NEWS RELEASE

May 15, 2026

T&D Holdings, Inc.
(Security Code: 8795, TSE Prime Market)
Taiyo Life Insurance Company
Daido Life Insurance Company
T&D Financial Life Insurance Company

Notice Regarding Revision of Executive Compensation System and Partial Revision of Stock-based Compensation Plan for Executives

T&D Holdings, Inc. (President: Masahiko Moriyama; the "Company") of the T&D Life Group, has resolved, at a meeting of its Board of Directors held today, to submit proposals regarding the revision of the executive compensation system to the 22nd Ordinary General Meeting of Shareholders scheduled to be held on June 25, 2026.
At the same time, the Company's three subsidiaries (Taiyo Life Insurance Company, Daido Life Insurance Company and T&D Financial Life Insurance Company; collectively, the "Applicable Subsidiaries," and together with the Company, the "Applicable Companies") also resolved, at meetings of their respective Boards of Directors, to submit proposals regarding the revision of their executive compensation systems to their respective ordinary general meetings of shareholders scheduled to be held in June 2026 (collectively with the Company's general meeting of shareholders, the "Shareholders' Meetings").
Details are as follows.

I. Revision of Executive Compensation System

In connection with the formulation of the Group Long-Term Vision commencing in fiscal year 2026, the Company has decided to revise its executive compensation system in order to ensure that it functions as an appropriate incentive to encourage management to demonstrate leadership, fulfill their roles and responsibilities, and contribute to the medium- to long-term enhancement of corporate value and sustainable growth.
The revision of the executive compensation system was resolved by the Board of Directors after multiple rounds of deliberation by the Nomination and Compensation Committee, which is chaired by an outside director and consists of a majority of outside directors, in order to ensure transparency and objectivity in the compensation determination process.

1. Purpose of the Revision

The purposes of the revision of the executive compensation system are as follows:

① **Appropriate Compensation Levels**
Establish compensation levels that contribute to sound management, enhancement of corporate value and sustainable growth over the medium to long term.

② **Enhancement of Incentive Function**
Revise the compensation design to fairly and rigorously reflect each executive's role, responsibilities, and contribution to performance.

③ **Linkage to the Group Long-Term Vision**
Strengthen linkage with key management indicators under the Group Long-Term Vision in order to promote achievement of Group KPIs and enhance integrated Group management and governance.

④ **Value Sharing with Stakeholders**
Introduce performance-linked stock-based compensation to enable value sharing with shareholders and other stakeholders from a medium- to long-term perspective.

⑤ **Strengthening of Compensation Governance**
Realize robust compensation governance that ensures independence, objectivity and transparency through appropriate deliberations on compensation design, evaluation, and other matters by the Nomination and Compensation Committee.

2. Overview of Key Revisions

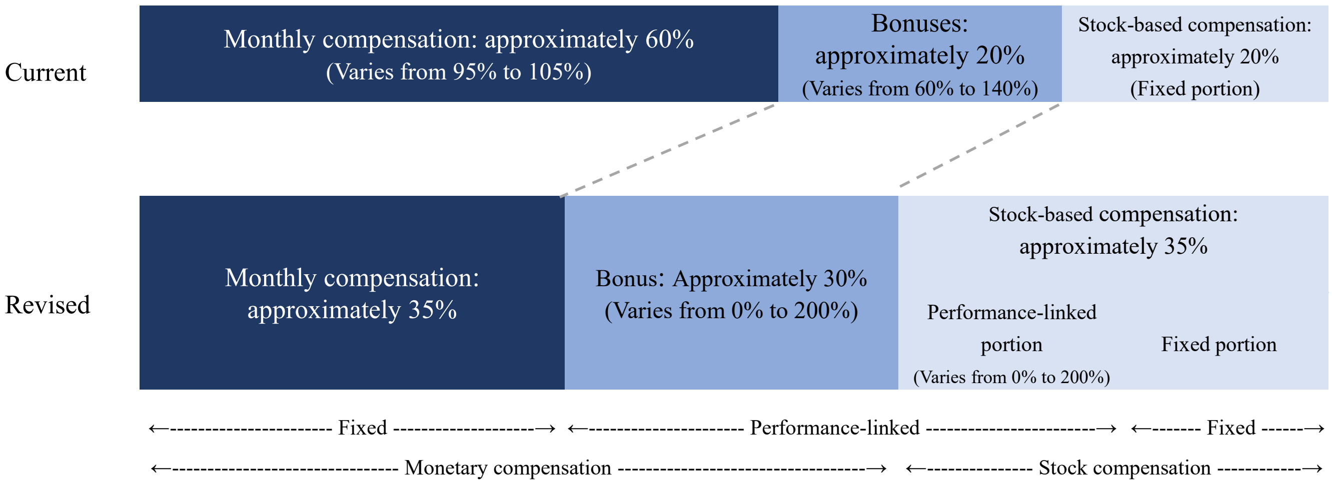
To support integrated group management and strengthen group governance by unifying the basic philosophy, compensation structure (monthly compensation, bonuses, and stock-based compensation), and performance evaluation methods (including the range of variation) for executive compensation at the Company and Applicable Subsidiaries, the executive compensation system will be revised as follows.

