

NEWS RELEASE

Okasan Securities Group Inc. (Code: 8609)
Listed in TSE(Prime) and NSE(Premier)

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June 27, 2025

Notice Regarding the Disposal of Treasury Shares for Performance-Based Restricted Stock Compensation to the Company's Subsidiary Employees

OKASAN SECURITIES GROUP INC.

Okasan Securities Group Inc. (the "Company") hereby announces that it has resolved, at a meeting of the Board of Directors held today, to dispose of its treasury shares for the purpose of restricted stock compensation (the "Disposal of Treasury Shares" or the "Disposal"). The details are as follows;

Additional resolutions include the Disposal allotted towards Directors and Executive Officers of the Company and its subsidiaries. Please refer to the notice published today regarding "the Disposal of Treasury Shares for Restricted Stock Compensation to Directors and Executive Officers of the Company and Subsidiaries" for more information.

1. Overview of the Disposal

(1) Disposal date	July 22, 2025
(2) Class and number of shares to be disposed	Common Shares of the Company: 93,200 shares
(3) Disposal value of shares to be disposed	675 yen per share
(4) Total disposal value	62,910,000 yen
(5) Allottees, number of allottees and number of shares to be allotted	181 Subsidiary Employees of the Company 93,200 shares
(6) Others	In accordance with the Financial Instruments and Exchange Act, Extraordinary Report on the Disposal of Treasury shares has been submitted.

2. Purpose of and reasons for the Disposal

The implementation of a role- or performance-based pay and an attractive payroll, "Pay for Job, Pay for Performance" has been heavily emphasized by the Company with the adoption of a new personnel system in April 2025. While the Company plans for further acceleration of this process, simultaneously fostering a sense of belonging and management involvement for each of its employees are also deemed crucial, as building long-term rapport with employees lies at the core of the Company's basic personnel policy. Therefore, the decision to adopt a restricted stock compensation plan (the "Plan") under which restricted stock will be granted to employees, was made as an additional reward system.

In light of the purpose of this system, the Company has resolved to grant a total of ¥62,910,000 in monetary compensation claims to eligible employees. In order to achieve the purpose of this system, which is to provide incentives to improve a sense of management involvement and to achieve sustainable improvement in corporate value, the period of restriction on transfer is five years from the date of allotment, as described in 3 below.

3. Outline of the restricted stock allocation agreements

The Company and each of the eligible employees shall enter into individual restricted stock allocation agreements (the "Agreements"), and the outline is as follows;

(1) Transfer Restriction Period

The period of restriction on transfer shall be five years from the day of the allocation date of the common stock of the Company (hereinafter referred to as "Allocated Shares"), and eligible employees shall not be able to transfer, create a security interest in, or otherwise dispose during this period.

(2) Release from Restriction on Transfer

The Company will release the restriction on transfer of Allocated Shares at the time when the restriction on transfer period expires (however, in the case where the eligible employee resigns due to valid reasons, illness and other factors entailing immediate resignations, or by death, the transfer restriction will be released at the time of resignation) on the condition that the eligible employee continuously maintain their status as an employee under the Company or its subsidiaries during the period of restriction on transfer.

(3) Acquisition of Allocated Shares without Compensation

- i. The Company shall automatically acquire the Allocated Shares that have not had their transfer restrictions released in accordance with the provisions of (2) above without compensation at the time the transfer restriction period expires.
- ii. In addition, if the eligible employee resigns due to personal reasons during the period of which the Allocated Shares are intended as compensation, the Company will acquire all or part of the Allocated Shares without compensation.

(4) Management of Allocated Shares

In order to prevent the transfer, creation of security interests, or other disposition of the Allocated Shares during the restricted transfer period, eligible employees will open a dedicated account with Okasan Securities Co., Ltd. and manage the shares in this account.

(5) Treatment on Reorganization etc.

Notwithstanding the provisions of (1) above, if, during the Restricted Transfer Period, a merger agreement in which the Company becomes the non-surviving company, a share exchange agreement in which the Company becomes a wholly-owned subsidiary, a share transfer plan or other matters concerning organizational restructuring, etc. are approved at a general meeting of the Company's shareholders (however, in cases where approval by a general meeting of the Company's shareholders is not required for such organizational restructuring, etc., by the Company's Board of Directors), the Company may, by resolution of the Company's Board of Directors, the transfer restriction will be released for a number of Allotted Shares that is reasonably determined based on the period from the start date of the transfer restriction period to the effective date of the relevant organizational restructuring, etc., prior to the effective date of the relevant organizational restructuring, etc. In this case, the Company will also automatically acquire without consideration the Allotted Shares for which the transfer restriction has not yet been lifted at the time immediately after the transfer restriction is released.

4. Basis of Calculating Payment Amount and Details

In order to eliminate arbitrariness from the disposal value of the treasury stock disposal to the allottee, the disposal value shall be set at the closing price of ¥675 on the business day immediately prior to the date of the Board of Directors' resolution. We believe that the disposal value for the treasury share disposal is not particularly favorable to the allottee and is reasonable.