

[Translation]

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To whom it may concern

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### **Notice Regarding the Introduction of a Share Granting Plan for Group Employees**

J. FRONT RETAILING Co., Ltd. (the “Company”) hereby announces that it has decided to introduce a share granting plan utilizing share distribution trusts (the “Plan”) for senior employees (“Eligible Employees”) at the Company and Group subsidiaries (“Target Companies”). The details are provided below.

Details regarding the acquisition of the Company’s shares through share distribution trusts and other related information will be announced once finalized.

#### 1. Purpose of introducing the Plan

The Company is committed to evolving into a “Value Co-creation Retailer Group” by 2030, centered on its retail business and continuously providing the three co-creation values of “Co-creation of Excitement,” “Co-prosperity with Communities,” and “Co-existence with the Environment,” and aims to achieve this transformation and growth together with its employees, its most important value co-creation partners.

To that end, under the Group human resources strategy, the Company is setting higher expectations for roles and achievements than before and is working towards creating a supportive environment and implementing measures to further enhance the performance of management positions that are pivotal to its success.

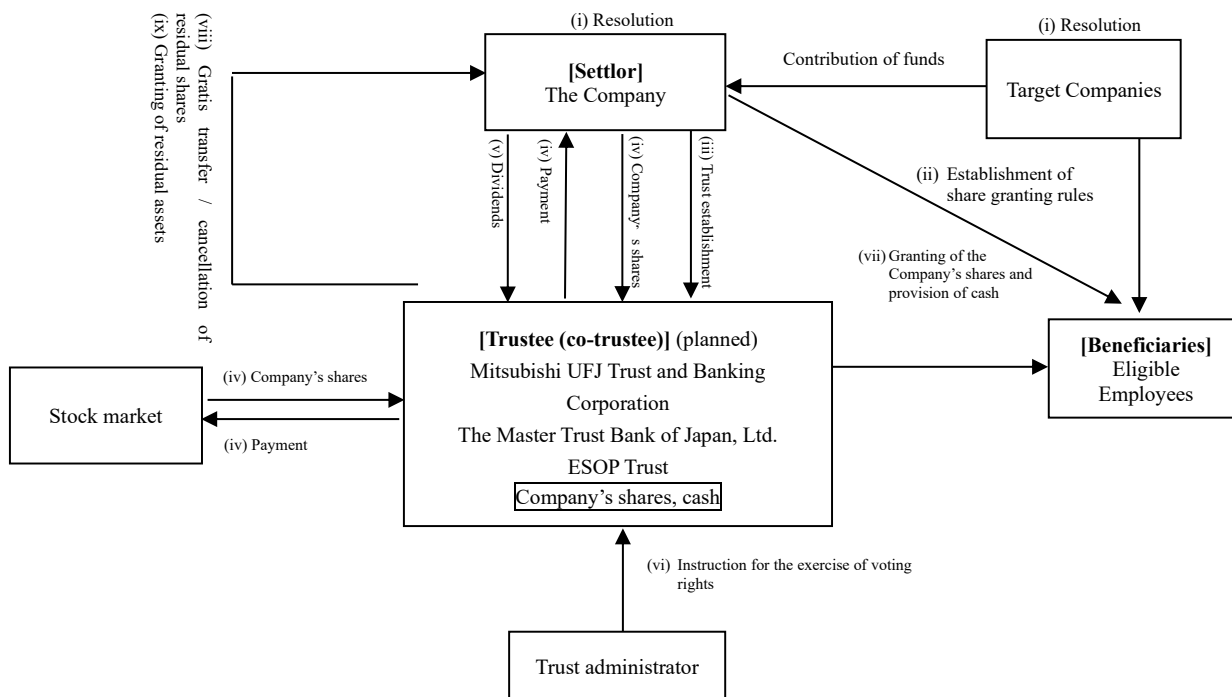
As part of these initiatives, the Company will introduce the Plan to increase corporate value over the medium- to long-term by further strengthening group cohesion, encouraging the practice of sound commitment among senior employees of Group companies who serve as the connection point between management and the field, and by enhancing their work engagement.