Type of reward	Before revision	After revision
Compensation structure	・The ratio of monthly compensation, bonus, and stock-based compensation is set at approximately 60:20:20 (in the case of the President).	・The proportion of performance-linked compensation will be increased for higher-ranking executives, and, in order to further enhance awareness of medium- to long-term improvement in corporate value, the proportion of stock-based compensation will be set higher than that of bonuses. ・The ratio of monthly compensation, bonuses, and stock-based compensation will be set at approximately 35:30:35 (in the case of the President).
Monthly compensation	・Variable based on the comprehensive evaluation of each executive. ・The range of variation is approximately plus 5% to minus 5% of the standard evaluation.	・Fixed compensation commensurate with roles and responsibilities.

Bonus	・Variable based on the comprehensive evaluation of each executive ・The range of variation is approximately plus 40% to minus 40% based on the standard evaluation.	・Paid based on company performance evaluation and evaluation of the division in charge (the weighting between company performance evaluation and evaluation of the division in charge is determined according to position; for the President, company performance evaluation accounts for 100%). ・For the company performance evaluation portion, weighting is structured with a focus on single-year performance indicators as short-term incentives. ・The range of fluctuation is 0% to 200%.
Stock-based compensation	・A certain number of points will be awarded according to the position held. ・Company shares will be provided to each executive upon their retirement.	・Fixed portion (fixed points determined according to position) and performance-linked points (points at standard performance) are allocated at a ratio of 1:1. ・For the performance-linked portion, the evaluation weighting is structured with an emphasis on medium- to long-term performance indicators and market-based evaluation indicators. (The range of fluctuation is 0% to 200%.) ・Restricted shares are delivered to each executive during his or her term of office.

(Note) Details of the revisions to the stock-based compensation system are described in "II. Partial Revision of Stock based Compensation Plan for Executives".

(Image of the breakdown of the President's compensation) *Assuming 100% of performance-based compensation is paid (standard evaluation)



(Management indicators and evaluation allocation related to the evaluation of performance-linked compensation)

Management indicators		Evaluation criteria etc.	Evaluation distribution	
			Bonus (Company performance evaluation portion)	Stock-based compensation (Performance-linked portion)
Single-year evaluation items	Group adjusted profit	To achieve the FY2030 targets, we will evaluate the achievement rate of single-year targets.	50	10
	New business value			
Medium- to long-term evaluation items	Adjusted ROE	Evaluate progress toward achieving the FY2030 targets.	25	30
	Policy in force(*)		—	10
Market evaluation items	Total shareholder return	The score is calculated based on performance and the rate of deviation from the benchmark listed life insurance company, etc.	12	37
Sustainability evaluation items	Customer satisfaction	Evaluation is based on the achievement status and progress of the targets set for each indicator, etc.	13	13
	Reduction of GHG emissions			
	Employee Engagement Score			
	Recruitment and development of diverse talent			
	Evaluations by major ESG rating agencies			
Total			100	100

(*) Evaluation is based on the performance of each life insurance company within the group, based on in-force business.

