



MEMBERSHIP

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Company name: Juroku Financial Group, Inc.
 Name of representative: Naoki Ikeda, President and Representative Director, Group CEO (Securities Code: 7380; TSE Prime Market, NSE Premier Market)
 Inquiries: Naoshi Okimoto, Director and Executive Officer, Group CFO, General Manager of Group Corporate Planning Division
 Telephone: +81-58-207-0016

Notice Concerning Disposal of Treasury Shares as Restricted Stock Type Remuneration

Juroku Financial Group, Inc. (the “16FG”) hereby announces that it has resolved, at a meeting of the Board of Directors held today, to dispose of treasury shares (hereinafter, the “Disposal of Treasury Shares” or “Disposal”) as described below.

1. Overview of the Disposal

(1) Date of disposal	July 17, 2026
(2) Class and number of shares for disposal	30,028 common stocks of 16FG
(3) Disposal price	2,222 yen per share
(4) Total value of shares to be disposed of	66,722,216 yen
(5) Allottees and number thereof, and number of shares to be disposed of	<p>5 Directors of 16FG (excluding Outside Directors and Directors who are Members of the Audit & Supervisory Committee): 7,623 shares</p> <p>9 Executive Officers of 16FG (excluding Directors of 16FG): 6,011 shares</p> <p>7 Directors of 16BK (excluding Outside Directors of 16BK): 8,860 shares</p> <p>11 Executive Officers of 16BK (excluding Directors of 16BK) 7,534 shares</p> <p>* The total number of allottees mentioned above is 32. However, since the number includes those who concurrently serve as Directors or Executive Officers at 16FG and as Directors or Executive Officers at 16BK, the actual number is 20.</p>
(6) Other	This disposal of treasury stock constitutes a solicitation of securities that does not require a notification of public offering or sale, as stipulated in Article 2-12, Item 1 of the Order for Enforcement of the Financial Instruments and Exchange Act. Accordingly, we have not submitted a Securities Notice.

16BK : The Juroku Bank, Ltd.

2. Purpose and reason for disposal

At a meeting of the Board of Directors held on May 12, 2022, 16FG resolved to introduce a Restricted Stock-Type Remuneration Plan (hereinafter, the “Plan”) as a new remuneration plan for the Directors of 16FG (excluding Outside Directors and Directors who are Members of the Audit & Supervisory Committee, hereinafter, the “Eligible Directors”) to provide an incentive to sustainably enhance the corporate value of 16FG and promote further shared interest with shareholders. In addition, based on the Plan, approval was obtained at the 1st Annual General Meeting of Shareholders held on June 17, 2022 for granting monetary claims at a maximum of 80 million yen per year to the Eligible Directors as remuneration to be used as property contributed in kind for the acquisition of restricted stocks (hereinafter, the “Restricted Stock-Type Remuneration”), issuing or disposing of shares of common stock of 16FG of 40,000 shares or less per year, setting a transfer restriction period for restricted stocks starting from a date of allotment of shares of common stock of 16FG pursuant to a restricted stock allotment agreement concluded between 16FG and the Eligible Directors until the point in time immediately after the resignation or retirement from the positions of officers or employees of 16FG or its subsidiaries, as determined in advance by the Board of Directors of 16FG, and other related matters. In addition, 16FG implemented a 5-for-1 stock split of its common stock effective April 1, 2026. As a result, the total number of shares of common stock of 16FG to be issued or disposed of as Restricted Stock-Type Remuneration to the Eligible Directors has been adjusted to 200,000 shares or less per year on and after the same date.

Moreover, under the Plan, Restricted Stock-Type Remuneration similar to that granted to the Eligible Directors shall also be granted not only to the Eligible Directors but also to Executive Officers of 16FG (excluding Directors of 16FG), Directors of 16BK, a subsidiary of 16FG (excluding Outside Directors of 16BK), and Executive Officers of 16BK (excluding Directors of 16BK) (hereinafter, the “Eligible Directors, etc.” together with the Eligible Directors) by a resolution of the Board of Directors.

The details of the Plan are described below.

[Details of the Plan]

Based on the Plan, the Eligible Directors, etc. shall pay all the monetary claims granted from 16FG or 16BK as property contributed in kind and shall receive shares of common stock of 16FG by share issuance or share disposal. The amount to be paid for each share shall be determined by the Board of Directors, within a range of an amount that is not particularly favorable to the Eligible Directors, etc. who will receive the shares of common stock, based on the closing price of 16FG’s common stock on the Tokyo Stock Exchange on the business day before the date of each resolution by the Board of Directors (if there are no trades on that day, the closing price on the most recent preceding trading day).

In addition, when issuing or disposing of 16FG’s common stocks under the Plan, 16FG shall conclude a restricted stock allotment agreement with the Eligible Directors, etc. This includes clauses, such as (i) the Eligible Directors, etc. shall not transfer, create security interests on, or otherwise dispose of 16FG’s common stocks allotted pursuant to the restricted stock allotment agreement to any third parties for a certain period of time and (ii) 16FG shall acquire the common stocks without consideration under certain circumstances.

This time, 16FG has determined to grant a total of 66,722,216 yen of monetary claims (hereinafter, the “Monetary Remuneration Claims”) and 30,028 common stocks as Restricted Stock-Type Remuneration for the fiscal year ending March 31, 2027 (from April 1, 2026 to March 31, 2027) under the Plan, aiming to further motivate the Eligible Directors, etc. by taking into account the Plan’s objective, business conditions of 16FG, and various circumstances.

