

June 19, 2026

Press Release

Daiwa Securities Group Inc.

Notice regarding the Disposal of Treasury Shares  
for the Grant of Shares through the Daiwa Employee Shareholding Association

Attention

This document is an unofficial translation of a press release announced on June 19, 2026, by Daiwa Securities Group Inc. The original release is in Japanese.

Daiwa Securities Group Inc. (the “Company”) announced on April 3, 2026, the introduction of an incentive plan for the employee shareholding association of the Daiwa Securities Group (the “Group”), namely, a special incentive plan (the “Plan”). At a meeting of the Executive Management Committee held today, the Company resolved to grant shares to employees of the Group through the Daiwa Employee Shareholding Association, the Group’s employee shareholding association (the “Shareholding Association”), and further resolved to dispose of treasury shares by way of third-party allotment with the Shareholding Association as the planned allottee (the “Disposal of Treasury Shares” or “Disposal”). The details of the resolution are as follows:

1. Overview of the Disposal of Treasury Shares

(1) Disposal date	July 22, 2026
(2) Class and number of shares to be disposed	Common Shares of the Company: 891,034 shares *Note
(3) Disposal value of shares to be disposed	1,517 JPY per share
(4) Total disposal value	1,351,698,578 JPY *Note
(5) Planned allottee	Daiwa Employee Shareholding Association 891,034 shares
(6) Method of disposal	By way of third-party allotment
(7) Other	The Disposal of Treasury Shares is conditioned on the Securities Registration Statement taking effect in accordance with the Financial Instruments and Exchange Act.

\*Note: The number of shares to be disposed of and the total disposal value are based on the maximum number of shares and amount as of today, assuming that all Group employees eligible for the Plan were to join the Shareholding Association; therefore, these figures are subject to change.

## 2. Purpose of and Reasons for the Disposal

As announced in the April 3, 2026 release entitled “Introduction of the Special Incentive Plan through the Group Employee Shareholding Association,” the Company decided to introduce the Plan with the aim of encouraging employees who are not currently members to join the Shareholding Association, thereby broadening opportunities for employees to hold the shares of the Company and enabling more employees to benefit from share price appreciation and dividends, which in turn is intended to enhance employees’ awareness of the importance of increasing share price and corporate value.

Under the Plan, the Company will provide each eligible member with a special incentive of 100,000 JPY, and the Company will dispose of treasury shares to the Shareholding Association by way of third-party allotment through the contribution of the special incentive payments. The number of shares to be disposed of will be determined later as described in the note attached to Section 1. (Overview of the Disposal of Treasury Shares), however, the Company currently plans to dispose of up to [NN] shares to the Shareholding Association. The special incentive granted to eligible members will be provided as cash, not as a monetary claim. In addition, eligible members will not be required to make any cash contribution other than contributing the special incentive granted to them.

The dilution ratio resulting from the Disposal of Treasury Shares will be 0.06% of the total number of issued shares, 1,569,378,772 shares, as of today, and 0.06% of the total number of voting rights, 13,849,412, as of March 31, 2026 (in each case, rounded to two decimal places).

The Company believes that the introduction of the Plan will contribute to an increase in the Group’s corporate value by enhancing employee motivation. Accordingly, the Company has determined that the scale of share dilution resulting from the Disposal of Treasury Shares is reasonable and that, even taking such dilution into account, the impact on the market will be limited.

## 3. Basis of Calculation and Specific Details for the Disposal Value

To grant shares through the Shareholding Association, the Disposal of Treasury Shares, with the Shareholding Association as the allottee, will be carried out by having eligible members contribute to the Shareholding Association using the special incentive payments paid to them to be used for that purpose (the “Scheme”). To avoid disposing of shares based on arbitrary decisions about value, the disposal value of the shares shall be 1,517 JPY per share, which is the average closing price of the common shares of the Company on the Tokyo Stock Exchange for the 30-business-day period ending on June 18, 2026 (the business day immediately prior to the date of the resolution by the Executive Management Committee). As the price is the average closing price during the period immediately preceding the date of the resolution by the Executive Management Committee, the Company believes that this is a reasonable price that appropriately reflects the corporate value of the Company and is not especially favorable.

The deviation rate (rounded to two decimal places) of this disposal value from the average closing price of the common shares of the Company on the Tokyo Stock Exchange Prime Market is as

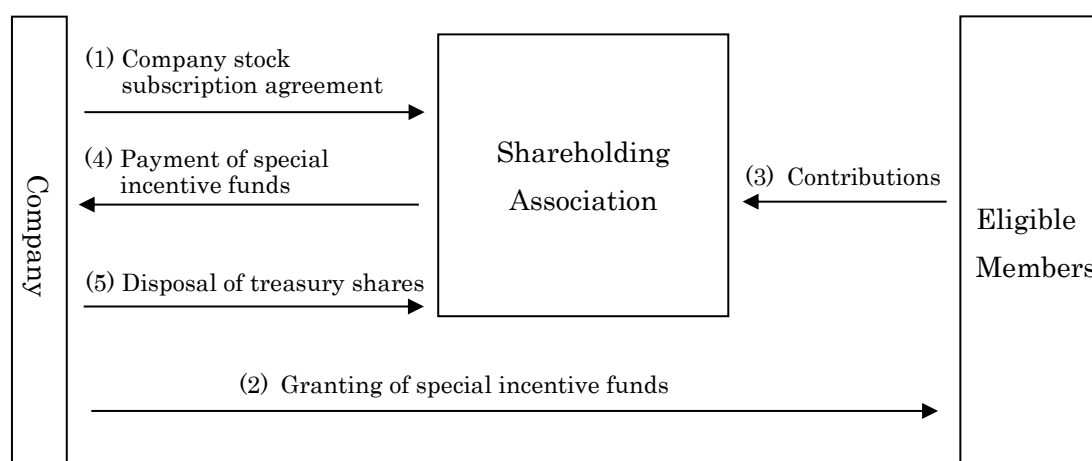
follows:

Period	Average Closing Price (rounded down to JPY)	Deviation Rate
1 month (May 19 – Jun. 18, 2026)	1,530 JPY	-0.85%
3 months (Mar. 19 – Jun. 18, 2026)	1,517 JPY	0.00%
6 months (Dec. 19, 2025 – Jun. 18, 2026)	1,514 JPY	0.20%

#### 4. Procedures under the Code of Corporate Conduct

This disposal of treasury shares does not require an opinion from an independent third party or confirmation of shareholder intent as stipulated in Article 432 of the Securities Listing Regulations of the Tokyo Stock Exchange, because (i) the dilution rate is less than 25% and (ii) there is no change in controlling shareholders.

#### 【Structure of the Scheme】



- (1) The Company and the Shareholding Association enter into a share subscription agreement regarding the disposal and subscription of treasury shares.
- (2) The Company makes special incentive payments to be used for granting shares of the Company to Eligible Members.
- (3) Eligible Members contribute to the Shareholding Association the incentive payments that they receive.
- (4) The Shareholding Association pools the special incentive payments that were contributed by Eligible Members and makes a payment to the Company.
- (5) The Company disposes of treasury shares to the Shareholding Association.

End