II. Partial Revision of Stock-based Compensation Plan for Executives

The Company has resolved, in connection with the revision of the executive compensation system, to revise the stock-based compensation plan (the "Plan") introduced in fiscal year 2018 for its directors who are not Audit and Supervisory Committee Members (excluding part-time directors (including outside directors), and non-residents of Japan), as well as executive officers and group executive officers (excluding non-residents of Japan). The Applicable Subsidiaries will also revise the Plan in the same manner as the Company.

1. Purpose of the Revision

With respect to the stock-based compensation plan, a performance-linked structure will be introduced under which the number of points fluctuates depending on the degree of achievement of key management indicators set forth in the Group Long-term Vision, for the purpose of strengthening appropriate incentives that contribute to medium- to long-term enhancement of corporate value and sustainable growth.
In addition, by changing the method to one in which restricted shares are delivered during the tenure of the applicable executives, the Plan will be revised to further promote value sharing with shareholders and other stakeholders.

2. Details of the Revision to the Plan

Under the Plan, the Company's shares and cash equivalent to the amount obtained by converting the Company's shares into cash (hereinafter referred to as the "Company's Shares, etc.") are delivered and paid (hereinafter referred to as "delivery, etc.") to eligible persons under the Plan.
In connection with the revision, the Company will extend the trust period of the already established Trust and, subject to obtaining approval at the Shareholders' Meetings, revise the Plan.

item	Before revision	After revision
Eligible people for this system	・Directors of the Company who are not Audit and Supervisory Committee Members (excluding part-time directors (including outside directors), and non-residents of Japan), executive officers and group executive officers of the Company (excluding non-residents of Japan, and together with the directors who are not Audit and Supervisory Committee Members, hereinafter collectively referred to as the "Directors"), as well as directors and executive officers, etc. of the Applicable Subsidiaries (and together with the Directors of the Company, hereinafter collectively referred to as the "Eligible Directors")	・Not change
Target period	・Three consecutive fiscal years	・Five consecutive fiscal years

