

# Notice of Issuance of New Shares in Connection with the Introduction of the Employee Stock Ownership Plan (J-ESOP), Matters Relating to Stock Units (RSUs), and Determination of Payment Amount and Other Matters of Issuance of New Shares Under Prior RSU Awards

**Tokyo, Japan and Cambridge, UK, 15 April 2026** – Nxera Pharma Co. Ltd (“Nxera” or the “Company”; TSE 4565) announces that, in connection with the introduction of the Employee Stock Ownership Plan for employees residing in Japan (“J-ESOP”), as announced on 19 November 2025, it has resolved to issue new shares of the Company (the “J-ESOP Share Issuance”) as set out below. The J-ESOP Share Issuance is intended to secure the shares required for the operation of J-ESOP, including in connection with the transition to J-ESOP of certain outstanding Restricted Stock Units (“RSUs”) previously granted to employees of the Company and its wholly owned subsidiary Nxera Pharma Japan Co., Ltd. (together “Nxera Japan”) residing in Japan (“Outstanding Equity Awards”), for which the payment date or payment period has not yet arrived, and does not result in any additional dilution beyond the level of share delivery (dilution) previously contemplated under any such Outstanding Equity Awards.

In addition, the Company announces that it has resolved to: (i) grant RSU Award Nos. 26 to 28 under the Company’s RSU plan regulations adopted by resolution of the Company’s Board of Directors today (“RSU Plan Regulations”), and (ii) issue new shares of the Company in the future in connection with the settlement of RSU Award Nos. 26 to 28 in accordance with the terms of the RSU Plan Regulations (the “RSU Share Issuance”). RSUs represent the right to receive shares of the Company in the future in accordance with the RSU Plan Regulations. The RSU Share Issuance therefore relates to the future issuance and allotment of shares upon vesting and settlement of RSUs, and not the issuance of shares at the time of grant of RSUs.

The Company further announces the determination of the payment amount and other matters relating to the issuance of new shares in settlement of RSU Awards Nos. 18 and 20.

## **1. ISSUANCE OF NEW SHARES IN CONNECTION WITH THE INTRODUCTION OF THE J-ESOP**

The J-ESOP Share Issuance was approved by resolution of the Company’s Board of Directors today.

### **(1) Details of Issuance**

(i) Payment date	30 April 2026 (Thursday)
(ii) Type and number of shares to be issued	1,236,400 shares of the Company's common stock
(iii) Payment amount	1,011 Yen per share

(iv) Total issue value	1,250,000,400 Yen
(v) Planned Allottee	Custody Bank of Japan, Ltd. (Trust E Account)
(vi) Other details	An extraordinary report will be filed in accordance with the Financial Instruments and Exchange Act in connection with the J-ESOP Share Issuance.

(Notes)

1. The Planned Allottee, Custody Bank of Japan, Ltd. (Trust E Account), is a trust account to be established by the conclusion of a trust agreement (the "Trust Agreement") between the Company as the settlor and Mizuho Trust & Banking Co., Ltd. as the trustee (with Custody Bank of Japan, Ltd. as the sub-trustee) (the "Trust").
2. The J-ESOP Share Issuance is made for the purpose of allocating shares to the Trust for use in the operation of J-ESOP in order to deliver shares to employees of Nxera Japan resident in Japan and does not result in any additional dilution beyond the share delivery previously contemplated in connection with any Outstanding Equity Awards being transitioned to J-ESOP.

### **(2) Objectives of and Rationale for the J-ESOP Share Issuance**

The Company announced the introduction of the J-ESOP Plan on 19 November 2025. (For details of the J-ESOP Plan, please refer to the press release dated 19 November 2025, "Nxera Introduces Employee Stock Ownership Plan (J-ESOP) for Employees Residing in Japan.")

The J-ESOP Share Issuance is made for the purpose of allocating the Company's newly issued shares to Trust to be established under the Trust Agreement, for use in the operation of the J-ESOP.

