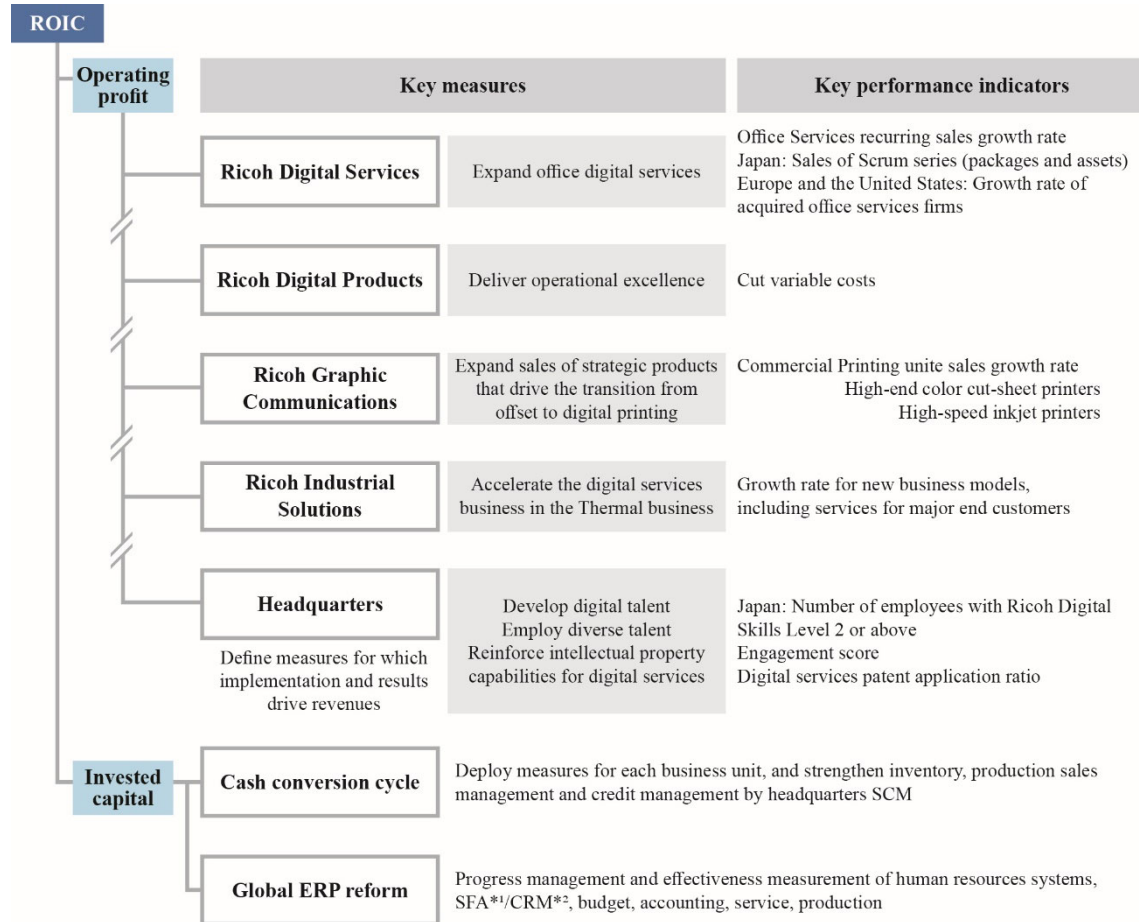


To maximize corporate value, we rigorously evaluate each business unit using such criteria as return on invested capital (ROIC), marketability, and other factors under strict business portfolio management. This approach rationalizes judgments and optimizes resource allocations. Our business portfolio management approach enhances traditional measures of profitability and marketability by assessing business unit alignment with digital services. By analyzing from these three perspectives, we objectively evaluate those units and classify them into growth acceleration, earnings maximization, strategic transformation, or business revitalization categories. This helps to strengthen the operational foundation that a successful digital services company needs.

Each business unit and department deploys measures using ROIC trees to pursue profitability exceeding capital costs and boost capital profitability that can continuously achieve the medium- to long-term ROE above 10%. We incorporate these key measures in a companywide tree. For Group headquarters measures that are hard to quantify financially, we prepare and regularly monitor a narrative as a Ricoh-style ROIC tree to manage financial targets and measures, as well as key goal and performance indicators.

## Overview of Ricoh-Style ROIC Tree

We manage key performance indicators from individual organizational and companywide perspectives by setting benchmarks that consider the statement of profit or loss and statement of financial position.