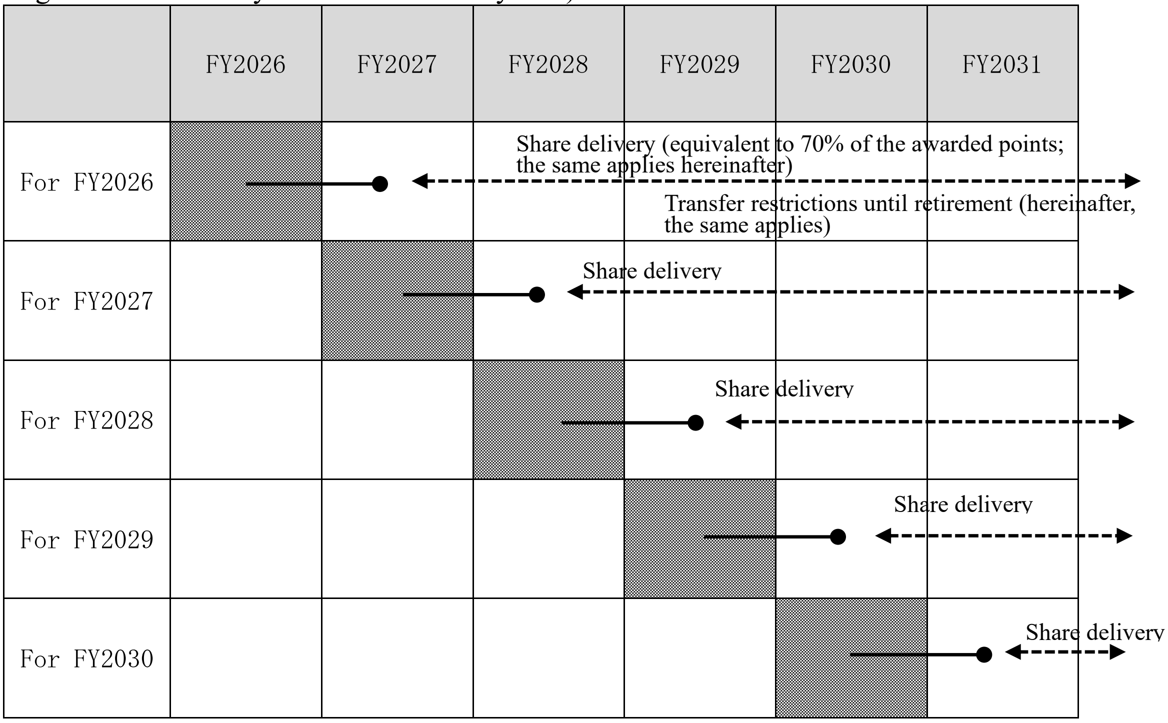
Upper limit on the amount of money that the Applicable Companies will contribute	・The total amount covered over three fiscal years is 1,840 million yen (of which 500 million yen is the Company's share).	・The total amount covered over five fiscal years is 6,900 million yen (of which 2,400 million yen is the Company's share).
Upper limit on the points to be granted to Eligible Directors	・The upper limit on the total number of points to be granted to Eligible Directors per fiscal year shall be 790,000 points (of which the upper limit on the total number of points to be granted to the Directors of the Company per fiscal year shall be 215,000 points).	・Not change
Details of performance achievement conditions	—	・Fixed portion (fixed points determined according to position) and performance-linked points (points at standard performance) are allocated at a ratio of 1:1. ・The performance-linked portion fluctuates within a range of 0% to 200% depending on the degree of achievement of key management indicators set forth in the Group Long-Term Vision, including Group Adjusted Profit, Adjusted ROE, Total Shareholder Return (TSR), and sustainability-related evaluation items, among others.
Method and timing of delivery, etc. of the Company's shares, etc. to the Eligible Directors.	・At the time the Eligible Directors resign, the Eligible Directors will receive from the Trust the Company's shares corresponding to 70% of the cumulative points earned as of such time (with any fractional shares of less than one trading unit rounded down), and with respect to the remaining Company's shares, will receive from the Trust cash equivalent to the proceeds obtained by converting such shares into cash within the Trust.	・Points will be granted each July, and in September of the same year, Eligible Directors will receive from the Trust the Company's shares corresponding to 70% of such points (with any fractions rounded down). The remaining 30% of the points (with fractions rounded down) will be accumulated annually, and after a certain period following the date of retirement(*), Eligible Directors will receive from the Trust cash equivalent to the proceeds obtained by converting into cash

		within the Trust the Company's shares corresponding to such accumulated points. ・However, the Company's shares delivered pursuant to the Plan shall be subject to transfer restrictions until a certain period after the retirement date(*) of the Eligible Director.

(*) If an Eligible Director continues to be an eligible person under the Plan of an Applicable Company after retirement, the "date of retirement of the Eligible Director" referred to above shall mean the date on which such Eligible Director ceases to hold all relevant positions (the same shall apply hereinafter).

As a transitional measure from the previous Plan prior to the revision, with respect to points already granted under the previous Plan (i.e., points for which delivery, etc. of the Company's shares, etc. corresponding to such points was scheduled to be made after the retirement of the Eligible Directors), subject to obtaining approval at the Shareholders' Meetings, the Company's shares corresponding to 70% of such points will be delivered at a certain time after the conclusion of the Shareholders' Meetings and will be subject to transfer restrictions until a certain period after the retirement date, while the Company's shares corresponding to the remaining 30% of such points will be converted into cash within the Trust after a certain period following the Eligible Director's retirement date, and cash equivalent to the proceeds thereof will be paid from the Trust.