The number of shares to be issued corresponds to the number of shares expected to be delivered to employees of Nxera Japan resident in Japan during the trust period in accordance with the regulations governing the J-ESOP ("J-ESOP Regulations") established by the Company (comprising the RSUs granted to employees of Nxera Japan that are scheduled to be transitioned to the J-ESOP and two fiscal years from the fiscal year ending 31 December 2026 to the fiscal year ending 31 December 2027), and represents 1.37% (rounded to the second decimal place) of the total number of outstanding shares of 90,496,735 shares as of 31 March 2026. In light of the objectives of the J-ESOP as described in the press release dated 19 November 2025, "Nxera Introduces Employee Stock Ownership Plan (J-ESOP) for Employees Residing in Japan," the Company considers that the scale of dilution is reasonable.

### **(3) Overview of the Trust**

(i) Name	Employee Stock Ownership Plan (J-ESOP)
(ii) Settlor	The Company
(iii) Trustee	Mizuho Trust & Banking Co., Ltd. (Sub-trustee: Custody Bank of Japan, Ltd.)
(iv) Beneficiaries	Persons who have left employment with Nxera Japan and satisfy the beneficiary requirements specified in the J-ESOP Regulations
(v) Trust Administrator	Selected from among employees of Nxera Japan
(vi) Type of trust	Trust of money other than money trust (trust for the benefit of a third party)
(vii) Purpose of the trust	To deliver to Beneficiaries the Company's shares held as trust assets and cash equivalent to the market value of the Company's shares, in accordance with the J-ESOP Regulations
(viii) Date of conclusion of the Trust Agreement	30 April 2026
(ix) Date of entrustment	30 April 2026

of funds	
( x ) Trust period	From 30 April 2026 until the termination of the Trust (no specific termination date is set; the Trust will continue for as long as the J-ESOP continues.)

**(4) Basis for Calculation of the Payment Amount and Specific Details**

The payment amount per share has been set at 1,011 Yen, being the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution of the Company's Board of Directors.

The closing price on the business day immediately preceding the date of the resolution of the Company's Board of Directors was adopted as the payment amount as it reflects the market value of the Company's shares and was considered reasonable.

**2. ISSUANCE OF NEW SHARES IN SETTLEMENT OF RSU AWARD NOS. 26 TO 28**

The resolutions authorising (i) the grant of RSU Award Nos. 26 to 28, and (ii) the future issuance and allotment of shares in settlement of such RSUs were approved by the Company's Board of Directors today.

**(1) Details of RSU Award Nos. 26 to 28:** see table contained at paragraph (3) below.

**(2) Details of Issuance in Settlement of RSU Awards Nos. 26 to 28**

(i)	Payment date	RSU No. 26: 1 June 2027
	Payment Period	RSU No. 27: From 1 May 2028 to 31 July 2028 RSU No. 28: From 1 May 2029 to 31 July 2029
(ii)	Type and number of shares to be issued in settlement of RSU Awards Nos. 26 to 28 (planned)	2,049,962 shares of the Company's common stock (planned for RSU Awards Nos. 27 and 28 )  (Breakdown) RSU No. 26: 142,866 shares RSU No. 27: 953,548 shares (planned) RSU No. 28: 953,548 shares (planned)
(iii)	Payment amount	RSU No. 26: 1,011 Yen per share RSU Nos. 27 and 28: to be determined by the Representative Executive Officer in accordance with the RSU Plan Regulations
(iv)	Total issue value	RSU No. 26: 144,437,526 Yen RSU Nos. 27 and 28: to be determined by the Representative Executive Officer in accordance with the RSU Plan Regulations
(v)	Planned Allottees	RSU No. 26 142,866 shares will be allotted among 6 Directors of the Company (excluding a Director serving concurrently as an Executive Officer)  RSU No. 27 3 Executive Officers of the Company 68 Directors and statutory auditors of subsidiaries of the Company and eligible employees and advisors of the Company and its subsidiaries 953,548 shares to be allotted (planned)  RSU No. 28 3 Executive Officers of the Company

	68 Directors and statutory auditors of subsidiaries of the Company and eligible employees and advisors of the Company and its subsidiaries 953,548 shares to be allotted (planned)
(vi) Other details	The number of shares to be issued in settlement of RSU Nos. 27 and 28 is subject to adjustment in accordance with the RSU Plan Regulations and any determination validly delegated to the Representative Executive Officer under the RSU Plan Regulations.

