

(This document has been translated from the Japanese original. If there are any discrepancies between this document and the Japanese original, the original shall prevail.)

FOR IMMEDIATE RELEASE

February 14, 2025

Daifuku Co., Ltd. (Securities code: 6383, TSE Prime)
Representative: Hiroshi Geshiro, President and CEO
Contact: Hideaki Takubo, Director, Senior Managing
Officer and Chief Human Resources Officer
Phone: +81-6-6472-1261

Notice of Revision of the Performance-linked Equity Remuneration Scheme

Daifuku Co., Ltd. (the "Company") hereby announces that, at a meeting of the Board of Directors held today, it has resolved to make partial revisions (hereinafter referred to as the "Plan Revision") to Board Benefit Trust (BBT) plan (hereinafter referred to as the "Plan") approved at the 100th Ordinary General Meeting of Shareholders held on June 24, 2016 (hereinafter referred to as the "Original Resolution"). Therefore, the Company has resolved to submit the proposal regarding the Plan Revision to the 109th Ordinary General Meeting of Shareholders (hereinafter referred to as the "General Meeting of Shareholders") to be held on March 28, 2025. Details are as follows.

1. Purpose of and reason for the Revision

With the aim of having directors (excluding outside directors; hereinafter the same shall apply unless otherwise specified) and officers (hereinafter referred to as "Directors, etc.") to work even harder to enhancing corporate value, and accordance with the change in fiscal year-end (closing date of the fiscal year) from March 31 to December 31 based on the resolution of the 108th Ordinary General Meeting of Shareholders held on June 21, 2024, the Company's Board of Directors has resolved to make partial revisions to the Plan, subject to the approval of shareholders at the General Meeting of Shareholders. Therefore, we have resolved to submit the proposal regarding the Revision of the Plan to the General Meeting of Shareholders.

2. Details of the Plan Revision**(1) Change to the applicable period**

Based on a resolution of the 108th Ordinary General Meeting of Shareholders held on June 21, 2024, the Company's fiscal year-end (closing date of the fiscal year) was

changed from March 31 to December 31, and the applicable period of the Plan shall be changed accordingly.

(2) Relationship with the total amount of monetary remuneration, etc. for directors

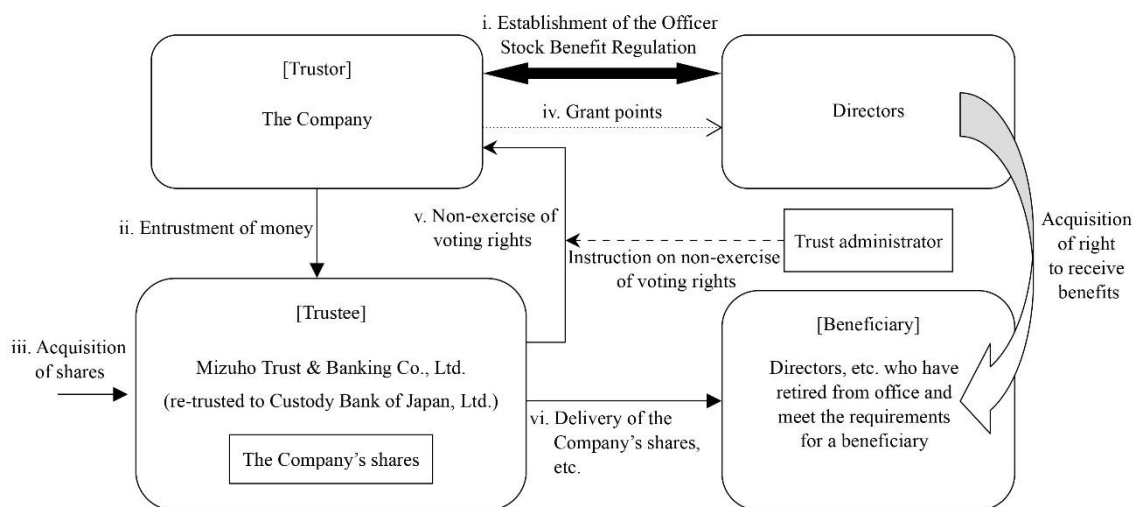
The Original Resolution approved the amount of remuneration, etc. relating to the Plan to be within the scope of the amount of remuneration, etc. for directors approved at the 90th Ordinary General Meeting of Shareholders held on June 29, 2006 (capped at 700 million yen per annum; excluding salaries of employees; hereinafter, the "Monetary Remuneration Limit"). However, in light of the achievement of the four-year business plan aimed at enhancing corporate value, the impact of fluctuations in the share price on the amount of remuneration for directors, the increase in the number of directors, and the possibility of changes to titles, etc., the amount of remuneration, etc. relating to the Plan shall be amended so as to be treated as a separate limit from the Monetary Remuneration Limit.