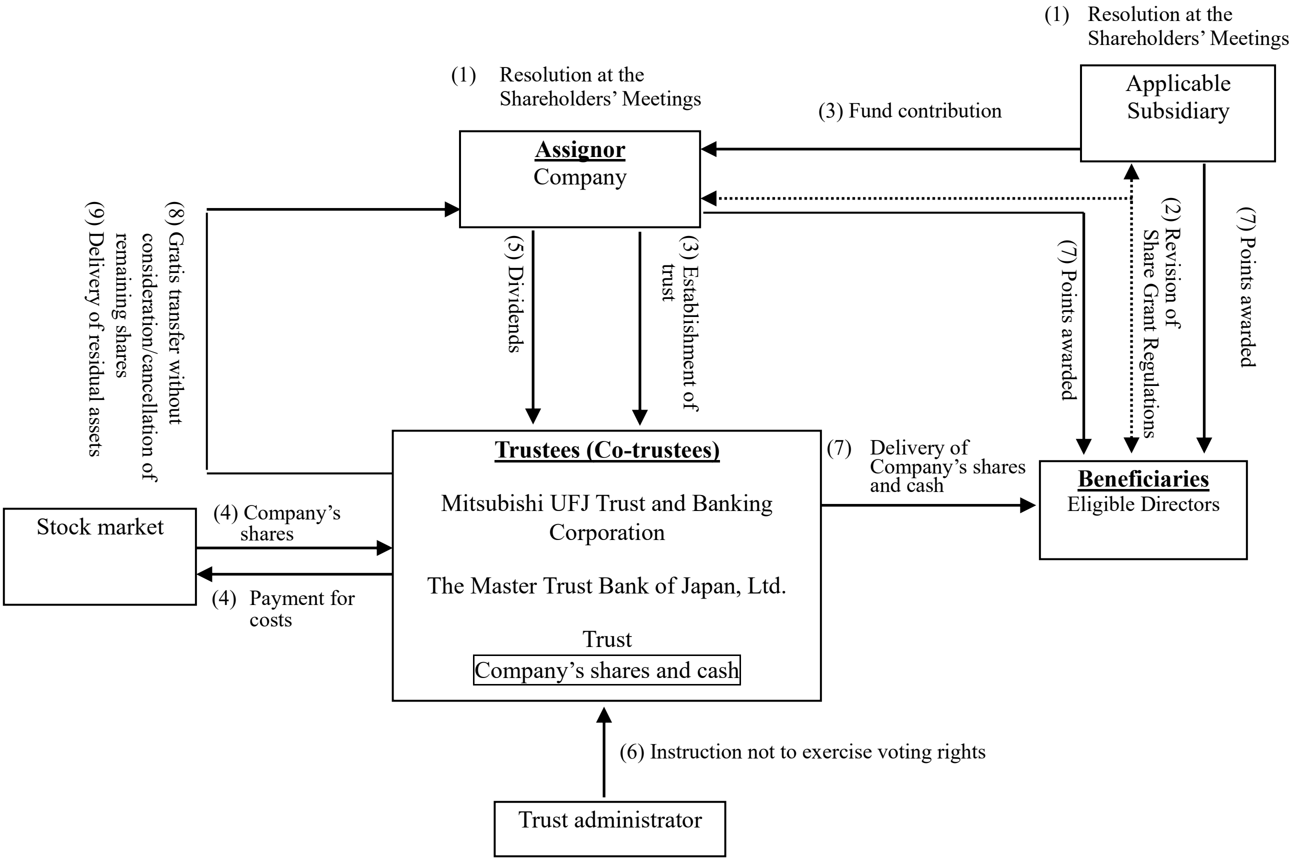
(Image of share delivery under the revised system)



Notes:1. The shaded areas indicate the fiscal years subject to evaluation for the performance-linked points.

2. An amount equivalent to 30% of the granted points will be accumulated annually, and after a certain period following the Eligible Director's retirement date, cash equivalent to the proceeds obtained by converting into cash within the Trust the Company's shares corresponding to such accumulated points will be paid.

3.Overview of the System (After revision)



(1) Each of the Applicable Companies shall obtain, at its respective Shareholders' Meeting, approval of a resolution regarding the partial revision of the Plan.

(2) Each of the Applicable Companies shall revise the share grant regulations relating to the details of the Plan at its respective meeting of the Board of Directors.

(3) Each of the Applicable Subsidiaries shall, within the scope approved by the resolution of its respective Shareholders' Meeting in (1) above, contribute cash that will serve as the source of compensation for directors and executive officers, etc. of the Applicable Subsidiary to the Company.
The Company shall, within the scope approved by the resolution of its Shareholders' Meeting in (1) above, add its own cash that will serve as the source of compensation for its Directors to such contributed cash and make an additional trust contribution, thereby establishing the Trust under which Eligible Directors who satisfy the beneficiary requirements shall be beneficiaries.