### **(3) Objectives of and Rationale for the RSU Share Issuance**

Initially introduced in FY2019, the purpose of the Company's RSU-based long-term incentive plan (the "RSU Scheme") is to incentivize the directors, non-executive directors, executive management, employees and selected advisors of the Nxera Group to actively contribute to achieving the Nxera Group's vision and strategy. By aligning the interests of these individuals with those of the Company's shareholders, the RSU Scheme fosters a shared responsibility for the Nxera Group's success and encourages actions that drive the growth of the Company's share price, thereby enhancing its overall corporate value.

As announced in the press release dated 19 November 2025, the RSU awards granted to employees of Nxera Japan residing in Japan are being transitioned to the J-ESOP. For (i) employees of the Company and its wholly owned subsidiaries residing outside Japan, (ii) Directors of the Company, whether residing in Japan or overseas, and (iii) advisors of the Company and/or its wholly owned subsidiaries, whether residing in Japan or overseas, RSUs continue to be granted and governed in accordance with the RSU Plan Regulations.

The RSU Share Issuance therefore relates to the future issuance and allotment of shares of the Company in settlement of RSUs No. 26 to 28 that vest in accordance with the vesting schedules subject to continued engagement or employment during the applicable performance periods and the provisions set out in the RSU Plan Regulations and applicable award agreements (including forfeiture and clawback). Each vested RSU will be settled by the issuance and delivery of one share of the Company's common stock, with settlement effected by contribution in kind of a monetary compensation claim.

	<b>Grantees</b>	<b>Total RSU Award</b>	<b>Payment amount</b>	<b>Performance Period</b>
<b>RSU No. 26</b>	6 Directors of the Company (excluding a Director concurrently serving as an Executive Officer)	142,866	144,437,526 Yen	From 1 April 2026 to 31 March 2027
<b>RSU No. 27</b>	3 Executive Officers of the Company; 68 Directors and statutory auditors of subsidiaries of the Company and eligible employees and advisors of the Company and its subsidiaries	953,548	964,037,028 Yen (Note)	From 1 April 2026 to 31 March 2028
<b>RSU No. 28</b>	3 Executive Officers of the Company; 68 Directors and statutory auditors of subsidiaries of the Company and eligible	953,548	964,037,028 Yen (Note)	From 1 April 2026 to 31 March 2029

	employees and advisors of the Company and its subsidiaries			
--	--	--	--	--

(Note) Payment amount for RSU Award Nos. 27 and 28 is an estimated amount at the time of submission of this press release, as the Company’s Board of Directors has delegated to the Representative Executive Officer, in accordance with the RSU Plan Regulations, the determination of the number of shares to be issued and the payment amount per share on the applicable Date of Determination as stated in (3)(ii) below.

**(3) Determination of the payment amount per share and other matters**

**(i) RSU No. 26**

The number of shares to be issued in settlement of RSU No. 26 and the payment amount per share have been determined by resolution of the Company's Board of Directors today.

The payment amount per share has been determined based on the closing price of the Company's shares on the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution (14 April 2026).

As the payment amount per share is equal to the market price of the Company’s shares immediately preceding the date of the resolution of the Company's Board of Directors, the Company considers that the issuance of shares in settlement of RSU No. 26 does not constitute an issuance of shares at a particularly favorable value.

**(ii) RSU Nos. 27 and 28**

Settlement of RSU Nos. 27 and 28 is scheduled to occur in 2028 and 2029, respectively.

In accordance with the RSU Plan Regulations, the Company’s Board of Directors has delegated to the Representative Executive Officer, by resolution of the Company's Board of Directors today, the authority to determine, on the applicable determination date for each RSU award (the "Date of Determination"(\*)), the number of shares to be issued in settlement of RSU Nos. 27 and 28 and the payment amount per share.

The number of shares to be issued in settlement of RSU Award Nos. 27 and 28 will therefore be determined by a decision of the Representative Executive Officer on the Date of Determination. Accordingly, the total number of shares to be issued in settlement of RSU Nos. 27 and 28 (currently planned to be 1,907,096 in total) may change as a result of such determination.

