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To whom it may concern:

Company name: Aichi Financial Group, Inc.
Name of representative: Yukinori Ito
Representative Director, President and Executive Officer
(Securities code: 7389; Tokyo Stock Exchange, Prime
Market / Nagoya Stock Exchange, Premier Market)
Inquiries: Motoki Akao
General Manager of Group General Affairs Department
(Telephone: +81-52-262-6512)

Notice of Disposal of Treasury Shares as Restricted Stock Remuneration

Aichi Financial Group, Inc. (Yukinori Ito, Representative Director, President and Executive Officer, the "Company") hereby announces that, at a meeting held on today, its Board of Directors resolved to dispose of its treasury shares as restricted stock remuneration (the "Disposal of Treasury Shares"). Details are as follows.

1. Outline of the disposal

(1) Date of disposal	July 13, 2026
(2) Type and number of shares to be disposed of	Common stock of the Company, 46,000 shares
(3) Disposal value	1,354 yen per share
(4) Total disposal value	62,284,000 yen
(5) Allottees, number thereof, and number of shares to be disposed of	Directors of the Company (Note 1,2) 6 persons 11,200 shares Directors of subsidiary (Note 1) 10 persons 34,800 shares Note: 1. Excluding those who are Audit and Supervisory Committee Members and Outside Directors. 2. The person who concurrently serve as director both the Company and subsidiary is included in the Company.

2. Purpose and reason for disposal

At the first Annual General Meeting of Shareholders held on June 23, 2023, the Company obtained approval for the introduction of a restricted stock remuneration plan (the "Plan") under which restricted stock is granted to eligible Directors (excluding Directors who are members of the Audit and Supervisory Committee and Outside Directors; hereinafter "eligible Directors"), with the aim of having eligible Directors share the benefits and risks of stock price fluctuations with shareholders and further enhancing their motivation to contribute to stock price growth and the enhancement of the Company's corporate value, as well as approval for the setting of the total annual monetary remuneration claims to be paid to eligible Directors in relation to restricted stock under the Plan at a maximum of 100 million yen, the setting of the maximum total number of shares of restricted stock to be allotted to eligible Directors in each fiscal year at 65,000 shares, and the defining of the transfer restriction period as the period from the date of allotment of the restricted stock until the date the eligible Director resigns from all director positions at both the Company and its subsidiaries.

The Company conducted a share split at a ratio of 5 shares for every 1 share of common stock, with an effective date of April 1, 2026. In connection with this share split, the maximum total number of shares of restricted stock to be allotted to eligible Directors in each fiscal year under the Plan (65,000 shares) has been adjusted effective April 1, 2026 in accordance with the share split ratio (5-for-1), resulting in a revised maximum of 325,000 shares per fiscal year. This adjustment has been made solely in connection with the share split, and there is no change to the total amount of remuneration under the Plan (a maximum of 100 million yen per annum).

At the meeting of the Board of Directors held today, the Board of Directors resolved to pay a total monetary remuneration claim of 62,284,000 yen to 6 eligible Directors and 10 Directors of the Company's subsidiary (collectively, the "Assignees"), and to allot 46,000 shares of common stock of the Company as specifically restricted stock, through the Assignees contributing the full amount of such monetary remuneration claims as an in-kind contribution. The restricted stock to be allotted to the eligible Directors shall serve as restricted stock remuneration for the period from the 4th Annual General Meeting of Shareholders to the 5th Annual General Meeting of Shareholders scheduled to be held in June 2027, and the restricted stock to be allotted to the Directors of the Company's subsidiary shall serve as restricted stock remuneration in relation to the 118th fiscal year of the Company's subsidiary (from April 1, 2026 to March 31, 2027). The amount of monetary remuneration claims for each Assignee has been determined by comprehensively taking into account various factors, including each Assignee's contribution to the Company. Furthermore, the payment of such monetary remuneration claims shall be subject to the condition that each Assignee enters into a Restricted Stock Allotment Agreement (the "Allotment Agreement") with the Company, the principal terms of which are set forth below.

3. Overview of the Allotment Agreement

(1) Transfer restriction period

From July 13, 2026 until the date on which the Assignee resigns from all director positions at both the Company and its subsidiaries.

During the transfer restriction period specified above (the "Transfer Restriction Period"), each Assignee shall not transfer, create a pledge, create a security interest by way of transfer, make a gift inter vivos, make a testamentary bequest, or otherwise dispose of the shares of restricted stock allotted to such Assignee (the "Allotted Shares") to any third party (the "Transfer Restriction").

