



March 16, 2026

To Whom It May Concern:

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Representative Director  
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### **Notice Concerning the Introduction of Employee Stock Ownership Plan (J-ESOP-RS)**

ZENKOKU HOSHO Co., Ltd. (the “Company”) hereby announces, as described below, that it resolved at a meeting of its Board of Directors held today to introduce the Employee Stock Ownership Plan (J-ESOP-RS) (the “J-ESOP-RS Plan”), which is an incentive plan where shares of the Company subject to transfer restrictions until retirement are paid to employees in order to strengthen the link between the Company’s share price, business performance, and the treatment of employees (including employees of the Company along with the employees of the Company’s subsidiaries; the same applies below unless otherwise specified). The J-ESOP-RS Plan also aims to increase the morale and desire of employees to increase the Company’s share price and business performance by sharing the economic effects with shareholders.

#### 1. Background to the Introduction of the J-ESOP-RS Plan

Based on a resolution of the Board of Directors meeting held on May 19, 2014, the Company has introduced the Employee Stock Ownership Plan (J-ESOP) (the “Current J-ESOP Plan”), which is an incentive plan where shares of the Company are paid to employees, etc., in order to strengthen the link between the Company’s share price, business performance, and the treatment of employees, etc. (including employees of the Company along with Directors and employees of the Company’s subsidiaries; the same applies below). The Current J-ESOP Plan also aims to increase the morale and desire of employees, etc. to increase the Company’s share price and business performance by sharing the economic effects with shareholders.

The Company has since continued to consider various incentive plans as part of its initiatives toward investment in human capital and employees’ asset formation in pursuit of its management philosophy of helping customers realize their dreams and happiness. As a result, the Company has decided to introduce the J-ESOP-RS Plan from April 1, 2026, in addition to the Current J-ESOP Plan. Specifically, under the J-ESOP-RS Plan, the timing of delivery will be uniformly set during employment, and the shares to be delivered will be subject to transfer restrictions until retirement. By enabling employees themselves to

exercise voting rights and receive dividends while employed, the Company aims for employees to stand in the same position as shareholders and to further enhance their awareness of medium- to long-term corporate value enhancement and participation in management.

## 2. Outline of the J-ESOP-RS Plan

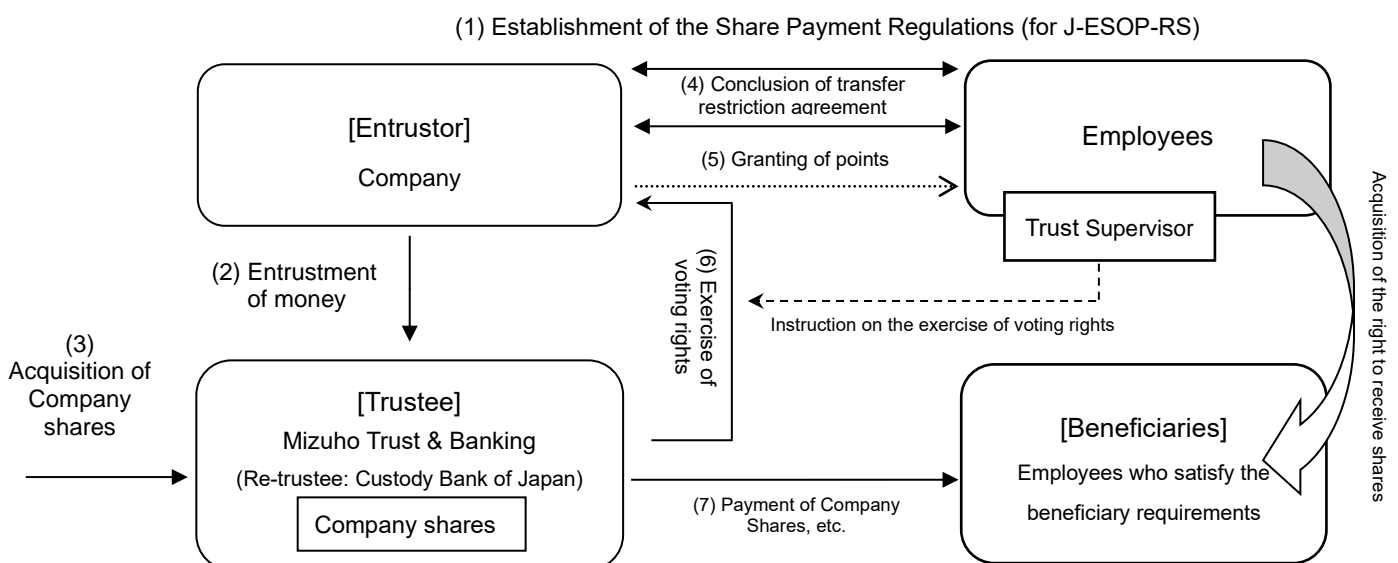
The J-ESOP-RS Plan is a trust-type scheme modeled after the ESOP (Employee Stock Ownership Plan) system in the United States, under which the Company will pay shares in the Company to employees, etc., who fulfill certain conditions, based on the Share Payment Regulations provided in advance by the Company (for J-ESOP-RS), and will deliver the Company's shares and money equivalent to the amount obtained by converting the Company's shares at market value (the "Company Shares, etc.").