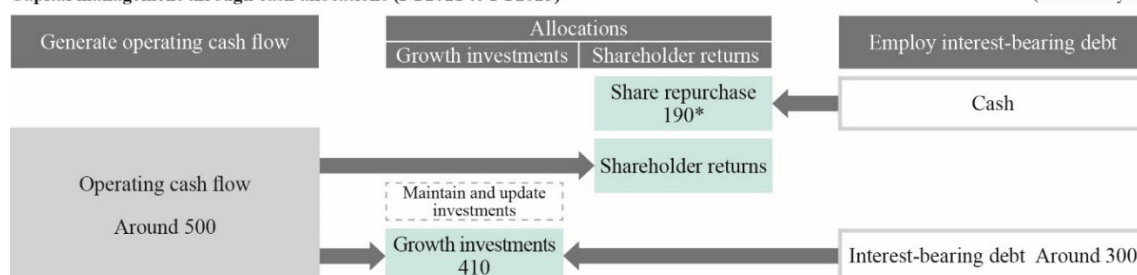
To evolve into a digital services company, we will adopt an appropriate capital structure based on risk assessments and borrow to fund investments, carefully balancing debt and equity in our operations. We will use debt in the Office Printing business and other mature businesses generating stable earnings while primarily allocating equity capital to growth businesses that pose relatively high risks.

In fiscal 2025, we assume ongoing uncertainties in the business environment, and will accordingly secure growth capital under a capital structure that takes credit ratings and fundraising risks into account. Thereafter, we will flexibly adjust the optimal capital structure, taking into account business structure changes associated with new growth strategies in line with business stabilization in growth investment areas.

We will systematically use operating cash flows from business investments to fund further growth and shareholder returns. To invest in growth to drive our transformation into a digital services company, we are progressing steadily with business growth efforts, including acquisitions in the Workplace Experience and Application Services domains in Europe and the U. S.. Also, we will continue investing in growth to maximize corporate value while maintaining financial discipline. We will fund investments primarily with operating cash flow while additionally using interest-bearing debt.

Capital management through cash allocations (FY2021 to FY2025)

(Billions of yen)



\*Those announced by the end of the fiscal year under review

Growth investment framework and progress

(Billions of yen)

	20th Mid-Term Management Plan 2 years from FY2021–FY2022 Actuals	21st Mid-Term Management Strategy FY2023–FY2025 Forecast	FY2021–FY2025 five-year forecast
Business growth acquisitions	125.0	137.0	262.0
Robust management infrastructure	40.0	53.0	93.0
Investments to create new business domains	25.0	30.0	55.0
Total	190.0	220.0	410.0

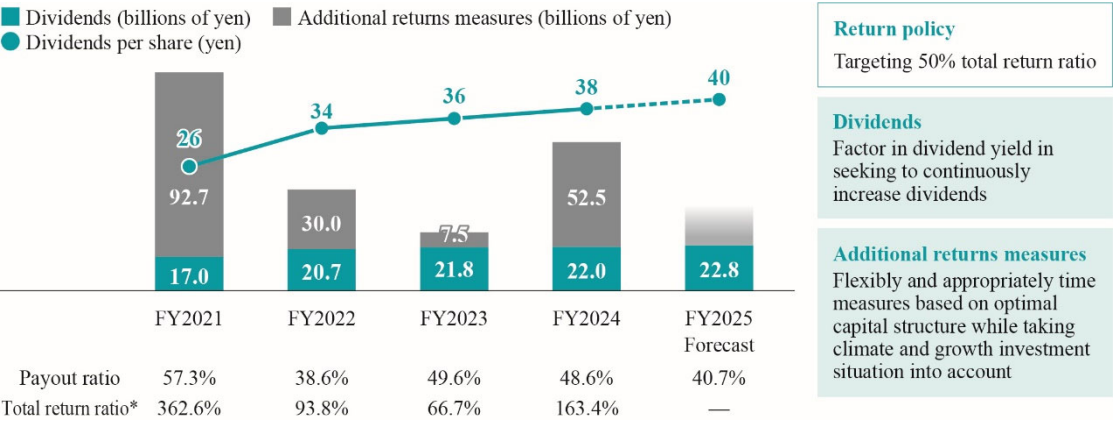


We are maintaining our shareholder returns policy target of a 50% total return ratio. We accordingly aim to increase cash dividends in line with annual earnings growth while offering attractive dividend yields. We will undertake share repurchases and other additional return measures in a flexible and timely manner to boost total shareholder returns. Such actions will factor in the operating climate and progress with growth investments and our commitment to an optimal capital structure.

In line with this policy, we decided to repurchase ¥30 billion in shares from February 7 through August 30, 2024. Repurchases totaled ¥7.5 billion in fiscal 2024 and ¥22.5 billion in fiscal 2024. We retired these shares on September 30, 2024.

On December 3, 2024, we repurchased an additional ¥30 billion in shares, and retired them on January 31, 2025.