(4) The Trust will, in accordance with the instruction of the trust administrator, acquire the Company's shares from the stock market using as funds the cash additionally contributed as described in (3) above together with the cash remaining in the existing Trust. In this case, no dilution will occur.

The number of shares to be acquired by the Trust shall be within the limits approved by the resolution of the Shareholders' Meeting referred to in (1) above.
The Company's shares held in the Trust shall be managed separately for each Applicable Company in accordance with the amount contributed by each Applicable Company.

(5) Dividends on the Company's shares held in the Trust shall be paid in the same manner as dividends on other shares of the Company.

(6) Voting rights attached to the Company's shares held in the Trust shall not be exercised throughout the trust period.

(7) Points will be granted to Eligible Directors each July during the trust period.
The points shall be allocated by dividing baseline points determined according to position equally between a fixed portion and a performance-linked portion (based on standard performance), at a ratio of 1:1. The performance-linked portion shall fluctuate within a range of 0% to 200% depending on the degree of achievement of key management indicators set forth in the Group Long-term Vision, including Group Adjusted Profit, Adjusted ROE, Total Shareholder Return (TSR), and sustainability-related evaluation items, among others.
Following the granting of points, Eligible Directors will receive from the Trust, in September of the same year, the Company's shares corresponding to 70% of such points (with any fractions rounded down). The remaining 30% of the points (with fractions rounded down) will be accumulated annually, and after a certain period following the Eligible Director's retirement date, the Eligible Director will receive from the Trust cash equivalent to the proceeds obtained by converting into cash within the Trust the Company's shares corresponding to such accumulated points.
However, the Company's shares delivered pursuant to the Plan shall be subject to transfer restrictions until a certain period after the Eligible Director's retirement date.

(8) If any shares remain at the expiration of the trust period, the Trust shall either be continued as the Plan or as a new stock-based compensation plan of a similar nature by revising the trust agreement and making an additional trust contribution, or such remaining shares shall be transferred to the Company without consideration and cancelled by resolution of the Board of Directors.

(9) Upon termination of the Trust, any residual assets remaining after distribution to the beneficiaries shall be attributable to the Company, as the rights holder, within the amount of the reserve for trust expenses calculated by deducting the share acquisition costs from the trust funds.

Note: If the Company's shares held in the Trust are exhausted as a result of the delivery, etc. of the Company's shares, etc. to Eligible Directors who satisfy the beneficiary requirements, the Trust shall terminate before the expiration of the trust period.
In addition, each Applicable Company may, within the scope approved by the resolution of its respective Shareholders' Meeting (through the Company in the case of Applicable Subsidiaries), make an additional cash contribution to the Trust as funds for acquiring the Company's shares.

(1) Overview of the Plan
The Plan is a stock-based compensation plan under which the Company's shares, etc. are delivered as executive compensation based on position and the degree of achievement of key management indicators set forth in the Group Long-Term Vision, for the five fiscal years from the fiscal year ending March 31, 2027 to the fiscal year ending March 31, 2031 (the "Applicable Period")(*).
The Plan applies to the five fiscal years from the fiscal year ending March 31, 2027 through the fiscal year ending March 31, 2031 (the "Applicable Period").
(*) If, upon the expiration of the trust period, the trust period is extended by amending the trust agreement and making an additional trust contribution (as provided in the second paragraph of (3) below), each subsequent five-fiscal-year period shall constitute an

Applicable Period.

(2) Eligible Persons under the Plan (Beneficiary Requirements)

Eligible Directors shall, subject to fulfillment of the beneficiary requirements set forth below and completion of prescribed beneficiary determination procedures, receive from the Trust the Company's shares corresponding to 70% of the points granted up to the completion of the beneficiary determination procedures (with any fractions rounded down).

The remaining 30% of the points (with fractions rounded down) shall be accumulated annually, and after a certain period following the Eligible Director's retirement date, the Eligible Director shall receive from the Trust cash equivalent to the proceeds obtained by converting into cash within the Trust the Company's shares corresponding to such accumulated points.

