

Press Release



TOKAI TOKYO FINANCIAL HOLDINGS, INC.

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Tokai Tokyo Financial Holdings Announces Grant of Restricted Stock Compensation To Employees

Tokai Tokyo Financial Holdings (the “Company”) announces that it resolved the matter concerning the grant of restricted stock compensation to its full-time employees (“the Grant”) at the meeting of the Board of Directors held today. Details are outlined below.

1. Purpose of the Grant

We, at Tokai Tokyo Financial Group, celebrated our 25th anniversary on October 1, 2025. At this memorable juncture, we consider it necessary to express our gratitude not only to our shareholders and customers for their support but also to our employees for their contributions to the Company. So, we decided to show our special appreciation for their dedication.

We grant employees restricted stocks to acknowledge and reward their past dedication, and at the same time to convey our anticipation of their continuing role fulfillment in increasing the corporate value of our group. Additionally, we aim to support employees’ long-term wealth building by offering the Grant. Further, we expect that the Grant will make employees more conscious of the group’s performance and stock value, and then encourage them to focus on value sharing with our shareholders. Ultimately, we aim to instill more motivation in their minds to increase our corporate value.

2. Eligible Employees for the Grant

Eligible recipients are full-time employees of the Company, including those seconded to the company’s subsidiaries and others, who agree to the terms of the Grant. (hereinafter referred to as “Eligible Employees”).

3. Overview

The Grant will be implemented in progressive order as follows. First, in order to grant restricted stocks to Eligible Employees, the Company provides them with a monetary claim as per the resolution of the Board of Directors. Then it has such employees invest the monetary claim in the entire amount in the Company as an investment in kind. Subsequently, the Company issues common stocks to the Eligible Employees and prompts them to hold the subject stocks.

The number of stocks to be granted will be linked to each employee’s tenure. The payment amount per stock will be determined based on the closing price of the Company’s common stock on the Tokyo Stock Exchange on the business day immediately preceding the day when the resolution of the Board of Directors is made regarding the issuance of new stocks*^{Note} (*^{Note} or the closing price of the most recent trading day if no transaction occurs on that day). The specific timing and allocation of payments to each eligible employee shall be determined by the Board of Directors.

In addition, in connection with the issuance of the Company’s common stocks through this

transaction, a Restricted Stock Allotment Agreement (hereinafter referred to as the "Allotment Agreement") shall be concluded between the Company and the Eligible Employees, and the Allotment Agreement shall refer to the following matters:

- (1) Eligible employees must not transfer, pledge as collateral, or otherwise change the status of the right associated with the Company's common stock allocated under the Allotment Agreement for a predetermined period (until June 30, 2026)
- (2) Details of the conditions for lifting transfer restrictions set in advance by the Board of Directors of the Company, etc.
- (3) Circumstances under which the Company may acquire the allotted shares without compensation.
- (4) Treatment of the shares in the event of organizational restructuring or similar events.

The allocated shares granted to the Eligible Employees shall be managed in a dedicated account opened by each employee at CHEER Securities Inc. during the Transfer Restriction Period. This is to ensure that such shares cannot be transferred, pledged as collateral, or otherwise disposed of, and that no changes are made to the rights associated with the subject shares during this period.

4. Others

Specific details of the Grant will be decided at the meeting of the Board of Directors that the Company holds from now onward.

(end)

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