



December 26, 2025

Company name: The Toho Bank, Ltd.
Name of representative: Minoru Sato, President
(Securities Code: 8346; Tokyo Stock Exchange Prime Market)
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Notice Concerning Share Acquisition Constituting a “Buying Up” of Shares of THE DAITO BANK, LTD. (Securities Code: 8563)

The Toho Bank, Ltd. (hereinafter the “Bank”) hereby announces as follows that the Bank has determined, by the resolution of the Board of Directors as of today, to acquire the shares of THE DAITO BANK, LTD. (hereinafter “Daito Bank”) from HS Holdings Co., Ltd. (hereinafter “HS”) (hereinafter the “Share Acquisition”), and it has entered into a share purchase agreement today with HS in connection with the Share Acquisition.

The Bank hereby also announces that the Share Acquisition constitutes a “buying up specified by Cabinet Order as being equivalent to a tender offer” prescribed in Article 167, Paragraph 1 of the Financial Instruments and Exchange Act and Article 31 of the Order for Enforcement of the Act.

1. Reason for Share Acquisition

The Bank Group has defined its purpose as “For the Sake of Our Communities,” and has set goals of “Improving the value of every customer’s business” and “Creating abundant lives for each individual customer” based on the two basic policies of “co-creation of value with the region and customers” and “the Toho Bank Group’s growth strategy” in the current long-term management plan, TX PLAN 2030, with the aim of becoming a company that contributes to regional communities. Under such circumstances, in May 2025, HS approached the Bank about the sale of its shares of Daito Bank.

The Bank considers Daito Bank to be one of the banks in Fukushima Prefecture with a solid business base, growth potential, and competitiveness. Furthermore, in Fukushima Prefecture, which is the primary business base for both the Bank and Daito Bank, population decline continues unabated. To enhance the region’s sustainability in this situation, we believe it is crucial for regional financial institutions that share the same business base to collaborate to leverage each other’s strengths while maintaining a healthy competitive relationship. This has led to the Bank’s decision to conduct the Share Acquisition. From the perspective of developing the local economy and enhancing the corporate value of the two banks, the Bank plans to proceed to discussions with Daito Bank with a view to strengthening the relationship.

2. Outline of THE DAITO BANK, LTD.

(1) Name	THE DAITO BANK, LTD.		
(2) Address	19-1 Nakamachi, Koriyama-shi, Fukushima		
(3) Name and Title of Representative	Takao Suzuki, Director, Chairman and President		
(4) Business	Ordinary banking services		
(5) Amount of Stated Capital	14,743 million yen (as of September 30, 2025)		
(6) Date of Incorporation	August 18, 1942		
(7) Major Shareholders and Shareholding Ratios (Note 1)	HS Holdings Co., Ltd.	19.37%	
	Futaba Real Estate & Construction Co., Ltd.	4.84%	
	Daito Bank Employee Stock Ownership Association	4.44%	
	Custody Bank of Japan, Ltd. (Trust account)	3.01%	
	The Master Trust Bank of Japan, Ltd. (Trust account)	1.76%	
	The Toho Bank, Ltd.	1.55%	
	Sawayaka Shouji Co., Ltd.	1.26%	
	Sompo Japan Insurance Inc.	1.20%	
	Value Up Fund No. 2 Investment Limited Partnership	1.06%	
(8) Relationship between the Bank and Daito Bank	Mitsuharu Nagata	1.04%	
	Capital Relationship	As of December 25, 2025, the Bank holds 196,595 shares of Daito Bank.	
	Personnel Relationship	None	
	Business Relationship	None	
(9) Operating Results and Financial Position for the Past Three Years (Note 2)	Status as Related Party	None	
	Fiscal Year (consolidated)	Ended March 31, 2023	Ended March 31, 2024
			Ended March 31, 2025
	Net Assets	36,769	32,718
	Total Assets	894,997	851,063
	Ordinary Income	13,023	13,233
	Ordinary Profit	2,017	2,017
	Profit Attributable to Owners of Parent	1,283	1,330
	Net Assets per Share (yen)	2,836.37	2,516.25
	Earnings per Share (yen)	101.38	105.06

Note 1 Major shareholders and shareholding ratios are quoted from the status of major shareholders as of September 30, 2025, as stated in the semi-annual securities report for the first half of the fiscal year ending March 31, 2026 (hereinafter the “Semi-annual Securities Report”), filed by Daito Bank on November 21, 2025.

Note 2 The unit is millions of yen, except as otherwise noted.

3. Outline of HS Holdings Co., Ltd.

(1) Name	HS Holdings Co., Ltd.	
(2) Address	5-11-1 Toranomom, Minato-ku, Tokyo	
(3) Name and Title of Representative	Yasunari Harada, President & Representative Director	
(4) Business	Management operations for group companies, investment operations, M&A brokerage and consulting services	
(5) Date of Incorporation	January 21, 1958	
(6) Relationship between the Bank and HS	Capital Relationship	None
	Personnel Relationship	None
	Business Relationship	None
	Status as Related Party	None

4. Number of Shares to Be Acquired, Total Acquisition Price and Number of Shares Held Before and After Acquisition

(1) Total Number of Shares Held Before Acquisition (Note 1)	196,595 shares (Shareholding ratio (Note 2): 1.56%)
(2) Number of Shares to Be Acquired	2,281,500 shares
(3) Total Acquisition Price	Approximately 2.0 billion yen
(4) Total Number of Shares Held After Acquisition (Note 1)	2,478,095 shares (Shareholding ratio (Note 2): 19.67%)

Note 1 The Bank holds 196,595 shares of Daito Bank.

Note 2 This refers to the percentage (rounded to two decimal places) of the number of shares (12,597,600 shares) obtained by deducting the number of shares without voting rights (103,862 shares) as of September 30, 2025 from the total number of issued shares of Daito Bank (12,701,462 shares) as of the same date, as stated in the Semi-annual Securities Report.

5. Schedule

(1) Date of Resolution by the Board of Directors	December 26, 2025
(2) Execution Date of Share Purchase Agreement	December 26, 2025
(3) Closing Date of Share Acquisition	December 26, 2025

6. Future Outlook

The Share Acquisition is not anticipated to have a material impact on the Bank's consolidated financial results for the current fiscal year. The Bank will, as necessary, promptly make an announcement if any facts arise that should be disclosed in the future.

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