(2) Acquisition of restricted stock without considerations

In the event that an Assignee resigns from all director positions at both the Company and its subsidiaries after the commencement of the Transfer Restriction Period and on or before the day immediately preceding the date of the first Annual General Meeting of Shareholders of the Company to fall after the commencement of the Transfer Restriction Period (or, if the Assignee is a Director of the Company's subsidiary, on or before the last day of the 118th fiscal year of such subsidiary following the commencement of the Transfer Restriction Period), the Company shall automatically acquire the Allotted Shares without consideration as of the time of such resignation, unless the Board of Directors determines that there is a justifiable reason otherwise.

Furthermore, in the event that any of the Allotted Shares remain subject to the Transfer Restriction pursuant to the provisions of (3) below regarding the circumstances for the removal of the Transfer Restriction at the time of the expiration of the Transfer Restriction Period (hereinafter, the "Expiration Date"), the Company shall automatically acquire such shares without consideration at a point in time immediately after the Expiration Date.

(3) Removal of the Transfer Restriction

The Company shall remove the Transfer Restriction on all of the Allotted Shares held by the Assignee at the Expiration Date, provided that the Assignee has continuously held at least one director position at either the Company or any of its subsidiaries from the commencement of the Transfer Restriction Period through to the date of the first Annual General Meeting of Shareholders of the Company to fall after the commencement of the Transfer Restriction Period (or, if the Assignee is a Director of the Company's subsidiary, through to the last day of the 118th fiscal year of such subsidiary to fall after the commencement of the Transfer Restriction Period).

Notwithstanding the foregoing, in the event that the Assignee resigns from all director positions at both the Company and its subsidiaries on or before the day immediately preceding the date of the first Annual General Meeting of Shareholders of the Company to fall after the commencement of the Transfer Restriction Period (or, if the Assignee is a Director of the Company's subsidiary, on or before the last day of the 118th fiscal year of such subsidiary) for reasons determined to be justifiable by the Board of Directors, the Company shall remove the Transfer Restriction on the number of Allotted Shares held by the Assignee at such time, calculated by multiplying the total number of such Allotted Shares by a fraction, the numerator of which is the number of months elapsed from July 2026 (or, if the Assignee is a Director of the Company's subsidiary, from April 2026) through to and including the month in which the Assignee resigns from all director positions at both the Company and its subsidiaries, and the denominator of which is 12, with any fraction of less than one share resulting from such calculation to be rounded down. Such removal of the Transfer Restriction shall take effect immediately after the time of such resignation.

(4) Management of the Allotted Shares

Each Assignee shall complete the opening of an account at SMBC Nikko Securities Inc. for the purpose of recording the Allotted Shares in the manner designated by the Company, and shall hold and maintain the Allotted Shares in such account until the Transfer Restriction is removed.

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

In the event that, during the Transfer Restriction Period, a merger agreement under which the Company will be dissolved, a share exchange agreement or share transfer plan under which the Company will become a wholly-owned subsidiary, or any other proposal relating to organizational restructuring, etc. is approved at a General Meeting of Shareholders of the Company (or, in cases where approval by a General Meeting of Shareholders is not required in relation to such organizational restructuring, etc., by the Board of Directors of the Company) (limited to cases where the effective date of such organizational restructuring, etc. falls before the Expiration Date; hereinafter, "Approval of the Reorganization, etc."), and the Assignee is to resign from all director positions at both the Company and its subsidiaries as a result of such organizational restructuring, etc., the Company shall, by resolution of the Board of Directors, remove the Transfer Restriction on the number of Allotted Shares held by the Assignee as of the date of such approval, calculated by multiplying the total number of such Allotted Shares by a fraction, the numerator of which is the number of months elapsed from July 2026 (or, if the Assignee is a Director of the Company's subsidiary, from April 2026) through to and including the month in which such approval was given, and the denominator of which is 12 (provided, however, that if the result of such calculation exceeds 1, the figure shall be set at 1, and any fraction of less than one share resulting from such calculation shall be rounded down). Such removal of the Transfer Restriction shall take effect immediately prior to the business day preceding the effective date of such organizational restructuring, etc.

Furthermore, upon the occurrence of the Approval of the Reorganization, etc., the Company shall automatically acquire without consideration all Allotted Shares on which the Transfer Restriction has not been removed as of the business day immediately preceding the effective date of such organizational restructuring, etc., on such business day.

4. Basis for calculating disposal price and other specific details

In order to ensure that the disposal price under this disposal of treasury stock is free from arbitrariness, the disposal price has been set at 1,354 yen, which is the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of resolution by the Board of Directors of the Company (June 25, 2026). As this represents the market price on the business day immediately preceding the date of the resolution of the Board of Directors, the Company believes that it is reasonable and does not constitute a particularly favorable price.

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