July 30, 2026

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Notice：Concerning the Disposal of Treasury Shares in Connection with the Introduction of the Stock Benefit Trust（J-ESOP）

At a meeting of the Board of Directors held today, the Company resolved to introduce the "Stock Benefit Trust（J-ESOP）" incentive plan（the "Plan"）, under which shares of the Company will be granted to employees of the Company and to the directors and employees of its Group companies（hereinafter collectively referred to as "Employees, etc."）. In connection with the introduction of the Plan, the Company also resolved to dispose of treasury shares（the "Treasury Share Disposal"）, as described below.

Details

1. Background and Purpose

Under Management Plan 2031, which commenced this fiscal year, the Company positions human capital as the most important capital and the source of corporate value creation, and is strengthening human capital investment to support each employee's challenges and growth. In addition, under Management Plan 2031, the OKI Group aims to transform itself into a company in which each employee becomes a "Future-Makers" and, guided by enterprising spirits and committed to "Shaping Next for Society".

To realize this transformation, we believe it is essential that each employee regard the enhancement of corporate value as his or her own responsibility and continue to take on challenges and grow from a medium- to long-term perspective. At the same time, we also believe it is important to build a framework in which the Company and its shareholders share the same direction and work together to enhance corporate value.

The Company has already introduced a performance-linked stock compensation plan for its inside directors and executive officers who do not concurrently serve as directors（hereinafter, "Directors, etc."）. We have now decided to extend this concept to employees as well and to introduce the Plan as a mechanism through which Directors, etc. and Employees, etc. can work together with a shared awareness toward enhancing corporate value.

Through this initiative, we aim to further promote value sharing with shareholders and foster greater awareness among employees of medium- to long-term corporate value enhancement.

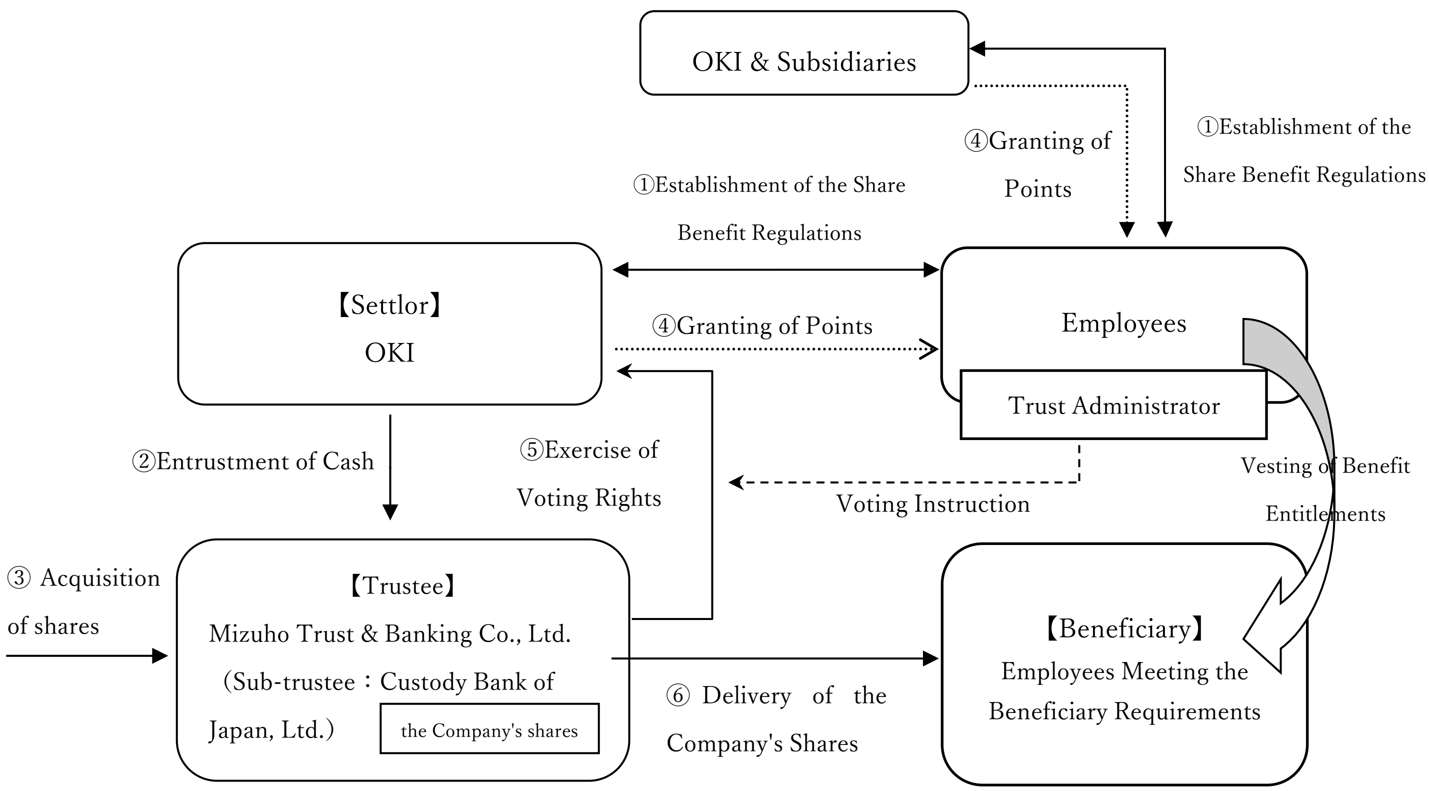
2. Overview of the Plan

The Plan is a trust-based incentive plan modeled on the U.S. ESOP（Employee Stock Ownership Plan）. Based on share benefit rules established in advance by the Company, Company shares will be granted to Employees, etc. who satisfy certain requirements.