The beneficiary requirements are as follows:

a) The individual must be an Eligible Director during the Applicable Period (including individuals who become Eligible Directors during the Applicable Period).
b) The individual must not have engaged in specified misconduct during his or her term of office.
c) The points must have been determined.
d) Any other requirements deemed necessary to achieve the objectives of the stock-based compensation plan.

(3) Trust Period

The trust period shall be approximately five years, from August 2026 (planned) to August 2031 (planned). At the expiration of the trust period, the trust period may be extended for the same length as the initial trust period (five years) by revising the trust agreement and making an additional trust contribution. For each extended trust period, the Applicable Subsidiaries shall make additional cash contributions within the upper limits approved at their respective Shareholders' Meetings as the source of compensation for directors and executive officers, etc. of the Applicable Subsidiaries, and the Company shall, within the scope approved at its Shareholders' Meeting, add its own cash as the source of compensation for its Directors and continue to grant points to Eligible Directors during the extended trust period.

However, if additional contributions are made, and if there are Company shares (excluding shares corresponding to points already granted to Eligible Directors but not yet delivered) and cash remaining in the trust assets as of the last day of the trust period prior to extension (collectively, the "Remaining Shares, etc."), the combined total of the value of the Remaining Shares, etc. and the additional trust funds shall not exceed the upper limit of trust funds approved at the Shareholders' Meeting of each respective Applicable Company.

If the trust agreement is not revised and no additional trust is established at the expiration of the trust period, no further points shall be granted thereafter. However, if Eligible Directors who may satisfy the beneficiary requirements continue to hold office at that time, the trust period may be extended, up to a maximum of ten years, until such Eligible Directors retire and delivery, etc. of the Company's Shares, etc. is completed.

(4) Number of the Company's Shares, etc. to be Delivered to Eligible Directors

For each Applicable Company, in principle, each July during the trust period, points shall be granted to individuals who served as Eligible Directors during the period from July 1 of the previous year through June 30 of the relevant year (the "Eligible Service Period").

Points shall be allocated by dividing baseline points determined according to position during the Eligible Service Period into a fixed portion and a performance-linked portion, at a ratio of 1:1.

The performance-linked portion shall fluctuate within a range of 0% to 200% depending on the degree of achievement of key management indicators set forth in the Group Long-Term

Vision, including Group Adjusted Profit, Adjusted ROE, Total Shareholder Return (TSR), and sustainability-related evaluation items, among others.
One point corresponds to one share of the Company.
If an event occurs during the trust period for which adjustment of the point system is deemed necessary for fairness, such as a stock split or reverse stock split, the number of shares per point shall be adjusted according to the relevant ratio.

(5) Upper Limits on Trust Funds and Points Granted per Fiscal Year
The upper limit on the amount of trust funds contributed by the Company to the Trust during the trust period shall be 2,400 million yen(*).
The aggregate upper limit on trust funds contributed by the Applicable Subsidiaries during the trust period shall be 4,500 million yen, resulting in a total of 6,900 million yen including the Company's portion(*).
(*)These upper limits are calculated by taking into account the compensation levels of Eligible Directors and include funds for share acquisition as well as trust fees and expenses.
At the Shareholders' Meetings, resolutions are expected to be approved setting:

An aggregate annual upper limit of 215,000 points for Directors of the Company; and
an aggregate annual upper limit of 575,000 points for Eligible Directors of the Applicable Subsidiaries.
Accordingly, the maximum number of shares to be acquired by the Trust during the Applicable Period shall be 3,950,000 shares, calculated by multiplying the annual point limit of 790,000 points by five fiscal years.

(6) Method of Acquisition of the Company's Shares by the Trust
The acquisition of the Company's shares by the Trust is planned to be conducted through purchases on the stock market within the limits on the amount of trust funds and the number of shares to be acquired as described in (5) above, and no dilution of shares will occur.
If, during the trust period, there arises a possibility that the number of shares held in the Trust may be insufficient to correspond to the number of shares associated with the points determined for Eligible Directors, or that the cash held in the trust assets may become insufficient to cover trust fees and expenses, additional cash may be contributed to the Trust and additional shares of the Company may be acquired within the limits on the amount of trust funds and the number of shares to be acquired for each Applicable Company as described in (5) above.

