



June 20, 2025

News Release

Company name: Shizuoka Financial Group, Inc.  
Representative: Hisashi Shibata, President  
(Security code 5831, TSE Prime Market)  
Contact: Hidehito Matsushita, General Manager of  
Corporate Planning Dept.  
(Telephone: +81-54-261-3111)

## **Shizuoka Financial Group to dispose of treasury stock as restricted share-based compensation**

Shizuoka Financial Group, Inc. (“Company” hereinafter) is pleased to announce that its Board of Directors, in its meeting held today, resolved to dispose of treasury stock (“disposal of treasury stock” or “disposal” hereinafter), as described below.

### 1. Overview of this disposal

(1) Date of disposal	July 18, 2025								
(2) Class and number of shares subject to disposal	149,200 shares of Company common stock								
(3) Price of disposal	1,715 yen/share								
(4) Total amount of disposal	255,878,000 yen								
(5) Recipients of disposal and their number, and numbers of shares subject to this disposal	<table><tr><td>Company Directors (excluding Outside Directors and Directors serving as Audit and Supervisory Board Members):</td><td>4 persons, 21,200 shares</td></tr><tr><td>Company Executive Officers not serving concurrently as Directors:</td><td>6 persons, 12,750 shares</td></tr><tr><td>Directors of Company subsidiaries and sub-subsidiaries:</td><td>28 persons, 63,500 shares</td></tr><tr><td>Executive Officers of Company subsidiaries and sub-subsidiaries not serving concurrently as Directors:</td><td>16 persons, 51,750 shares</td></tr></table> <p>Note: While the recipients above total 54 in number, the actual number of recipients is 47, since the total number of recipients includes some who serve concurrently in two or more of the above posts.</p>	Company Directors (excluding Outside Directors and Directors serving as Audit and Supervisory Board Members):	4 persons, 21,200 shares	Company Executive Officers not serving concurrently as Directors:	6 persons, 12,750 shares	Directors of Company subsidiaries and sub-subsidiaries:	28 persons, 63,500 shares	Executive Officers of Company subsidiaries and sub-subsidiaries not serving concurrently as Directors:	16 persons, 51,750 shares
Company Directors (excluding Outside Directors and Directors serving as Audit and Supervisory Board Members):	4 persons, 21,200 shares								
Company Executive Officers not serving concurrently as Directors:	6 persons, 12,750 shares								
Directors of Company subsidiaries and sub-subsidiaries:	28 persons, 63,500 shares								
Executive Officers of Company subsidiaries and sub-subsidiaries not serving concurrently as Directors:	16 persons, 51,750 shares								
(6) Other matters	An extraordinary report concerning this disposal of treasury stock has been submitted subject to the Financial Instruments and Exchange Act.								

### 2. Objectives of and reasons for this disposal

In its meeting held May 11, 2023, the Company Board of Directors resolved to introduce a restricted share-based compensation program (“Program” hereinafter) as a compensation program intended to provide medium- to long-term incentives to and share shareholder value with Company Directors (excluding Outside Directors and Directors who are Audit and Supervisory Board Members; “eligible Directors of the Company” hereinafter) and Executive Officers not serving concurrently as Directors (referred to, collectively with eligible Directors of the Company, as “eligible Directors and other officers of the Company” hereinafter). In addition, a resolution of the first Regular General Meeting of Shareholders held June 16, 2023 approved various matters, including the

payment to eligible Directors of the Company of up to 50 million yen/year in rights to monetary compensation as compensation to fund investments to acquire restricted shares based on this Program and specification of the period from the date of receipt of allocation to immediately after the first July 1 following the resignation or retirement from the office of Company Director or Executive Officer not serving concurrently as Director as the period for which restrictions apply to the transfer of restricted shares.

Under this Program, Directors and other officers (including Executive Officers of the Company subsidiary The Shizuoka Bank, Ltd. not serving concurrently as Directors of Company subsidiaries; referred to collectively, with eligible Directors and other officers of the Company, as “eligible Directors and other officers” hereinafter) and subsidiaries of The Shizuoka Bank, Ltd. (“sub-subsidiaries” hereinafter; Company subsidiaries and sub-subsidiaries referred to collectively as “Subsidiaries, etc.” hereinafter) will be paid restricted share-based compensation as with eligible Directors and other officers of the Company.

\* The 11 companies of The Shizuoka Bank, Ltd., Shizugin Management Consulting, Co., Ltd., Shizugin Lease Co., Ltd., Shizuoka Capital Co., Ltd., Shizugin TM Securities Co., Ltd., Shizugin IT Solution, Co., Ltd., Shizugin Credit Guaranty Co., Ltd., Shizugin Card Co., Ltd., Shizugin General Service Co., Ltd., Shizugin Mortgage Service, Co., Ltd., and Shizugin Business Create, Co., Ltd.

#### Overview of this Program

Eligible Directors and other officers will pay to the Company the rights to monetary compensation they received from the Company or its Subsidiaries, etc. under this Program as in-kind investment assets. In exchange, they will receive the issue or disposal of shares of Company common stock. The Company will limit the total number of shares of common stock issued or disposed to eligible Directors of the Company under this Program to no more than 50,000 shares per year.

The amount to be paid in per share shall be determined by the Board of Directors within a range that would not unduly favor eligible Directors or other officers receiving the shares of common stock, based on the closing price of Company common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution of the Company Board of Directors (or the immediately preceding trading date if no trades take place on that day).

In the issue or disposal of shares of Company common stock under this Program, the Company shall conclude with eligible Directors and other officers agreements concerning the allocation of restricted shares, with terms and provisions including (1) the prohibition of transfer, pledge, or other disposal by eligible Directors or other officers, during a specified period, of shares of Company common stock allocated under the agreement concerning the allocation of restricted shares (“Restrictions on Transfer” hereinafter); and (2) the Company’s right to acquire the shares of common stock gratis under certain conditions.