The Company and its Group companies will award points to Employees based on each individual's position and contribution. When an Employee satisfies the prescribed conditions and becomes entitled to receive benefits, Company shares corresponding to the points awarded will be granted.

The shares to be granted to Employees, etc., including future deliveries, will be acquired in advance using cash contributed to the trust, and will be separately managed as trust assets. Through the introduction of the Plan, the Company expects Employees, etc. to become more conscious of corporate value enhancement and to engage in their duties with greater motivation.

【Mechanism of the Plan】



（1）OKI and our subsidiaries will establish the share benefit rules upon introduction of the Plan.

（2）The Company will entrust cash to the trust to be established pursuant to the trust agreement to be entered into with Mizuho Trust & Banking Co., Ltd. in connection with the Plan（the “Trust”; sub-trustee: Japan Custody Bank, Ltd.）in order to acquire in advance the shares to be granted in the future to Employees pursuant to the share benefit rules（a trust established for the benefit of a third party）.

（3）The Trust will acquire the shares by subscribing to the Company’s Treasury Share Disposal using the cash entrusted under item （2）as consideration.

（4）The Company and its Group companies will award points to Employees pursuant to the share benefit rules.

（5）The Trust will exercise voting rights in accordance with instructions from the trust administrator.

（6）The Trust will grant Company shares corresponding to the number of points granted to those Employees, etc. who satisfy the beneficiary requirements set forth in the share benefit rules（the “Beneficiaries”）.

3. Outline of the Treasury Share Disposal

(1)	Date of disposal	August 17, 2026
(2)	Class and number of shares to be disposed of	24,000 ordinary shares
(3)	Disposal price	2,976 yen per share
(4)	Total disposal amount	71,424,000 yen
(5)	Scheduled allottee	Japan Custody Bank, Ltd.（Trust E Account）

Note: The scheduled allottee, Japan Custody Bank, Ltd.（Trust E Account）, is the trust account established pursuant to a trust agreement entered into by the Company and Mizuho Trust & Banking Co., Ltd., under which the Company acts as settlor, Mizuho Trust & Banking Co., Ltd. acts as trustee, and Japan Custody Bank, Ltd. acts as sub-trustee（the “Trust Agreement”）. The Treasury Share Disposal will be carried out to make grants to Employees, etc. under the Plan and is substantially equivalent to the grant of shares to Employees, etc. as consideration for services rendered to the Company and its Group companies.

4. Purpose and Reason for the Treasury Share Disposal

The Treasury Share Disposal is intended to dispose of treasury shares to Japan Custody Bank, Ltd.（Trust E Account）, the sub-trustee that has received a sub-trust from the trustee under the Trust, for the purpose of holding and disposing of the Company's treasury shares in connection with the operation of the Plan.

The number of shares to be disposed of corresponds to the number expected to be granted to Employees, etc. during the trust period pursuant to the share benefit rules (covering three fiscal years from the fiscal year ending March 31, 2027 through the fiscal year ending March 31, 2029). This represents 0.03% of the total number of issued shares outstanding as of March 31, 2026, of 87,217,602 shares, and 0.03% of the total voting rights as of March 31, 2026, of 865,189 voting rights (both rounded to the third decimal place). In light of the purpose of the Plan, we believe that the expected dilution is reasonable.

5. Outline of the Trust

(1) Name: Stock Benefit Trust (J-ESOP)
(2) Settlor: The Company
(3) Trustee: Mizuho Trust & Banking Co., Ltd.
(Sub-trustee: Japan Custody Bank, Ltd.)
(4) Beneficiaries: Retired Employees, etc. who satisfy the beneficiary requirements set forth in the share benefit rules
(5) Trust administrator: Selected from among the Company's employees
(6) Type of trust: Cash trust for the benefit of a third party
(7) Purpose of trust: To grant Company shares held as trust assets to the Beneficiaries in accordance with the share benefit rules
(8) Date of trust agreement: August 17, 2026
(9) Date of cash contribution to trust: August 17, 2026
(10) Trust period: From August 17, 2026 until the trust is terminated
(No specific termination date is prescribed; the trust will continue for as long as the Plan remains in effect.)

6. Basis for Determining the Disposal Price and Specific Details

The disposal price was determined based on the closing price of the Company's ordinary shares on the Tokyo Stock Exchange on the business day immediately preceding the date of the Board of Directors' resolution for the Treasury Share Disposal (2,976 yen).

The closing price on the business day immediately preceding the date of the Board resolution was selected because it is deemed to reflect the Company's fair corporate value in the stock market and is therefore considered reasonable.