(7) Method and Timing of Delivery, etc. of the Company's Shares, etc. to Eligible Directors
Eligible Directors who satisfy the beneficiary requirements set forth in (2) above shall, following prescribed beneficiary determination procedures, in July each year after the grant of points, receive from the Trust the Company's shares corresponding to 70% of the points granted (with any fractions rounded down) in September of the same year.
The remaining 30% of the points shall be accumulated annually, and after a certain period following the Eligible Director's retirement date, the Eligible Director shall receive from the Trust cash equivalent to the proceeds obtained by converting into cash within the Trust the Company's shares corresponding to such accumulated points.
The Company's shares delivered pursuant to the Plan shall be subject to transfer restrictions, including the following:
(a) Eligible Directors shall not transfer, create a security interest in, or otherwise dispose of the Company's shares from the date of delivery until a certain period after the retirement date.
(b) Transfer restrictions shall be lifted after a certain period following the Eligible Director's retirement date.
(c) If an Eligible Director falls under specified misconduct (including material breach of duties, violation of laws or regulations, or leakage of confidential information) as determined by the

Company during the transfer restriction period, the Company may acquire the delivered shares without compensation without lifting the transfer restrictions.

Shares subject to transfer restrictions are planned to be managed in a dedicated account opened by the Eligible Director with a securities company during the restriction period, so that they cannot be transferred, pledged, or otherwise disposed of during such period.

(8) Exercise of Voting Rights for the Company’s Shares Held in the Trust

Voting rights attached to the Company’s shares held in the Trust shall not be exercised during the trust period in order to ensure neutrality toward management.

(9) Malus and Clawback

If a Director of the Company falls under specified misconduct as determined by the Company, including material breach of duties, violation of laws or regulations, or leakage of confidential information, rights to receive the Company’s Shares, etc. may be forfeited, delivered shares may be acquired without compensation during the transfer restriction period described in (7) above, and repayment of an amount equivalent to the delivered Company’s Shares, etc. may be required.

(10) Handling of Dividends on the Company’s Shares Held in the Trust

Dividends on the Company’s shares held in the Trust shall be received by the Trust and used to pay trust fees and expenses.

If residual assets remain upon termination of the Trust after payment of such fees and expenses, amounts exceeding the reserve for trust expenses are planned to be donated to organizations that have no interest in the Applicable Companies or Eligible Directors.

(11) Treatment upon Termination of the Trust

If any shares remain at the termination of the Trust, such remaining shares shall be transferred to the Company without consideration as a shareholder return measure, and the Company plans to cancel such shares by resolution of the Board of Directors.

(For Reference)

[Details of the Trust Agreement]

1. **Type of Trust**
   Money trust other than a specified individually operated money trust (third-party benefit trust)
2. **Purpose of the Trust**
   Granting of incentives to Eligible Directors
3. **Settlor**
   The Company
4. **Trustee**
   Mitsubishi UFJ Trust and Banking Corporation
   (Co-trustee: The Master Trust Bank of Japan, Ltd.)
5. **Beneficiaries**
   Eligible Directors who satisfy the beneficiary requirements
6. **Trust Administrator**
   An independent professional with no interest in the Applicable Companies
7. **Date of Agreement to Extend the Trust Period**
   August 2026 (planned)
8. **Trust Period**
   From August 14, 2018 to August 2031 (planned)
9. **Exercise of Voting Rights**
   Voting rights shall not be exercised.
10. **Class of Shares to be Acquired**
    Common shares of the Company
11. **Upper Limit on Trust Funds**
    6,900 million yen (planned) (including trust management fees and expenses)
12. **Period of Share Acquisition**
    August 2026 (planned)
13. **Method of Share Acquisition**
    Acquisition from the stock market
14. **Rights Holder**
    The Company
15. **Residual Assets**
    Residual assets that may be received by the Company as the rights holder shall be limited to the amount of the reserve for trust expenses, calculated by deducting the share acquisition costs from the trust funds.

Note: The planned dates set forth above may be changed to appropriate dates in accordance with applicable laws and regulations.

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