3. Details Following the Plan Revision

(1) Overview of the Plan

The Plan is a performance-linked equity compensation scheme, under which the Company's shares and the monetary payment equivalent to the amount obtained by converting the Company's shares at the market price (the "Company's Shares, etc.") are acquired through a trust (hereinafter a trust set up under the Plan is referred to as the "Trust") using the funds contributed by the Company, and distributed to Directors, etc., through the Trust in accordance with the Company's Officer Stock Benefit Regulations. The Company's Shares, etc., are provided to Directors, etc., in principle, upon their retirement.

<Scheme of the Plan>



- i. When the resolution regarding executive remuneration under the Plan passes at the Ordinary General Meeting of Shareholders, the Company will establish the Officer Stock Benefit Regulation within the framework approved at the meeting.
- ii. The Company entrusts money within the amount approved at the meeting mentioned in "i".
- iii. Using the money entrusted under "ii", the Trust acquires the Company's shares either from stock exchange market or by underwriting the disposition of the Company's treasury stock.
- iv. The Company grants points to Directors, etc. based on the Company's Officer Stock Benefit Regulation.
- v. In accordance with the instructions from the independent trust administrator, the Trust will not exercise the voting rights attached to the Company's shares in the Trust's account.
- vi. The Trust distributes the Company's shares to retired Directors, etc. who meet the beneficiary requirements set forth in the Officer Stock Benefit Regulation (the "Beneficiaries"), based on the points granted to them. Provided, however, if the Directors, etc. meet the requirements stipulated separately in the Officer Stock Benefit Regulation, the Trust shall provide a certain portion of the points in cash in an amount equivalent to the market price of the Company's shares.

(2) Eligible persons under the Plan

Eligible persons under the Plan are the directors (excluding outside directors and Audit & Supervisory Board members) and corporate officers of the Company.

(3) Trust period

The trust period is from August 2016 until the termination of the Trust. (No specific termination date has been set for the trust period, and the Trust shall continue for the duration of the Plan. The Plan shall be terminated for reasons such as the delisting of the Company's stock or the abolition of the Company's Officer Stock Benefit Regulations.)

(4) Trust amount

The Company shall continue the Plan for three fiscal years from the fiscal year ending December 31, 2025 to the fiscal year ending December 31, 2027 (hereinafter, this three-year period is referred to as the "Initial Applicable Period," and the Initial Applicable Period and each of the three-fiscal-year periods beginning after the completion of the Initial Applicable Period is referred to as the "Applicable Period"), and for each subsequent Applicable Period. Furthermore, at the beginning of the trust period, based on the Original Resolution, the Company established the Trust by contributing the funds for the Trust to acquire the Company's shares in order to provide the Company's Shares, etc. to the Directors, etc. of the Company for the three fiscal years from the fiscal year ended March 31, 2017 to the fiscal year ended March 31, 2019, and subsequently made additional monetary contributions to the Trust in November 2019 and November 2023. The Trust shall continue to exist as a trust based on the Plan following the revision pursuant to the resolution of this proposal.

In addition, until the Plan is terminated, the Company shall, in principle, reasonably estimate the number of shares required to make grants to Directors, etc. in accordance with the Plan for each Applicable Period, and shall make additional contributions to the Trust to the extent deemed necessary in order for the Trust to make acquisitions in advance. However, when making such additional contributions, in the event that there are Company's shares remaining in the trust assets (excluding the Company's shares equivalent to the number of points granted to Directors, etc. for each Applicable Period up to the immediately preceding period that have not yet been granted to Directors, etc.) and money (the "Remaining Shares, etc."), the Remaining Shares, etc. shall be used as funds for payment under the Plan for subsequent Applicable Periods, and the amount of the additional contribution shall be calculated taking into account the Remaining Shares, etc. In the event that the Company decides to make an additional

contribution, this shall be disclosed in a timely and appropriate manner.

(5) Method and number of Company's shares to be acquired by the Trust

The Trust shall acquire the Company's shares through the stock exchange or by underwriting the disposition of the Company's treasury stock, using the funds contributed under (4) above.

The maximum number of points to be granted to Directors, etc. shall be 140,000 points for each Applicable Period, as stated in (6) below. Therefore, the maximum number of the Company's shares acquired by the Trust for each Applicable Period shall be 420,000 shares (the Company conducted a three-for-one split of its common stock effective April 1, 2023). Details of the acquisition of the Company's shares by the Trust will be disclosed in a timely and appropriate manner.

