



March 27, 2025

FOR IMMEDIATE RELEASE

Company Name: Asahi Group Holdings, Ltd.

Representative: Atsushi Katsuki, President and Group CEO

Securities Code: 2502

Stock Listings: Tokyo Stock Exchange, Prime Market

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## **Announcement Regarding Share-Based Compensation Plan**

Asahi Group Holdings, Ltd. (the "Company") has resolved to introduce new performance-linked share units (PSU) plan (hereinafter referred to as "the Plan") as a new share-based compensation plan starting from fiscal 2025 at the Compensation Committee meeting held on March 26, 2025.

Through this Plan, the Company's management will lead the way in fostering business and human growth by taking the initiative in striving to achieve both economic and social value, and by fulfilling management and social responsibilities from a medium- to long-term perspective.

Through the introduction of the Plan, the Company's management team aims to create both economic and social value, fulfill management and social responsibilities from a medium- to long-term perspective, and lead business development and human growth.

### **1. Purpose of Introducing the Plan**

The Plan is established as a medium- to long-term compensation system under which the Company will grant shares of the Company's Common Stock to selected executives\* of the Company and its group companies (hereinafter referred to as "Eligible Persons"). This is to share the benefits and risks of share price fluctuations with shareholders and to further increase the Eligible Persons' motivation to contribute to share price appreciation and the sustainable enhancement of the Company's value.

\* Directors, executive officers, or employees of the Company and its group companies (excluding outside directors).

### **2. Outline of the Plan**

#### **<Overview of PSU>**

The Company will grant PSUs to the Eligible Persons in accordance with the terms and conditions established by the Company. The PSUs will vest upon the degree of achievement of the performance targets set by the Company for the period set by the Company, and upon satisfying the vesting conditions set by the Company, the Common Stock of the Company equivalent to the PSUs (the "Vested Shares")

will be delivered. The Vested Shares will be delivered to residents of Japan through a share delivery trust and to non-residents of Japan through the disposal of treasury shares.

#### <Payment Conditions>

The Company will deliver the Vested Shares to the Eligible Persons corresponding to such vested PSUs, provided that the following requirements are met:

- The Eligible Person has continuously held the position of director, executive officer, or employee of the Company or its group companies until the time of vesting, unless the Company grants an exception to this rule.
- The absence of certain acts of misconduct as defined in the rules of the Plan.
- Satisfaction of such other requirements as may be set forth in the Plan's rules as may be necessary to achieve the purposes of the Plan.

#### <Eligible Persons>

The Plan will be implemented in two phases:

- Phase 1 (FY2025): The members of the Executive Committee, an advisory board to the President and Group CEO, Director and Representative Executive Officer, will be targeted.
- Phase 2 (FY2026): The target will be the selected executives of the Company and its group companies, details of which will be finalized during fiscal year 2025.

#### <Maximum Number of PSUs>

- In total, the Phase 1 (FY2025) will grant PSUs equivalent to a maximum of 620,000 shares.

#### <PSUs Mechanics>

- Target Period: Three fiscal years commencing January 1, 2025.
- Number of PSUs granted: The number of PSUs granted to each Eligible Person will be determined by the Company's Compensation Committee for the Company's executive officers and by the Company's compensation decision-making body (collectively, the "Compensation Decision-Making Body") for other Eligible Persons, based on the Eligible Person's base salary and position.
- Number of shares to be vested: To be determined by the Compensation Committee, subject to the satisfaction of the conditions for payment established by the Company, including the degree of achievement of the Company's performance during the Target period.

#### <Malus and Clawback Policy>

The Company will adopt a Malus and Clawback policy under the Plan. Pursuant to such policy, in the event of any material fraudulent or illegal act, etc., by the Eligible Person, the Company may revoke the right to receive an allotment of the Company's Common Stock or demand the return of the Company's allotted Common Stock.

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