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July 23, 2025

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(Securities code: 8345; TSE Prime Market)  
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## Notice of Disposal of Treasury Shares as Restricted Stock Compensation

The Bank of Iwate, Ltd. (the "Bank") hereby announces that at a meeting of the Board of Directors held today, it resolved to dispose of its treasury shares as restricted stock compensation (the "Disposal of Treasury Shares"), as described below.

### 1. Overview of the disposal

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| (1) Payment date                                   | August 22, 2025  |
| (2) Class and number of shares subject to disposal | Common shares of the Bank<br>8,900shares   |
| (3) Disposal price                                 | 3,310 yen per share  |
| (4) Total value of disposal                        | 29,459,000yen  |
| (5) Planned allottees                              | Directors: 5 persons, 8,900 shares<br>* Excluding Directors serving as Audit & Supervisory Committee Members and Outside Directors |

### 2. Purpose and reasons for the disposal

The Bank at a meeting of the Board of Directors held on May 14, 2024 resolved to adopt a restricted stock compensation plan (the "Plan") as a new compensation plan for the Directors of the Bank (excluding Directors serving as Audit & Supervisory Committee Members and Outside Directors, hereinafter the same shall apply) with the objective of giving an incentive to work for the sustainable enhancement of the Bank's corporate value and promoting the further sharing of value with shareholders.

Furthermore, at the 142nd Annual General Meeting of Shareholders held on June 26, 2024, the Bank obtained shareholder approval for (1) the payment of compensation for the granting of restricted stock or the granting of restricted stock to the Directors, under the Plan, and the transfer restriction period to be the period from the date of delivery of such shares until the date on which such Director has retired or resigned from the position of Director or other position stipulated by the Board of Directors of the Bank; (2) the method of granting restricted stock, in

which either the common shares of the Bank are issued or disposed as compensation, etc. for the Directors without the need for the pay-in of cash, etc., or the common shares of the Bank are issued or disposed in exchange for the monetary compensation claims paid to the Directors in their entirety as investment-in-kind assets; and (3) the total number of common shares of the Bank to be issued or disposed of under the Plan to not exceed 50,000 shares per annum, and such total amount to not exceed 80 million yen per annum, separate from the existing amount of monetary compensation.

At a meeting of the Board of Directors held today, the Bank resolved to pay the five (5) Directors of the Bank (the “Eligible Director(s)”) a total of 29,459,000yen in monetary compensation claims, in light of the purpose of the Plan and the scope of responsibilities of each Eligible Director and other circumstances. The monetary claims will be contributed to the Company as an investment-in-kind, in exchange for the disposal of 8,900 common shares of the Bank as restricted stock.

#### **<Overview of the restricted stock allotment agreement>**

In conjunction with the Disposal of Treasury Shares, the Bank will conclude a restricted stock allotment agreement (the “Allotment Agreement”) with each Eligible Director, an overview of which is as follows.

##### **(1) Transfer restriction period**

Eligible Directors may not transfer, create a security interest on, or otherwise dispose of the common shares of the Bank received by allotment under the Allotment Agreement (the “Allotted Shares”) during the period from August 22, 2025 (the payment date) until the date on which he or she retires from the position of Director of the Bank.

##### **(2) Conditions for removing the transfer restrictions**

On the condition that the Eligible Directors have occupied the position of Director continuously during the period from the date of the Bank’s Annual General Meeting of Shareholders held immediately preceding the payment date to the date on which the Bank’s Annual General Meeting of Shareholders is held in the following fiscal year (the “Service Provision Period”), transfer restrictions on all of the Allotted Shares shall be removed at the time of the expiration of the transfer restriction period. However, if any Eligible Director retires from the position of Director due to death or for any reason recognized as legitimate by the Board of Directors of the Bank during the Service Provision Period, transfer restrictions shall be removed on all such shares at the time immediately following the expiration of the transfer restriction period.

##### **(3) Acquisition by the Bank without compensation**

The Bank shall rightfully acquire, without compensation, any Allotted Shares for which the transfer restrictions have not been removed at the time of the expiration of the transfer restriction period.

##### **(4) Administration of shares**

To prevent any Eligible Director from transferring, creating a security interest on, or otherwise disposing of the Allotted Shares during the transfer restriction period, the Allotted Shares will be administered in a dedicated account for the restricted stock at Daiwa Securities Co. Ltd. opened by each Eligible Director during the transfer restriction period.

##### **(5) Treatment in the event of organizational restructuring**

If, during the transfer restriction period, a merger agreement whereby the Bank will be the non-surviving party to the merger, or a share exchange agreement or share transfer plan whereby the Bank will become a wholly owned subsidiary of another party, or otherwise any matter concerning organizational restructuring, etc. is approved at the Annual General Meeting of Shareholders of the Bank (or by the Board of Directors of the Bank

if such organizational restructuring, etc. does not require approval at the Annual General Meeting of Shareholders of the Bank), the Bank shall remove the transfer restrictions for all of the Allotted Shares on the business day immediately preceding the effective date of that organizational restructuring, etc.

### **3. Basis of calculating the amount to be paid in and other specific details**

The Disposal of Treasury Shares shall be funded by the monetary compensation claims contributed by the planned allottees who have been paid the monetary compensation claims under the Plan. To avoid any arbitrary pricing, the amount to be paid in shall be set at 3,310 yen, the closing price of the Bank's common shares on the Tokyo Stock Exchange on July 22, 2025 (the business day immediately preceding the resolution of the Board of Directors). This is the market share price immediately preceding the date of the resolution of the Board of Directors, and the Bank judges this as a reasonable price that properly reflects the Bank's corporate value, given that there are no exceptional circumstances to prevent reliance on the latest stock price, and does not represent a particularly advantageous price for the Eligible Directors.