In consideration of this Program's objectives, Company performance, the scopes of responsibilities of eligible Directors and other officers, and general circumstances, the Company has chosen to grant to eligible Directors and other officers 149,200 shares of common stock with rights to monetary compensation of 255,878,000 yen in total (“Rights to Monetary Compensation” hereinafter; including a total of 36,358,000 yen in rights to monetary compensation paid to eligible Directors of the Company). This is intended to further motivate eligible Directors and other officers.

Through this disposal of treasury stock, 47 eligible Directors and other officers scheduled to receive an allocation under this Program (the actual number from 1.[5] above) will pay to the Company the entirety of their Rights to Monetary Compensation from the Company or Company subsidiaries and sub-subsidiaries as in-kind investment assets and receive the disposal of shares of Company common stock (“Allocated Shares” hereinafter) in return. A summary is provided below of the agreement concerning the allocation of restricted shares to be concluded between the Company and eligible Directors and other officers in this disposal of treasury stock (“Agreement on Allocation” hereinafter).

### 3. Overview of the Agreement on Allocation

#### (1) Transfer-restricted period

The period from July 18, 2025 to immediately after the first July 1 following resignation or retirement from the office of eligible Director or other officer of the Company (at a subsidiary, etc., eligible Director or other officer of the subsidiary, etc.) (“transfer-restricted period” hereinafter).

#### (2) Conditions for the lifting of transfer restrictions

Restrictions on transfer shall be lifted at the end of the transfer-restricted period for all Allocated Shares, conditional upon the eligible Director or other officer having continuously retained the office of eligible Director or other officer of the Company (at a subsidiary, etc., eligible Director or other officer of the subsidiary, etc.) during the period from the date of disposal to the time immediately before the conclusion of the first Regular General Meeting of Shareholders to be held thereafter.

#### (3) Handling of the resignation or retirement of an eligible Director or other officer during the transfer-restricted period due to the expiration of term of office, death, or other valid reasons (exclude hereinafter resignation for personal reasons)

##### (i) Timing of lifting of Restrictions on Transfer

When an eligible Director or other officer of the Company (at a subsidiary, etc., eligible Director or other officer of the subsidiary, etc.) resigns or retires from the office of eligible Director or other officer of the Company (at a subsidiary, etc., eligible Director or other officer of the subsidiary, etc.) upon the expiration of the term of office or for other valid reasons (including death), the Restrictions on Transfer shall be lifted immediately after the first July 1 following such resignation or retirement of the eligible Director or other officer.

##### (ii) Number of shares subject to the lifting of Restrictions on Transfer

The number of shares subject to the lifting of Restrictions on Transfer shall be the number of shares obtained by multiplying the number of Allocated Shares held upon resignation or retirement under (i) above by the number of months during the period for which the eligible Director or other officer served in office during the transfer-restricted period, divided by 12 (if the number exceeds one, it shall be deemed to be one). (However, any remainder of less than one share resulting from this calculation shall be discarded.)

#### (4) Gratis acquisition by the Company

Upon the end of the transfer-restricted period, the Company shall acquire gratis as a matter of course any Allocated Shares for which the Restrictions on Transfer have not been lifted.

#### (5) Share management

During the transfer-restricted period, the Allocated Shares shall be managed in dedicated accounts established by eligible Directors and other officers with Nomura Securities Co., Ltd., to ensure that they cannot be transferred, pledged, or otherwise disposed of during the transfer-restricted period. To ensure the efficacy of the Restrictions on Transfer and other conditions concerning the Allocated Shares, the Company has concluded with Nomura Securities Co., Ltd. an agreement on the management of the accounts for Allocated Shares held by eligible Directors and other officers. Eligible Directors and other officers shall consent to the details of management of such accounts.

#### (6) Handling in reorganization, etc.

During the transfer-restricted period, if a Company General Meeting of Shareholders (or Company Board of Directors in the case of a reorganization, etc. that does not require the approval of a Company General Meeting of Shareholders) approves a merger agreement in which the Company is the extinguished company, a stock swap agreement or stock transfer plan that would make the Company a wholly-owned subsidiary, or another reorganization, etc., the Board of Directors shall resolve to lift the Restrictions on Transfer on Allocated Shares on the immediately preceding business day that in turn immediately precedes the day on which such reorganization takes effect. However, if the time immediately before the business day immediately preceding the date on which such reorganization, etc. takes effect falls on June 30, 2026 or earlier, the Company shall acquire, gratis and as a matter of course, all Allocated Shares as of the point in time immediately before the business day that in turn immediately precedes the date on which such

reorganization takes effect. In addition, the Company shall acquire gratis and as a matter of course, all Allocated Shares for which the Restrictions on Transfer have not been lifted as of the point in time immediately before the release of the Restrictions on Transfer.

4. Grounds for calculating the pay-in amount and specifics thereof

The disposal of treasury stock to planned recipients of allocation will be implemented by using as investment assets the Rights to Monetary Compensation paid as restricted share-based compensation in the fiscal year that includes the date of the allocation resolution by the Company and Subsidiaries, etc. based on this Program. To ensure that the disposal price is not set arbitrarily, the disposal shall adopt the closing price for shares of Company common stock on the Tokyo Stock Exchange Prime Market on June 19, 2025 (the business day immediately preceding the date of the Board of Directors resolution) of 1,715 yen. Since this is the market share price immediately before the date of the Board of Directors resolution, it is deemed to qualify as a reasonable and not unduly advantageous price.