The payment amount per share for RSU Nos. 27 and 28 will be determined by the Representative Executive Officer on the relevant Date of Determination by reference to the closing price of the Company's shares on the Tokyo Stock Exchange on the day immediately prior to the Date of Determination (if no closing price is quoted on that day, the closing price of the immediately preceding trading date).

As the payment amount per share will be determined by reference to the market price of the Company’s shares immediately preceding the relevant Date of the Determination, by the Representative Executive Officer, the Company considers that the issuance of shares in settlement of RSU Nos. 27 and 28 will not constitute an issuance of shares at a particularly favorable value.



(\*) The Date of Determination for RSU Nos. 27 and 28 is as follows.

RSU No. 27: 18 April 2028

RSU No. 28: 17 April 2029

#### ***(4) Summary of the Key Terms of the RSU Plan Regulations***

A summary of the key terms of the RSU Plan Regulations is stated below.

##### (A) Overview of RSUs and Conditions for Vesting

RSUs granted under the RSU Plan represent the right to receive shares of the Company's common stock in the future, subject to the satisfaction of vesting conditions set out in the RSU Plan Regulations and the applicable award agreements. No shares are issued or delivered at the time RSUs are granted. RSUs vest in accordance with the applicable vesting schedules, subject to the eligible person's continued service with the Company or its wholly owned subsidiaries during the Performance Period and the absence of any event giving rise to cancellation or forfeiture of the RSUs in accordance with the RSU Plan Regulations.

##### (B) Settlement of RSUs and Issuance of Shares

Following vesting, each RSU is settled by the issuance and delivery of one share of the Company's common stock. Settlement of RSUs is effected by way of contribution in kind of a monetary compensation claim held by the eligible person against the Company or a wholly owned subsidiary, in accordance with the RSU Plan Regulations and applicable law. The amount of the monetary compensation claim corresponds to the number of vested RSUs multiplied by the payment amount per share determined in accordance with the RSU Plan Regulations.

##### (C) Forfeiture and Cancellation of RSUs

RSUs that have not vested may be cancelled or forfeited if an eligible person becomes subject to any of the forfeiture or cancellation events specified in the RSU Plan Regulations, including (without limitation) termination of service, misconduct, breach of contractual or post-termination obligations, or other circumstances in accordance with the RSU Plan Regulations. In such cases, the eligible person will lose the right to receive shares in respect of the forfeited or cancelled RSUs.

##### (D) Treatment of Reorganization or Change of Control Transactions

In the event there is a reorganisation or change-of-control transaction involving the Company or its wholly owned subsidiaries, the treatment of outstanding RSUs shall be determined by the Company's Board of Directors in accordance with the RSU Plan Regulations. Such treatment may include acceleration of vesting, continuation of RSUs on existing terms, substitution of RSUs, cancellation of RSUs, or other treatment considered appropriate by the Company's Board of Directors, in accordance with the RSU Plan Regulations.

Going forward, the timing of allotment of shares in respect of RSU awards granted to date is as follows, and the number of shares to be issued upon settlement and the payment amount per share will be announced separately each time a determination is made by the Representative Executive Officer pursuant to the authority delegated by the Company's Board of Directors.

RSU No. 18: 18 May 2026

RSU No. 20: 18 May 2026

RSU No. 21: 18 May 2027

RSU No. 23: 1 June 2026

RSU No. 24: 1 May 2027 - 31 July 2027

RSU No. 25: 3 May 2028 – 31 July 2028

The total number of shares to be issued in connection with the stock option and the settlement of RSUs under the RSU Plan, is 6.95% of the total number of outstanding shares of the Company as of 31 March 2026, assuming full vesting and settlement of the relevant awards in accordance with their terms.

### 3. DETERMINATION OF PAYMENT AMOUNT AND OTHER MATTERS OF ISSUANCE OF NEW SHARES IN SETTLEMENT OF PRIOR RSU AWARDS

The Company has determined the payment amount and other matters relating to the issuance of new shares in settlement of RSU Award Nos. 18 and 20 as set forth below, as announced by the Company in (i) the press release dated 7 April 2023, "Notice of Issuance of New Shares Under the Restricted Stock Unit (RSU) Plan and Determination of Payment Amount and Other Matters of Issuance of New Shares Under Previous Years' RSU Plan" and, (ii) the press release dated 17 April 2024, "Notice of Issuance of New Shares Under the Restricted Stock Unit (RSU) Plan and Determination of Payment Amount and Other Matters of Issuance of New Shares Under Previous Years' RSU Plan."

