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June 24, 2025

FOR IMMEDIATE RELEASE

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(Code: 8361 TSE Prime/NSE Premier)

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Notice Concerning Issuance of Stock Options (Share Acquisition Rights) as Stock-Linked Compensation

Pursuant to the provisions of Articles 236, 238, and 240 of the Companies Act of Japan, the Oga ki Kyoritsu Bank, Ltd. (the "Company") has resolved at its Board of Directors meeting held today to determine the subscription guidelines for the share acquisition rights to be allotted as stock options for stock-linked compensation to the Company's directors (excluding outside directors.) and executive officers and to solicit subscribers for said share acquisition rights. Details are as follows.

1. Purpose

Stock options as stock-linked compensation for directors and executive officers will be issued to emphasize the linkage between our stock price and compensation that reflect our corporate value, and to raise awareness of shareholder-oriented management.

- 2. Outline of issuance of share acquisition rights
- (1) Name of share acquisition rights

The 17th Series of Share Acquisition Rights of the Ogaki Kyoritsu Bank, Ltd.

- (2) Date of allotment of share acquisition rights July 28, 2025
- (3) Details of share acquisition rights
 - A. Total number of share acquisition rights: 1,441

The above total number is the planned number of share acquisition rights to be allotted. If the total number of share acquisition rights to be allotted decreases, such as when no application for subscription is made, the total number of share acquisition rights to be allotted shall be the total number of share

acquisition rights to be issued.

B. Amount to be paid in for share acquisition rights

The amount to be paid in for the share acquisition rights shall be the fair value calculated by the "Black-Scholes Model" on the date of allotment of the share acquisition rights. The persons to whom the share acquisition rights have been allotted (the "Stock Option Holder") shall offset their remuneration claims against our company in lieu of payment of the amount to be paid in.

C. Class and number of shares underlying share acquisition rights

The class of shares underlying the share acquisition rights shall be the Company's common stock, and the number of shares underlying one share acquisition right (the "Number of Granted Shares") shall be 10 shares.

If the Company conducts a stock split (including allotment of shares without contribution; the same shall apply hereinafter) or a reverse stock split of its common stock, the Number of Granted Shares shall be adjusted according to the following formula with respect to the share acquisition rights that have not been exercised at the time of the stock split or reverse stock split, and any fraction of less than one share resulting from the adjustment shall be discarded.

 $Number\ of\ Granted\ Shares\ after\ adjustment = Number\ of\ Granted\ Shares\ before\ adjustment \times Ratio\ of\ split\ or\ reverse\ split$

In the event that the Company merges or splits after the allotment date, or in other cases where the Number of Granted Shares needs to be adjusted accordingly, the Number of Granted Shares shall be adjusted appropriately to a reasonable extent.

D. Value of assets to be contributed upon exercise of share acquisition rights

The amount to be paid in per share to be issued upon exercise of share acquisition rights, which shall be 1 yen, multiplied by the Number of Granted Shares.

E. Exercise period of share acquisition rights

From July 29, 2025 to July 28, 2075.

However, if the last day of the exercise period falls on a holiday of the Company, the business day immediately preceding the last day shall be deemed to be the last day.

- F. Matters concerning share capital and legal capital surplus to be increased when shares are issued upon exercise of share acquisition rights
 - (a) The amount of share capital to be increased when shares are issued upon exercise of share acquisition rights shall be 1/2 of the maximum amount of increase in share capital, etc. calculated in accordance with the provisions of Article 17, Paragraph 1 of the Rules of Corporate Accounting. Any fraction of less than 1 yen arising as a result of the calculation shall be rounded up.
 - (b) The amount of legal capital surplus to be increased when shares are issued upon exercise of share acquisition rights shall be the amount obtained by subtracting the amount of increase in share capital stated in (a) above from the maximum amount of increase in share capital stated in (a) above.

G. Restriction on transfer of share acquisition rights

The purchase of share acquisition rights by transfer shall require the approval of the Company's Board of Directors.

