



September 29, 2025

To whom it may concern

Company Name : Okamura Foods Co., Ltd.

Representative: Koichi Okamura, President and
CEO

(Code No. 2938/ Standard Market of The Tokyo Stock Exchange)

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Notice regarding Issuance of Stock Compensation Stock Options (Stock Acquisition Rights)

The Company hereby announces that at a meeting of its Board of Directors held on September 29, 2025, it resolved to offer stock acquisition rights as equity compensation stock options (stock acquisition rights) to directors of its subsidiaries, based on the provisions of Articles 236, 238, and 240 of the Companies Act. The details are as follows.

1. Reasons for Issuing Stock Options as Equity Compensation

We are issuing stock options (stock acquisition rights) as equity compensation to share the benefits and risks of stock price fluctuations with our shareholders and to further enhance motivation for long-term performance improvement and corporate value growth.

2. Terms of Issuance of Stock Acquisition Rights

(1) Name of Stock Acquisition Rights

Okamura Foods Co., Ltd. Third Series Stock Acquisition Rights

(2) Persons Eligible for Allocation, Number of Persons, and Number of Stock Acquisition Rights to be Allocated

Director of a Subsidiary of the Company: 1 person: 5,583 units

(3) Type and Number of Shares Subject to Stock Options

The type of shares subject to the stock options shall be the Company's common stock. The number of shares subject to the stock options (hereinafter referred to as the "Number of Granted Shares") shall be one share per stock option.

However, if the Company conducts a stock split (including the free allotment of the Company's common stock; the same applies hereinafter regarding references to stock splits) or a reverse stock split of its common stock after the date of allocation of the stock acquisition rights (hereinafter referred to as the "Allocation Date"), the number of shares granted for the stock acquisition rights that have not been exercised at the time of such stock split or reverse stock split shall be adjusted using the following calculation:

$$\text{Adjusted Number of Granted Shares} = \text{Number of Granted Shares Before Adjustment} \times \text{Ratio of Split or Consolidation}$$

Furthermore, in addition to the above, if unavoidable circumstances arise necessitating an adjustment to the number of granted shares, the Company may adjust the number of granted shares as deemed necessary by its Board of Directors.

Any fraction of a share resulting from the above adjustments shall be rounded down.

(4) Total Number of Stock Options

5,583 units.

The above total represents the planned allocation. If the total number of stock options to be allocated decreases due to factors such as unsubscribed applications, the total number of stock options actually issued shall be the total number of stock options to be allocated.

(5) Method for Calculating the Subscription Price of Stock Options

The subscription price per stock option shall be the amount obtained by multiplying the fair value per share of the stock option, calculated using the Black-Scholes model on the allotment date, by the number of shares granted. This represents the fair price of the stock option and does not constitute a favorable issuance.

Furthermore, the person to whom the stock acquisition rights are allocated (hereinafter referred to as the "Stock Acquisition Rights Holder") shall offset the payment of the aforementioned payment amount against any compensation claims held against the Company, and no cash payment shall be required.

(6) Value of Assets to be Contributed upon Exercise of Stock Acquisition Rights

The value of the property to be contributed upon exercise of the stock acquisition rights shall be calculated by multiplying the amount per share receivable upon exercise of the stock acquisition rights (set at 1 yen) by the number of shares granted.

(7) Exercise Period for Stock Acquisition Rights

The exercise period shall be from October 24, 2027, to October 23, 2030.

(8) Conditions for Exercising Stock Options

- (i) The holder of stock acquisition rights must hold the position of director, auditor, or employee of the Company, its subsidiaries, or its affiliated companies at the time of exercising the rights. However, this shall not apply if a director or auditor retires upon the expiration of their term, an employee retires upon reaching the mandatory retirement age, or if there are other valid reasons.
- (ii) Exercise of stock acquisition rights by the heirs of the holder of stock acquisition rights is not permitted.
- (iii) Other conditions shall be governed by the terms of the stock option allocation agreement to be concluded between the Company and the holder of the stock options.

(9) Amount of Capital Stock and Capital Reserve to be Increased upon Issuance of Shares through Exercise of Stock Acquisition Rights

- (i) The amount of capital stock to be increased upon issuance of shares through the exercise of stock acquisition rights shall be one-half of the maximum amount of capital stock increase calculated pursuant to Article 17, Paragraph 1 of the Corporate Accounting Regulations. Any fractional amount less than one yen resulting from this calculation shall be rounded up.
- (ii) The amount of capital reserve to be increased when issuing shares upon exercise of stock acquisition rights shall be the amount obtained by subtracting the amount of capital to be increased as specified in (i) above from the maximum amount of capital, etc. to be increased as stated in (i) above.