The Company will grant points to employees according to the Company's business performance and other factors, and pay shares in the Company equivalent to the number of points granted when employees have acquired the right to receive shares by fulfilling certain conditions through the trust established based on the trust agreement entered into with Mizuho Trust & Banking Co., Ltd. in connection with the Current J-ESOP Plan (the "Trust," and the Current J-ESOP Plan and the J-ESOP-RS Plan collectively, the "Plans"). The Company's shares and money that were acquired by the Trust with funds contributed by the Company under the Current J-ESOP Plan and that remain in the Trust will be allocated as funds for benefits under the Plans after the introduction of the J-ESOP-RS Plan.

Under the J-ESOP-RS Plan, when employees receive shares of the Company while employed, such employees shall, prior to the delivery of the Company's shares, enter into a transfer restriction agreement with the Company. Accordingly, with respect to shares of the Company delivered to employees while employed under the J-ESOP-RS Plan, disposal by transfer or otherwise will be restricted until the retirement of such employees.

The shares to be paid to employees, including those required in future, are acquired with money held in trust in advance and managed separately as trust assets.

### [Structure of the J-ESOP-RS Plan]



- (1) The Company will establish the Share Payment Regulations (for J-ESOP-RS) upon the introduction of the J-ESOP-RS Plan.
- (2) In order to acquire the shares to be paid to employees under the Share Payment Regulations (for J-ESOP-RS) in advance, the Company will entrust money (a trust for the benefit of third parties) to Mizuho Trust & Banking (re-trustee: Custody Bank of Japan).
- (3) The Trust will acquire Company shares using the money entrusted in (2) as funds through the stock exchange market or by subscribing to the disposal of treasury shares by the Company.
- (4) Employees will enter into a transfer restriction agreement with the Company providing that, with respect to the Company shares paid while employed, disposal by transfer or otherwise will be restricted until the retirement of such employees, and including certain provisions for acquisition without consideration by the Company.
- (5) The Company will grant points to employees in accordance with the Share Payment Regulations (for J-ESOP-RS).
- (6) The Trust will exercise voting rights based on the instruction of the Trust Supervisor.
- (7) The Trust will pay the Company shares to employees who satisfy the beneficiary requirements set forth in the Share Payment Regulations (for J-ESOP-RS) (the "Beneficiaries") in accordance with the number of points granted to such Beneficiaries. However, if employees satisfy the requirements set forth in the Share Payment Regulations (for J-ESOP-RS), a certain percentage of the points will be paid in money equivalent to the market value of the Company shares at the time of retirement.

### 3. Outline of the Trust

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| (1) Name                                     | : Employee Stock Ownership (J-ESOP, J-ESOP-RS)   |
| (2) Entrustor                                | : Company  |
| (3) Trustee                                  | : Mizuho Trust & Banking Co., Ltd.<br>(Re-trustee: Custody Bank of Japan, Ltd.)  |
| (4) Beneficiaries                            | : Employees, etc. who satisfy the beneficiary requirements set forth in the Share Payment Regulations and the Share Payment Regulations (for J-ESOP-RS)                  |
| (5) Trust Supervisor                         | : Selected from among employees of the Company   |
| (6) Type of Trust                            | : Trust of money other than a specified money trust (trust for the benefit of third parties)   |
| (7) Purpose of Trust                         | : To pay Company shares, which are trust assets, to the Beneficiaries in accordance with the Share Payment Regulations and the Share Payment Regulations (for J-ESOP-RS) |
| (8) Date of execution of the trust agreement | : August 6, 2014   |
| (9) Date of entrustment of money             | : August 6, 2014   |
| (10) Term of Trust                           | : From August 6, 2014 until the Trust is terminated<br>(No specific termination date is set, and the Trust will continue as long as the Plans remain in effect.)         |