#### 2. Overview of the Plan

##### (1) Overview of the Share-Granting ESOP Trust

The Plan adopts the mechanism of a share-granting Employee Stock Ownership Plan (ESOP) trust (“ESOP Trust”), under which the Company’s shares acquired by the ESOP Trust and the amount of money equivalent to the Company’s shares converted into cash are granted and provided to Eligible Employees, based on pre-established share granting rules.

## (2) Structure of the Plan



- (i) The Target Companies will pass the necessary resolutions for introduction of the Plan.
- (ii) The Target Companies will establish share granting rules for the Plan.
- (iii) The Company will contribute cash and establish an ESOP Trust, designating Eligible Employees who meet the beneficiary requirements as the beneficiaries.
- (iv) The ESOP Trust, under the instruction of the trust administrator, will acquire the number of the Company's shares expected to be delivered to the beneficiaries from the stock market or the Company itself during the trust period, using the funds entrusted in (iii) as the source.
- (v) Dividends on the Company's shares in the ESOP Trust will be paid in the same manner as those on the other Company's shares.
- (vi) The voting rights of the Company's shares within the ESOP Trust shall be exercised according to the instructions of the trust administrator, which reflect the intent of the beneficiary candidates.
- (vii) During the trust period, Eligible Employees will be granted points based on the consolidated performance achievement rate and other criteria. Additionally, Eligible Employees who meet certain beneficiary requirements will be granted the Company's shares equivalent to a specified portion of those points. The Company's shares corresponding to the remaining points will be liquidated within the ESOP Trust in accordance with the provisions of the trust agreement, and Eligible Employees will receive monetary compensation equivalent to the conversion value of those shares.
- (viii) For residual shares remaining in the ESOP Trust when the trust period expires, the ESOP Trust can continue to be used for the Plan or a similar share granting plan by amending the trust agreement and entrusting additional funds to the ESOP Trust. If the ESOP Trust is discontinued and terminated, the residual shares will be transferred from the ESOP Trust to the Company without compensation, and the Company plans to cancel the acquired Company's shares.
- (ix) Any residual dividends from the Company's shares held within the ESOP Trust at the expiration of the trust period will be used as funds for acquiring shares if the ESOP Trust is continued. However, if the ESOP Trust is terminated due to the end of the trust period, any amount exceeding the trust expense reserve will be donated to organizations that have no interests with the Company.

(Note) If there is a possibility that the number of the Company's shares in the ESOP Trust is insufficient or the monetary funds within the trust assets are insufficient to cover payment of trust fees and trust expenses during the trust period, additional funds may be entrusted to the ESOP Trust.

3. Details of the trust agreement
- (i) Type of trust Monetary trust other than a specific individually operated monetary trust (third-party benefit trust)
  - (ii) Purpose of trust To provide incentives to Eligible Employees
  - (iii) Settlor The Company
  - (iv) Trustee Mitsubishi UFJ Trust and Banking Corporation (planned)  
(Joint trustee: The Master Trust Bank of Japan, Ltd.)
  - (v) Beneficiaries Eligible Employees who meet the beneficiary requirements
  - (vi) Trust administrator Third party who has no interests with the Company (certified public accountant)
  - (vii) Trust agreement date Undecided (scheduled to be disclosed once finalized)
  - (viii) Trust period Undecided (scheduled to be disclosed once finalized)
  - (ix) Exercise of voting rights Exercise the voting rights of the Company shares in accordance with the instructions of the trust administrator, reflecting the status of voting rights exercised by the beneficiary candidates
  - (x) Class of shares to be acquired The Company's common shares
  - (xi) Amount of trust money Undecided (scheduled to be disclosed once finalized)
  - (xii) Method of acquisition of shares Undecided (scheduled to be disclosed once finalized)
  - (xiii) Timing of acquisition of shares Undecided (scheduled to be disclosed once finalized)
  - (xiv) Attributable right holder The Company
  - (xv) Residual assets The residual assets that the Company, as the attributable right holder, can receive shall be limited to the trust expense reserve, after deducting the funds for acquiring shares from the trust money

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