(10) Matters Concerning Acquisition of Stock Acquisition Rights

- (i) If a holder of stock acquisition rights becomes unable to exercise such rights pursuant to the provisions of (8) above or the provisions of the stock acquisition rights allocation agreement prior to exercising the rights, the Company may acquire such stock acquisition rights without compensation as of a date separately determined by the Company's Board of Directors.
- (ii) The Company may acquire stock acquisition rights without compensation on a date separately determined by the Board of Directors if a resolution regarding any of the following items (a), (b), (c), (d), or (e) is approved at a general meeting of shareholders (or, if a general meeting resolution is not required, approved by the Board of Directors).
 - (a) A resolution approving a merger agreement in which the Company is the dissolving company
 - (b) A resolution approving a split agreement or split plan in which the Company is the splitting company
 - (c) A resolution approving a share exchange agreement or share transfer plan in which the Company becomes a wholly-owned subsidiary

(d) A resolution approving an amendment to the Articles of Incorporation to include a provision requiring the Company's approval for the acquisition of any shares through transfer, as a condition of the content of all shares issued by the Company

(e) A proposal for approval of an amendment to the Articles of Incorporation establishing a provision requiring the Company's approval for the acquisition of shares of the class of stock that is the subject of stock acquisition rights through transfer, or establishing a provision allowing the Company to acquire all shares of that class of stock by resolution of the general meeting of shareholders

(11) Restrictions on Transfer of Stock Acquisition Rights

The acquisition of stock acquisition rights through transfer shall require the approval of the Company's Board of Directors.

(12) Treatment of Stock Acquisition Rights During Reorganization

In the event the Company undergoes a merger (limited to cases where the Company is dissolved by the merger), an absorption-type split or a new-entity split (each limited to cases where the Company is the splitting company), a stock exchange, or a stock transfer (each limited to cases where the Company becomes a wholly-owned subsidiary) (collectively referred to hereinafter as "Organizational Restructuring") and the effective date of such Organizational Restructuring (meaning, for an absorption-type merger, the date the absorption-type merger takes effect; for a new-entity merger, the date the newly established company is formed; for an absorption-type split, the date the absorption-type split takes effect; for a new-entity split, the date the newly established company is formed; for a stock exchange, the date the stock exchange takes effect; and for a stock transfer, the date the newly established wholly-owned parent company is formed; The same shall apply hereinafter.) shall deliver stock acquisition rights of the corporation listed in Article 236, Paragraph 1, Item 8, subitems (a) to (e) of the Companies Act (hereinafter referred to as the "Reorganization Target Company") to the holders of stock acquisition rights remaining immediately prior to the effective date of the reorganization act (hereinafter referred to as "Remaining Stock Acquisition Rights"). However, this shall be limited to cases where the provision of stock acquisition rights of the reorganized company is stipulated in the absorption-type merger agreement, incorporation-type merger agreement, absorption-type split agreement, incorporation-type split plan, stock exchange agreement, or stock transfer plan in accordance with the following items.

(i) Number of Stock Options to be Issued for the Reorganized Company

The number of stock options to be issued shall be equal to the number of remaining stock options held by each holder.

(ii) Class of Shares of the Reorganized Company Subject to the Stock Options

Common shares of the reorganized company.

(iii) Number of Shares of the Reorganized Company Subject to the Stock Options

To be determined in accordance with the above (3), taking into account the conditions of the organizational restructuring and other factors.

(iv) Value of Assets to be Contributed upon Exercise of Stock Options

The value of assets to be contributed upon exercise of each stock option to be granted shall be the amount obtained by multiplying the post-reorganization exercise price specified below by the number of shares of the reorganized company underlying such stock option, determined pursuant to (3) above. The post-restructuring exercise price shall be ¥1 per share of the target company for which shares can be received upon exercising each stock acquisition right granted.

(v) Period during which stock acquisition rights may be exercised

The period during which the stock acquisition rights specified in (7) above may be exercised shall commence on the later of the first day of the exercise period specified in (7) above or the effective date of the organizational restructuring act, and shall end on the expiration date of the exercise period specified in (7) above.

(vi) Matters Concerning the Increase in Capital Stock and Capital Reserve Upon Issuance of Shares Through Exercise of Stock Options

Determined in accordance with the provisions of (9) above.

(vii) Restrictions on Acquisition of Stock Options Through Transfer

Acquisition of stock options through transfer shall require approval by resolution of the board of directors of the reorganized company.

(viii) Conditions for exercising stock acquisition rights

Determined in accordance with the provisions of (8) above.

(ix) Acquisition provisions for stock acquisition rights

Determined in accordance with the provisions of (10) above.

(13) Treatment of Fractions Less Than One Share Arising from Exercise of Stock Acquisition Rights

If the number of shares to be delivered to a holder exercising stock acquisition rights includes a fraction less than one share, such fraction shall be rounded down.

(14) Allotment Date of Stock Acquisition Rights

October 24, 2025

(15) Issuance of Subscription Rights Certificates

No subscription rights certificates shall be issued for the subscription rights.