(6) Maximum number of the Company's Shares, etc. to be granted to Directors, etc.

Following deliberation by the Advisory Committee, Directors, etc. shall be granted points each fiscal year at the Board of Directors meeting in accordance with their titles for each fiscal year and the achievement of Company targets. In addition, for the final fiscal year of the four-year business plan established by the Company, points shall be granted at the Board of Directors meeting following deliberation by the Advisory Committee in accordance with the achievement of management targets in the four-year business plan. The total number of points granted to Directors, etc. in each Applicable Period shall be capped at 140,000 points (including 80,000 points for directors). This was determined by comprehensively taking into consideration factors such as the current payment levels of executive remuneration, trends in the number of Directors, etc., and future prospects, and is deemed to be appropriate.

The points to be granted to Directors, etc. shall be converted into three common shares of the Company per point when the Company's Shares, etc. are granted as described in (7) below (however, in the event that a stock split, allotment of stock without contribution, or reverse stock split of the Company's shares is conducted after this proposal is approved, the conversion ratio shall be reasonably adjusted according to such ratios, etc.).

In addition, the ratio of 2,400 voting rights pertaining to shares equivalent to the maximum number of points granted to directors for each Applicable Period to the 3,679,727 voting rights pertaining to the total number of shares issued (as of December 31, 2024) is approximately 0.07%.

The number of points for Directors, etc. that forms the standard for the granting of the Company's Shares, etc. in (7) below shall, in principle, be the number of points granted to said Directors, etc. as of the time of their retirement (hereinafter, the points calculated in this manner shall be referred to as the "Confirmed Number of Points").

(7) Granting of the Company's Shares, etc.

In the event that Directors, etc. retire and meet the beneficiary requirements stipulated in the Officer Stock Benefit Regulations, Directors, etc. shall, by completing the prescribed beneficiary determination procedures, be granted a number of the Company's shares by the Trust following their retirement corresponding to the Confirmed Number of Points determined in accordance with (6) above. However, if the requirements stipulated in the Officer Stock Benefit Regulations are met, a certain portion shall be granted in cash in lieu of the Company's shares in an amount equivalent to the market price of the Company's shares. In order to provide cash, the Trust may sell the Company's shares.

Even if Directors, etc. have been granted points, said Directors, etc. will not be entitled to receive the granting of shares if they are dismissed at a General Meeting of Shareholders, if they resign due to certain misconduct during their term of office, or if they commit inappropriate acts that harm the Company during their term of office.

(8) Exercise of voting rights

Voting rights pertaining to the Company's shares held in the Trust account shall not be exercised uniformly based on instructions from the trust administrator. The adoption of this method is intended to ensure neutrality with respect to the management of the Company with regard to the exercise of voting rights pertaining to the Company's shares held in the Trust account.

(9) Handling of dividends

Dividends pertaining to the Company's shares held in the Trust account shall be received by the Trust and used to cover the acquisition cost of the Company's shares and the trustee's trust fees for the Trust. In the event that the Trust is terminated, any remaining dividends in the Trust shall be paid to Directors, etc. in office at the time in proportion to the number of points held by each Director, etc. in accordance with the provisions of the Officer Stock Benefit Regulations.

(10) Treatment upon the termination of the Trust

The Trust shall be terminated in the occurrence of events such as the delisting of the Company's shares or the abolition of the Officer Stock Benefit Regulations.

Of the remaining assets in the Trust at the time of the termination of the Trust, the Company plans to acquire all of the Company's shares without contribution and cancel them by resolution of the Board of Directors. Of the remaining assets in the Trust at the time of the termination of the Trust, any money remaining after deducting the amount to be granted to Directors, etc. pursuant to (9) above shall be granted to the Company.

Outline of the Plan

- (1) Name: Board Benefit Trust (BBT)
- (2) Trustor: The Company
- (3) Trustee: Mizuho Trust & Banking Co., Ltd. (re-trusted to the Custody Bank of Japan, Ltd.)
- (4) Beneficiary: Directors, etc. who have retired from office and meet the requirements for a beneficiary
- (5) Trust administrator: A third party that has no conflict of interest with the Company is to be selected
- (6) Type of the trust: Money held in trust other than in the form of a monetary trust (third party beneficiary trust)
- (7) Date of execution of the trust agreement: August 26, 2016
- (8) Date on which funds are entrusted: August 26, 2016
- (9) Period of the trust: From August 26, 2016 until the termination of the trust, (The termination of the trust shall not be specified. The trust deemed to continue as long as the plan is not terminated.)

###