As for the Disposal of Treasury Shares, the 20 Eligible Directors, etc. to whom the shares will be allotted shall pay all the Monetary Remuneration Claims to 16FG or 16BK in the form of property contributed in kind, and shall receive shares of common stock of 16FG (the “Allotted Shares”) through disposal under the Plan. The overview of the restricted stock allotment agreement concluded between 16FG and the Eligible Directors, etc. (hereinafter, the “Allotment Agreement”) for the Disposal of Treasury Shares is provided in item 3. below.

3. Overview of the Allotment Agreement

(1) Transfer restriction period

A period from July 17, 2026 (hereinafter, the “Disposal Date”) until the point in time immediately after the resignation from the positions of Directors or Executive Officers of 16FG or Directors or Executive Officers of 16BK

(2) Condition for removal of transfer restrictions

16FG shall remove the transfer restrictions on all Allotted Shares when the transfer restriction period ends, on the condition that the Eligible Directors, etc. continuously served in the positions of Directors or Executive Officers of 16FG or Directors or Executive Officers of 16BK during the period from the commencement of the execution of duties until the point in time immediately preceding the conclusion of the first Annual General Meeting of Shareholders of 16FG following such commencement (hereinafter, the “Service Period”).

(3) Treatment upon resignation of the Eligible Directors, etc. due to expiration of terms of office or other justifiable reasons during the Service Period

(i) Removal timing of transfer restrictions

If the Eligible Directors, etc. resign from the positions of Directors or Executive Officers of 16FG or Directors or Executive Officers of 16BK due to expiration of terms of office, death, or other justifiable reasons, 16FG shall remove the transfer restrictions at the point in time immediately after their resignation.

(ii) Number of shares subject to removal of transfer restrictions

The number of shares is based on the number of the Allotted Shares granted as Restricted Stock-Type Remuneration held by the Eligible Directors, etc. at the time of the resignation as provided in (i) multiplied by the number of months starting from the month including the Disposal Date until the month including the resignation of the Eligible Directors, etc. divided by the number of months (12) pertaining to the Service Period (if the number exceeds one, then it is taken as one), rounding down any fractional shares resulting from the calculation.

(4) Acquisition by 16FG without consideration

If the Eligible Directors, etc. engage in any illegal acts or fall under other certain conditions specified in the Allotment Agreement during the transfer restriction period, 16FG shall automatically acquire all Allotted Shares held by the Eligible Directors, etc. at that time without consideration. In addition, 16FG shall automatically acquire any Allotted Shares whose transfer restrictions have not been removed, without consideration, at the time of expiration of the restriction period or removal of the transfer restrictions as provided in (3) above.

(5) Treatment in the event of organizational restructuring, etc.

(i) Removal timing of transfer restrictions

If, during the transfer restriction period, a merger agreement under which 16FG will become a non-surviving company, share exchange agreement or share transfer plan under which 16FG will become a wholly owned subsidiary, or other item related to organizational restructuring, etc. is approved at the General Meeting of Shareholders of 16FG (however, this shall be the Board of Directors of 16FG if the organizational restructuring, etc. does not require approval at the General Meeting of Shareholders of 16FG), 16FG shall remove the relevant transfer restrictions immediately before the business day preceding the effective date of the organizational restructuring, etc.

(ii) Number of shares subject to removal of transfer restrictions

16FG shall remove the relevant transfer restrictions immediately before the business day preceding the effective date of the organizational restructuring, etc. for the shares based on the number of the Allotted Shares granted as Restricted Stock-Type Remuneration held by the Eligible Directors, etc. at the time of the approval as provided in (i) multiplied by the number of months starting from the month including the Disposal Date until the month including the date of approval divided by the number of months (12) pertaining to the Service Period (if the number exceeds one, then it is taken as one), rounding down any fractional shares resulting from the calculation. In addition, 16FG shall automatically acquire all Allotted Shares whose transfer restrictions have not been removed, without consideration, at the point in time immediately after the removal of the transfer restrictions.

(6) Management of shares

The Allotted Shares shall be managed in dedicated accounts opened by the Eligible Directors, etc. at Nomura Securities Co., Ltd. to prevent the Eligible Directors, etc. from transferring, creating security interests on, or

otherwise disposing of the shares during the transfer restriction period. 16FG has concluded an agreement with Nomura Securities Co., Ltd. related to the management of the accounts of the Allotted Shares held by the Eligible Directors, etc. in order to secure the effectiveness of the transfer restrictions, etc. pertaining to the Allotted Shares. In addition, the Eligible Directors, etc. shall agree to the terms of account management.

4. Basis of calculation of the amount to be paid and specific details thereof

The Disposal of Treasury Shares to the scheduled allottees shall be conducted with the Monetary Remuneration Claims granted as Restricted Stock-Type Remuneration in the form of property contributed in kind for the fiscal year ending March 31, 2027 (from April 1, 2026 to March 31, 2027) under the Plan. The disposal price of the shares is set at the closing price of 16FG's common stock, which is 2,222 yen, on the TSE Prime Market on June 18, 2026 (on the business day preceding the date of the resolution of the Board of Directors) to avoid disposing of the shares at an arbitrary price. This is the market price of the day immediately before the date of the resolution of the Board of Directors, and thus 16FG considers it reasonable and not a particularly favorable price.