(i) Payment date	RSU No. 18 18 May 2026 RSU No. 20 18 May 2026
(ii) Type and number of shares to be issued	736,190 shares of the Company's common stock  (Breakdown) RSU No. 18: 208,977 shares RSU No. 20: 527,213 shares
(iii) Payment amount	RSU No. 18: 1,011 Yen per share RSU No. 20: 1,011 Yen per share
(iv) Total amount of payment	RSU No.18: 211,275,747 Yen RSU No. 20: 533,012,343 Yen
(v) Allottees	RSU No. 18 2 Directors and Executive Officers in total 145 Directors of subsidiaries and employees of the Company and its subsidiaries  RSU No. 20 3 Directors and Executive Officers in total 205 Directors of subsidiaries and employees of the Company and its subsidiaries
(vi) Other details	The Securities Registration Statements relating to the issuance of new shares under RSU Award Nos. 18 and 20 have been filed in accordance with the Financial Instruments and Exchange Act.

(Note)

1. The aforementioned payment amount per share has been determined by the Representative Executive Officer as at the closing price of the Company's shares on the Tokyo Stock Exchange on the business day immediately preceding the date of such determination (14 April 2026). The payment amount per share is the market share price immediately preceding the date of the determination, so the Company considers it is not issuing shares at a particularly favorable value.
2. The Company will deliver the aforementioned new shares to the Allottees in exchange for provision as contribution in kind of monetary compensation claims against the Company provided to the Allottees.
3. The Relevant Performance Period for the issuance of new shares under RSU No. 18 was from 1 April 2023 to 31 March 2026 and the Relevant Performance Period for the issuance of new shares under the RSU No.

20 was from 1 April 2024 to 31 March 2026.

–END–

### **About Nxera Pharma**

Nxera Pharma is a technology powered biopharma company in pursuit of new specialty medicines to improve the lives of patients with unmet needs in Japan and globally. The Company has built an agile, new-generation commercial business in Japan to develop and commercialize innovative medicines, including several launched products, to address this high-value, large and growing market and those in the broader APAC region. In addition, the Company is advancing an extensive pipeline internally and in partnership with leading pharma and biotech companies powered by its unique NxWave™ GPCR structure-based drug discovery platform. Nxera Pharma operates at key locations in Tokyo and Osaka (Japan), London and Cambridge (UK), Basel (Switzerland) and Seoul (South Korea) and is listed on the Tokyo Stock Exchange (ticker: 4565).

For more information, please visit [www.nxera.life](http://www.nxera.life)

LinkedIn: [@NxeraPharma](#) | X: [@NxeraPharma](#) | YouTube: [@NxeraPharma](#)

### **Enquiries:**

#### **Nxera – Media and Investor Relations**

Shinya Tsuzuki, VP, Head of Investor Relations

Maya Bennison, Communications Manager

+81 (0)3 5210 3399 | +44 (0)1223 949390 [IR@Nxera.life](mailto:IR@Nxera.life)

#### **MEDiSTRAVA (for International Media)**

Mark Swallow, Frazer Hall, Erica Hollingsworth

+44 (0)203 928 6900 | [Nxera@medistrava.com](mailto:Nxera@medistrava.com)

### **Forward-looking statements**

This press release contains forward-looking statements, including statements about the discovery, development, and commercialization of products. Various risks may cause Nxera Pharma Group's actual results to differ materially from those expressed or implied by the forward looking statements, including: adverse results in clinical development programs; failure to obtain patent protection for inventions; commercial limitations imposed by patents owned or controlled by third parties; dependence upon strategic alliance partners to develop and commercialize products and services; difficulties or delays in obtaining regulatory approvals to market products and services resulting from development efforts; the requirement for substantial funding to conduct research and development and to expand commercialization activities; and product initiatives by competitors. As a result of these factors, prospective investors are cautioned not to rely on any forward-looking statements. We disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.