H. Conditions for Exercise of share Acquisition Rights

Stock Option Holders may exercise their share acquisition rights all at once within the period of 10 days from the day following the day on which they lose their positions as directors or executive officers of the Company.

I. Matters concerning the purchase of share acquisition rights

- (a) If Stock Option Holders become unable to exercise their share acquisition rights pursuant to the provisions of H above or the provisions of the share acquisition rights allotment agreement before exercising their share acquisition rights, the Company may purchase such share acquisition rights at no cost on a date separately determined by the Company's Board of Directors.
- (b) If a proposal for approval of a merger agreement in which the Company becomes a dissolved company, an absorption-type company split agreement or incorporation-type company split plan in which the Company becomes the split company, or a share exchange agreement or share transfer plan in which the Company becomes a wholly-owned subsidiary is approved at the Company's general meeting of shareholders (or a meeting of the Company's Board of Directors if a general meeting of shareholders is not necessary), the Company may acquire unexercised share acquisition rights free of charge on a date separately determined by the Company's Board of Directors.

J. Treatment of share acquisition rights when implementing organizational restructuring

In cases where the Company intends to effect a merger (limited to cases where the Company is extinguished by the merger), an absorption-type company split, an incorporation-type company split, a share exchange or a share transfer (the foregoing shall hereinafter be collectively referred to as "Organizational Restructuring"), the share acquisition rights of stock companies listed in Article 236, Paragraph 1, Item 8, (a) to (e) of the Companies Act (the "Reorganized Company") that remain as of the effective date of the Organizational Restructuring (the "Remaining Stock Options") shall be delivered to the Stock Option Holders based on the following conditions. In this case, the Remaining Stock Options shall be extinguished and new share acquisition rights of the Reorganized Company shall be issued.

However, this shall be limited to cases where a merger agreement, absorption-type company split agreement, incorporation-type company split plan, share exchange agreement or share transfer plan stipulates that share acquisition rights of the Reorganized Company will be issued in accordance with the following conditions:

(a) Number of Share Acquisition Rights of the Reorganized Company to be Issued

The same number of share acquisition rights as the number of the Remaining Stock Options held by the Stock Option Holders shall be issued.

(b) Class and number of shares of the Reorganized Company underlying share acquisition rights

The class of shares underlying the share acquisition rights shall be shares of common stock of the Reorganized Company, and the number of shares of common stock of the Reorganized Company to be issued upon exercise of share acquisition rights shall be determined in accordance with C above, taking into consideration the conditions of the Organizational Restructuring.

(c) Value of assets to be contributed upon exercise of share acquisition rights

The value of assets to be contributed upon exercise of the share acquisition rights to be issued shall be the amount obtained by multiplying the exercise price after reorganization stipulated below by the number of shares underlying each stock acquisition right. The exercise price after reorganization shall be 1 yen per share of the Reorganized Company that can be received by exercising the share acquisition rights to be issued.

(d) Exercise period of share acquisition rights

The exercise period of the share acquisition rights shall be from the later of either the commencement date of the exercise period of share acquisition rights stipulated in E above or the effective date of the Organizational Restructuring, to the expiration date of the exercise period of share acquisition rights stipulated in E above.

(e) Matters concerning share capital and legal capital surplus to be increased when shares are issued upon exercise of share acquisition rights

To be determined in accordance with F above.

(f) Restriction on transfer of share acquisition rights

The purchase of share acquisition rights by transfer shall require the approval of the Board of Directors of the Reorganized Company.

(g) Matters related to purchase of share acquisition rights

To be determined in accordance with I above.

K. Treatment of fractions of less than one share

Any fraction of less than one share in the number of shares to be issued to Stock Option Holders upon exercise of share acquisition rights by Stock Option Holders shall be discarded.

L. Non-issuance of investments in share acquisition rights

The Company will not issue investments in share acquisition rights for share acquisition rights.

M. Persons to whom share acquisition rights are to be allotted and the number thereof

The Company's 13 directors (excluding outside directors) and executive officers

N. Place where assets to be contributed upon exercise of share acquisition rights are to be paid in Head Office Sales Department, the Ogaki Kyoritsu Bank, Ltd.

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