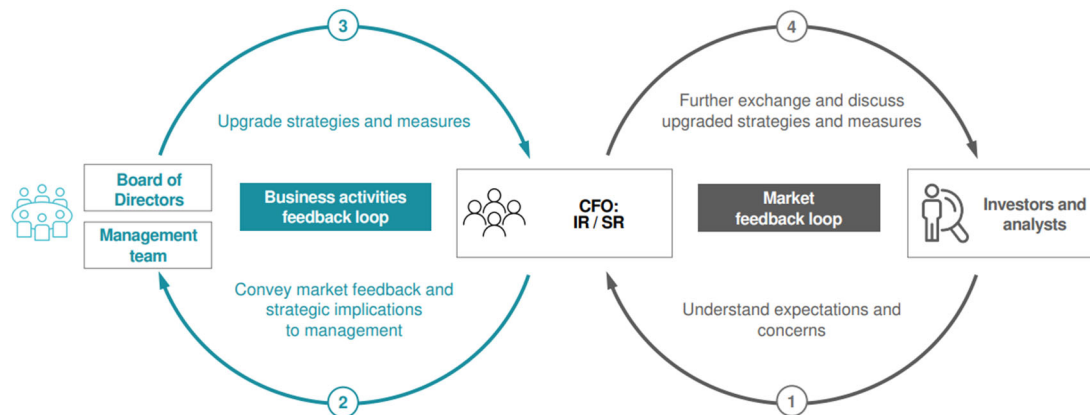
We plan to increase dividends per share by ¥2.00, to ¥40.00, in fiscal 2025.



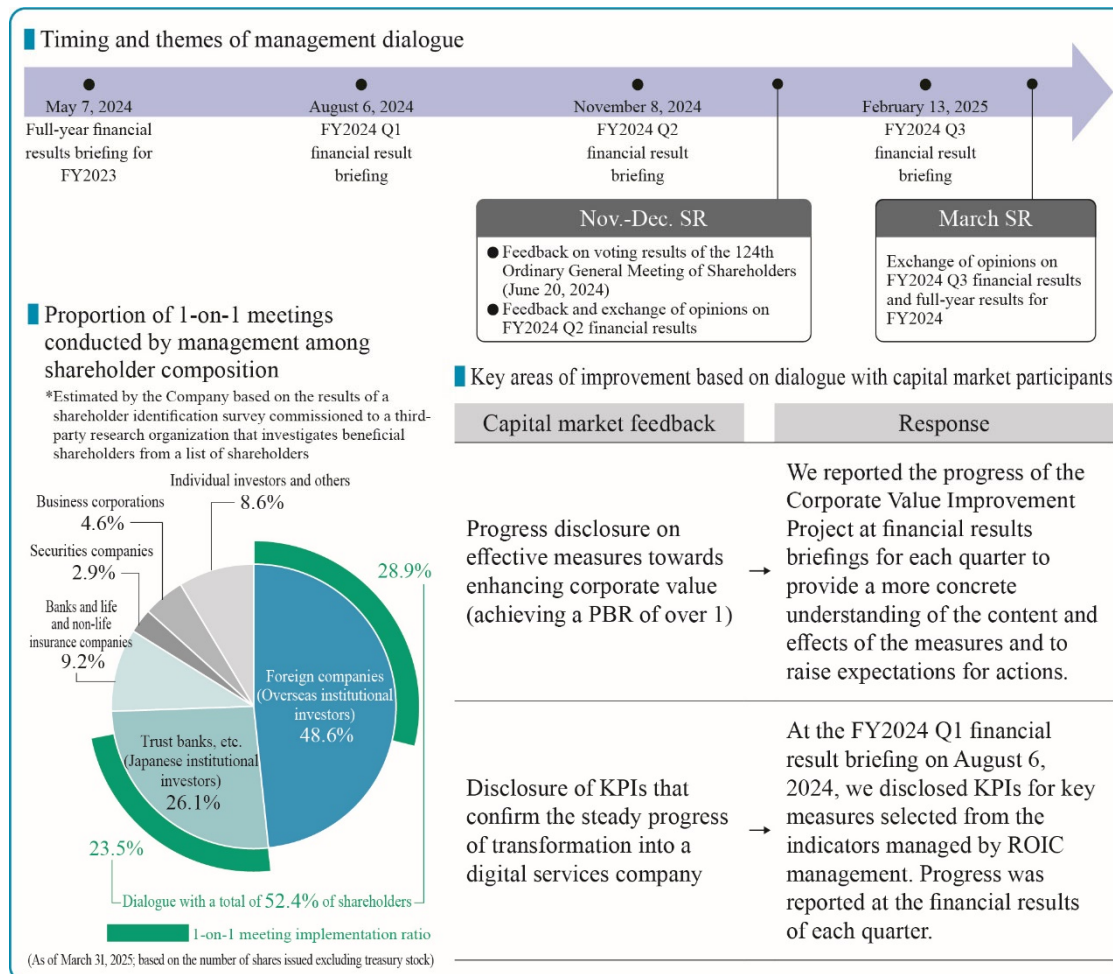
## (5) Ricoh actively engages in dialogue with shareholders

After becoming president, Mr. Yamashita engaged extensively with shareholders throughout the year. Mr. Oyama has continued to accord top high priority to shareholder relations since taking the helm.

As president, he has also endeavored to reinforce the capital market feedback loop to support reforms that improve profitability. He has stepped up efforts to embrace feedback from the stock market and investors, bringing it to the table for Board of Directors and management team deliberations. He will maintain that feedback loop in coming years.



## Reference: Management's shareholder engagement initiatives in fiscal 2024



For details, see the links below for the Notice of the 125<sup>th</sup> Ordinary General Meeting of Shareholders.

<https://www.ricoh.com/IR/events/general-meeting/2025>

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