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# Press Release

ASKA Pharmaceutical Holdings Co., Ltd.

## Notice Regarding Revision to Restricted Share Remuneration System for Board Members (Excluding Outside Directors and Board Members who are Audit and Supervisory Committee Members) and Introduction of Restricted Share Remuneration System for Outside Directors (Excluding Board Members who are Audit and Supervisory Committee Members)

**TOKYO, May 25, 2026** - As separately disclosed in the "Notice Regarding Transition to a Company with an Audit and Supervisory Committee" dated March 2, 2026, ASKA Pharmaceutical Holdings Co., Ltd. (TSE:4886, Head Office: Minato-ku, Tokyo) plans to transition to a company with an Audit and Supervisory Committee, subject to approval at the 5th Ordinary General Meeting of Shareholders scheduled to be held on June 24, 2026 (the "General Meeting of Shareholders").

Furthermore, at the Extraordinary General Meeting of Shareholders held on June 24, 2021, approval was obtained for a Restricted Share Remuneration system for the Company's Board Members (excluding Outside Directors).

At a meeting of the Board of Directors held today, the Company resolved to revise the Restricted Share Remuneration system and to approve a proposal concerning the Restricted Share Remuneration system (the "System") for the Board Members following the transition to a Company with an Audit and Supervisory Committee (excluding Board Members who are Audit and Supervisory Committee Members and Outside Directors; hereinafter "Eligible Board Members (1)"), as well as the introduction of the System for the Company's Outside Directors (excluding Board Members who are Audit and Supervisory Committee Members). The Company further resolved to submit these proposals to the General Meeting of Shareholders, as set forth below.

1. Regarding the Revision to the System

(1) Overview of the Revision

As part of a review of the Company's remuneration system for Board Members, the Company has determined to partially revise the system applicable to Eligible Board Members (1) for the purpose of further promoting alignment of interests with shareholders and providing incentives to enhance the Company's corporate value on a sustainable basis.

Specifically, the Company will partially revise the existing "Tenure-based Restricted Share Remuneration" system, under which the lifting of transfer restrictions is conditioned upon continuous service for a specified period, and newly introduce a "Performance-based Restricted Share Remuneration" system, under which the lifting of transfer restrictions is conditioned upon the achievement of performance targets predetermined by the Board of Directors, in order to strengthen the linkage between remuneration for Eligible Board Members (1) and the Company's business performance. Under the revised system, monetary compensation claims granted to Eligible Board Members (1) shall be up to 70 million JPY per year for "Tenure-based Restricted Share Remuneration" (including up to 10 million JPY for Outside Directors, excluding Board Members who are Audit and Supervisory Committee Members); up to 70 million JPY per year for "Performance-based Restricted Share Remuneration"; for a combined total annual amount of up to 140 million JPY (excluding salaries for employee-Board Members in their capacity as employees). In addition, the aggregate number of shares of the Company's common stock to be issued or disposed of to Eligible Board Members (1) shall be up to 70,000 shares annually for "Tenure-based Restricted Share Remuneration" (including up to 10,000 shares for Outside Directors, excluding Board Members who are Audit and Supervisory Committee Members); up to 70,000 shares annually for "Performance-based Restricted Share Remuneration" for a combined total annual limit of 140,000 shares. (However, adjustments shall be made within a reasonable range as necessary in the event of a stock split (including gratis allotment of common stock), share consolidation, or any other event requiring adjustment to the aggregate number of common stock issued or disposed of as restricted shares, where such event becomes effective after the date of the resolution at the General Meeting of Shareholders.)

(2) Conditions for Revision

The above revision shall be subject to approval by shareholders at the General Meeting of Shareholders.

2. Regarding the Introduction of a Restricted Share Remuneration System for Outside Directors

(1) Overview of the Introduction

The Company has decided to introduce a Tenure-based Restricted Share Remuneration system for its Outside Directors (excluding Board Members who are Audit and Supervisory Committee Members; hereinafter "Eligible Board Members (2)"), equivalent to that applicable to Eligible Board Members (1), in order to further promote alignment of interests with shareholders and maximize supervisory functions aimed at enhancing corporate value.

The total amount of monetary compensation claims granted to Eligible Board Members (2) shall not exceed 10 million JPY annually, and the aggregate number of newly issued or disposed shares of common stock shall not exceed 10,000 shares annually. (However, adjustments shall be made within a reasonable range as necessary following stock splits (including gratis allotments of common stock), share consolidations, or similar events occurring after the effective date of a resolution at the General Meeting of Shareholders.)

Eligible Board Members (2) shall make in-kind contributions of the full amount of monetary compensation claims granted by the Company under the System and receive shares of the Company's common stock issued or disposed of by the Company in exchange. The amount to be paid in per share shall be determined by the Board of Directors, based on the closing price of the Company's shares of common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of each Board resolution (or, if no transaction occurs on that date, the closing price on the nearest preceding trading day), within a range that does not constitute an especially favorable amount to the Eligible Board Members subscribing to such shares.

Furthermore, issuance or disposition of the Company's shares of common stock under the System (the "Shares") shall be subject to the execution of a restricted share allotment agreement between the Company and Eligible Board Members (2), including provisions such as: 1. prohibition of transfer to third parties, creation of security interests, or any other disposition of the Shares during a specified restriction period; and 2. acquisition of the Shares by the Company without consideration upon occurrence of certain specified events.

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